TriMetals Mining Inc.

Three and six months ended June 30, 2019

Management's Discussion & Analysis ("MD&A")

INTRODUCTION

The following information, prepared as of August 12, 2019, should be read in conjunction with the condensed interim consolidated financial statements of TriMetals Mining Inc. ("TMI" or the "Company") for the three and six months ended June 30, 2019 and the audited consolidated financial statements for the year ended December 31, 2018 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in U.S. dollars unless otherwise indicated.

This MD&A contains forward looking statements. For a description of the assumptions made in developing the forward-looking statements and the material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see the "Cautionary notes" and the "Risks and uncertainties" sections below.

GENERAL

The Company is a growth focused mineral exploration company creating value through the exploration and development of the near surface Gold Springs gold-silver project along the Nevada-Utah border. The Company also holds the large scale Escalones copper-gold project located in the world renowned Chilean copper belt (refer to Note 6 to the condensed interim consolidated financial statements for the three and six months ended June 30, 2019 and to the section of the MD&A titled "Escalones copper-gold project, Chile") and has been seeking compensation based on the fair market value of the expropriated Malku Khota project in Bolivia through an arbitration process which, on November 22, 2018, resulted in the Arbitration Tribunal of the Permanent Court of Arbitration issuing an award in favour of the Company for $18.7 million, and interest accrued thereon to date.

The Company's approach to business combines the team's track record of discovery and advancement of large projects, key operational and process expertise, and a focus on community relations and sustainable development. Management has extensive experience in the global exploration and mining industry.

The Company's common shares and Class B shares trade on the Toronto Stock Exchange (the "TSX") under the symbols TMI and TMI.B, respectively, and the Company's common shares and Class B shares trade in the US on the OTCQB International Market as TMIAF and TMIBF, respectively. The Class B shares are entitled collectively to 85% of the net cash, if any, (after deducting all costs, taxes and expenses and the third-party funder's portion thereof) received by TMI from award or settlement in relation to the Company's subsidiary South American Silver Limited's arbitration proceeding against Bolivia for the expropriation of the Malku Khota project in 2012. The Class B shares have no interest in the other assets or properties of the Company.

PROJECTS

Gold Springs gold-silver project, USA

The Company holds a 100% interest in the 78 square kilometre Gold Springs gold-silver project located on the Nevada-Utah border. In addition to drilling, the Company has completed rock chip sampling, detailed target mapping, soil sampling, stream sediment sampling, and a property-wide LIDAR, aero-magnetic and ZTEM geophysical surveys. The ZTEM geophysical survey identified many structural features related to mineralization, and the Company has developed resources on the Jumbo (the North Jumbo and South Jumbo (Etna) resources), Grey Eagle and Thor trends. Geological work identified 26 surface targets with outcropping gold mineralization, the majority of which correspond to the ZTEM resistivity features.

The gold-silver mineralization at North Jumbo, Etna, Thor and Grey Eagle, remains open to expansion laterally and to depth as the drilling has typically only penetrated the top 150 metres vertically below the surface at Jumbo (maximum drilled depth of 280 metres) and 130 metres below the surface at Grey Eagle (maximum drilled depth of 262 metres).

2017 Resource Estimate

The Company contracted Global Resource Engineering, Ltd. who, on March 29, 2017, completed an updated pit-constrained resource estimate for the Jumbo North and Jumbo South (Etna) areas, the Grey Eagle area and the Thor area, at Gold Springs. The updated resource includes the assay information from the 2015 and 2016 drill programs.

Category	**Area**	**Tonnage**	**Gold**		**Silver**		**AuEq***	
		Tonnes (000)	**Grade g/t**	**Troy oz (000)**	**Grade g/t**	**Troy oz (000)**	**Grade g/t**	**Troy oz (000)**
Gold Springs Property-Wide Resource – using a 0.25 g/t gold cutoff								
Measured		13,591	0.58	252	11.11	4,855	0.76	330
Indicated		16,245	0.53	276	9.08	4,741	0.68	353
M&I		29,836	0.55	528	10	9,596	0.71	683
Inferred		4,660	0.46	69	6.49	973	0.57	85
Jumbo Trend Resource - Jumbo North and Jumbo South (Etna), Utah								
M&I	Jumbo N	16,994	0.5	271	12.12	6,623	0.69	378
M&I	Jumbo S (Etna)	5,312	0.61	104	6.51	1,111	0.71	122
	Total	**22,306**	**0.52**	**375**	**10.79**	**7,735**	**0.7**	**500**
Inferred	Jumbo N	2,328	0.45	34	7.25	542	0.57	43
Inferred	Jumbo S (Etna)	1,435	0.5	23	5.27	243	0.58	27
	Total	**3,763**	**0.47**	**57**	**6.49**	**786**	**0.58**	**70**
Grey Eagle and Thor Resource, Nevada								
M&I	Grey Eagle	7,175	0.62	142	7.17	1,654	0.73	169
M&I	Thor	355	0.96	11	18.15	207	1.25	14
	Total	**7,531**	**0.63**	**153**	**7.69**	**1,861**	**0.76**	**183**
Inferred	Grey Eagle	875	0.43	12	6.37	179	0.53	15
Inferred	Thor	23	0.63	0	11.1	8	0.81	1
	Total	**898**	**0.43**	**13**	**6.49**	**187**	**0.54**	**16**

Numbers have been rounded, which may lead to some numbers not adding up exactly.

M&I: measured and indicated. The Inferred resource is in addition to the measured and indicated resource.

** AuEq: Gold equivalent - reflects gross metal content using a gold/silver price ratio of 61.9 and have not been adjusted for metallurgical recoveries.*
The 2017 Resource on the Gold Springs project was derived from the technical report "Amended Technical Report and 2017 Mineral Resource Gold Springs Project" authored by Global Resource Engineering, Ltd. (GRE) and Kurt Katsura, dated March 29, 2017 and filed on SEDAR on July 27, 2017.

During the three and six month periods ended there were no significant changes in drilling, advancement of the Gold Springs project, metallurgical testing or permitting activities. Further information on the Gold Springs project is contained in the Annual MD&A for the year ended December 31, 2018.

Escalones copper-gold project, Chile

The Escalones copper-gold project is located in the central Chilean mining district which includes the nearby El Teniente deposit – the world's largest underground copper mine. The project is accessible by road and is approximately 100 kilometres south-east of Santiago.

On November 30, 2018 the Company executed a letter of intent (the "LOI") with Wealth Minerals Ltd. (TSXV:WML) ("Wealth Minerals"), a Vancouver BC, Canada based mineral exploration company, with respect to the acquisition of the Company's 100% interest in the Escalones Copper Project in Chile (the "Escalones Copper Project") by a newly formed, copper-focused, subsidiary of Wealth Minerals ("Wealth Copper").

On May 31, 2019 the Company entered into a definitive share purchase agreement (the "Share Purchase Agreement") with Wealth Minerals Ltd ("Wealth") and its wholly-owned subsidiary, Wealth Copper Ltd ("Wealth Copper"). Wealth Copper has agreed to acquire all of the issued and outstanding shares of the Company's subsidiaries SASC Metallurgy Corp. and Escalones Copper Corp. (the "Purchased Shares"), and thereby 100% of the Company's interest in the Escalones project (the "Escalones Transaction").

As consideration to the Company for the purchase of the Escalones project, Wealth Copper will

(i) issue 25,000,000 common shares in its capital (each, a "Wealth Copper Share"),

(ii) pay an aggregate of Cdn$1,000,000 in cash (the "Cash Consideration") with Cdn $350,000 due upon closing of the Concurrent Financing and $500,000 due on the 12 month anniversary of the closing of the Concurrent Financing. The Cdn$150,000 deposit paid with be credited against the Cash Consideration; and

(iii) grant a 2% net smelter returns royalty payable on production from those mining rights or exploitation concessions that supersede or shall derive from the Escalones Exploration Concessions if the price of copper is greater than US$0.75 per pound or a 1% net smelter returns royalty if the copper price is equal to or less than US$0.75 per pound (the "Royalty"). The Royalty shall be subject to a buyback right pursuant to which the Royalty may be purchased for US$3 million at any time during the 5 years following the first sale of minerals produced from such mining rights or exploitation concessions, and US$5 million after such 5 year period.

At closing of the Escalones transaction, the 25,000,000 Wealth Copper Shares held by the Company, together with the 25,000,000 Wealth Copper Shares held by Wealth, will collectively represent 100% of the issued and outstanding Wealth Copper Shares, excluding any Wealth Copper Shares issued in connection with the Concurrent Financing (as defined below).

On or prior to closing of the Escalones transaction, Wealth Copper shall have entered into a letter of intent (completed) with a TSX Venture Exchange listed issuer ("ListingCo") in respect of a reverse take-over transaction (the "Going-Public Transaction"), whereby ListingCo (which, after the closing of the Going-Public Transaction, shall be the "Resulting Issuer") is to acquire all of the issued and outstanding Wealth Copper Shares from Wealth and TMI and continue the business of Wealth Copper in exchange for the issuance of common shares in the capital of ListingCo to the Wealth Copper shareholders on a one (1) for one (1) basis. The Share Purchase Agreement contemplates that in connection with the Going-Public Transaction, Wealth Copper and/or ListingCo shall have completed private placement financings to raise an aggregate of at least Cdn$5,000,000 (the "Concurrent Financing"). The Company's ownership interest in the Resulting Issuer is not to be less than 30% immediately after giving effect to the Going-Public Transaction and the Concurrent Financing and the Company is to be granted the right to participate in future equity financings of the Resulting Issuer to allow the Company to maintain up to its pro rata ownership interest in the equity capital of the Resulting Issuer. In addition, following closing of the Going-Public Transaction, the Company and Wealth will each be granted the right to nominate one director to the board of directors of the Resulting Issuer for so long as each holds at least 20% of the issued and outstanding shares of the Resulting Issuer.

Arbitration claim against the Bolivian government for the expropriation of the Malku Khota project

On October 23, 2012, the Company's wholly-owned Bermudian subsidiary, South American Silver Limited ("SASL"), delivered a formal letter to the State of Bolivia notifying it of an investment dispute between the Company and Bolivia. The dispute has arisen as a result of acts and omissions of the Government of Bolivia including the issuance of Supreme Decree No.1308 on August 1, 2012. The Decree revoked mining concessions held by the Company's Bolivian subsidiary, Compañia Minera Malku Khota S.A. ("CMMK"), a wholly-owned subsidiary of SASL.

On November 22, 2018, an Arbitration Tribunal of the Permanent Court of Arbitration issued an award to SASL for $18,700,000 in respect of amounts invested, and interest thereon running from August 1, 2012 to the date of payment of the award by Bolivia (the "Award").

On February 28, 2019, SASL, commenced court proceedings in Washington, DC, seeking a United States court judgment to recognize and enforce the Award in the United States.

SASL is committed to receiving payment of the Award from Bolivia and resolving the dispute in a manner that is mutually beneficial for both parties. However, SASL is willing to take further action to satisfy the Award should Bolivia refuse to pay, or purposely delay its payment. In that regard, SASL has engaged a U.S. based law firm that is leading SASL's effort to domesticate and enforce its Award in the U.S.A.

On April 4, 2019, the Company executed an addendum (the "Addendum") to its 2013 privileged arbitration funding agreement (the "Arbitration Funding Agreement") with its arbitration funder (the "Fund") whereby the Company can elect to receive up to US$2 million for working capital purposes. The Fund has made such working capital funding facility available to the Company in four semi-annual installments of US$500,000 each. The first US$500,000 installment was received on April 9, 2019.

The Company has agreed to repay the Fund the amount of the installments advanced to the Company, plus a variable amount up to the amount of the installments advanced, from the amounts received via settlement with, or otherwise recovered from, the Government of Bolivia ("Bolivia"), and has agreed to pay the Fund a portion of the amount received from a sale, if any, of the Malku Khota project data.

RESULTS OF OPERATIONS

Three months ended

During the three months ended June 30, 2019, the Company reported net loss of $11,420,827 ($0.05 loss per share) compared to net earnings of $1,303,959 ($0.01 per share) reported during the three months ended June 30, 2018.

	2019 $	**2018 $**
General and administrative expenses (excluding share-based payments)	(627,078)	(384,624)
Interest and other income	1,101	3,679
Write-down of carrying value on transfer to assets held for sale	(11,388,588)	-
Accretion and interest on convertible notes	-	(63,226)
Change in value of Class B shares, arbitration award assets and liabilities	761,510	1,720,046
Change in fair value of stock options exercisable into Class B shares	-	51,463
Other	(821)	(2,780)
Share-based payments	(166,951)	(20,599)
Net (loss) earnings for the period	(11,420,827)	1,303,959

The general and administrative expenses increased from period to period due to arbitration related legal fees incurred, that are not covered by the Fund. The other general and administrative expenses had a general decrease as the Company continues to reduce costs.

During the quarter ended June 30, 2019 the Escalones project met the criteria as an asset held for sale under IFRS 5. The Company was required under IFRS 5 to measure the Escalones project at the lower of its carrying amount and its fair value less costs to sell ("FVLCS") which resulted in a charge being taken for a write-down of carrying value on transfer to assets held for sale upon reclassification.

During the 2018 fiscal year, the convertible note holders converted 100% of the outstanding balance of the convertible notes, plus accrued interest. The convertible notes and the security interests provided to secure payment of the convertible notes, were thereby extinguished.

During the fourth quarter of 2018, the arbitration award asset related to the Malku Khota project became a financial instrument. IFRS requires the Company to fair value the arbitration award asset, which had previously been carried at cost as the Malku Khota project. The change in fair value of the Class B shares and the arbitration award assets and liabilities for the three months ended June 30, 2019 resulted in a gain of $761,510. During the comparable period, the change in fair value of the Class B shares, only, resulted in a gain of $1,720,046.

Six months ended

During the six months ended June 30, 2019, the Company reported a net loss of $11,321,083 ($0.05 loss per share) compared to a net income of $2,324,690 ($0.01 per share) reported during the six months ended June 30, 2018.

	2019 $	**2018 $**
General and administrative expenses (excluding share-based payments)	(873,110)	(721,396)
Interest and other income	1,350	5,757
Write-down of carrying value on transfer to assets held for sale	(11,388,588)	-
Accretion and interest on convertible notes	-	(128,478)
Change in value of Class B shares, arbitration award assets and liabilities	1,166,128	3,174,218
Change in fair value of stock options exercisable into Class B shares	-	51,463
Other	(290)	(3,278)
Share-based payments	(226,573)	(53,596)
Net (loss) income for the period	(11,321,083)	2,324,690

The general and administrative expenses increased from period to period due to arbitration related legal fees incurred, that are not covered by the Fund. The other general and administrative expenses had a general decrease as the Company continues to reduce costs.

During the six months ended June 30, 2019 the Escalones project met the criteria as an asset held for sale under IFRS 5. The Company was required under IFRS 5 to measure the Escalones project at the lower of its carrying amount and its fair value less costs to sell ("FVLCS") which resulted in a charge being taken for a write-down of carrying value on transfer to assets held for sale upon reclassification.

During the 2018 fiscal year, the convertible note holders converted 100% of the outstanding balance of the convertible notes, plus accrued interest. The convertible notes and the security interests provided to secure payment of the convertible notes, were thereby extinguished.

During the fourth quarter of 2018, the arbitration award asset related to the Malku Khota project became a financial instrument. IFRS requires the Company to fair value the arbitration award asset, which had previously been carried at cost as the Malku Khota project. The change in fair value of the Class B shares and the arbitration award assets and liabilities for the six months ended June 30, 2019 resulted in a gain of $1,166,128. During the comparable period, the change in fair value of the Class B shares, only, resulted in a gain of $3,174,218.

CAPITAL EXPENDITURES AND INVESTING ACTIVITIES

Total exploration spending for the six months ended June 30, 2019 was $236,071. The costs included $148,641 incurred at Gold Springs and $87,430 at Escalones prior to its reclassification to assets held for sale. Refer to the condensed interim financial statements for detailed analysis.

FINANCING ACTIVITIES

On April 9, 2019, the Company elected to receive its first installment under the Arbitration Funding Agreement of $500,000.

On March 20, 2019 the Company closed a private placement raising gross proceeds of $345,414 (Cdn. $460,000) from the sale of 9,200,000 common shares priced at $0.05 per share. The Company incurred share issuance costs of $28,563.

During the six months ended June 30, 2018, the Company completed a private placement for gross proceeds of $1,490,000 (Cdn. $1,904,250) through the issuance of 12,694,999 units at a price of Cdn. $0.15 per unit. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at an exercise price of Cdn. $0.25 per share for a period of 24 months from the closing date of the private placement.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial data for the last eight quarters ending with the most recently completed quarter, being the three months ended June 30, 2019:

	Three months ended			
	June 30, 2019 $	**March 31, 2019 $**	**December 31, 2018 $**	**September 30, 2018 $**
Total revenues	Nil	Nil	Nil	Nil
Net earnings (loss)	(11,420,827)	99,744	2,794,321	(2,527,533)
Net earnings (loss) per share - Basic and diluted	(0.05)	0.00	0.01	(0.01)
Deferred exploration costs	112,968	123,103	24,511	303,088

	Three months ended			
	June 30, 2018 $	**March 31 2018 $**	**December 31, 2017 $**	**September 30, 2017 $**
Total revenues	Nil	Nil	Nil	Nil
Net earnings (loss)	1,303,959	1,020,731	658,241	(3,038,046)
Net earnings (loss) per share - Basic and diluted	0.01	-	0.00	(0.02)
Deferred exploration costs	459,482	407,979	202,622	1,130,664

During the quarter ended June 30, 2019 the Escalones project met the criteria as an asset held for sale under IFRS 5 which resulted in a charge of $11,388,588 being taken for a write-down of carrying value on transfer to assets held for sale upon reclassification

During the quarter ended December 31, 2018, due to the arbitration award being granted, the Company derecognized the Malku Khota project and recognized an arbitration award asset, resulting in a $1,147,249 loss on derecognition. The Company also reported income of $4,602,641 in relation to the fair value changes in the Class B shares and the arbitration award assets and liabilities.

Net earnings (loss) has been volatile for the quarters ended September 30, 2018 and prior due to the change in fair value of the Company's Class B shares. In this regard, the Company recognized loss of 2,544,395 during Q3 of 2018 (Q2 2018 - income of $1,720,046, Q1 2018 – income of $1,454,172, Q4 2017 – income of $1,506,302 – Q3 2017 – loss of 2,633,162)

The Company conducted drilling programs at Gold Springs in Q3 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Company's aggregate operating, investing and financing activities during the six months ended June 30, 2019 resulted in a net cash inflow of $3,298. The Company had a working capital deficit of $632,331 (working capital deficit of $293,028 as at December 31, 2018).

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties. The recoverability of amounts shown as mining claims and deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop its mineral properties, and the ultimate realization of profits through future production from, or sale of, the properties. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its current operating expenses and to continue to explore its mineral properties by methods which could include debt refinancing, equity financing, forward sale agreements, sale of assets and strategic partnerships. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to continue to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

CONTRACTUAL OBLIGATIONS

The Company has the following contractual obligations as at June 30, 2019:

	Less than 1 year $	**1-3 years $**	**3-5 years $**	**Total due over next 5 years $**
Escalones Option Agreement[(1)]	400,000	800,000	3,500,000	4,700,000

[(1)] The Company is contractually obliged to make these payments only and as long as it is willing to exercise its option to acquire the Escalones property. The Company has the option to acquire the Escalones property by making total option payments aggregating $4,700,000, in stages, as follows: $200,000 and 500,000 shares of Wealth Copper on August 30, 2019, $200,000 on June 30, 2020, $300,000 on June 30, 2021, $500,000 on each of June 30, 2022 and 2023, and a final payment of $3,000,000 on June 30, 2024.. Upon closing of the Escalones Transaction the aforementioned option agreement obligations will be transferred to Wealth Copper.

CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the consolidated financial condition or future results of the Company.

Under the terms of the privileged Arbitration Costs Funding Agreement, the Company has given certain warranties and covenants to the Fund and is obliged to pledge at least 35% of the shares of the Company's subsidiary which controls the Escalones property, as security for its obligations. In consideration for the funding, the Company has agreed to pay to the Fund a portion of any recoveries received pursuant to the arbitration proceedings or any settlement with Bolivia.

A large majority of the costs of the arbitration to be incurred by SASL or the Company are payable only in the event there is an award in favour of SASL and will be paid out of the proceeds of any such award. These costs include certain fees and other expenses incurred in connection with the arbitration, including the Fund's portion of any recoveries received pursuant to the arbitration proceedings or any settlement with Bolivia and other commitments. These fees, costs and expenses will be paid out of any amounts received by SASL in respect of the award or any settlement agreement, thus reducing the amount available to the Class B shareholders. The Company currently estimates that the fees, costs and expenses to be deducted could be between 35% and 45% of the total amount received in respect of the award or any settlement agreement with the Government of Bolivia.

The holders of the Class B Shares have contingent rights to receive a pro-rata share of 85% of the net cash proceeds, if any (after deducting all costs, tax and expenses and the third-party funder's portion thereof), received pursuant to any award or settlement received from the arbitration proceedings.

Under the April 4, 2019 addendum to the Arbitration Funding Agreement the Company has agreed to repay the Fund the amount of the installments advanced to the Company for working capital purposes, plus a variable amount up to the amount of the installments advanced, from the amounts received via settlement with, or otherwise recovered from, the Government of Bolivia. As of June 30, 2019 the Company has only elected to receive a first installment of $500,000.

RELATED PARTY TRANSACTIONS

Key management includes the Chief Executive Officer, the Chief Financial Officer and the remaining directors. The compensation paid or payable to key management for services during the three and six months ended June 30, 2019 and 2018 is as follows:

	Three months ended June 30		**Six months ended June 30**	
	2019 $	**2018 $**	**2019 $**	**2018 $**
Directors' fees	11,400	15,525	23,850	29,100
Professional fees	18,620	18,486	37,563	37,445
Share-based payments	140,434	2,716	195,200	12,676
Wages and benefits	15,000	48,750	41,250	89,744
TOTAL	**185,454**	**85,477**	**297,863**	**168,965**

The Company's related parties consist of the Company's officers or companies associated with them and Gowling WLG (Canada) LLP which is a legal firm in which Tina Woodside, a director of the Company, is a partner. The Company incurred the following additional expenditures with related parties during the three and six months ended June 30, 2019 and 2018 that were charged by related parties. All transactions with related parties have occurred in the normal course of the Company's operations and have been measured at the exchange amounts agreed to by the Company and the related parties.

	Three months ended June 30		**Six months ended June 30**	
	2019 $	**2018 $**	**2019 $**	**2018 $**
Consulting fees (1)	**-**	737	15,892	4,844
Consulting fees - mineral property costs	**-**	1,390	943	10,972
Professional fees (2)	86,762	40,844	120,170	59,464
Share issue costs	6,376	2,775	16,268	28,215
TOTAL	**93,138**	**45,746**	**153,273**	**103,495**

[(1)] paid to Felipe Malbran, and in 2018 also to a company owned by David Dreisinger (a former officer of the Company), as compensation to serve as officers of the Company.
[(2)] paid to Gowling WLG (Canada) LLP.

Included in accounts payable at June 30, 2019 is an amount of $199,040 (December 31, 2018 - $281,499) due to related parties comprising Gowling WLG (Canada) LLP, Malaspina Consultants Inc. (a company in which Killian Ruby, the CFO of the Company is President & CEO), Felipe Malbran, Randy Moore, Matías Herrero and the Directors of the Company. These amounts are non-interest bearing and have no specific terms of repayment.

FINANCIAL INSTRUMENTS

The Company's financial instruments as at June 30, 2019 consist of cash and cash equivalents, receivables, arbitration award assets, accounts payable and Class B shares and other arbitration award liabilities. Cash and cash equivalents, receivables and accounts payable are classified as amortized cost. The arbitration award assets and Class B shares and other arbitration award liabilities are designated as FVTPL.

Fair Value of Financial Instruments

The Company classified the fair value of the financial instruments according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

The Class B shares are Level 1 fair values. The arbitration award asset and the other arbitration award liabilities are Level 2 fair values, which are derived from the valuation of the Class B shares.

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. There have been no changes in any risk management policies since December 31, 2018.

OUTLOOK

The priorities of the Company for 2019 are to:

- Focus the Company's efforts toward the historic Gold Springs project in southern Utah and Nevada, and advance the exploration and geologic understanding of the project to expand the gold resource and mitigate technical risk;
- Complete the proposed transaction with Wealth Minerals Ltd. with respect to the divestiture of the Company's 100% interest in the Escalones Copper Project in Chile to a newly-formed, copper focused, subsidiary of Wealth.
- Engage in discussions with Bolivia to receive payment of the Award and concurrently take further action to satisfy the Award should Bolivia refuse to pay, or purposely delay its payment.
- Actively manage the business of the Company to preserve cash, efficiently and effectively invest in meaningful activities, and pursue accretive and strategic capital raising opportunities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, engaged external consultants to evaluate the effectiveness of the Company's disclosure controls and procedures (as defined in the rules of the Canadian Securities Administrators ("CSA")) as at December 31, 2018, and have concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under Canadian securities laws is (i) recorded, processed, summarized and reported within the time periods specified in Canadian securities laws and (ii) accumulated and communicated to the Company's management to allow timely decisions regarding required disclosure.

Management is also responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Management has engaged external consultants, who used the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") control framework (2013) to evaluate the effectiveness of the Company's internal control over financial reporting. As of December 31, 2018, management assessed the effectiveness of the Company's internal control over financial reporting and concluded that such internal control over financial reporting is effective and that there are no material weaknesses in the Company's internal control over financial reporting that have been identified by management.

As of the date of this report, management is not aware of any change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

It should be noted that all internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the condensed interim and annual consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Significant estimates are made to determine the fair-value of share-based payments, of warrants, of assets held for sale, and of the arbitration award asset and of the other arbitration award liabilities.

Significant accounting judgements are made in particular with regard to the Company's ability to continue as a going concern and the assessment of impairment to the carrying value of mineral properties.

For further discussion related to critical accounting estimates and judgements, please refer to the Company's annual Management's Discussion and Analysis for the year ended December 31, 2018 available on SEDAR at www.sedar.com.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares without par value and up to 127,328,790 Class B shares without par value.

Type of Security	Common shares	Class B
	(number)	(number)
Issued and outstanding – August 12, 2019	244,987,645	116,375,152
Stock options	20,068,333	-
Share purchase warrants[1]	18,554,416	-
TOTAL DILUTION	**283,610,394**	**116,375,152**

(1) A total of 963,496 of the warrants are compensation warrants. Each compensation-warrant entitles the holder to acquire one unit consisting of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share

NEW ACCOUNTING STANDARDS

IFRS 16, Leases

IFRS 16, Leases ("IFRS 16") eliminates the classification of leases as either operating or finance leases for a lessee. Instead all leases are capitalized by recognizing the present value of lease payments and recognizing an asset and a financial liability representing an obligation to make future lease payments. The principles in IFRS 16 provide a more consistent approach to acquiring the use of an asset whether by leasing or purchasing an asset. The new leasing standard results in lease assets previously recorded as operating leases now being recognized as "right of use" assets on the statement of financial position. IFRS 16 is applicable to all entities and will supersede current lease accounting standards under IFRS. IFRS 16 became effective for the Company on January 1, 2019. There was no material impact upon adoption.

RISKS AND UNCERTAINTIES

The Company is exposed to a number of risks and uncertainties that are common to other mineral exploration companies as well as risks associated with its international arbitration. Exploration for and the development of mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The industry is capital intensive and is subject to variations in commodity prices, market sentiment, inflation and other risks. For further discussion related to risks and uncertainties, please refer to the Company's annual information form and annual Management's Discussion and Analysis for the year ended December 31, 2018 available on SEDAR at www.sedar.com.

Cautionary note regarding forward-looking statements

Certain statements contained herein constitute "forward-looking information" or "forward-looking statements" under applicable securities laws ("forward-looking statements"). Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "will", "may", "expand", "continue", "estimated", "potential", "contingent", "develop", "plan", "future", "indications", "further", "could", "would', "expected", "nearing", "believes", "envisions", "ongoing", "possible", "creating", "advancing", "realization" and "pursuing" and similar expressions. This MD&A contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning mineral resource estimates, preliminary economic assessments, and the interpretation of exploration programs, drill results and metallurgical testing may also be considered as a forward-looking statement, as such information constitutes a prediction of what mineralization might be found to be present and economically mineable if and when a project is actually developed.

Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, uncertainties associated with the settlement of the arbitration award with Bolivia, management's expectation with regard to the final amount of costs, fees and other expenses and commitments payable in connection with the arbitration, and any inability or delay in the collection of the value of any award or settlement, inability or delay in the closing of the Escalones Transaction and risks of the mineral exploration industry which may affect the advancement of the Gold Springs or Escalones projects, including possible variations in mineral resources or grade, recovery rates, metal prices, capital and operating costs, and the application of taxes, availability of sufficient financing to fund further required work in a timely manner and on acceptable terms, availability of equipment and qualified personnel, failure of equipment or processes to operate as anticipated, changes in project parameters as plans continue to be refined; and other risks more fully described in the Company's Annual Information Form filed and publicly available on SEDAR at www.sedar.com. The assumptions made in developing the forward-looking statements include: the ability of the Company to realize value from the settlement of the arbitration award with Bolivia, and the Fund honoring its contractual commitments; the timely closing of the Escalones Transaction; the accuracy of current resource estimates and the interpretation of drill, metallurgical testing and other exploration results; the continuing support for mining by local governments in Nevada, Utah and Chile; the availability of equipment and qualified personnel to advance exploration projects; and execution of the Company's existing plans and further exploration and development programs for its projects, which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans or programs.

Subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason. Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of August 12, 2019.

Readers are also cautioned that the preliminary economic assessments in this MD&A are preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty that the results indicated in the preliminary economic assessments will or could be realized. Mineral resources that are not mineral reserves do not have economic viability.

Cautionary note regarding reserve and resource estimates

The material in this MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission ("SEC"), and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves". Investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. The estimation of quantities of resources and reserves is complex, based on *significant subjective assumptions and forward-looking information, including assumptions that arise from the evaluation of geological, geophysical, engineering and economic data for a given ore body. This data could change over time as a result of numerous factors, including new information gained from development activities, evolving production history and a reassessment of the viability of production under different economic conditions. Changes in data and/or assumptions could cause reserve estimates to substantially change from period to period. No assurance can be given that the indicated level of mineral will be produced. Actual production could differ from expected production and an adverse change in mineral prices could make a reserve uneconomic to mine. Variations could also occur in actual ore grades and recovery rates from estimates.*

Other information

Additional information related to the Company, including the Company's Annual Information Form and press releases, are available for viewing on SEDAR at www.sedar.com and at the Company's website at www.trimetalsmining.com.