



Management’s Discussion and Analysis for the Quarter Ended March 31, 2020

This Management’s Discussion and Analysis (“MD&A”) of Camrova Resources Inc (“Camrova” or the “Company”) provides analysis of the Company’s financial results for the quarter ended March 31, 2020. The following information should be read in conjunction with the accompanying interim financial statements for the quarter ended March 31, 2020, including the notes to those financial statements (the “Financial Statements”), which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Financial information is expressed in United States dollars, unless stated otherwise. This MD&A is current as of April 23, 2020

Caution on Forward-Looking Information

This MD&A contains certain forward-looking statements concerning anticipated developments in Camrova’s operations in future periods. Forward-looking statements are frequently, but not always, identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible” and similar expressions, or statements that events, conditions or results “will”, “may”, “could” or “should” occur or be achieved. These forward-looking statements may include statements regarding exploration results, mineral resource estimates, projected liquidity, capital expenditures, available capital resources and the potential availability of short-term and long-term financing, timelines, strategic plans, market prices of base metals or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of Camrova may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors. Camrova’s forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Camrova’s expectations include, uncertainties as to when or if the Company will realize any cash flows from the Boleo Mine or generate revenues or cash flow from its own independent operations; uncertainties relating to the Company’s ability to continue as a going concern and obtain additional financing to fund its future working capital and/or investment needs and other risks and uncertainties disclosed in the Company’s MD&A for the quarter ended March 31, 2020 and other information released by Camrova and filed with the appropriate regulatory agencies. At this time COVID 19 poses an immeasurable and indefinable uncertainty to MMB and Camrova’s operations.

Summarized Financial Results

<i>(in US \$ or as otherwise noted)</i>	March 31, 2020	March 31, 2019
Cash and cash equivalents	881	11,041
Working capital (deficiency)	(664,876)	(72,460)
Total assets	10,532	171,921
Shareholders' equity	(664,876)	(72,460)

<i>(US\$ or as otherwise noted)</i>	Three months ended March 31, 2020	Three months ended March 31, 2019
Loss before other items	(97,411)	(181,126)
Foreign exchange (loss) gain/Finance Expenditures	(1,388)	705
Net loss for the period	(98,799)	(181,126)

First Quarter Highlights and Recent Events

- At the end of the quarter, the Company had working capital deficiency of \$664,876. The Company will require additional funding in the near-term to cover its operating costs and any prospective investment activities (see “*Corporate Outlook*”, on the following page and “*Liquidity, Capital Resources and Going Concern*” on page 5);
- The Company reported a net loss during the quarter ended March 31, 2020 of \$98,799 including the impact of a foreign exchange gain during the quarter of \$4,495 and interest charges of \$5,883 (see “*Review of Camrova Operating Results*” on page 4).

Overview

Camrova Resources Inc. was incorporated on July 15, 1985, under the *Company Act* (British Columbia). The Company has a minority investment in MMB, which owns and operates a producing copper, cobalt and zinc mine (the “Boleo Mine”) located near Santa Rosalia, Baja California Sur, Mexico. In November 2018, the Company announced its equity ownership level had been diluted from 7.32% to 7.23%, with a further dilution in ownership to 7.07% in December 2019. The company invested US\$264M in the Mine. At this time, KORES, the ultimate controlling party and parent of MMB, directly holds 76.93% of the equity of MMB. The remaining 16% ownership of MMB is held by a consortium of Korean companies. As of December 31, 2016, the Company recognized an impairment of \$17,905,000 to reduce the carrying value of the shareholder loan receivable (and its total investment in MMB) to \$Nil.

The Company is working to identify and evaluate alternative project opportunities with potential for near-term cash flow or value creation (see “*Corporate Outlook*” below).

Corporate Outlook

MAYG

On May 1, 2019 the Company signed an Asset Purchase Agreement with Asesoria y Inversiones MAYG SPA (**MAYG**). MAYG is a private company incorporated in Chile and holds the El Chagres slag processing contract with Anglo American Sur S, A. (**Anglo**). (Press Release #7 dated May 1, 2019).

Chilean Acquisition Update

On February 13, 2020 the Company announced the signing of the Asset Purchase Agreement to acquire the Las Vacas Flotation Plant near Illapel, Chile for a purchase price of \$3.6 Million (see Press Release #1 dated February 13, 2020). Since the signing of this agreement, there were two extensions granted with a revised closing date of June 1, 2020.

Financing

On March 18, 2019 Camrova announced the closing on Cdn \$73,000 of Bridge Financing in three tranches and the issuance of 1,216,667 Common Shares along with an equal number of warrants.

In addition, the Company entered into Loan Agreements in the form of unsecured non-convertible Promissory Notes of Cdn \$222,270, bearing simple interest at 15 % for annum. The interest and loans are due and payable one year after the date of issuance. Certain related parties were among the lenders. All lenders participated on the same terms.

The Company is in discussion with various potential investors to secure financing for the Chilean Slag Processing project. (Press Release #1 dated February 13, 2020).

Status of Legal Action – Receivable due from MMB

Further to information released in its December 10, 2018 press release, Camrova advised that MMB has been officially served with a judicial notice under applicable Mexican law. This notice is a formal demand for payment of US\$231,856 plus interest of US\$ 96,351 which is owing by MMB in accordance with the rights reserved within a settlement agreement entered into between Camrova and MMB in December 2016. The contractual obligations requiring payment have been carefully documented by Camrova and the related invoices have been received by Kores and MMB and have been reviewed with the respective financial managers. Since the Company has not been paid the outstanding receivable of US\$231,856 plus interest, which is now over one year outstanding a decision to provide the remaining net receivable balance of US\$162,300 as a doubtful receivable was taken in Q4, 2019. A provision was taken to provide US\$ 69,556 in Q4 2018, which will now account for the full amount of the receivable.

Right of First Offer (ROFO)

In the Press Release of February 13, 2020, the Company also announced that pursuant to terms in the MMB Shareholders Agreement, Camrova has delivered to the other shareholders of MMB, Kores LUX, Kores Boleo LUX and the KBC, a Right of First Offer (ROFO) to sell its shares in the “Boleo Project”. Before the expiry date on April 14 2020, Kores LUX, Kores Boleo LUX and the KBC advised their decision not to exercise the ROFO right, the Company is now free to sell to any interested third parties. (See Press Release #2 dated April, 22,, 2020).

Impairment

As of December 31, 2016 management determined, based on the MMB Life-of-Mine (“LOM”) Plan presented to the MMB Board (which projected operations to achieve only breakeven cash flows over the LOM and assumed the refinancing of the MMB senior debt), that distributions and/or the repayment of the shareholder loan to Camrova are unlikely, and recorded an impairment charge of \$17,905,000 to bring the carrying value of the shareholder loan receivable to \$Nil. The carrying value of the Company’s equity investment in MMB had previously been recorded at \$Nil. On May 10, 2019, the company was provided by MMB with an updated LOM. This LOM also projected a breakeven cash flow after repaying all debt and related interest.

Review of Camrova Operating Results

Comparison of the three-month period ended March 31, 2020, to the three-month period ended March 31, 2019

For the three-month period ended March 31, 2020 (Q1 2020), the Company recorded a net loss of \$98,799 or \$0.004 per share (basic) as compared to a net loss of \$181,126 or \$0.008 per share (basic) for the same period in 2019 (Q1 2019). The net loss in Q1 2020 includes a foreign exchange gain of \$4,495 (gain of \$914 in Q1 2019) and interest charges of \$5,883(Nil in Q1 2019).

Operating expenses during the quarter ended March 31, 2020, were \$97,411 compared to \$181,830 for Q1 2019. Operating expenses in Q1 2020 were comprised mainly of general and administrative expenses. The most significant difference in operating expenses is discussed below:

- Office and administration: \$7,654 (\$16,798 in Q1 2019) – are comprised mainly of Travel and Insurance costs;

Other items

- Foreign exchange gain \$4,495 (gain of \$914 in Q1 2019) – during Q1 2020, the Canadian dollar strengthened marginally against the US dollar;
- Due Diligence costs: \$Nil (\$10,605 in Q1 2019) related to the potential Chilean acquisition;
- Interest charges: \$5,883 (\$Nil in Q1,2020) related to promissory notes interest

Selected Annual Information

The Company's financial results presented above and below have been derived from the Company's Financial Statements prepared under IFRS. The Company's presentation currency is USD. The functional currency of Camrova Resources Inc. is the Canadian dollar. In October 2016, the Company effected the consolidation of the Company's common shares on a twenty-old-shares-for-one-new basis. All references to per common share amounts have been retroactively restated to reflect this common share consolidation.

	2019	2018	2017
	USD '000s	USD '000s	USD'000s
(Loss) income for the year	(783)	(498)	(765)
(Loss) income per share			
- Basic	(0.034)	(0.026)	(0.0)
- Diluted	(0.034)	(0.026)	(0.04)
Total assets	20	221	473
Net working capital (deficiency)	(624)	109	340

Review of Quarterly Results

The eight most recently completed quarters up to March 31, 2020:

	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
	June	Sep 30,	Dec 31,	March	June 30	Sep 30	Dec 31	March
	30, 2018	2018	2018	31	2019	2019	2019	31 2020
				2019				
(Loss) Gain for the period attributable to common shareholders of the Company (USD '000)	\$ (200)	\$98	\$ (287)	\$ (181)	\$ (147)	\$ (73)	\$ (382)	\$ (99)
Basic and diluted loss per share for the period	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ (0.008)	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.004)

The fluctuating loss of the Company through Q1 2020 is primarily due to General and Administrative expenses mainly comprised of Wages, Salaries and Management fees of \$47,791 and Office and General expenses \$7,654 and Professional & Consultancy fees \$17,464 and Marketing costs of \$12,095.

Liquidity, Capital Resources, and Going Concern

MMB's mineral exploration and development activities have provided the Company with no source of income, and a history of losses, working capital deficiencies and deficit positions. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and, in the near-term, to obtain

the necessary financing to meet its obligations, cover overheads, and settle its liabilities from normal operations as they become due. Based on the latest published MMB LOM Plan, the Company does not expect to receive any cash flows from its shareholding in MMB or shareholder loan in the foreseeable future.

The Company's combined cash and cash equivalents and short-term deposits as at March 31, 2020, totaled \$881 (March 31, 2019 - \$11,041).

The Company has a working capital deficiency of \$664,876 as at March 31, 2020 (March 31, 2019 – working capital deficiency of \$72,460).

The Company had cash outflows of \$8,875 in Q1, 2020 (Q1, 2019 outflows of \$20,404).

The Company did not incur any cash expenditures on property, plant and equipment during 2020 (2019 - \$Nil).

Based on the Company's cash flow forecasts, it will require additional financing within the next 12 months in order to meet its ongoing corporate overhead, and to continue its discretionary exploration and evaluation programs. There can be no assurance that the Company will be able to obtain adequate financing in the near future or that such financing would be on terms acceptable to the Company. These factors cast significant doubt on the Company's ability to continue as a going concern.

Current Liabilities- Accounts Payable

As at March 31, 2020, the Company had the following undiscounted contractual obligations:

Contractual Obligations	Payments due by period				
	Total	Less than 1yr	1-3 yrs	4-5 yrs	5 yrs
Accounts payable and Accruals	\$503,280	\$447,857	\$55,433	\$ -	\$ -
Promissory Notes	172,128	172,128	-	-	-
	\$675,408	\$619,985	\$55,423	\$ -	\$ -

The promissory notes of \$172,128 accrued to related (\$39,150) and non-related parties (\$132,978) are unsecured, due in July 2020 and bear interest at an annual rate of 15%.

Off-Balance Sheet Arrangements

In 2012, the Company entered into a lease assignment for offices no longer used by the Company. In order to induce the landlord to approve the assignment, the Company provided an indemnity agreement to the landlord. The Company will remain liable during the balance of the lease term in the event the assignee does not fulfil its obligation to the landlord. The lease expires September 30, 2020.

The future aggregate minimum lease payments by the assignee to the landlord covered by this indemnity agreement are as follows:

	March 31, 2020
Not later than one year	256,458
	<u>256,458</u>

No amount has been accrued for this indemnity as of March 31, 2020, as management has assessed that it is not probable that the Company will be required to cover any amounts under the indemnity.

The Company does not have any other material off-balance sheet arrangements, including guarantee contracts, contingent interests in assets transferred to an entity, or other derivative instruments obligations not already described herein.

Transactions with Related Parties

Compensation of key management personnel

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel of the Company include executive officers and directors.

The compensation accrued but not paid to key management, or to companies in common with key management personnel, for services provided is shown below. The amount includes an accrual of \$53,373 (2019- \$54,196) not paid due the company's cash position.

	Quarter ended Mar31,	
	2020	2019
Short-term employee benefits/key personnel salary	53,373	54,196
Stock-based compensation	-	-
	53,373	54,196

In addition to the above certain related parties loaned US\$39,150 which is part of the US \$172,128 to the company to assist with the Bridge Financing. These amounts are interest bearing at a rate of 15% per annum. Of the interest accrued in the year on these promissory notes, \$2,621 represents the amount accrued on the related party portion.

Share Capital Information

Common Shares: 23,011,760 issued and outstanding as at March 31, 2020 and as at the date of this report.

Stock Options: 1,713,750 outstanding as at March 31, 2020 and as at the date of this report. During Q3 2019, 236,895 stock options expired. In July the Board of Directors awarded 200,000 stock options to two external consultants and 50,000 to the Company's Vice President of Business Development in Chile at the exercise price of Cdn \$0.06 per share expiring on July 20, 2020.

On May 1, 2019, the TSX Venture Exchange approved a Private Placement of 1,216,667 common shares at Cdn\$0.06 per share realising \$54,575 along with Warrants for the same number of common shares at the exercised price of Cdn\$0.10 per share with an expiry date of May 1, 2021. On September 21, 2018 final approval was received from the TSXV Exchange with respect to converting \$111,037 of indebtedness to certain arm's length and non-arm's length creditors to 1,954,440 common shares valued at Cdn\$0.075.

Changes in Accounting Standards

Adoption of new or revised IFRS pronouncements during the period

In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments*, (“IFRS 9”) to replace IAS 39, *Financial Instruments: Recognition and Measurement* (“IAS 39”). IFRS 9 introduces a single approach to determine whether a financial asset is measured at fair value through profit and loss, fair value through other comprehensive income, or at amortized cost. Measurement and classification of financial assets is dependent on the entity’s business model for managing financial assets and the contractual cash flow characteristics of the financial asset.

For financial liabilities, IFRS 9 retains most of the IAS 39 requirements; however, where the fair value option is applied to financial liabilities, the change in fair value resulting from an entity’s own credit risk is recorded in other comprehensive income rather than net earnings, unless this creates an accounting mismatch.

In addition, a new expected credit loss model for calculating impairment on financial assets replaces the incurred loss impairment model used in IAS 39. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure about expected credit losses and credit risk.

IFRS 9 is effective for years beginning on or after January 1, 2018, with early adoption permitted. The Company has evaluated the impact of adopting IFRS 9 on the financial statements. The impact is minimal given Camrova’s limited Receivables and Equity Instruments.

In January 2016, the IASB issued IFRS 16, *Leases*, (“IFRS 16”) replacing IAS 17, *Leases*, (“IAS 17”). For lessees applying IFRS 16, all leases are considered finance leases and will be recorded on the balance sheet. The only exemptions to this classification will be for leases that are twelve months or less in duration or for leases of low-value assets. Lessor accounting however remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17.

The Company adopted IFRS 16 on January 1, 2019, The adoption of IFRS 16 resulted in a lease liability and a lease receivable (relating to the sub lease of the Company’s office lease) of \$256,458 being recognised and offset against each other. For the current year, adoption of IFRS 16 will result in a lease liability and lease receivable of \$256,458 being recognised on the balance sheet.

The nature of this transaction would result in an asset and corresponding liability being recorded on Camrova’s books and offset in equal amounts. As the transaction would have no impact on the financial statements, it is not recorded on the Balance Sheet but instead addressed solely in the notes.

Critical accounting estimates and judgments

The preparation of the Financial Statements requires that the Company’s management make assumptions and estimates of effects of various future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period. Actual results may differ from those estimates.

Estimates are reviewed on an ongoing basis using historical experience and other factors that are considered relevant given the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company’s assets and liabilities are accounted for prospectively.

Further detail is set out in Note 3 of the Company's audited annual Financial Statements for the year ended December 31, 2019 and, in respect of the going concern assumption in Note 1 of the Financial Statements.

Risk factors

Readers should carefully consider the risks and uncertainties described in the Company's MD&A for the year ended December 31, 2019 (available on the SEDAR website at www.sedar.com), before deciding whether to invest in the common shares of Camrova.

In addition, the reader's attention is directed to the going concern risk highlighted in Note 1 of the Financial Statements and in the "*Liquidity, Capital Resources and Going Concern*" section of this MD&A (page 5).

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Annual Financial Statements and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with its filings on SEDAR at www.sedar.com.

Subsequent Events

Nothing to address.