



**CHAKANA**  
C O P P E R

**CHAKANA COPPER CORP.**

**MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")**

**FOR THREE AND SIX MONTHS ENDED NOVEMBER 30, 2019**

**(EXPRESSED IN CANADIAN DOLLARS)**



**CHAKANA COPPER CORP. (FORMERLY REMO RESOURCES INC.)  
FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2019**

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**GENERAL**

This Management's Discussion and Analysis ("MD&A") of Chakana Copper Corp. (formerly Remo Resources Inc.) (the "Corporation," "Chakana," or "Remo") dated January 29, 2020, provides an analysis of the Corporation's financial results for three and six months ended November 30, 2019. The following information should be read in conjunction with the accompanying unaudited interim consolidated financial statements for three and six months ended November 30, 2019 with accompanying notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar figures are expressed in Canadian dollars unless otherwise stated. The Corporation's financial statements and MD&A are available on [www.sedar.com](http://www.sedar.com).

**COMPANY OVERVIEW**

Chakana Copper Corp. was incorporated on May 2, 2011, under the laws of the province of British Columbia, Canada, and changed its name from Hadrian Resources Inc. on August 4, 2011 and changed its name to Chakana Copper Corp. on January 30, 2018. The Corporation is a mineral exploration company listed on the TSX Venture Exchange ("TSX-V") under the symbol "PERU". The Corporation is currently engaged in the exploration and development of mineral properties, with prospects for silver, gold, and copper in Peru.

The head office, principal address is located at 800 West Pender Street, Suite 1430, Vancouver, British Columbia, V6C 2V6, Canada and records office of the Corporation is located at 1055 West Pender Street, Suite 1500, Vancouver, British Columbia, V6E 4V7, Canada.

**GENERAL OVERVIEW OF MARKET CONDITIONS**

During the year ended May 31, 2019 through to August 31, 2019, gold and silver prices started to appreciate, with gold trading between USD \$1,275 per ounce and USD \$1,350 per ounce, closing at USD \$1,474 per ounce at November 30, 2019, and silver trading between USD \$14 per ounce and USD \$16 per ounce, closing at USD \$17 per ounce at November 30, 2019. Since mid-June 2019 to the date of this report gold and silver prices have increased significantly but remain volatile, while copper has had a moderate increase.

The uncertain economic conditions combined with lower precious and base metal prices during calendar 2018 and first half of calendar 2019 has created a challenging environment for the resource and exploration sectors focused on these metals. As a result, many junior/exploration-stage companies have experienced downward pressure in share prices. In addition, the Republic of Peru underwent changes in government policies creating unanticipated delays in the mine permitting thus exacerbating investor concerns. The market capitalization of the Corporation is impacted by all these factors. Also, certain re-sell restrictions on the Corporation's common shares expired resulting in an over-hang of stock held by previous private placement subscribers. Notwithstanding these factors, the improvement in gold and silver prices since mid-June 2019 has provided renewed optimism and better market conditions for the larger mining companies, which has started to improve conditions for some later stage mineral exploration companies. If this improvement in gold and silver prices, or if appreciation develops in base metal prices in 2020, this may provide better opportunities for funding and more activity in the precious metals or base metals exploration sector.

**EXPLORATION AND EVALUATION EXPENDITURES**

The Corporation is engaged in investigation, evaluation and exploration activities in Peru. The Corporation's wholly-owned indirect subsidiary Chakana Resources S.A.C. holds (i) the option to acquire 100% ownership interest in the Soledad Project ("Condor Option") and owns an NSR on the Soledad Project, (ii) holds an option to acquire 100% ownership interest in the adjacent Aija Project ("Aija Project"), and (iii) holds an option to acquire up to 100% ownership in other adjacent mineral concessions owned by Minera Barrick Misquichilca S.A. ("Barrick Option"). All three options are collectively referred as the "Soledad Project." The Corporation is the operator of all related mineral exploration activities on these projects. Results of exploration at Soledad are summarized under Results of Operations.



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Acquisition costs of the Soledad Project are as follows:

	Condor Option		Aija Project		Total
Balance – May 31, 2018 (restated)	\$	439,575	\$	201,147	\$ 640,722
Acquisition costs		1,434,950		80,534	1,515,484
Foreign exchange on translation		5,586		1,260	6,846
Balance – May 31, 2019	\$	1,880,111	\$	282,941	\$ 2,163,052
Acquisition costs		97,953		66,258	164,211
Foreign exchange on translation		(16,449)		(11,127)	(27,576)
Balance – November 30, 2019	\$	1,961,615	\$	338,072	\$ 2,299,687

During the three and six months ended November 30 2019 and 2018, the Corporation incurred exploration and evaluation expenditures as follows:

	Three Months November 30, 2019		Three Months November 30, 2018		Six Months November 30, 2019		Six Months November 30, 2018	
Drilling	\$	145,772	\$	199,445	\$	756,607	\$	1,169,904
Exploration support and administration		312,350		236,695		620,285		465,767
Field operations and consumables		150,913		273,462		569,286		542,663
Geological consultants		42,118		89,021		106,174		143,849
Sampling and geological costs		81,555		111,963		168,560		465,547
Transportation		55,694		54,394		146,538		107,896
	\$	788,402	\$	964,980	\$	2,367,450	\$	2,895,626

**SUMMARY OF QUARTERLY RESULTS**

Key financial information for the three months ended November 30, 2019 as well as the quarters spanning the most recently preceding fiscal years is summarized as follows, reported in Canadian dollars except for per share amounts:

	November 30, 2019		August 31, 2019		May 31, 2019		February 28, 2019	
Current Assets	\$	8,736,439	\$	10,785,640	\$	12,526,764	\$	7,560,688
Current Liabilities	\$	410,263	\$	1,019,449	\$	526,094	\$	453,096
Total Assets	\$	12,433,122	\$	14,413,372	\$	16,004,287	\$	9,756,497
Total Liabilities	\$	410,263	\$	1,019,449	\$	526,084	\$	453,096
Operating Expenses	\$	(1,477,790)	\$	(2,039,072)	\$	(1,800,891)	\$	(1,336,748)
Net Loss	\$	(1,453,327)	\$	(2,164,498)	\$	(2,400,226)	\$	(1,074,243)
Loss per share	\$	(0.02)	\$	(0.02)	\$	(0.02)	\$	(0.02)



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	November 30, 2018	August 31, 2018	May 31, 2018 (Restated)	February 28, 2018
Current Assets	\$ 9,115,740	\$ 11,031,999	\$ 13,533,996	\$ 9,163,243
Current Liabilities	\$ 561,067	\$ 593,172	\$ 486,930	\$ 543,651
Total Assets	\$ 11,098,456	\$ 12,616,829	\$ 14,727,591	\$ 9,751,889
Total Liabilities	\$ 561,066	\$ 593,172	\$ 486,930	\$ 543,651
Operating Expenses	\$ (1,498,976)	\$ (2,574,467)	\$ (3,302,395)	\$ (1,943,423)
Net Loss	\$ (1,762,699)	\$ (2,651,245)	\$ (3,457,068)	\$ (2,609,378)
Loss per share	\$ (0.02)	\$ (0.03)	\$ (0.06)	\$ (0.04)

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED NOVEMBER 30, 2019**

Total operating expenses for three months ended November 30, 2019 were \$1,393,572 (November 30, 2018 - \$1,498,976). The significant expenditures for the current quarter were as follows:

- Exploration and evaluation expenditures were \$788,402 during the three months ended November 30, 2019 (November 30, 2018 - \$964,980), inclusive of drilling expenses of \$145,772 (November 30, 2018 - \$199,445). Reduced drilling expenses were a result of suspending the drill program to wait for additional drill permits. Exploration support and administration of \$312,350 (November 30, 2018 - \$236,695), and field expenses of \$150,913 (November 30, 2018 - \$273,461).
- Geological consulting fees \$42,118 (November 30, 2018 - \$89,021) and sampling and geological costs of \$81,555 (November 30, 2018 - \$111,963) were reduced drilling activity. Transportation expenses of \$55,694 (November 30, 2018 - \$54,394) remained consistent with the prior period.
- Consulting expenses were \$55,750 and salaries and wage expenses were \$94,966 during the three months ended November 30, 2019, compared to \$55,738 consulting expense and \$173,150 salaries and wages for the three months ended November 30, 2018. The reduction in salary and wages is due to a reduction of employee count in the current period compared to the prior period.
- General and administrative expenses were \$304,946 during the three months ended November 30, 2019, compared to \$98,488 during the three months ended November 30, 2018. The increase in general and administrative expenses was primarily due to the write-off of VAT receivables that have been applied to general and administrative expenses. Travelling expenses were \$51,373 during three months ended November 30, 2019 (November 30, 2018 - \$17,878). The increase in travel expenses was related to resolving issues with the misused funds.
- During the three months ended November 30, 2019, the Corporation incurred \$80,284 of legal and professional fees (November 30, 2018 - \$12,184). Increase in legal and professional fees were the result of increased costs due to the legal and accounting fees related to resolving issues with the misused funds.
- Stock-based compensation and investor relations expenses were \$3,981 and \$72,457, respectively during the three months ended November 30, 2019 (November 30, 2018 - \$39,045 and \$57,130, respectively). Stock-based compensation expense realized during the three months ended November 30, 2019 is the result of amortization of share-based expense from stock options previously granted. No additional stock options were issued during the current period. Investor relations expense increased during the three months ended November 30, 2019 due to ongoing marketing and promotions campaigns and attending various trade shows and exhibitions.

As a result of the foregoing, the Corporation recorded a comprehensive loss of \$1,393,572 during the three months ended November 30, 2019 (November 30, 2018 - \$1,525,313).



### **RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2019**

Total operating expenses for six months ended November 30, 2019 were \$3,516,862 (November 30, 2018 - \$4,073,442). The significant expenditures for the current quarter were as follows:

- Exploration and evaluation expenditures were \$2,367,450 during the six months ended November 30, 2019 (November 30, 2018 - \$2,895,626), inclusive of drilling expenses of \$756,607 (November 30, 2018 - \$1,169,904). Reduced drilling expenses were a result of reduced drilling meters for the prior period. Exploration support and administration of \$620,285 (November 30, 2018 - \$465,767), field expenses of \$569,286 (November 30, 2018 - \$542,663), and transportation expenses of \$146,538 (November 30, 2018 - \$107,896)
- Geological consulting fees \$106,174 (November 30, 2018 - \$143,849), and sampling and geological costs of \$168,560 (November 30, 2018 - \$465,547) were reduced compared to the prior period when extensive surface surveys were being conducted.
- Consulting expenses were \$112,449 and salaries and wage expenses were \$241,703 during the six months ended November 30, 2019, compared to \$113,200 consulting expense and \$363,161 salaries and wages for the three months ended November 30, 2018. These expenditures remained consistent.
- General and administrative expenses were \$449,104 during the six months ended November 30, 2019, compared to \$219,349 during the three months ended November 30, 2018. The increase in general and administrative expenses was primarily due to the write-off of VAT receivables that have been applied to general and administrative expenses. Travelling expenses were \$64,755 during six months ended November 30, 2019 (November 30, 2018 - \$45,823).
- During the six months ended November 30, 2019, the Corporation incurred \$94,254 of legal and professional fees (November 30, 2018 - \$28,042). Increase in legal and professional fees were the result of increased costs due to the legal and accounting fees related to the misused funds.
- Stock-based compensation and investor relations expenses were \$16,610 and \$120,063, respectively during the six months ended November 30, 2019 (November 30, 2018 - \$115,342 and \$189,607, respectively). Stock-based compensation expense realized during the six months ended November 30, 2019 is the result of amortization of share-based expense from stock options previously granted. No additional stock options were issued during the current period. Investor relations expense increased during the six months ended November 30, 2019 due to ongoing marketing and promotions campaigns and attending various trade shows and exhibitions.

As a result of the foregoing, the Corporation recorded a comprehensive loss of \$3,471,944 during the six months ended November 30, 2019 (November 30, 2018 - \$4,127,397h).

### **SUMMARY OF MINERAL PROPERTIES**

#### **(i) Soledad Project, Peru (“Condor Option”)**

On April 17, 2017, the Corporation entered into a Mining Assignment and Option Agreement with Minera Vertiente Del Sol S.A.C. (“MVS”), a Peruvian subsidiary of TSXV listed Condor Resources Inc. (“Condor”), pursuant to which the Corporation has the sole and exclusive option to acquire 100% of the rights and interests in the Soledad Project, subject to a 2% net smelter return royalty (“NSR”).

The Corporation’s option to acquire 100% of the rights and interests in the Soledad Project is exercisable by issuing 500,000 common shares by June 23, 2018 (issued), making aggregate cash payments of USD \$5,375,000, and incurring work expenditures on the Soledad Project.



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The Option exercise cash payments schedule is as follows:

<b>Installment</b>	<b>Date</b>	<b>Amount (in USD \$)</b>
1	January 15, 2017 (paid)	\$ 10,000
2	April 2017 (paid)	\$ 15,000
3	December 23, 2017 (paid)	\$ 25,000
4	June 23, 2018 (paid)	\$ 50,000
5	December 23, 2018 (paid)	\$ 50,000
6	June 23, 2019 (paid)	\$ 75,000
7	December 23, 2019	\$ 75,000
8	June 23, 2020	\$ 100,000
9	December 23, 2020	\$ 150,000
10	June 23, 2021	\$ 200,000
11	December 23, 2021	\$ 4,625,000
<b>Total</b>		<b>\$ 5,375,000</b>

As at November 30, 2019 the Corporation has paid instalments 1 to 6, totalling USD \$225,000. The June 23, 2018 instalment was accompanied with the issuance of 500,000 shares of the Corporation.

On March 18, 2019, the Corporation purchased a 1% NSR on the Soledad Project for \$369,902 (USD \$275,000) and 900,000 common shares. As a result of the Corporation purchasing the NSR, the option agreement between the parties will be amended to reflect a reduction of the NSR royalty from 2% to 1%, with the Corporation having the right to re-purchase 50% of the NSR (or 0.5% NSR) for USD \$1,000,000 subsequent to exercising the option agreement. If the Corporation does not exercise the option agreement to acquire Condor's Soledad concessions, Condor has the right to purchase 50% of the NSR (or 0.5% NSR) for USD \$1,000,000. The amendment to the option agreement also eliminates Chakana's pre-royalty payment obligations.

Pursuant to the Mining Assignment and Option Agreement, the Corporation must complete 12,500 meters of exploration drilling at the Soledad Project.

As at November 30, 2019, the Corporation has drilled 30,273 metres and incurred \$10,931,249 of exploration expenditures on the Soledad Project, therefore meeting all of its drilling and work expenditure commitments under the Mining Assignment and Option Agreement.

Exploration activity highlights on the Condor Option to the date hereof include:

- **Targets:** There are six confirmed outcropping breccia pipes identified to date on the option property.
- **Core Drilling:** Total drilling of 30,273 meters in 116 holes of which 29,113 meters in 112 holes were drilled up to August 31, 2019.

Breccia pipes and targets tested include:

Year	Bx 1*	Bx 5	Bx 3E	Bx 6	Bx 3W	Bx 7	Bx Corral 1	Bx 1SE	Other	Total
2017	4,558.76	2,520.50	-	-	-	-	-	-	-	7,079.26
2018	10,235.05	1,579.50	2,567.72	3,093.60	-	-	-	-	-	17,475.87
2019		1,957.90	-	1,615.60	493.70	759.45	478.63	163.25	249.30	5,717.83
<b>Total</b>	<b>14,793.81</b>	<b>6,057.90</b>	<b>2,567.72</b>	<b>4,709.20</b>	<b>493.70</b>	<b>759.45</b>	<b>478.63</b>	<b>163.25</b>	<b>249.30</b>	<b>30,272.96</b>

\*includes Main and North breccia pipes



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Significant core-lengths of mineralization were encountered, including these select holes completed on Bx 1, Bx 5, Bx 6 and Bx 7:

Breccia	DDH#	From(m)	To (m)	Interval	Au (g/t)	Ag(g/t)	Cu%
Bx 1	<b>SDH17-018</b>	0.00	209.00	209.00	2.22	69.6	0.96
	including	0.00	40.00	40.00	4.21	18.6	
	including	40.00	114.00	74.00	3.31	65.5	1.11
	<b>SDH18-059</b>	0.00	233.00	233.00	1.36	57.2	0.85
	including	0.00	46.00	46.00	2.11	26.1	
	including	46.00	233.00	187.00	1.18	64.9	1.05
	<b>SDH18-077</b>	0.00	244.00	244.00	1.41	55.6	0.91
Bx 5	including	0.00	50.00	50.00	1.68	17.7	
	including	50.00	244.00	194.00	1.34	65.4	1.13
	<b>SDH17-041</b>	0.00	176.00	176.00	1.81	27.5	
	including	12.00	176.00	164.00	1.68	27.4	0.51
	<b>SDH18-080</b>	0.00	264.00	264.00	1.30	24.3	0.71
Bx 6	including	0.00	30.00	30.00	1.33	45.8	0.05
	including	30.00	264.00	234.00	1.30	21.6	0.79
	<b>SDH18-090</b>	14.00	44.00	30.00	0.53	17.4	0.03
	and	61.00	103.00	42.00	1.02	115.9	0.51
	<b>SDH18-102</b>	28.00	87.30	59.30	1.28	497.2	0.53
Bx 7	including	64.50	87.30	22.80	2.93	1283.2	1.37
	<b>SDH19-111</b>	132.65	195.00	62.35	0.43	118.4	0.13
	including	157.00	188.00	31.00	0.68	205.9	0.23
	<b>SDH18-112</b>	65.35	197.00	131.65	0.59	56.9	0.09
	including	149.00	181.00	32.00	0.83	127.4	0.14

Please refer to news releases dated October 6, 2017; February 22, 2018; June 26, 2018; October 18, 2018; November 13, 2018; February 7, 2019; and July 29, 2019 on [www.sedar.com](http://www.sedar.com) and the Corporation's website at [www.chakanacopper.com](http://www.chakanacopper.com).

While drilling the outcropping breccia pipe at Bx 1, a blind breccia pipe was intersected (North Zone). Drilling at Bx 1, Bx 5 and Bx 6 have confirmed increasing diameters with depth. Mineralization in Bx 1 North Zone has been intersected to 490m depth (down hole), in Bx 5 to 455m depth, and in Bx 6 Lower Breccia to 778m depth. All breccia pipes are open at depth.

- **Geophysics:** Both down-hole and surface electromagnetic surveys were completed within the portions of the option where breccia pipes were known or expected based upon soil sampling and geological modeling. This work identified conductive features, some of which yielded additional sulfide mineralization while others remain untested.
- **Geological Modeling:** The corporation utilizes specialized consultants and exploration software in order to track results and then model results daily in 3-D. This permits a tighter control on drill hole directions while permitting real-time discussions between Peru-based staff and Officers or consultants based around the world.
- **Soil Geochemical and Outcropping Rock Sampling** has been completed over the most prospective portions of the Condor Option. Results have been integrated into our modeling and have yielded both new targets and extensions to known zones. Some follow-up sampling continues as a result of this work.

**(ii) Aija Project, Peru ("Aija Project")**

On March 20, 2018, the Corporation entered into an Option Agreement with an arms-length third party, pursuant to which the Corporation has option to acquire 100% of the rights and interest in the Aija Project (the "Aija Project") subject to a 2% Net Smelter Royalty ("NSR"). The Aija Project includes 3 principal concessions, and 7 smaller parcels within one of the principal concessions, totalling in aggregate 574.71 hectares. These concessions are contiguous with the southern boundary of the Condor Option.



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The Corporation's option to acquire 100% of the rights and interests in the Aija Project is exercisable by making aggregate cash payments of USD \$2,300,000 as follows:

<b>Installment</b>	<b>Date</b>	<b>Amount (in USD\$)</b>
1	Upon execution of Letter of Intent on October 3, 2017 (paid)	\$ 75,000
2	Upon close of Definitive Agreement on August 1, 2018 (paid)	\$ 75,000
3	February 1, 2019 (paid)	\$ 50,000
4	August 1, 2019 (paid)	\$ 50,000
5	February 1, 2020	\$ 75,000
6	August 1, 2020	\$ 75,000
7	February 1, 2021	\$ 100,000
8	August 1, 2021	\$ 100,000
9	February 1, 2022	\$ 100,000
10	August 1, 2022	\$ 100,000
11	February 1, 2023	\$ 1,500,000
<b>Total</b>		<b>\$ 2,300,000</b>

Under the terms of the Option, the vendor is entitled 2% NSR. The Corporation may repurchase the 2% NSR at anytime for USD \$2,000,000. There are no drilling or work expenditure commitments under the Option.

The Corporation has completed detailed soil and rock sampling, geological mapping, and surface electromagnetic surveys within the portions of the option where breccia pipes were known or expected based upon soil sampling and geological modeling. Results are encouraging with the identification of 9 confirmed breccia pipes within the option. The next steps will be core drilling. The Corporation has met with numerous delays in acquiring permits to do this work, largely as a result of inconsistent records at different Government ministries. Chakana continues to work with these ministries in order to resolve these matters.

**(iii) Barrick Option Agreement (“Barrick Option”)**

On July 11, 2018, Mineral Barrick Misquichilca S.A. (“Barrick”) granted the Corporation an option to acquire a 100% interest in three concessions adjoining the southern extent of the Aija Project. Under terms of the agreement, the Corporation has 5 years to complete a minimum of 2,000 m of drilling and produce a Preliminary Economic Assessment report compliant with National Instrument 43-101. Upon exercise of the option, Barrick will retain a 2% NSR subject to the Corporation's right to purchase 50% of the royalty for USD \$2,000,000. Barrick will have a one-time right to re-acquire a 70% interest in the concessions within 120 days of exercising the option by paying the Corporation three times the aggregate amount of exploration expenditures incurred since the execution date and cancelling the 2% NSR. If a production decision is not made within 7 years of the Back-in Closing Date, Barrick will make pre-royalty payments of USD \$75,000 per year until a production decision is made for a maximum of 5 years (USD \$375,000). If the Corporation does not contribute its share of project costs their interest will be diluted until 10%, upon which their interest will be converted to a 2% NSR with Barrick's right to purchase 50% of the royalty for USD \$2,000,000.

The Corporation has completed detailed soil and rock sampling, geological mapping, and surface electromagnetic surveys within the portions of the option where breccia pipes were known or expected based upon soil sampling and geological modeling. Results are encouraging with the identification of 7 confirmed breccia pipes within the option. The next steps will be core drilling and possibly geophysical surveys in areas without coverage. The Corporation has met with numerous delays in acquiring permits to do this work.





**CAPITAL STRUCTURE**

As of the date of this MD&A, the Corporation has 93,199,847 common shares, 930,825 common share purchase warrants, and 4,485,000 stock options issued and outstanding.

*Issued Capital*

During the six months ended November 30, 2019, no common shares were issued and by the Corporation.

During the year ended May 31, 2019, the Corporation issued common shares as follows:

- On May 13, 2019 the Corporation completed a private placement of 15,686,275 common shares of at a price of \$0.51 for gross proceeds of \$8,000,000. In connection to the private placement, the Corporation recorded \$72,249 of share issuance costs related to the legal costs of completing the private placement.
- On April 17, 2019, the Corporation issued 900,000 common shares at a deemed price of \$0.42 per share as required in connection to the acquisition of a 1% NSR royalty on the Soledad project. The Corporation recorded \$7,822 of share issuance costs in relation to the issuance of the common shares for the acquisition.
- On June 19, 2018, the Corporation issued 500,000 common shares to Condor Resources Inc. in accordance with its option obligations pursuant to the Mining Assignment and Option Agreement to acquire rights and interest in the Soledad Project in Peru.
- On June 7, 2018, the Corporation issued 43,225 common shares on the exercise of warrants at an exercise price of \$0.40 for gross proceeds of \$17,290.

*Cancellation of Shares*

On October 4, 2019, the Corporation signed a settlement agreement with a former employee, to return to treasury for cancellation 4,000,000 common shares of the Corporation as reimbursement for the misused funds and related loss to the Corporation. These shares represent 100% of the former employee's shareholding in the Corporation. These 4,000,000 common shares were cancelled on November 14, 2019. A reduction of \$600,000 in Share Capital has been recorded against Deficit within Shareholders' Equity.

The following warrants were outstanding at November 30, 2019:

<b>Grant Date</b>	<b>Expiry Date</b>	<b>Number of warrants issued</b>	<b>Weighted Average Exercise Price</b>
January 29, 2018	January 29, 2020	539,825	\$0.50
March 23, 2018	March 23, 2020	391,000	\$0.90
		<b>930,825</b>	<b>\$0.67</b>

On November 7, 2019, 277,865 share purchase warrants exercisable at \$0.50 per warrant expired without being exercised.



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The following incentive stock options were outstanding at November 30, 2019:

Exercise Price	Expiry Date	Options Outstanding			Options Exercisable	
		Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
\$0.40	September 14, 2022	2,585,000	2.79	\$0.40	2,585,000	\$0.40
\$0.94	March 29, 2023	425,000	3.33	\$0.94	425,000	\$0.94
		3,010,000	2.87	\$0.48	3,010,000	\$0.48

On November 14, 2019, the Corporation cancelled 1,000,000 stock options related to former employee.

Subsequent to November 30, 2019, the Corporation granted 1,475,000 incentive stock options, exercisable at \$0.20 per share, to certain employees and consultants.

#### **CAPITAL RESOURCES**

The Corporation defines capital as consisting of shareholder's equity and cash. The Corporation manages its capital structure to maximize its financial flexibility by making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Corporation does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Corporation's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Corporation, is reasonable.

As at November 30, 2019, the Corporation is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Corporation's approach to capital management during six months ended November 30, 2019.

#### **LIQUIDITY**

The Corporation's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. The Corporation has historically financed its operations primarily through the sale of share capital by way of private placements.

As at November 30, 2019, the Corporation had cash of \$8,472,048 and working capital of \$8,326,176.

Cash used in operating activities was \$3,734,506 during the six months ended November 30, 2019. The cash used in operating activities is for exploration and evaluation expenditures.

Cash used in investing activities was \$249,258 during the six months ended November 30, 2019 was primarily related to purchases of equipment and acquisition of mineral properties.

The development of the Corporation in the future will depend on the Corporation's ability to obtain additional financings. In the past, the Corporation has relied on the sale of equity securities to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Corporation's ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurances that the Corporation will be successful in obtaining any such financing or in joint venturing its property; failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Corporation's properties.



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**OUTLOOK**

The Corporation plans to conduct further exploration on the Soledad Project. Further exploration and corporate costs are expected to be funded through future equity financing. As of the date of this MD&A, the Company has approximately \$7.6 million in cash and cash equivalents. Exploration will continue to focus on mineralization hosted in tourmaline breccia pipes. Surface exploration over the northern half of the property has largely been completed and drill targets have been defined. Approximately 15,000 additional metres are planned for high priority breccia pipe targets in this area pending approval of drill permits. The goal of this drilling, combined with previous drilling, is to produce the first mineral resource estimate for the project in 2020. Metallurgical studies will be completed to compliment the resource estimate. Additional surface exploration work will continue on the south half of the property to define additional drill targets, which will be tested once permits for this area are obtained. Based on the level of exploration activity, the company will continue its community relations and development program in the areas close to the project.

**RELATED PARTY TRANSACTIONS**

The Corporation's related parties include key management personnel and companies related by way of directors or shareholders in common.

*Key Management Personnel Compensation*

During the six months ended November 30, 2019 and 2018, the Corporation paid and/or accrued the following fees to key management personnel:

	<b>November 30, 2019</b>	<b>November 30 2018</b>
<b><u>Management</u></b>		
<b>Fees</b>		
David Kelley, CEO	\$ 198,147	\$ 162,498
Kevin Ma, CFO	37,800	42,536
<b>Subtotal</b>	<b>\$ 235,947</b>	<b>\$ 205,034</b>
<b><u>Directors</u></b>		
<b>Fees</b>		
John Black, Director	\$ 6,000	\$ 7,105
Darren Devine, Director	25,000	37,104
Doug Kirwin, Director	39,649	48,873
Tom Wharton, Director	6,000	13,105
<b>Subtotal</b>	<b>\$ 76,649</b>	<b>\$ 106,187</b>
<b>Total Related Party Compensation</b>	<b>\$ 312,596</b>	<b>\$ 311,221</b>

Key management includes the Corporation's Board of Directors and members of senior management.

*Trade Related Party Transactions*



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As at November 30, 2019 the Corporation has the following amounts due to related parties:

	November 30, 2019	May 31, 2019
<b>Management</b>		
David Kelley, CEO	\$ 21,585	\$ -
Kevin Ma, CFO	-	-
<b>Subtotal</b>	<b>\$ 21,585</b>	<b>\$ -</b>
<b>Directors</b>		
John Black, Director	\$ 20,000	\$ 14,000
Darren Devine, Director	5,250	5,250
Doug Kirwin, Director	6,861	6,764
Tom Wharton, Director	5,000	4,000
<b>Subtotal</b>	<b>\$ 37,111</b>	<b>\$ 33,014</b>
<b>Total Due to Related Party</b>	<b>\$ 37,111</b>	<b>\$ 33,014</b>

**OFF BALANCE SHEET ARRANGEMENTS**

The Corporation currently has no off-balance sheet arrangements.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The fair value of cash under the fair value hierarchy is measured using Level 1 inputs. The Corporation considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

**FINANCIAL RISK FACTORS**

The Corporation's risk exposure and the impact on the Corporation's financial instruments are summarized below:

*Credit risk*

Credit risk is the risk of potential loss to the Corporation if the counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Corporation limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.



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#### *Liquidity risk*

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations with cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Corporation is exposed to liquidity risk.

#### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation has no interest-bearing debt. The Corporation's sensitivity to interest rates is minimal.

#### *Foreign Currency Risk*

Foreign Currency Risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than Canadian dollars. The functional currency of Chakana is the Canadian Dollar and the functional currency of the subsidiary is the US Dollar. The Corporation is exposed to foreign currency risk on fluctuations related to cash, receivables, prepayments, and accrued liabilities that are denominated in U.S Dollars, and Canadian Dollars. The Corporation has not used derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

### **BUSINESS RISKS AND UNCERTAINTIES**

Additional information on risks and uncertainties relating to Chakana's business is provided in Remo's Filing Statement dated December 4, 2017 to under the heading "Risk Factors". This Filing Statement is accessible under the Corporation's profile at [www.sedar.com](http://www.sedar.com).

### **CONTRACTUAL OBLIGATIONS**

The Corporation leases various premises under operating leases which expire from January 31, 2020 to July 31, 2020. The Corporation is obligated to make \$171,337 in minimum lease payments under the premise leases in the fiscal year ending May 31, 2020.

### **SETTLEMENT AGREEMENT**

On October 4, 2019, the Corporation signed a settlement agreement pursuant to which 4,000,000 of the common shares of the Corporation, owned by a former employee of the Corporation, were relinquished as compensation for misuse of funds by the former employee. These 4,000,000 shares were cancelled on November 14, 2019. Additionally, as a result of the former employee's termination for cause, 1,000,000 share purchase options, issued September 17, 2017, have been cancelled.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ significantly from these estimates.

Areas requiring a significant degree of judgment relate to the recoverability and measurement of deferred tax assets and liabilities, the ability to continue as a going concern and the capitalization of development costs. Actual results may differ from those estimates and judgments. Areas requiring a significant degree of estimation include allowances for doubtful accounts.



Judgments that have the most significant effect on the amounts recognized in the Corporation's consolidated financial statements are as follows

- *Exploration and Evaluation Assets*

The net carrying value of each mineral property is reviewed regularly for conditions that suggest potential indications impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future.

- *Going Concern*

The assessment of the Corporation's ability to continue as a going concern involves critical judgement based on historical experience and expectations of the Corporation's ability to generate adequate financing. Significant judgements are used in the Corporation's assessment of its ability to continue as a going concern.

- *Income taxes*

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Corporation to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgement and make certain assumptions about the future performance of the Corporation. Management is required to assess whether it is probable that the Corporation will benefit from these prior losses and other deferred tax assets. Change in economic conditions, metal prices and other factors could result in revision to the estimates of the benefits to be realized or the timing of utilizing the losses.

- *Functional Currency*

The functional currency for each of the Corporation's subsidiary is the U.S. dollar - the currency of the primary economic environment in which the entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Corporation reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

- *Acquisition Accounting*

Chakana has accounted for the reverse acquisition of Remo as an asset acquisition. Significant judgements and estimates were required to determine that the application of this accounting treatment was appropriate for the transaction. These included, among others, the determination that Remo was not considered a business under IFRS 3: Business Combination, for the basis of calculation of the fair value of the consideration transferred and the estimate of the fair value of the net assets acquired.

#### **SIGNIFICANT ACCOUNTING POLICIES**

The Corporation's significant accounting policies are summarized in Note 3 to the audited consolidated financials for the year ended May 31, 2019.



## **ACCOUNTING STANDARDS AND AMENDMENTS ADOPTED**

### ***IFRS 16 - Leases***

The Company adopted all of the requirements of IFRS 16, effective June 1, 2019. IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. There was no material impact on the Company's condensed consolidated interim financial statements upon the adoption of this new standard.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may be deemed "forward-looking statements", including statements regarding developments in the Corporation's operations in future periods, adequacy of financial resources and future plans and objectives of Corporation. All statements in this document, other than statements of historical fact, which address events or developments that the Corporation expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, liquidity and effects of accounting policy changes.

Although the Corporation believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information.

Forward-looking statements are based on the beliefs, estimates and opinions of the Corporation's management on the date the statements are made. The Corporation undertakes no obligation to update these forward-looking statements in the event that Management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Corporation and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Corporation's transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.