



RIO2 LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2021

The following management's discussion and analysis ("MD&A") was prepared as of March 25, 2022 and is management's assessment of the operating results and financial condition of Rio2 Limited ("Rio2" or the "Company") together with its subsidiaries. This MD&A should be read in conjunction with the Company's audited consolidated financial statements (the "financial statements") for the year ended December 31, 2021. The consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in United States dollars unless otherwise stated.

The Company's common shares are currently traded on the TSX Venture Exchange ("TSXV") under the symbol "RIO", as well as on the Bolsa de Valores de Lima ("BVL") under the symbol "RIO", and the OCTQX Best Market under the symbol "RIOFF". The Company's registered office is located at Suite 6000, 1 First Canadian Place, 100 King St. West, Toronto, ON, M5X 1E2 and its head office is at The Marine Building, 1000-355 Burrard Street, Vancouver, BC, V6C 2G8.

Additional information relating to the Company can be found on SEDAR at www.sedar.com and may be obtained by contacting the Company at info@rio2.com.

DESCRIPTION OF BUSINESS

Rio2 is a mining company with a focus on exploration, development and mining operations with a team that has proven technical skills as well as a successful capital markets track record. Rio2 is focused on taking its Fenix Gold Project in Chile to production in the shortest possible timeframe based on a staged development strategy. In addition to the Fenix Gold Project in development in Chile, Rio2 Limited continues to pursue additional strategic acquisitions where it can deploy its operational excellence and responsible mining practices to build a multi-asset, multi-jurisdiction, precious metals company.

Rio2's management team has a proven record of developing, building and operating heap leach gold mines in South America. Rio2's management team has successfully acquired and developed mines with an organizational culture that focuses on prudent capital management and the development of high-margin, strong free-cash-flowing mining operations. The Rio2 team has successfully demonstrated through its development and operational track record that it is capable of generating solid returns for shareholders.

Through its strategy of acquiring precious metals assets at exploration, development, and operating stages, the executive team intends to grow Rio2 and create long-term shareholder value through the development of high-margin, strong free-cash-flowing mining operations.

The Company will need to successfully complete certain milestones as noted in the table below prior to being able to achieve its main business objective of advancing the Fenix Gold Project to production.

Timeline	Activity	Amount	Status
Stage #1: Pre-Construction Activities Today through Q1 2022	<ul style="list-style-type: none"> •Order long lead items •Mobilization of contractors •Commence construction of camp at infrastructure site •Early communications/emergency response infrastructure 	\$27.2 million	Completed
Stage #2: Pre-Construction & Fabrication Q1 2022 through Q2 2022	<ul style="list-style-type: none"> • Fabrication at infrastructure site: <ul style="list-style-type: none"> -Plant fabrication & staging of materials -Begin early earthworks at mine site • Preparation of electrical control facilities & concrete foundations • Mine site access roads 	\$18.0 million	In progress
Stage #3: Plant Assembly & Site Construction Q2 2022 through Q1 2023	<ul style="list-style-type: none"> • Receipt of EIA Approval • Assembly at mine site: <ul style="list-style-type: none"> -Assemble plant & workshop at mine site • Waste dump and stockpile foundations • Complete initial pad construction • Mine site power distribution network from gensets • Plant commissioning 	\$66.1 million	To commence in Q2 2022
Total		\$111.3 million	

On May 4, 2021, the Company provided an update regarding its progress related to the Fenix Gold Project in Chile. Preparations are underway for the purchase of lead order items and equipment for the fabrication of the 20,000 tonnes per day Adsorption/Desorption processing plant which will be fabricated off-site and ultimately transported to the Fenix Gold Mine site for assembly once the project's construction permit is issued.

The Fenix Gold Project's civil and mining services contractor, STRACON, is establishing a base for its business in Copiapó and is purchasing equipment for construction and logistical activities. A joint plan is also in the process of being prepared to establish the guidelines to be considered for the recruiting process of local labor and the engagement of local service providers.

Permitting of various components of the Fenix Gold Project has been in progress since the Environmental Impact Assessment ("EIA") was submitted to the Chilean authorities in April 2020. Since then, Rio2 has managed to successfully overcome an administrative delay in the review process due to the impact of Covid-19 of approximately 6 months during 2020. Rio2's 100% owned Chilean subsidiary, Fenix Gold Limitada, is working closely with the Chilean Environmental Assessment Service ("SEA") in advancing in parallel the indigenous consultation process and attending to technical observations related to the review of the EIA. The review process is progressing as planned and current expectations are for EIA approval to be obtained in Q2 2022.

On June 22, 2021, Rio2 announced positive results obtained from the Run of Mine ("ROM") heap leaching trial for its Fenix Gold Project.

The ROM heap leaching trial was conducted by personnel of Fenix Gold Limitada, the Chilean subsidiary of Rio2 Limited, and overseen by HLC Ingeniería y Construcción, Rio2's independent metallurgical consultants who were awarded the process plant / site infrastructure construction contract for the Fenix Gold Mine last year.

Material for the trial heap was drilled and blasted from areas of the Fenix North, Fenix Central and Fenix South deposits and composited to make a 426 tonne representative sample. The trial was conducted at Rio2's infrastructure site located approximately 20 kilometers from the Fenix Gold mine site at an altitude of 3,200 m.

The objective of the metallurgical test work was to determine whether ROM processing could be implemented at the Fenix Gold mine. The test work targeted simplifying operations and eliminating the need for the installation of a single stage gyratory crusher as outlined in the Pre-Feasibility Study ("PFS") with an effective date of August 15, 2019. Apart from determining metal recoveries, the metallurgical test work has broadened the Company's understanding of mineral compartment, leach pad irrigation rates, cyanide percolation rates, leach kinetics and dosage and consumption of cyanide and reagents.

Water used in the trial leaching was industrial water sourced from the Nueva Atacama water retreatment facility located in Copiapó. Rio2 has a water supply agreement with Nueva Atacama for industrial water for its 20,000 tpd mining project.

The average grade of the composite material in the trial pad was 0.46 g/t gold, 0.43 g/t silver and 0.02% copper.

Cyanide leaching of the material in the trial ROM leach pad took place over 81 days resulting in recoveries of 75.12% for gold and 12.37% for silver. These results compare favorably with those from the August 2019 PFS which assumed crushing material to a size of 4 inches with recoveries of 75% for gold and 10% for silver. It is important to highlight that a recovery of approximately 60% for gold was achieved in the trial ROM heap within 30 days of leaching commencing.

Cyanide consumption averaged 0.18 kg/t and lime consumption averaged 2.95 kg/t. The PFS assumed cyanide consumption of 0.4 kg/t and lime consumption of 4 kg/t. The percolation rate in the trial heap was 2.4 m/day. Copper dissolved in the pregnant solution averaged 12 ppm which indicates that the low copper content will not inhibit the adsorption process.

The granulometric analysis for the composited ROM material determined that the size fraction for 75% of the material was less than 3 inches, and 94% passing 5 inches which makes management feel that it will be possible to improve gold recoveries further by optimizing the blasting design for mineralized material during mining.

The successful completion of the ROM heap leaching trial is an important milestone for Rio2 as it simplifies the mining and processing components of the Fenix Gold Mine by eliminating the need for installing a crusher and the subsequent double handling of mined material before its placed on the leach pad. The resultant reduction of cyanide and lime consumption will also have a positive impact on the mine's operating costs. The results of this ROM test work were pending for the finalization of the construction financing for the project.

On July 20, 2021, Rio2 announced that it arranged the mine construction financing package totaling approximately \$125 to \$135 million to finance the construction of the mine at its 100%-owned Fenix Gold Project in Chile.

The Mine Financing Package is comprised of the following components:

- Non-binding term sheet with Wheaton Precious Metals International Ltd. ("WPMI" or "Wheaton") for a \$50 million Precious Metals Purchase Agreement ("PMPA").

- BNP Paribas (“BNP”) appointed as mandated lead arranger for a senior project debt facility of \$50-60 million (“Senior Project Debt Facility”). For further details regarding the Senior Project Debt Facility, please refer to the “Proposed Transactions” section of this document.
- Marketed public offering of common shares of the Company for gross proceeds of approximately CAD\$25 million (approximately \$19.6 million) with a syndicate of underwriters co-led by Scotiabank, CIBC Capital Markets and Raymond James (the “Offering”). Rio2 granted the underwriters an over-allotment option to purchase up to an additional 15% of the common shares issued pursuant to the Offering (the “Over-Allotment Option”) on the same terms exercisable in whole or in part, at any time and from time to time, up to 30 days from and including the closing date of the Offering.
- Non-Brokered private placement of common shares of the Company to WPMI or an affiliate for proceeds of \$5 million at a price per share equal to, and concurrent with, the Offering (the “Private Placement”).

The Mine Financing Package will allow for Rio2 to commence pre-construction activities at the Fenix Gold Project prior to receiving Environmental Impact Assessment (“EIA”) approval and permits for its planned 20,000 tonnes per day, run of mine, dump leach operations. Since the outset, the primary focus of Rio2 has been to accelerate the Fenix Gold Project to production and the Mine Financing Package will allow the Company to maintain its current schedule for first gold production in early 2023.

On July 21, 2021, Rio2 announced the pricing of the marketed public offering of common shares of Rio2 and the non-brokered private placement of common share of Rio2 of CAD \$0.65 per common share.

On August 5, 2021, Rio2 announced it obtained a receipt for its final short form prospectus dated August 4, 2021 filed in connection with the previously announced underwritten public offering of Rio2. Rio2 also filed an amended and restated independent technical report, entitled "Amended and Restated Pre-feasibility Study for the Fenix Gold Project" (the "Technical Report") pursuant to National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* (“NI 43-101”) on August 4, 2021. There were no changes to the mineral resources or mineral reserves estimates of the Fenix Gold Project in the Technical Report and the changes made to the report were mainly to enhance disclosure in the data verification section of the Technical Report. The Technical Report is dated August 3, 2021 with an effective date of August 15, 2019 and amends and restates the “Updated Pre-feasibility Study for the Fenix Gold Project” dated October 15, 2019 with an effective date of August 15, 2019. The Technical Report supports the disclosure in the AIF (as defined below) and the Prospectus.

The Technical Report was compiled by Mining Plus Peru S.A.C. (“Mining Plus”) with contributions from a team of Qualified Persons as defined by NI 43-101 as follows:

- Raul Espinoza, ((MAusIMM (CP)) of Mining Plus.
- Anthony Maycock, (P.Eng.) of MM Consultores Limitada.
- Greg Corbett, (FMAIG, RPGeo) of Corbett Geological Services.
- Denys Parra, (Member SME) of Anddes Asociados S.A.C.
- Andres Beluzan (ChCM Registered Member) of ABelco Consulting SpA.

Rio2 also filed an amended and restated annual information form in respect of the year ended December 31, 2020 (the “AIF”) on August 4, 2021.

On August 10, 2021, Rio2 announced that it closed the underwritten public offering of common shares of Rio2 and the private placement of common shares to Wheaton, previously announced for combined gross proceeds of CAD\$35,144,122.

A total of 44,275,000 common shares were issued through the underwritten public offering of common shares upon the exercise of the over-allotment option in full, for gross aggregate proceeds of CAD\$28,778,750.

A total of 9,792,880 common shares were issued to Wheaton at the price of CAD\$0.65 per share for gross proceeds of CAD\$6,365,372 (approximately \$5 million). The private placement was completed on a non-brokered basis.

Not less than \$20 million of the net proceeds of the Offering plus the proceeds of the Private Placement (the "Combined Proceeds") will be used to fund development of the Company's Fenix Gold Project and associated mine and camp infrastructure (which, for greater certainty includes development of related infrastructure by Lince S.A., a wholly owned subsidiary of the Company). The remaining Combined Proceeds are expected to be used for general working capital purposes.

On August 16, 2021, Rio2 announced that it and Sixth Wave Innovations Inc. signed a contract for further IXOS® Mining Technology Trials. Sixth Wave will perform recovery tests from leach solution using its IXOS® Mining Technology and the leaching columns already commissioned and utilized by Rio2 to evaluate absorption kinetics and other parameters.

On September 22, 2021, Rio2 announced the results of its 2021 Annual and Special General Meeting held on September 21, 2021. A total of 108,520,448 common shares were voted, representing 54.22% of 200,135,270 shares issued and outstanding as at the record date of the meeting. Shareholders voted in favour of all items put forward by the Board of Directors and management. All seven of the individuals nominated for the board of directors were elected. Shareholders also voted in favour of (i) reappointing Grant Thornton LLP as auditors of the Company for the ensuing year and authorizing directors to fix their remuneration; and (ii) approving and ratifying the 2018 Rio2 Stock Option Plan.

On September 22, 2021, Rio2 also announced that it granted 4,200,000 incentive stock options to purchase Rio2 common shares to directors, officers, employees and consultants pursuant to Rio2's Stock Option Plan. These stock options have an expiry date of September 21, 2026 and will vest as to 1/3 thereof on each of the first, second and third anniversaries of grant. Each Stock Option entitles the holder to purchase one Rio2 common share at a price of CAD\$0.65 for a period of five years from the date of grant.

On November 2, 2021, Rio2 announced the passing of one of the Company's Foundation Directors, David Thomas. Mr. Thomas passed away unexpectedly at his home in Park City, Utah on Monday, November 1, 2021. He was 77 years of age. Mr. Thomas, an internationally experienced mining engineer, was an independent non-executive Director of the Company since April 21, 2017. He was chairman of the Health, Safety, Environment and Community Committee and a member of the Audit Committee and the Corporate Governance & Compensation Committee of the Board of Rio2.

On November 16, 2021, Rio2 announced the signing of \$50 million PMPA with Wheaton on the Fenix Gold Project. Under the PMPA, Wheaton will purchase 6.0% of the gold production from the Fenix Gold Project until 90,000 ounces of gold have been delivered and 4.0% of the gold production until 140,000 ounces of gold have been delivered, after which the stream will reduce to 3.5% of the gold production for the life of mine. Wheaton will make an upfront deposit in cash of \$50 million with \$25 million available following the closing of the PMPA, and the remaining \$25 million payable after the receipt of the EIA approval for the Mine with both payments subject to completion of customary conditions.

In addition, Wheaton will make ongoing payments for gold ounces delivered equal to 18% of the spot gold price until the value of gold delivered less the production payment is equal to the upfront consideration of \$50 million, at which point the production payment will increase to 22% of the spot gold price.

On December 22, 2021, Rio2 announced the closing of the sale of the Anocarire mining concessions by Fenix Gold Limitada to Andex Minerals Chile SpA following the successful completion of Andex's purchase option. The Anocarire mining concessions were one of the non-core assets resulting from the Company's business combination with Atacama Pacific Corporation in July 2018. There are no development synergies between the future Fenix Gold Mine and the Anocarire concessions. The total consideration received by Rio2 are cash payments totaling \$6,400,000 and a 1.5% NSR made up of \$5,000,000 received at closing and \$1,400,000 received in partial payments over the past three years; and the grant of a 1.5% net smelter return royalty in respect of all mining products extracted from the Project from the start of commercial production for a period of one hundred years.

On January 11, 2022, Rio2 announced that the second phase test work of patented IXOS® purification polymer ("IXOS®") began at Rio2's Fenix Gold Project in Chile in mid-January 2022. The second phase of test results will take place at the mine site following the successful completion of ore tests at Sixth Wave's Salt Lake City, Utah facility in August 2021.

Sixth Wave will perform adsorption tests using IXOS® beads with solution from installed heap leach columns to evaluate adsorption kinetics and other parameters. Testing will include the operation of the system under a variety of testing scenarios to validate IXOS® performance and refine the cost/benefit analysis. In this phase of the project, we will also examine the possibility of positive environmental, social, and governance (ESG) impacts and reduced carbon footprint (CO2 emissions) by using IXOS® instead of activated carbon. As IXOS® consumes substantially less energy and uses fewer reagents than activated carbon, it can enhance Rio2's ESG initiatives at its Fenix Gold Mine.

Rio2 also announced that it granted 2,100,000 incentive stock options to certain officers and employees to purchase Rio2 common shares. Stock options will expire on January 11, 2027 and will vest as to 1/3 thereof on the first, second and third anniversaries of grant. The holder of a stock option is entitled to purchase one Rio2 common share at a price of \$0.65 for a period of five years from the date of grant.

REVIEW OF PROPERTIES

Exploration and Evaluation Assets

As of December 31, 2021, the Company's exploration and evaluation assets consisted of the following:

	Fenix Gold Project Chile	Anocarire Gold Project Chile	Total
Balance, December 31, 2019	\$ 45,002,756	\$ 3,994,195	\$ 48,996,951
Exploration and evaluation costs additions:			
Mineral and surface rights	1,552,641	-	1,552,641
Asset retirement obligation	3,722,040	-	3,722,040
Community initiatives	107,361	-	107,361
Geological and drilling	3,593,775	-	3,593,775
Engineering studies	770,000	-	770,000
Field support	703,539	-	703,539
Option income received	-	(288,198)	(288,198)
Effect of exchange rate	-	(8,452)	(8,452)
Accumulated foreign exchange on translation	(645,290)	-	(645,290)
Balance, December 31, 2020	\$ 54,806,822	\$ 3,697,545	\$ 58,504,367
Exploration and evaluation costs additions:			
Community initiatives	139,203	-	139,203
Geological and drilling	2,627,513	-	2,627,513
Engineering studies	1,745,487	-	1,745,487
Field support	802,180	-	802,180
Option income received	-	(3,698,148)	(3,698,148)
Effect of exchange rate	-	603	603
Balance, December 31, 2021	\$ 60,121,205	\$ -	\$ 60,121,205

Fenix Gold Project (Chile)

On July 24, 2018, the Company acquired the Fenix Gold Project. Evaluation related costs were capitalized to the asset from the date of acquisition by Rio2. Additions to the Fenix Gold Project include drilling, technical consultant fees, equipment rentals, the acquisition of Lince in 2020 and the Asset Retirement for Lince.

Anocarire Project (Chile)

On July 24, 2018, the Company acquired the Anocarire Gold Project, a \$4.8 million option payment that may be paid to Rio2 by Andex Minerals. During the year ended December 31, 2018, a payment of \$200,000 was received. During the year ended December 31, 2019, a payment of \$600,000 was received. During the year ended December 31, 2020, a payment of \$300,000 was received.

On December 14, 2020, the option payment was revised so that Andex Minerals may pay Rio2 \$5,300,000 by December 31, 2021. On June 28, 2021, Rio2 received a payment of \$300,000 from Andex Minerals. On December 22, 2021, Rio2 received a payment of \$5,000,000 from Andex Minerals to complete the sale of Anocarire to Andex Minerals.

Payments under this option payment were recorded as a reduction of the exploration and evaluation asset until that balance was reduced to \$nil. The residual amount of \$1,601,852 was recognized as option income during the year ended December 31, 2021.

SELECTED ANNUAL INFORMATION

The following table provides selected annual information of the Company for the three most recently completed financial years:

	December 31, 2021	December 31, 2020	December 31, 2019
Total Assets	\$ 95,695,108	\$ 72,164,515	\$ 72,404,818
Shareholders' Equity	88,363,013	65,782,234	69,424,984
Total Long-Term Liabilities	3,663,837	3,993,034	-
Total Revenue	-	-	-
Net Loss	10,525,334	8,938,457	7,832,189
Basic and Diluted Loss per Share	\$ 0.05	\$ 0.05	\$ 0.06

During the year ended December 31, 2021, total assets increased to \$95,695,108 compared to \$72,164,515 for the year ended December 31, 2020. The increase is due to an increase in cash and exploration and evaluation assets as follows:

- During the year ended December 31, 2021, cash increased to \$21,345,286 from \$2,602,977 for the year ended December 31, 2020. The significant increase is due to the closing of the underwritten public offering; the net proceeds raised from private placements were \$26,517,679. The Company also received of \$5,300,000 from Andex Minerals for the exercise of the option in connection to the Anocarire project.
- During the year ended December 31, 2021, exploration and evaluation assets were \$60,121,205 compared to \$58,504,367 for the year ended December 31, 2020. The increase is the result of the continued advancement of the Fenix Gold Project.

During the year ended December 31, 2021, total long-term liabilities were \$3,663,837 compared to \$3,993,034 for the year ended December 31, 2020. The main component of this balance is the asset retirement obligation related to the reclamation and closure plan for Lince submitted to Chilean officials. There was a slight change in this balance due to a change in the exchange rate.

During the year ended December 31, 2021, shareholder's equity increased to \$88,363,013 compared to \$65,782,234 for the year ended December 31, 2020. The increase is primarily due to the closing of public offering of common shares and private placements for \$28,025,616 offset by share issuance costs of \$1,507,937, for net proceeds of \$26,517,679.

During the year ended December 31, 2021, the Company recorded a net loss of \$10,525,334 compared to a net loss of \$8,938,457 for the year ended December 31, 2020. The factors that resulted in the increase in net loss are discussed in the "Results of operations for the year ended December 31, 2021" section of this MD&A below.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2021

The principal business activity during the year ended December 31, 2021, was the further development of the Fenix Gold Project, as well the evaluation of other precious metal projects that can be developed into mines with a goal towards their acquisition.

The Company recorded a net loss of \$10,525,334 compared to a net loss of \$8,938,457 for the same period in 2020. The increase in the Company's net loss in 2021 as compared to 2020 was primarily due to an increase in expenses and reduction of interest income as follows:

- Employment costs of \$5,687,929 for the year ended December 31, 2021, compared to \$3,970,798 for the year ended December 31, 2020. The increase is due to bonuses paid to executive officers and vice presidents, as well as the addition of new employees in Chile and Peru to support the development of the Fenix Gold Project.
- Share based compensation of \$1,937,942 during the year ended December 31, 2021, compared to \$1,699,325 in the prior year. The increase is due to the timing of vesting of the stock options and RSUs in addition to the grant of 4,200,000 stock options to employees and officers of the Company during the year ended December 31, 2021.
- Advisory fees of \$1,309,876 for year ended December 31, 2021, compared to \$60,000 for year ended December 31, 2020. The increase is due to financial advisor fees associated with the Mine Financing Package.
- Professional fees of \$980,342 for the year ended December 31, 2021, compared to \$690,654 for the year ended December 31, 2020. The increase is due to legal fees incurred in connection to evaluation of other precious metal projects that can be developed into mines with a goal towards their acquisition, as well as legal work involved with the negotiation of the PMPA with Wheaton.
- Office expenses were \$929,396 during the year ended December 31, 2021, compared to \$673,918 in the prior year. The increase is due the expansion of the office in Lima, Peru in support of the Fenix Gold Project and in turn a larger rental expense.
- Directors fees of \$211,468 for the year ended December 31, 2021 compared to \$171,822 for the year ended December 31, 2020. The increase is due to more meetings held in 2021 compared to 2020 due to decision making around the financing of the Fenix Gold Project.
- Travel expense of \$95,886 for the year ended December 31, 2021, compared to \$67,603 for the year ended December 31, 2020. The increase is due to increased travel to the Fenix Gold Project, compared to the comparative period in which almost all travel was halted due to the COVID-19 pandemic.
- Accretion expense of \$284,771 for the year ended December 31, 2021, compared to \$nil for the year ended December 31, 2020. The increase is due to the asset retirement obligation acquired in 2020 with the acquisition of Lince in 2020 and its related accretion expense that was recognized in 2021.
- Interest income of \$15,256 for the year ended December 31, 2021, compared to \$86,189 for the year ended December 31, 2020. The decrease is due to less interest earned from investments related to guaranteed investment certificates ("GICs") held at a major Canadian financial institution.
- Income taxes of \$16,069 for the year ended December 31, 2021, compared to \$nil for the year ended December 31, 2020. The increase is due to income taxes on non-deductible expenses that cannot be offset by other losses, as well as penalties on untaken vacation.

The increase in net expenses were partially offset by the following:

- Investor relations expenses of \$167,666 for the year ended December 31, 2021, compared to \$311,748 for the year ended December 31, 2020. The decrease is due to fewer conferences being attended in 2021 compared to 2020.

- Exploration expenses of \$70,492 were incurred for the year ended December 31, 2021, compared to \$201,689 during the year ended December 31, 2020. Exploration costs decreased due to efforts being concentrated on the advancement of the Fenix Gold Project.
- Option income of \$1,601,852 for year ended December 31, 2021, compared to \$nil for the year ended December 31, 2020. The increase is due to the option payments received from AnDEX Minerals for \$5,300,000. The payments were recorded as a reduction of the exploration and evaluation asset until that balance was depleted to \$nil. The residual amount of \$1,601,852 was recognized as option income.
- Foreign exchange loss of \$239,110 for the year ended December 31, 2021, compared to a loss of \$973,796 for the year ended December 31, 2020. The strength of the United States dollar during the year ended December 31, 2021, resulted in the decrease of the foreign exchange loss.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2021

The principal business activity during the three months ended December 31, 2021, was the further development of the Fenix Gold Project, as well the evaluation of other precious metal projects that can be developed into mines with a goal towards their acquisition.

The Company recorded a net loss of \$2,998,832 compared to a net loss of \$3,650,840 for the same period in 2020. The decrease in the Company's net loss in during the three months ended December 31, 2021 as compared to the three months ended December 31, 2020 was primarily due to a decrease in expenses as follows:

- Option income of \$1,601,852 for the three months ended December 31, 2021, compared to \$nil for the three months ended December 31, 2020. The increase is due to the option payments received from AnDEX Minerals for \$5,300,000. The payments were recorded as a reduction of the exploration and evaluation asset until that balance was depleted to \$nil. The residual amount of \$1,601,852 was recognized as option income.
- Foreign exchange gain of \$81,382 for the three months ended December 31, 2021, compared to a loss of \$1,055,859 for the three months ended December 31, 2020. The strength of the United States dollar during the three months period ending December 31, 2021, resulted in a foreign exchange gain.
- Investor relations expenses of \$44,980 for the three months ended December 31, 2021, compared to \$59,895 for the three months ended December 31, 2020. The decrease is due to fewer conferences being attended in 2021 compared to 2020.

The foreign exchange gain and option income, as well as the decrease in investor relation expenses, were offset by the increase in operating expenses as follows:

- Employment costs of \$2,380,052 for the three months ended December 31, 2021, compared to \$1,409,579 for the three months ended December 31, 2020. The increase is due to bonuses paid to executive officers and vice presidents, as well as the addition of new employees in Chile and Peru to support the Fenix Gold Project.
- Share based compensation of \$553,082 during the three months ended December 31, 2021, compared to \$400,301 for the three months ended December 31, 2020. The increase is due to the timing of vesting of the stock options and RSUs.

- Advisory fees of \$1,309,876 for the three months ended December 31, 2021, compared to \$60,000 for the three months ended December 31, 2020. The increase is due to financial advisor fees associated with the Mine Financing Package.
- Office expenses were \$363,954 during the three months ended December 31, 2021, compared to \$228,317 for the three months ended December 31, 2020. The increase is due the expansion of the office in Lima, Peru in support of the Fenix Gold Project and in turn a larger rental expense.
- Travel expense of \$55,846 for the three months ended December 31, 2021, compared to \$11,046 for the three months ended December 31, 2020. The increase is due to increased travel to the Fenix Gold Project, compared to the comparative period in which almost all travel was halted due to the COVID-19 pandemic.
- Accretion expense of \$159,040 for the three months ended December 31, 2021, compared to \$nil for the three months ended December 31, 2020. The increase is due to the asset retirement obligation acquired in 2020 with the acquisition of Lince in 2020 and its related accretion expense that was recognized in 2021.
- Interest income of \$9,674 for the three months ended December 31, 2021, compared to \$47,029 for the three months ended December 31, 2020. The decrease is due to less interest earned from investments related to GICs held at a major Canadian financial institution.
- Income taxes of \$16,069 for the three months ended December 31, 2021, compared to \$nil for the three months ended December 31, 2020. The increase is due to income taxes on non-deductible expenses that cannot be offset by other losses, as well as penalties on untaken vacation.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly financial information and is derived from the financial statements prepared by the Company's management in accordance with IAS 34 of International Financial Reporting Standards.

Effective January 1, 2021, Rio2 changed its presentation currency from Canadian dollars to United States dollars, as a result of the continued advancement of the Fenix Gold Project. The Company's management believes that presenting financial information in US dollars is more useful internally to manage the business, and more useful to readers of the financial statements because of greater comparability and greater congruence with the underlying currencies of significant transactions.

This change in the financial statement presentation currency is an accounting policy change and that has been accounted for retrospectively. Functional currencies of all the Company's entities remained unchanged. The income statements have been translated at the average exchange rates for each reporting period. Exchange differences arising from the Company's subsidiaries' functional currencies to United States dollars in other comprehensive income.

Quarter Ended	Revenue	Net Loss	Loss Per Share	Total Assets
December 31, 2021	\$ -	\$ 2,998,832	\$ 0.01	\$ 95,695,108
September 30, 2021	-	907,425	0.00	95,058,276
June 30, 2021	-	3,449,473	0.02	73,062,271
March 31, 2021	-	3,169,604	0.02	73,511,302
December 31, 2020	-	3,650,840	0.02	72,164,515
September 30, 2020	-	1,832,572	0.01	70,887,815
June 30, 2020	-	1,937,935	0.01	67,370,798
March 31, 2020	-	1,537,255	0.01	66,682,608

As the Company's project is still in late-stage evaluation phase, the Company continues to incur losses each quarter and the trend remains unchanged for the near future. Increased losses are likely to occur as the Company is now more actively evaluating potential opportunities.

CASH FLOWS FOR YEAR ENDED DECEMBER 31, 2021

Cash flows used in operating activities

Cash used in operating activities was \$9,334,919 in the year ended December 31, 2021, compared to \$9,390,175 in the year ended December 31, 2020. This was predominantly the result of the increased activities to support the development of the Fenix Gold Project.

Cash flows provided by financing activities

Cash flows provided by financing activities was \$30,968,063 in the year ended December 31, 2021, compared to \$3,605,226 in the year ended December 31, 2020. The increase was due to the closing of the public offering and concurrent private placement of net proceeds of \$26,517,679. The remainder of the increase relates to the exercise of share purchase warrants.

Cash flows used in investing activities

Cash flows used in investing activities was \$2,128,400 in the year ended December 31, 2021, compared to an inflow of \$3,773,712 provided for in the year ended December 31, 2020. During the year ended December 31, 2021, \$4,099,901 was invested in the Fenix Gold Project compared to \$3,607,371 during the year ended December 31, 2020. Furthermore, the Company also received of \$5,300,000 from Andex Minerals for the exercise of the option in connection to the Anocarire project.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2021, the Company has cash totalling \$21,345,286 (December 31, 2020 - \$2,602,977), short term investments of \$46,000 (December 31, 2020 - \$831,415) and current liabilities of \$3,668,258 (December 31, 2020 - \$2,389,247). The current liabilities are accounts payable and accrued liabilities of \$3,478,459 due on demand (December 31, 2020 - accounts payable and accrued liabilities of \$2,179,508 due on demand), as well as the current portion of a lease liability of \$189,799 (December 31, 2020 - \$209,739).

As at December 31, 2021, Rio2 had the following obligations:

	Within 1 year	2 to 5 years	Over 5 years	Total
Lease commitments	\$ 279,384	\$ 187,225	\$ -	\$ 466,609
Subscriptions	231,636	67,223	-	298,859
Construction	2,000,000	-	-	2,000,000
Asset retirement obligation	-	3,368,322	-	3,368,322
Water supply contract	414,788	354,780	1,064,340	1,833,908
	\$ 2,925,808	\$ 3,977,550	\$ 1,064,340	\$ 7,967,698

On August 10, 2021, Rio2 completed an underwritten public offering of common shares of Rio2 and the private placement of common shares to Wheaton, for combined gross proceeds of CAD\$35,144,122. A total of 44,275,000 common shares were issued through the underwritten public offering of common shares upon the exercise of the over-allotment option in full, for gross aggregate proceeds of CAD\$28,778,750. A total of 9,792,880 common shares were issued to Wheaton at the price of CAD\$0.65 per share for gross

proceeds of CAD\$6,365,372 (approximately \$5 million). The private placement was completed on a non-brokered basis.

Not less than \$20 million of the net proceeds of the Offering plus the proceeds of the Private Placement will be used to fund development of the Company's Fenix Gold Project and associated mine and camp infrastructure (which, for greater certainty includes development of related infrastructure by Lince S.A., a wholly owned subsidiary of the Company). The remaining Combined Proceeds are expected to be used for general working capital purposes.

The following table sets out the intended uses of the Combined Proceeds:

Activity	Amount budgeted	Spent as at December 31, 2021	Amount remaining
Plant and associated infrastructure including general and administrative costs and contractor fees	\$9.0 million	\$5.82 million	\$3.18 million
Civil Works including general and administrative costs and contractor fees	\$3.5 million	\$nil	\$3.5 million
Mine Infrastructure Capex	\$4.5 million	\$2.54 million	\$1.96 million
Owner Costs and Overhead	\$3.0 million	\$nil	\$3.0 million
Working Capital	\$6.5 million	\$nil	\$6.5 million
Total	\$26.5 million	\$8.36 million	\$18.14 million

Long-term, the Company's ability to execute its work plan, meet its administrative overhead obligations, discharge its liabilities and fulfill its commitments as they come due is dependent upon its success in obtaining additional financing and, ultimately, on locating economically recoverable resources and attaining profitable operations.

External financing will be sought to finance the operations of the Company and enable it to continue its efforts towards the exploration and development of its mineral properties. Failure to continue as a going concern would require the restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis.

OFF-BALANCE SHEET ARRANGEMENTS

At December 31, 2021, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations, or any obligations that trigger financing, liquidity, market, or credit risk to the Company.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management consists of the Board of Directors and senior management. Senior management is defined as the President & CEO, and Executive Vice Presidents. Key management compensation for the years December 31, 2021, and 2020 was as follows:

	2021	2020
Senior management – employment costs	\$ 1,772,533	\$ 1,426,569
Directors fees	211,468	171,822
Share-based compensation	1,131,586	1,009,097
	\$ 3,115,587	\$ 2,607,488

In addition to the compensation for directors and officers, the Company incurred management fees during the year ended December 31, 2021, of \$nil (December 31, 2020 - \$130,150) from SBX Asesorias e Inversões Limitada, a company owned by Albrecht Schneider, who is a director of Rio2.

PROPOSED TRANSACTIONS

As at the date of this MD&A, the Company had two proposed transactions, relating to financing of the Fenix Gold Project:

1) *WPMI PMPA*

On November 16, 2021, Rio2 announced that it signed a definitive precious metals purchase agreement to receive total cash consideration of \$50 million pursuant to a PMPA to be entered into with WPMI, a wholly-owned subsidiary of Wheaton Precious Metals Corp. (TSX: WPM; NYSE: WPM). The proceeds from the PMPA will be used to partially finance the Mine construction.

Under the PMPA, WPMI will purchase 6.0% of the gold production until 90,000 ounces of gold have been delivered and 4.0% of the gold production until 140,000 ounces of gold have been delivered, after which the stream will reduce to 3.5% of the gold production for the life of mine. Under the proposed PMPA, WPMI will pay total cash consideration of \$50 million, \$25 million of which was received by Rio2 subsequent to December 31, 2021, with the remaining \$25 million payable subject to certain conditions, including the receipt of the EIA approval for the Mine. In addition, WPMI will make ongoing payments for gold ounces delivered equal to 18% of the spot gold price until the value of gold delivered less the production payment is equal to the upfront consideration of \$50 million, at which point the production payment will increase to 22% of the spot gold price.

Entering into the PMPA remains subject to, among other matters, the final negotiation and completion of definitive documentation, including the Gold Purchase Agreement.

2) *BNP SENIOR PROJECT DEBT FACILITY*

On July 20, 2021, the Company engaged BNP to act as the sole and exclusive bookrunner, sole and exclusive lead arranger, and sole and exclusive administrative agent for the Senior Project Debt Facility in the amount of \$50-60 million. Proceeds of the Senior Project Debt Facility will be used to fund the construction and commissioning of the Mine and available by way of cash advances in US dollars, and for potential cost overruns. The Senior Project Debt Facility is expected to have a principal grace period in line with construction and ramp-up period and a tailored amortization profile designed to match projected cash flows from the Mine. The closing of the Senior Project Debt Facility remains subject to a number of customary conditions including the completion of satisfactory due diligence, the receipt of credit approvals and the negotiation of definitive documentation.

SUBSEQUENT EVENTS

Subsequent to December 31, 2021:

- a. The Company issued 266,666 common shares for settlement of 133,333 RSUs.
- b. The Company received \$674,115 for the exercise of 1,706,564 warrants.
- c. 2,100,000 stock options were granted to officers of the Company. The estimated fair value associated with the stock options granted is CAD\$809,712 and it was determined using the Black-Scholes Option Pricing Model with the following assumptions: stock price at the grant CAD\$0.59; an annualized volatility of 84.87%; an expected life of 5 years; a dividend yield of 0%; a forfeiture rate of 0%; and a risk-free rate of 1.50%. The options have an exercise price of CAD\$0.65.
- d. The Company received \$25,000,000 from Wheaton pursuant to the PMPA.

WPMI will purchase 6.0% of the gold production until 90,000 ounces of gold have been delivered and 4.0% of the gold production until 140,000 ounces of gold have been delivered, after which the stream will reduce to 3.5% of the gold production for the life of mine. Under the proposed PMPA, WPMI will pay total cash consideration of \$50 million, \$25 million of which was paid upon closing, with the remaining \$25 million payable subject to certain conditions, including the receipt of the Environmental Impact Assessment approval for the Fenix Gold Mine. In addition, Wheaton will make ongoing payments for gold ounces delivered equal to 18% of the spot gold price until the value of gold delivered less the production payment is equal to the upfront consideration of \$50 million, at which point the production payment will increase to 22% of the spot gold price.

RISKS AND UNCERTAINTIES

The Company's business consists of the exploration, evaluation and development of mineral properties and is subject to certain risks. The risks described below and those set out in the Company's Amended and Restated Annual Information Form are not the only risks facing the Company and other risks now unknown to the Company may arise or risks now thought to be immaterial may become material. No guarantee is provided that other factors will not affect the Company in the future. Many of these risks are beyond the control of the Company.

Covid-19

In December 2019, a novel strain of coronavirus was reported in Wuhan, China. On March 11, 2020, the World Health Organization declared the outbreak to constitute a pandemic. The spread of COVID-19 has severely impacted economies around the globe. In many countries, including Canada, Chile and Peru, businesses have been forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, maintaining minimum distances between people, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in significant unemployment and an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening of certain sectors. Governments and central banks have responded with monetary and fiscal interventions designed to stabilize economic conditions. To date, the Company's operations have not been materially negatively affected by these events, apart from increasing costs, in particular around health and safety and housing field-staff. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration of the impact, the severity of the consequences, nor the impact, if any, on the financial position and results of the Company for future periods.

Limited History of Operations

The Company has had a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based. An investor should consider any purchase of the Company's

securities in light of the risks, expenses, and problems frequently encountered by all companies in the early stages of their corporate development.

Risks Inherent in Acquisitions

It is part of the Company's corporate strategy to actively pursue the acquisition of exploration, development and production assets consistent with its acquisition and growth strategy. From time to time, the Company may also acquire securities of or other interests in companies with respect to which it may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to:

- accurately assessing the value, strengths, weaknesses, contingent and other liabilities, and potential profitability of acquisition candidates;
- ability to achieve identified and anticipated operating and financial synergies;
- unanticipated costs;
- diversion of management attention from existing business;
- potential loss of the Company's key employees or key employees of any business acquired;
- unanticipated changes in business, industry, or general economic conditions that affect the assumptions underlying the acquisition; and
- decline in the value of acquired properties, companies, or securities.

Any one or more of these factors or other risks could cause the Company not to realize the anticipated benefits of an acquisition of properties or companies, and could have a material adverse effect on its financial condition.

Dilution and Future Sales of Common Shares

The Company is in the exploration and development stage of its corporate development; it owns no producing properties and, consequently has no current operating income or cash flow from the properties it holds, nor has it had any income from operations in the past three financial years.

As a consequence, operations of the Company are primarily funded by equity subscriptions. The Company may issue additional shares in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of common shares and shareholders will have no pre-emptive rights in connection with further issuances.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in the exploration, development, and production of minerals, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses, and possible legal liability.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ

significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Uncertainty of Exploration and Development Projects

The future development of the Fenix Gold Project requires the construction and operation of a mine, processing plant and related infrastructure. As a result, the Company is subject to all of the risks associated with establishing mining operations including:

- the timing and cost, which will be considerable, of the construction of mining and processing facilities;
- the availability and costs of skilled labour, power, water, transportation and mining equipment;
- costs of operating a mine in a specific environment;
- the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits;
- adequate access to the site; and
- unforeseen events.

The costs, timing and complexities of mine construction and development are increased by the remote location of the Company's properties. It is not unusual in a new mining operation to experience unexpected problems and delays during the construction and development of the mine. In addition, delays in the commencement or expansion of mineral production often occur and, once commenced or expanded, the production of a mine may not meet expectations or estimates set forth in the feasibility study. Accordingly, there are no assurances that the Company will successfully develop mining activities at properties.

Gold Purchase Agreement with Wheaton

The Company's ability to access upfront cash deposits under the Gold Purchase Agreement for the Fenix Gold project is subject to the Company meeting certain closing conditions under the Gold Purchase Agreement, including but not limited to: (a) obtaining all necessary approvals to achieve completion and to operate the mine in accordance with the development plan; (b) entering into material contracts necessary for the construction and development of the mine; and (c) having obtained project financing on terms and conditions that are not reasonably expected to result in an adverse impact and under which all conditions precedent necessary to draw down on such project financing have been satisfied or waived. There is no guarantee Rio2 will be able to meet all of the conditions and draw on the funds from Wheaton pursuant to the PMPA. Further, an initial failure to achieve the completion requirements in the PMPA on or before the third anniversary of the agreement date will result in a delay payment. A continued failure to achieve the completion requirements under the Gold Purchase Agreement will result in a refund from the Company to Wheaton.

Uninsured Risks Exist and May Affect Certain Values

The Company maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire and earthquakes may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company's common shares.

Key-Man and Liability Insurance Factors Should be Considered

The success of the Company will be largely dependent upon the performance of its key officers. The Company has not, as yet, purchased any "key-man" insurance with respect to any of its directors, officers, and key employees and has no current plans to do so.

Although the Company may obtain liability insurance in an amount which management considers adequate, the nature of the risks for mining companies 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.

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for development, construction and operating expertise. Substantial expenditures are required to construct mines, to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Ability to Attract and Retain Qualified Personnel

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, they will require additional key financial, administrative and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations, and financial condition.

Factors Beyond Company's Control

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of the Company. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and processing facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

Government Regulation and Permitting

The current or future operations of the Company, including development activities, require permits from various federal, provincial or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports,

taxes, labour standards, occupational health, waste disposal, toxic substances, land use, water use, environmental protection, land claims of local people, mine safety, and other matters.

Such exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that will require the Company to obtain permits, licences, and approvals from various governmental agencies. There can be no assurance, however, that all permits, licences, and approvals that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Amendments to current laws, regulations, and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations.

Environmental Risks and Hazards

The Company's activities are subject to extensive national, provincial, and local laws and regulations governing environmental protection and employee health and safety. The Company is required to obtain governmental permits and provide bonding requirements under environmental laws. All phases of the Company's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Environmental laws and regulations are complex and have tended to become more stringent over time. These laws are continuously evolving. The Company is not able to predict the impact of any future changes in environmental laws and regulations on its future financial position due to the uncertainty surrounding the ultimate form such changes may take.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions, and delays in the activities of the Company, the extent of which cannot be predicted.

Other Tax Considerations

The Canadian federal and provincial tax treatment of natural resource activities has a material effect on the advisability of investing in mining companies. The ability of the Company to claim and collect tax credits relating to its natural resource activities and the return on an investment in common shares will be subject to applicable tax laws. There can be no assurance that applicable tax laws will not be amended so as to fundamentally alter the tax consequences of claiming and collecting tax credits and holding or disposing of the common shares.

Share Price Fluctuations

The market price of securities of many companies, particularly development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance or the underlying asset values of prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

Price Volatility of Publicly Traded Securities

Securities of exploration and mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations as reflected in quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following:

- the extent of analyst coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow its securities;
- limited trading volumes and general market interest in the Company's securities may affect an investor's ability to trade the common shares; and
- the relatively small number of publicly held common shares may limit the ability of some institutions to invest in the Company's securities.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value.

Conflicts of Interest

There are potential conflicts of interest which the directors and officers of the Company may be subject in connection with the operations of the Company. Some of the directors and officers of the Company may be, or may become, engaged in the mineral exploration or mining industry, and situations may arise where directors, officers, and promoters will be in direct conflict with the Company. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under, the *Ontario Business Corporations Act*, and the applicable statutes of the jurisdictions of incorporation of the Company's subsidiaries.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are presented in Note 3 to the audited consolidated financial statements for the year ended December 31, 2021. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

The preparation of the audited consolidated financial statements, using accounting policies consistent with International Financial Reporting Standards ("IFRS") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), requires management to make estimates and assumptions which affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the audited consolidated financial statements, and the reported amount of revenue and expenses during the reporting period. The most significant judgements applying to the Company's financial statements include Share-based payment transactions and Mineral resource estimate. Key judgements include the timing commencement of commercial production which in turn impacts the realization of input

tax inputs. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Financial Instruments

Financial instruments disclosures require the Company to provide information about: a) the significance of financial instruments for the Company's financial position and performance and, b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks. Please refer to note 4 of the Company's 2021 annual financial statements for a discussion of the factors that affects Rio2.

CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Change of Presentation Currency

Effective January 1, 2021, Rio2 changed its presentation currency from Canadian dollars to United States dollars, as a result of the continued advancement of the Fenix Gold Project. The Company's management believes that presenting financial information in US dollars is more useful internally to manage the business, and more useful to readers of the financial statements because of greater comparability and greater congruence with the underlying currencies of significant transactions.

The change in the financial statement presentation currency is considered an accounting policy change and has been accounted for retrospectively. The balance sheets for each period presented have been translated from the related subsidiary's functional currency to the new US dollar presentation currency at the rate of exchange prevailing at the respective balance sheet date except for equity items, which have been translated at accumulated historical rates from the related subsidiary's date of incorporation. The statements of income and comprehensive income were translated at the average exchange rates for the reporting period, or at the exchange rate prevailing at the date of transactions.

During the year ended December 31, 2020, the translation of the Company's subsidiaries with US dollar functional currencies were converted into Canadian dollars, resulting in a translation adjustment which was recorded in Foreign Currency Translation Reserve, a separate component of shareholders' equity. With the retrospective application of the change in presentation currency from the Canadian dollar to the US dollar, the Foreign Currency Translation Reserve related to the translation of US dollar functional currency subsidiaries was eliminated. However, with the retrospective application of the change in presentation currency to the US dollar, the Company's corporate office, which has a Canadian dollar functional currency, resulted in an Accumulated Other Comprehensive Income ("AOCI") balance.

(a) Adjustment to previously reported financial information due to change in presentation currency

For comparative purposes, the consolidated balance sheets as at December 31, 2020 and January 1, 2020 include adjustments to reflect the change in the presentation currency to the US dollar, which is a change in accounting policy. The exchange rates used to translate the amounts previously reported into US dollars at December 31, 2020 were 1.2732 CAD/USD, and at January 1, 2020 were 1.2988 CAD/USD. Refer to note 14(a) for the effects of the translation.

For comparative purposes, the consolidated statement of loss and comprehensive loss for the year ended December 31, 2020 includes adjustments to reflect the change in the presentation currency to the US dollar, which is a change in accounting policy. The exchange rates used to translate the amounts previously reported into US dollars for the year ended December 31, 2020 were 1.3541 CAD/USD, which were the average exchange rates for the period. Refer to note 20(b) for the effects of the translation.

(b) Functional currency

The functional currencies of the Company and its subsidiaries, all of which are wholly owned, remained unchanged and were as follows for periods presented.

Name	Functional Currency
Rio2 Limited	Canadian dollar
Fenix Gold Limitada	United States Dollars
Rio2 S.A.C.	United States Dollars
Rio2 Exploraciones S.A.C.	United States Dollars
Lince S.A.	United States Dollars
Rio2 Bahamas Limited	United States Dollars

Accounting standards issued but not yet applied

The Company has not applied the following revised IFRS that have been issued but were not yet effective at December 31, 2021.

IAS 16 - Property, Plant and Equipment – Proceeds before Intended Use

In May 2020, the International Accounting Standards Board ("IASB") issued an amendment to IAS 16, Property, Plant and Equipment - Proceeds before Intended Use. The amendment prohibits deducting from the cost of property, plant and equipment amounts received from selling items produced while preparing the asset for its intended use. Instead, a company will recognize such sale proceeds and related cost in the consolidated statements of income. The amendment will become effective January 1, 2022. The Company is assessing the impact of the amendment and does not expect it to have a significant effect on the Company's financial statements.

IAS 12 - Income Taxes

In May 2021, the IASB issued Deferred Tax related to Assets and Liabilities arising from a Single Transaction, which amended IAS 12 Income Taxes. The amendments will become effective January 1, 2023. The Company is assessing the impact of the amendment and does not expect it to have a significant effect on the Company's financial statements.

IFRS 17 – Insurance Contracts

IFRS 17 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The objective of IFRS 17 to ensure that an entity provides relevant information that faithfully represents those contracts. This information gives a basis for users of financial statements to assess the effect that insurance contracts have on the entity's financial position, financial performance and cash flows. The standard is effective for periods beginning on or after January 1, 2023. The Company has not yet assessed the future impact of this new standard on its financial statements.

MATERIAL LEGAL PROCEEDINGS

The Company is not a party to any legal proceedings.

EXECUTIVE TEAM

Alexander Black	- Chief Executive Officer, President and Director
Andrew Cox	- Executive Vice President – Chief Operating Officer
Kathryn Johnson	- Executive Vice President – Chief Financial Officer and Corporate Secretary
Jose Luis Martinez	- Executive Vice President – Chief Strategy Officer

BOARD OF DIRECTORS

Dr. Klaus Zeitler	- Chairman and Director
Alexander Black	- Chief Executive Officer, President and Director
Drago Kistic	- Director
Ram Ramachandran	- Director
Sidney Robinson	- Director
Albrecht Schneider	- Director

OUTSTANDING COMMON SHARES, OPTIONS, RESTRICTED SHARE UNITS AND WARRANTS

As at March 25, 2022 there were 256,309,713 issued and fully paid common shares.

Stock Options

The following table summarizes the Company's stock options as at March 25, 2022:

Outstanding			Exercisable	
Number of Options	Weighted average remaining contractual years	Weighted average exercise price CAD\$	Number of Options	Weighted average exercise price CAD\$
500,025	0.07	2.25	500,025	2.25
166,675	0.16	2.56	166,675	2.56
333,350	0.42	1.66	333,350	1.66
733,370	0.99	0.82	733,370	0.82
1,840,000	1.49	0.65	1,840,000	0.65
5,380,000	2.45	0.55	3,653,333	0.55
3,650,000	3.24	0.65	1,316,667	0.65
4,200,000	4.48	0.65	-	0.65
2,100,000	4.81	0.65	-	0.65
18,903,420	3.05	0.71	8,543,420	0.79

Each option entitles the holder to purchase one common share for a period of five years from the date of grant. The options granted by Rio2 vest 1/3 equally over a three-year period. The grant of the RSUs and options are subject to the terms of the Share Incentive Plan and the Stock Option Plan respectively, and final regulatory approval and if applicable, shareholder approval.

Restricted Share Units

RSU outstanding as of March 25, 2022 are as follows:

	Number of RSUs
Outstanding, December 31, 2019	312,237
Issued	400,000
Vested and settled in common shares	(212,237)
Outstanding, December 31, 2020	500,000
Vested and settled in common shares	(183,333)
Outstanding, December 31, 2021	316,667
Vested and settled in common shares	(133,333)
Outstanding, March 25, 2022	183,334
Vested, March 25, 2022	-

The RSUs, which original terms saw a vesting schedule of 1/3 equally over a three-year period, include a time-based and a performance-based component with a multiplier as determined by the Company's Board of Directors, and entitle the holder to an amount computed by the value of a notional number of common shares designated in the award.

The RSUs may be settled in equity instruments, or cash, at the sole discretion of the Company. The choice to settle in equity instruments does not have any commercial substance and the Company does not have a past practise of settling in cash.

Warrants

Warrants outstanding as of March 25, 2022 were:

Expiry dates	Number of warrants	Conversion price
August 13, 2022	26,292,886	CAD\$0.50

Movements in the number of warrants outstanding and their related weighted average exercise prices are as follows:

	Number of warrants	Weighted average exercise price
Outstanding, December 31, 2019	46,467,391	CAD\$ 0.55
Exercised	(7,578,919)	0.59
Outstanding, December 31, 2020	38,888,472	CAD\$ 0.54
Exercised	(9,162,256)	0.65
Expired	(1,726,766)	0.65
Outstanding, December 31, 2021	27,999,450	CAD\$ 0.50
Exercised	(1,706,564)	0.50
Outstanding, March 25, 2022	26,292,886	CAD\$ 0.50

QUALIFIED PERSONS

Enrique Garay, MSc P.Geo/FAIG, Senior Vice President - Geology is the Qualified Person for the Company.

TECHNICAL INFORMATION

Where appropriate, certain information contained in this MD&A regarding the Company's Fenix Gold Project or in a document incorporated or deemed to be incorporated by reference herein updates information from the report entitled "Amended and Restated Pre-feasibility Study for the Fenix Gold Project" dated August 4, 2021, prepared by Raul Espinoza (QP) MAusIMM CP(Min), Anthony Maycock (QP) P.Eng., Dr. Greg Corbett (QP) FMAIG, Denys Parra (QP) SME, Registered Member and Andres Beluzan (QP) Chilean Mining Commission, Registered Member and addressed to Rio2 Limited (the "Fenix Technical Report"). Any updates to the scientific or technical information derived from the Fenix Technical Report and any other scientific or technical information contained in this MD&A was approved by Enrique Garay, MSc P.Geo/FAIG, a "Qualified Person" for the purposes of National Instrument 43-101 and an officer of the Company.

FORWARD-LOOKING INFORMATION

This MD&A contains certain statements that may constitute "forward-looking statements." All statements, other than statements of historical fact, included herein, including but not limited to, statements regarding future anticipated property acquisitions, the nature of future anticipated exploration programs and the results thereof, discovery and delineation of mineral resources/reserves, business and financing plans and

business trends, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market for, and pricing of, any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, the Company's inability to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties identified herein under "Risks and Uncertainties".

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in any of those forward-looking statements. For this reason, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant fluctuations in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to develop any of its present or future mineral properties.

Additional information regarding the Company and factors that could affect its operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com). Furthermore, the forward-looking statements contained in this MD&A are made as of the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

INTERNAL AND DISCLOSURE CONTROLS OVER FINANCIAL REPORTING

The Company is exempted from providing certifications regarding its disclosure controls and procedures as well as regarding its internal control over financial reporting as a "venture issuer". The Company is required to file basic certificates, which it has done for the period ended December 31, 2021. The Company makes no assessment relating to the establishment and maintenance of (i) disclosure controls and procedures or (ii) internal control over financial reporting (as such terms are defined under Multilateral Instrument 52-109) as at December 31, 2021.