MANAGEMENT'S DISCUSSION AND ANALYSIS OF

Chinapintza Mining Corp.

(Formerly Black Birch Capital Acquistion II Corp.)

For the Three and Six Months Ended June 30, 2014 and 2013

(Expressed in Canadian dollars)

Dated as of August 29, 2014

This Management Discussion and Analysis ("MD&A") of the consolidated financial condition, results of operations, and cash flows of Chinapintza Mining Corp ("CPA" or the "Company") are for the three and six months ended June 30, 2014. This MD&A should be read in conjunction with the Company's unaudited consolidated financial statements and related notes thereto for the three and six months ended June 30, 2014 and 2013.

The financial information in this MD&A is derived from the Company's unaudited consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standard 34 ("IAS 34"), "Interim Financial Reporting", as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated August 29, 2014 and is current to date, unless otherwise noted.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

DESCRIPTION OF BUSINESS

Chinapintza Mining Corp (formerly Black Birch Capital Acquisition II Corp ("Black Birch") was incorporated pursuant to articles of incorporation dated November 3, 2009 under the *Business Corporations Act* (Ontario). The Company was a "Capital Pool Corporation" ("**CPC**"), as this term is defined in the policies of the TSX Venture Exchange (the "**Exchange**") since its listing. On June 14, 2013, Black Birch was acquired by Guangshou Ecuador Minerals Ltd.("Guangshou") in a reverse takeover transaction (see note 4) and as result Black Birch carries on the business of Guangshou and continues pursuant to the laws of British Columbia. As a result, these interim consolidated financial statements reflect the financial position, operating results and cash flows of the Company's legal subsidiary, Guangshou. Effective June 14, 2013, Black Birch changed its name to Chinapintza Mining Corp and trades under the symbol "CPA" on the TSX Venture Exchange. The address of the Company's corporate office and principal place of business is 50 Richmond Street East, Suite 300, Toronto, Ontario, Canada, M5C 1N7.

The Company's principal business is to acquire, explore and develop the gold and mineral mining rights in Chinapintza Property located in Ecuador. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

On November 2, 2012, the Company's subsidiary in Ecuador entered into an agreement ("Shareholder Agreement") with Condormining Corporation S.A. ("Condormining") and JVChinapintza. As per the Shareholder Agreement, Condormining will transfer the title of the Chinapintza Property to JVChinapintza in order to further the exploration, evaluation, and if justified, the development and mining of mineral resources within the property for the benefit of the shareholders. The Company holds 70% shareholder interest of JVChinapintza whereas Condormining holds the other 30% shareholder interest of JVChinapintza.

OVERVIEW AND HIGHLIGHTS

Black Birch Capital Acquisition II Corp.

Black Birch was incorporated under the CBCA on November 3, 2009. Black Birch is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario. On December 15, 2010, Black Birch completed its IPO for 5,365,000 Black Birch Shares at $0.10 per Black Birch Share and commenced trading on the Exchange as a CPC on March 17, 2011 under the symbol BBT.P. In connection with the Qualifying Transaction and prior to the completion of the Qualifying Transaction, Black Birch held an annual general and special meeting on May 17, 2013, at which it obained shareholder approval to continue into British Columbia and to change its name to "Chinapintza Mining Corp." (the "**Name Change**"). Black Birch is proposing the Name Change in connection with the completion of the Qualifying Transaction in order to more closely reflect its business post-Qualifying Transaction, which will be the development of the Chinapintza mineral property in Ecuador.

Guang Shou

Guang Shou is a privately held company incorporated on October 26, 2012 under the laws of Ecuador. Guang Shou is majority owned by Guangshou Ecuador Minerals Ltd. ("GSI Subco"), which beneficially owns 100% of the outstanding shares of Guang Shou. GSI Subco is the registered shareholder of 799 shares of Guang Shou and GSI Subco is the registered shareholder of the remaining 1 share of Guang Shou, which is held beneficially in trust for GSI Subco to maintain a minimum of two registered shareholders of Guang Shou pursuant to the Declaration of Trust, as required under Ecuador law. GSI Subco was incorporated on March 8, 2013 under the BCBCA for the purposes of completing the Qualifying Transaction.

GSI Subco is owned 95% by G.S. International Mining Co., Ltd. ("GSI") and 5% by World Pearl Group Ltd. ("WPG"). In connection with the Qualifying Transaction and prior to the Amalgamation.

Guang Shou owns 70% of JV Chinapintza which owns 100% of the Chinapintza Property.

<u>Shareholders' Agreement</u>

On November 2, 2012, Guang Shou and Condormining entered into the Shareholders' Agreement regarding JV Chinapintza. Pursuant to the Shareholders' Agreement, Guang Shou holds a 70% shareholder interest in JV Chinapintza and Condormining holds the remaining 30% shareholder interest. In accordance with the Shareholder Agreement, Condormining transferred the title of Chinapintza Property to JV Chinapintza in return for Guang Shou providing all of the exploration and development expenditures required to establish exploration development (including an underground exploration program) of up to 300 tonnes per day of gold mineral extraction at the Chinapintza deposit under the "Small-scale Mining Regime" under Ecuador law, which limits such exploration extraction to 300 tonnes per day of gold mineral extraction. Pursuant to the Shareholders' Agreement, the funds advanced by Guang Shou for exploration development will not be repayable until the commercial operation begins and net profits are generated from the development of the Chinapintza Property.

For more information about the Shareholders' Agreement, please see the Filing Statement in SEDAR about "Part III — Information Concerning Minera Guang Shou Ecuador S.A. – General Development of the Business".

Share Exchange Agreement

GSI Subco acquired 100% beneficial ownership of all issued and outstanding shares of Guang Shou from the Original Investors in exchange for 35,000,000 GSI Subco Shares pursuant to the Share Exchange Agreement. Guang Shou is now majority owned by GSI Subco which is a private British Columbia company formed for the specific purpose of completing the Amalgamation and Qualifying Transaction. Pursuant to the Share Exchange Agreement, GSI Subco became the registered shareholder of 799 shares of Guang Shou and GSI became the registered shareholder of the remaining 1 share of Guang Shou, which is held beneficially in trust for GSI Subco under the Declaration of Trust pursuant to the Share Exchange Agreement to maintain a minimum of two registered shareholders of Guang Shou, as required under Ecuador law.

Guang Shou's principal business is to acquire, explore and develop the gold and mineral mining rights in Chinapintza Property located in Ecuador. It has not yet determined whether the Chinapintza Property contains mineral reserves that are economically recoverable.

For more information about the Share Exchange Agreement, please see the Filing Statement in SEDAR about "Part III — Information Concerning Minera Guang Shou Ecuador S.A. – General Development of the Business".

Chinapintza Property

As a result of the Amalgamation, Amalco will become a wholly-owned subsidiary of Black Birch, which will have indirectly acquired a 70% interest in the Chinapintza Property. For more information about the Chinapintza Property, see "Schedule D - Technical Report on the Chinapintza Property". Upon completion of the Qualifying Transaction, Guang Shou will become a wholly-owned subsidiary of the Resulting Issuer and the Resulting Issuer will carry on the business of Guang Shou, and will change its name to "Chinapintza Mining Corp." or such other name as determined by the directors of Black Birch and approved by the Exchange and applicable regulatory authorities.

Transaction

The Transaction involves two stages with the end result being the Resulting Issuer being the owner of a 70% interest in the Chinapintza Property. The stages are as set out below:

1. Black Birch completed the Continuation and name Change and GSI Subco issues the Finder's Shares to the Finder; and
2. BB Subco and GSI Subco complete the Amalgamation, forming Amalco as the wholly-owned subsidiary of the Resulting Issuer with Amalco owning a 100% interest in Guang Shou, and the Resulting Issuer indirectly owning 70% in the Chinapintza Property

CHINAPINTZA GOLD PROJECT

A technical report of Chinapintza Gold project was filed in SEDAR on May 30, 2013.

The authors of the Technical Report recommend that the Condor Gold Project proceed with additional exploration including the drilling of an additional 47,000 metres. In particular, it is recommended as follows:

The Technical Report estimates the following gold and silver resources (as of March 9, 2013)*:

Resource Category	Tonnes (x 1,000)	Tonnes (x 1,000))	Average Grade Au (g/t)	Average Grade Ag (g/t)
Inferred	Drill Data	727	5.7	45.8
	Underground Samples	119	9.2	64.4
Total	**Inferred**	**846**	**6.2**	**48.4**
Less Assumed 15% mined to date*		127	7.1	55.6
Total Remaining Inferred Resource		**719**	**6.0**	**47.1**

**Note: These resource estimates allow for an estimated historical 15% mineral product extraction by past artisanal miners. The actual quantity and grade of this mineral product extraction is unrecorded*

These resource estimates do not consider minimum cut-off grades nor minimum vein thickness since selective mining of these veins is not likely to be feasible using underground mining methods. These resource estimates are based on geological investigations and drilling over a period spanning almost 20 years. Over this period, international standards, including the standards relevant to NI 43-101 and general exploration practices have changed considerably. Most of the information compiled for this report and the drilling data used for resource estimation, upon investigation by the author, has been found to be generally reliable and of a good standard and complies with the current NI 43-101 requirements for an inferred resource estimate, the least reliable of the resource categories.

Technical Report Recommendations

The Technical Report recommends an underground mapping and drill exploration program be initiated and carried out within a 12 month period. A general budget is proposed totalling US$200,000, to include underground geologic, alteration and structural mapping detailed re-logging of earlier drill holes taking into consideration the latest geological interpretations of the structures, rock-types and controls on the mineralization. This will require an estimated 800m of new drilling to both expand and delineate known gold resource areas.

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at June 30, 2014, the Company had a working capital of $184,572 (December 31, 2013 - $236,965), and reported an accumulated deficit of $492,647 (December 31, 2013 - $340,281).

Operating and Administrative Expenses	**Three Months Ended June 30, 2014**	**Three Months Ended June 30, 2013**	**Six Months Ended June 30, 2014**	**Six Months Ended June 30, 2013**
General and administrative	$ 74	$ -	$ 112	$ -
Director fees	3,000	-	6,000	-
Management fees	9,000	-	18,000	-
Consulting and professional fees	72,175	-	107,807	15,000
Filing and transfer agent fees	510	-	9,128	-
Travel	-	10,233	6,650	12,781
Investor relations	2,643	-	5,002	-
Interest income	-	-	(333)	-
Total Operating and Administrative Expenses	$ 87,402	$ 10,233	$ 152,366	$ 27,781
Other Comprehensive (Income) Loss				
Currency translation differences	8,446	(9,724)	(746)	(14,718)
Total Other Comprehensive (Income) Loss	$ 95,848	$ 509	$ 151,620	$ 13,063

For the three months ended June 30, 2014

The Company's comprehensive loss for the three months ended June 30, 2014 was $95,848 (2013 - $509). Management fees totalled $9,000 (2013 - $nil) during the three months ended June 30, 2014. Consulting and professional fees totalled $72,175 (2013 - $nil) during the three months ended June 30, 2014. Filing fees totalled $510 (2013 - $nil) during the three months ended June 30, 2014. Travel expenses totalled $nil (2013 - $10,233) during the three months ended June 30, 2014. Investor relations expenses totalled $2,643 (2013 - $nil) during the three months ended June 30, 2014.

For the six months ended June 30, 2014

The Company's comprehensive loss for the six months ended June 30, 2014 was $151,620 (2013 - $13,063). Management fees totalled $18,000 (2013 - $nil) during the six months ended June 30, 2014. Consulting and professional fees totalled $107,807 (2013 - $15,000) during the six months ended June 30, 2014. Filing fees totalled $9,128 (2013 - $nil) during the six months ended June 30, 2014. Travel expenses totalled $6,650 (2013 - $12,781) during the six months ended June 30, 2014. Investor relations expenses totalled $5,002 (2013 - $nil) during the six months ended June 30, 2014. The Company also earned interest income of $333 (2013 - $nil) during the six months ended June 30, 2014.

Financial results for the six months ended June 30, 2014 and 2013:

For the six months ended June 30,	2014	2013
Revenue	$Nil	$Nil
Total net loss	$152,366	$27,781
Total net loss per share (basic and diluted)	($0.00)	($0.00)
Total assets	$703,831	$986,815
Total long-term liabilities	$611,329	$613,109
Total liabilities	$643,911	$649,975
Shareholders' equity	$59,920	336,840
Cash dividends per share	$Nil	$Nil

REVERSE TAKEOVER TRANSACTION

On June 14, 2013, Guangshou acquired Black Birch in a reverse takeover transaction ("RTO Transaction"). Prior to the transaction, Black Birch had 7,365,000 common shares outstanding. Black Birch acquired 35,000,000 common shares of Guangshou in return for its net assets. Black Birch then issued 35,000,000 of its common shares to the original shareholders of Guangshou.

This transaction was accounted for as a reverse takeover transaction that does not constitute a business combination. For accounting purposes, the legal parent company (Black Birch) in the reverse takeover transaction is deemed to be a continuation of the legal subsidiary (Guangshou) which is regarded as the acquirer. Accordingly, the consolidated financial statements reflect the significant accounting policies of Guangshou. As a result, these consolidated financial statements reflect the financial position, operating results and cash flows of Guangshou, as at December 31, 2013, and for the year ended December 31, 2013. The operating results of Black Birch have been included commencing June 15, 2013.

Since Guangshou is deemed to be the acquirer for accounting purposes, its assets and liabilities are included in the consolidated financial statements at their historical carrying values.

Identifiable net assets of Black Birch assumed:

Cash and cash equivalents received	(481,328)
Other receivable and prepaid received	(17,010)
Liabilities assumed	367,276
	(131,062)

OFF BALANCE-SHEET ARRANGEMENTS

The Company has no off balance-sheet arrangements.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2014, the Company had a working capital of $184,572, compared to working capital of $236,965 as at December 31, 2013. Immediately prior to and in connection with the closing of the RTO Transaction on June 14, 2013, the Company received advances from GSI to support future working capital needs.

As at June 30, 2014, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) In November 2, 2012, the Company entered into a shareholder agreement ("Shareholder Agreement") with Condormining and its 70% owned subsidiary, JVChinapintza. As per the Shareholder Agreement, the Company is required to provide sufficient funds, including working capital to JVChinapintza until commercial production of the Chinapintza Property. All funds advanced to JVChinapintza will only be payable out of net profits generated from commercial production of its mineral reserves.

b) All mine production is subject to royalty payments to the Ecuadorean government. The Company will be subject to the following royalty payments:

i. Minimum of 5% gross value of bullion produced for gold and silver;
ii. Minimum of 5% gross value of metal produced for base metals including copper, lead and zinc.

RELATED PARTY BALANCES AND TRANSACTIONS

As at June 30, 2014, advances received from Condormining, the minority interest holder of JVChinapintza, amounted to $232,116 (December 31, 2013 - $231,377). The advances are non-interest bearing, unsecured and only payable by JVChinapintza from the net profits generated by Chinapintza Property when it enters into a commercial production stage in the future.

As at June 30, 2014, advances received from G.S. International Mining Co., Ltd, the controlling shareholder of the Company, amounted to $374,511 (December 31, 2013 - $274,487). The advances are non-interest bearing, unsecured and only payable by JVChinapintza from the net profits generated by Chinapintza Property when it enters into a commercial production stage in the future.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, other receivable, accounts payable and accrued liabilities and advances from related parties. The carrying values of cash, other receivable and accounts payable and accrued liabilities approximate their fair values due to their relatively short periods to maturity. The fair value of advances from related parties are not readily determinable due to the nature of the balance and the absence of a market for such instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Note 11 to the consolidated financial statements for the three and six months ended June 30, 2014 presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in note 3 of the Company's consolidated financial statements for the three and six months ended June 30, 2014. The Company believes the followings are the critical accounting estimates used in the preparation of its consolidated financial statements.

Use of Estimates
The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Such estimates related to unsettled transactions and events as of the date of the consolidated financial statements. Accordingly, actual results may differ from these estimated amounts as future confirming events occur. Significant estimates used in the preparation of the consolidated financial statements include, but are not limited to, the valuation of mineral rights, asset retirement obligation and recoverability of deferred tax assets.

Intangible assets: mineral rights
Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, consultants and employees. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Income tax
The deferred income tax provision is based on the liability method. Deferred income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those deferred income tax assets to the extent that it is more than likely that future deferred tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

The Company's significant accounting policies are set out in note 3 of the Company's consolidated financial statements for the year ended December 31, 2013. The Company's consolidated financial statements have been prepared in accordance with International Accounting Standard using accounting policies consistent with IFRS, and they have been prepared on a historical cost convention using the accrual basis of accounting except for the cash flow information.

A number of new standards, and amendments to standards and interpretations, are not yet effective for the three months and six months ended June 30, 2014, and have not been applied in preparing the interim consolidated financial statements. The following standards and interpretations have been issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committees with effective dates relating to the annual accounting periods starting on or after the effective dates as follows:

International Accounting Standards		Effective Date
IFRS 9 – Financial Instruments	IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.	January 1, 2015

The Company is in the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt the new requirements.

RISKS AND UNCERTAINTIES

Financing Risks

The Company is limited in both financial resources, and sources of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Markets for Securities

There can be no assurance that an active trading market in the Company's securities will be established and sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Reliance on Key Individuals

The Company's success depends to a certain degree upon certain key members of management. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of members of management and certain key employees could have a material adverse effect on the Company. Unavailability of these key individuals and the inability of the Company to expand its management team member for any reason would affect the ability of the Company to implement its business plans in the short-term.

Lack of Operating History

The Company is an early stage company. There can be no assurance that the Company will be able to implement its business plans relating to operations of the Chinapintza Property in the timeframes estimated by management.

Environmental Risks and Hazards

The Company's operations are subject to various environmental laws which regulate matters such as health, safety, treatment of waste and land use. Failure to comply with applicable laws, regulations, and licensing requirements may result in enforcement actions. Penalties could include suspension or revocation of necessary licenses or permits, civil liability, or the imposition of fines. The cost of compliance, remediation, or liability could materially adversely affect future operating results. Furthermore, the operational or financial impact of new or amended laws or regulations cannot be predicted and could have a material adverse impact on the Company's financial condition and operating results.

Title to Mineral Properties

While the Company has performed its own due diligence with respect to title of the Chinapintza Property, this should not be construed as a guarantee of title. The Chinapintza Property may be subject to prior unregistered agreements of transfer and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Chinapintza Property and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Chinapintza Property or the size of the area to which such claims and interests pertain.

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mineral exploration and development activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are local populations or land owners, such as the area in which the Chinapintza Property are located, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Chinapintza Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Different Legal Systems and Litigation

The Ecuadorian legal system differs in various degrees from that of Canada. Rules, regulations and legal principles may differ both relating to matters of substantive law and in respect of such matters as court procedure and enforcement. Almost all material production and exploration rights and related contracts of the Company will be subject to the national or local laws of Ecuador. This means that the Company's ability to exercise or enforce its rights and obligations will differ from what would have been the case if such rights and obligations were subject to Canadian law and jurisdiction.

The Company's operations are, to a large extent, subject to various complex laws and regulations as well as detailed provisions in concessions, licenses and agreements that often involve several parties. If the Company would become involved in legal disputes in order to defend or enforce any of its rights or obligations under such concessions, licenses, agreements or otherwise, such disputes or related litigation may be costly, time consuming and the outcome may be highly uncertain. Even if the Company would ultimately prevail, such disputes and litigation may still have a substantially negative effect on the Company and its operations.

Management located outside of Canada

In the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Foreign Countries and Regulatory Requirements

Even if the Chinapintza Property is proven to host economic reserves of gold and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in Ecuador are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Reliance on Key Individuals

The Company's success depends to a certain degree upon certain key members of management. It is expected that these individuals will be a significant factor in the Company's growth and success. The loss of the service of members of management and certain key employees could have a material adverse effect on the Company.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the

Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and acquisition of exploration and development rights on attractive mineral properties. The Company's ability to acquire exploration and development rights on properties in the future will depend not only on its ability to develop the properties on which it currently has exploration and development rights, but also on its ability to select and acquire exploration and development rights on suitable properties for exploration and development. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring exploration and development rights on such properties.

Exploration, Development and Operations

Exploration and development of mineral deposits involves a high degree of risk which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing properties. Although the mineral resource figures set out herein have been carefully prepared and reviewed or verified by an independent qualified person, these amounts are estimates only and no assurance can be given that an identified mineral resource will ever become a mineral reserve or in any way qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: deposit size, grade, unusual or unexpected geological formations and metallurgy; proximity to infrastructure; metal prices which are highly cyclical; environmental factors; unforeseen technical difficulties; work interruptions; and government regulations, including regulations relating to permitting, prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted.

The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration and mine development programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that any such deposit will be commercially viable or that the funds required for development can be obtained on a timely basis.

Mining operations generally involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of gold, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although appropriate precautions to mitigate these risks are taken, operations are subject to hazards such as equipment failure or failure of structures which may result in environmental pollution and consequent liability. Even though the Company intends to obtain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Capital Requirements

The Company is limited in both financial resources, and sources of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of gold and other mineral resources. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of mineral resources and therefore the economic viability of any of the Company's exploration projects cannot be accurately predicted.

The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operational activities in and proposes to maintain certain accounts in U.S. dollars. The Company's operations in Ecuador make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Early Stage of Development

An investment in the Company is subject to certain risks related to the nature of the Company's business and the early stage of development of the Company's business. There are numerous factors which may affect the success of the Company's business which are beyond the Company's control including local, national and international economic and political conditions. The Company's business involves a high degree of risk which a combination of experience, knowledge and careful evaluation may not overcome.

Global Financial and Economic Conditions

Current global financial and economic conditions, while improving, remain volatile. Many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. Such factors may impact the Company's ability to obtain financing in the future on favourable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

Liquidity Risk

The Company might incur debt in order to fund its exploration and operational programs, which would reduce its financial flexibility and could have a material adverse effect on the Company's business, financial condition or results of operation.

The Company's ability to meet any debt obligations and reduce its level of indebtedness depends on future performance. General economic conditions, gold prices and financial, business and other factors affect the Company's operations and future performance. Many of these factors are beyond the Company's control. The Company cannot assure investors that it will be able to generate sufficient cash flow to pay the interest on its debt or that future working capital, borrowings or equity financing will be available to pay or refinance such debt. Factors that will affect its ability to raise cash through an offering of securities or a refinancing of its debt include financial market conditions, the value of its assets and performance at the time the Company needs capital.

The Company cannot assure investors that it will have sufficient funds to make such payments. If the Company does not have sufficient funds and is otherwise unable to negotiate renewals of its borrowings or arrange new financing, it might have to sell significant assets. Any such sale could have a material adverse effect on the Company's business, operations and financial results.

Failure to obtain additional financing, if required, on a timely basis, could cause the Company to reduce or delay its proposed operations.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. In accordance with the BCBCA, directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions. Circumstances (including with respect to future corporate opportunities) may arise which are resolved in a manner that is unfavourable to the Company.

Credit Risk

Credit risk is the risk of loss if a customer or third party to a financial instrument fails to meet its commercial obligations. The Company believes its exposure to credit risk is not significant.

Dilution to Shareholders

Shareholder approval may not be required for the Company to issue additional Company Shares. The business of the Company will require substantial additional financing which will likely involve the sale of equity capital. The Company can also be expected to issue additional options, warrants and other financial instruments, which may include debt. Future issuances of equity capital may have a substantial dilutive effect on existing shareholders of the Company. The Company is not able at this time to predict the future amount of such issuances or dilution.

Anti-corruption Legislation

The Company is subject to the *Corruption of Foreign Public Officials Act* (Canada) and other similar acts (collectively "**Anti-Corruption Legislation**"), which prohibit the Company or any officer, director, employee or agent of the Company or any stockholder of the Company acting on its behalf from paying, offering to pay or authorizing the payment of anything of value to any foreign government official, government staff member, political party or political candidate in an attempt to obtain or retain business or to otherwise influence a person working in an office capacity. The Anti-Corruption Legislation also requires public companies to make and keep books and records that accurately and fairly reflect their transactions and to devise and maintain an adequate system of internal accounting controls. The Company's international activities create the risk of unauthorized payments or offers of payments by its employees, consultants or agents, even though they may not always be subject to its control. The Company strictly prohibits these practices by its employees and agents. However, the Company's existing safeguards and any future improvements may provide to be less than effective, and its employees, consultants and agents may engage in conduct for which the Company may be held responsible. Any failure by the Company to adopt appropriate compliance procedures and to ensure that its employees and agents comply with Anti-Corruption Legislation and applicable laws and regulations in foreign jurisdictions could result in substantial penalties or restrictions on its ability to conduct its business, which may have a material adverse impact of the Company or its share price.

Shared Ownership and Dependency on Partners

The Company's operations are, to a significant degree, conducted together with one or more partners through contractual arrangements. In such instances, the Company may be dependent on, or affected by, the due performance of its partners. If a partner fails to perform, the Company may, among other things, risk losing rights or revenues or incur additional obligations or costs in order to itself perform in place of its partners. The Company and its partners may also, from time to time, have different opinions on how to conduct certain operations or on what their respective rights and obligations are under a certain agreement. If a dispute were to arise with one or more partners relating to a project, such dispute may have significant negative effects on the Company's operations relating to such project.

Financial Statements Prepared on a Going Concern Basis

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. JV Chinapintza's operations to date have been primarily financed by the Chinapintza Shareholders. JV Chinapintza's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations. There can be no assurances that the

Company will be successful in completing an equity or debt financing or in achieving profitability. The consolidated financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Political Conditions

The Company's primary property, through its shareholding in JVChinapintza, is located in Zamora, Ecuador and is subject to changes in political conditions and regulations in that country. In the past, Ecuador has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations affecting mineral exploration and mining activities. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Ecuador regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Ecuador may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits are required for various aspects of mine development. While the Company will use its best efforts to ensure title to its licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Chinapintza Property. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Investing in Emerging Market

Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or securities markets. Such risks may include: (a) increased risk of nationalization or expropriation of assets or confiscatory taxation; (b) greater social, economic and political uncertainty including war; (c) higher dependence on exports and the corresponding importance of international trade; (d) greater controls on foreign investment and limitations on repatriation of invested capital and on the ability to exchange local currencies for Canadian dollars; (e) increased likelihood of governmental involvement in and control over the economies; and (f) governmental decisions to cease support of economic reform programs or to impose centrally planned economies.

Some particular risks associated with the South America include:

(a) South American Economic Risk — The economies of certain South American countries have experienced high interest rates, economic volatility, inflation, currency devaluations, and high unemployment rates. In addition, commodities (such as oil, gas, and minerals) represent a significant percentage of the region's exports and many economies in this region are particularly sensitive to fluctuations in commodity prices. Adverse economic events in one country may have a significant adverse effect on other countries of this region.

(b) Security Risk — Ecuador has experienced acts of terrorism or strained international relations due to territorial disputes, historical animosities, or other defence concerns. These situations may cause uncertainty in the markets of these geographic areas and may adversely affect the performance of the economies of the region.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

For the three and six months ended June 30, 2014 and 2013, the Company incurred the following costs and expenses:

	Three Months Ended June 30, 2014	**Three Months Ended June 30, 2013**	**Six Months Ended June 30, 2014**	**Six Months Ended June 30, 2013**
Consulting and professional fees	$72,175	$Nil	$107,807	$15,000
Travel	$Nil	$10,233	$6,650	$12,781
General and administrative	$74	$Nil	$112	$Nil
Management fees	$9,000	$Nil	$18,000	$Nil
Filing and transfer agent fees	$510	$Nil	$9,128	$Nil
Director fees	$3,000	$Nil	$6,000	$Nil
Investor relations	$2,643	$Nil	$5,002	$Nil

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at June 30, 2014 and as of the date of this MD&A, there were 44,054,375 common shares issued and outstanding respectively and 736,500 incentive stock options outstanding respectively.

The principals of the Company collectively hold 35,250,000 common shares and 736,500 stock options of the Company, all of which are subject to a Tier 2 value security escrow agreement.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers and existence of a ready market for sale of commercial quantities of phosphate.

Additional information on the Company can be found on SEDAR at www.sedar.com.