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**CHILEAN METALS INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS -**  
**QUARTERLY HIGHLIGHTS**  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018**

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## MANAGEMENT'S DISCUSSION AND ANALYSIS - QUARTERLY HIGHLIGHTS

The following Management's Discussion and Analysis ("MD&A") of Chilean Metals Inc. (the "Company") for the three and nine months ended September 30, 2018 is dated as of November 28, 2018 and has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2017. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

The MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2018 in addition to the audited annual consolidated financial statements for the years ended December 31, 2017 and 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed consolidated interim financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS. Information contained herein is presented as of November 28, 2018, unless otherwise indicated.

For the purposes of preparing this MD&A, Management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The Company's shares are listed on the TSX Venture Exchange ("TSX-V"), OTCQB and Santiago Stock Exchange, Venture Market. Further information about the Company and its operations can be obtained from the offices of the Company or from [www.sedar.com](http://www.sedar.com) and the Company's website [www.chileanmetals.com](http://www.chileanmetals.com).

### CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of any precious and base metals discovered	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of precious and base metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Price volatility of precious and base metals; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; availability of permits
<p>The Company has no source of revenue and it will require additional cash resources to meet its administrative overhead and maintain its mineral investments for the next twelve months, starting from September 30, 2018</p> <p>The Company expects to incur further losses in the development of its business and will need to raise additional financing to meet its financial requirements</p>	The operating and exploration activities of the Company for the next twelve months and beyond, starting from September 30, 2018, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; changes in the operations currently planned; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
The Company's ability to carry out anticipated exploration and maintenance on its property interests and its anticipated use of cash	The exploration and maintenance activities of the Company for the years ended December 31, 2018 and 2019, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; changes in the operations currently planned; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits

Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of precious and base metals will be favourable to the Company; no title disputes exist with respect to the Company's properties	Price volatility of any mineral discovered, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; availability of permits; market competition
Management's outlook regarding future trends, including the future price of any precious and base metals discovered and availability of future financing	Financing will be available for the Company's exploration and operating activities; the price of applicable minerals will be favourable to the Company	Price volatility of any precious and base metals discovered; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; availability of financing
Sensitivity analysis of financial instruments	Foreign exchange rates will not be subject to change in excess of plus or minus 1%	Changes in exchange rate fluctuations
Prices and price volatility for precious and base metals	The price of precious and base metals will be favourable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of precious and base metals will be favourable	Changes in debt and equity markets and the spot price of precious and base metals, if available; interest rate and exchange rate fluctuations; changes in economic and political conditions

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please, in addition, also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## **CORPORATE GOVERNANCE**

Management of the Company is responsible for the preparation and presentation of the quarterly financial statements and notes thereto. Additionally, it is Management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The Company's Management is held accountable to the Board of Directors ("Directors"), each member of which is elected annually by the shareholders of the Company. The Directors are responsible for reviewing and approving the financial statements and the MD&A. Responsibility for the review and approval of the Company's financial statements and MD&A is delegated by the Directors to the Audit Committee, which is composed of three directors. Additionally, the Audit Committee pre-approves audit and non-audit services provided by the Company's auditors.

The auditors are appointed annually by the shareholders to conduct an audit of the financial statements in accordance with generally accepted auditing standards. The external auditors have complete access to the Audit Committee to discuss audit, financial reporting and related matters resulting from the annual audit as well as assist the members of the Audit Committee in discharging their corporate governance responsibilities.

## **DESCRIPTION OF BUSINESS**

Chilean Metals Inc. is a resource exploration company involved in exploring for gold, silver, copper and iron on its various properties located in Chile and Nova Scotia. Exploring in Chile is done through its wholly owned subsidiaries in Chile, being Minera IPBX Limitada ("IPBX"), Minera Tierra de Oro Limitada, Minera Palo Negro Limitada and Minera Sierra Pintada Limitada ("Chilean Subsidiaries").

## **OVERALL PERFORMANCE**

As at September 30, 2018, the Company had assets of \$425,662 and a net deficiency position of \$984,752. This compares with assets of \$398,721 and a net deficiency position of \$1,052,853 at December 31, 2017. At September 30, 2018, the Company had \$1,410,414 of liabilities (December 31, 2017 – \$1,451,574 of liabilities).

At September 30, 2018, the Company had a working capital deficit of \$990,162, compared to working capital deficit of \$1,046,592 at December 31, 2017, a decrease in deficit of \$56,430. The Company had cash of \$51,669 at September 30, 2018 compared to \$59,383 at December 31, 2017, a decrease of \$7,714. The Company needs to secure additional financing to carry on business activities for the twelve months ending September 30, 2019 (see below).

(i) In 2016, the Company entered into a non-binding letter of intent to joint venture its Bass River project in Nova Scotia with Tejas Gold Company ("Tejas"), a company whose CEO was a director of the Company. Tejas had until May 6, 2018 to earn a 35% working interest in the joint venture. To earn the interest Tejas would have been required to pay a non refundable deposit of USD \$25,000 (received during the year ended December 31, 2017), issue 100,000 common shares of Tejas stock (received during the year ended December 31, 2016 and valued at \$33,668 based on the price of a recent arm's length financing) and to expend \$400,000 in exploration work including drilling on Bass River. In addition, Tejas shall pay the Company a management fee of \$5,000 per month over the duration of the work program. During the period ended September 30, 2018, the Company agreed to the assignment by Tejas of the agreement to Highlander Resources Corp ("Highlander"). Subsequently, the Company concluded that it will not complete a joint venture with Highlander and has now abandoned these discussions.

(ii) During the nine months ended September 30, 2018, the Company announced that Patrick Cruickshank and Gary Lohman resigned their respective positions as the Company's Chief Executive Officer and VP Exploration with effect on February 28, 2018. Current chairman Terry Lynch replaced Mr. Cruickshank as the Company's CEO.

Mr. Cruickshank and Mr. Lohman agreed to the cancellation of all of their respective Company stock options effective February 28, 2018. The Company agreed to issue 333,333 common shares to Mr. Cruickshank and 166,666 common shares to Mr. Lohman as consideration for their past services and the cancellation of their stock options. During the nine months ended September 30, 2018, the Company received TSX-V approval for the issuance of 380,855 common shares, which were issued. The remaining 119,144 common shares received disinterested shareholder approval on November 23, 2018 and were issued subsequent to September 30, 2018.

(iii) During the nine months ended September 30, 2018, the Company announced it has entered into an option with Elk Exploration Ltd. (the "Elk") to acquire 3 Licenses containing 720 acres representing the balance of land located within the Bass River concessions.

In consideration for the Option, the Company shall pay the Elk as follows: (a) a cash payment of \$12,000 to be paid within 10 working days of receiving TSX-V approval of this Agreement (paid); (b) an issuance of common shares, having a value of \$5,000 to the Elk issuable within 10 working days of receiving TSX-V approval of this Agreement (issued); (c) a cash payment of \$5,000 paid to Elk on or before the first anniversary of the Exchange approval and all subsequent years thereafter; and (d) incur, within 3 years from the date of TSX-V approval, at least \$500,000 in exploration expenditures on the property, upon which the Company will have earned its 90% interest in the property, subject only to the 10% Free Carried Interest and the 1% NSR Royalty to be held by Elk. The Company may purchase the 10% Free Carried Interest for \$500,000 payable in cash or shares and it may acquire the 1% NSR Royalty by paying \$250,000 in cash or shares.

(iv) During the nine months ended September 30, 2018, the Company announced it reached a deal to pay a supplier for previous drilling work completed in Chile on the Company's behalf. The Company agreed to pay the drilling company \$220,000 in cash and issue 750,000 shares (issued) to repay a payable of approximately \$370,000.

(v) During the nine months ended September 30, 2018, the Company announced that Mick Sharry has been appointed to the board of directors and as the President and Chief Operating Officer of the Company. Mick has over twenty years experience in Australia, South East and Central Asia, South America and the Caribbean. He has also been involved in detailed project reviews in Europe, Africa and North America. He is an Explorationist with strong technical, management, commercial, interpersonal, stakeholder relations and safety management skills. Roles include effectively managing in excess of 130 staff from nine nations where he has proposed and managed annual budgets up to US\$16M. See May 22, 2018 press release.

(vi) On May 18, 2018, the Company completed the share consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for every four pre-consolidation common shares. All applicable references to the number of shares, warrants and options, strike price and per share information has been restated to reflect the effect of the share consolidation, unless otherwise noted.

(vii) During the nine months ended September 30, 2018, the Company completed a private placement of 9,763,250 common share units at \$0.12 per common share unit and 2,905,000 flow-through units at \$0.16 per flow-through unit for aggregate gross proceeds of \$1,636,390. Each common share unit consisted of one common share and one common share purchase warrant. Each flow-through unit consisted of one flow-through common share and one common share purchase warrant. Each warrant is exercisable at \$0.18 for 5 years from closing.

As of the date of this MD&A, the TSX-V has not approved this private placement. The Company filed a notice with the BC Securities Commission to appeal the TSX-V decision not to approve its private placement which was subsequently denied. See (xiii) below.

(viii) During the nine months ended September 30, 2018, the Company repaid all outstanding debentures with a total principal and accrued interest of approximately \$438,000.

(ix) During the nine months ended September 30, 2018, the Company announced it has entered into an option to acquire the Economy East Exploration License in Nova Scotia which consists of 12 claims.

In consideration for the Option, the Company shall pay the Optionor as follows: (a) a cash payment of \$12,000 to be paid within 10 working days of receiving TSX-V approval of this Agreement (paid); (b) an issuance of common shares, having a value of \$5,000 to the Optionor issuable within 10 working days of receiving TSX-V approval of this Agreement (issued); (c) a cash payment of \$5,000 paid to the Optionor on or before the first anniversary of the Exchange approval and all subsequent years thereafter; and (d) incur, within 3 years from the date of TSX-V approval, at least \$500,000 in exploration expenditures on the property, upon which the Company will have earned its 90% interest in the property, subject only to the 10% Free Carried Interest and the 1% NSR Royalty to be held by the Optionor. The Company may purchase the 10% Free Carried Interest for \$500,000 payable in cash or shares and it may acquire the 1% NSR Royalty by paying \$250,000 in cash or shares.

(x) During the nine months ended September 30, 2018, the Company announced it has been awarded a grant from the Department of Natural Resources of Nova Scotia as part of their Mineral Resource Development Fund (MRDF) grant program. Where the relevant activity has already been completed Chilean will be reimbursed for the shared funding component. The funding will be received in 3 tranches and is subject to the following reporting requirements: 40% distributed immediately (received), 20% distributed upon submission and approval of an interim report (received) and 40% distributed upon submission and approval of a final report, no later than February 13, 2019.

(xi) During the nine months ended September 30, 2018, the Company announced it arranged for a secured debenture with a one year maturity. \$250,000 has been advanced by a shareholder of the Company, who is an insider holding more than 10% of the Company's outstanding shares. The debenture will bear interest at 14% per annum, and be payable up front. A further lending fee of \$15,000 applies. The debenture is open to other investors and can be increased to a maximum of \$500,000. All investors would participate on a pari passu basis.

(xii) During the nine months ended September 30, 2018, the Company announced the Investment Industry Regulatory Organization of Canada ("IIROC") halted the trading in the shares of the Company on the TSX-V at the request of the TSX-V due to "Pending Review of Compliance with Exchange Requirements".

(xiii) Subsequent to September 30, 2018, the Company announced the results of its annual general and special meeting which was held on November 23, 2018. In accordance with the TSX-V decision of July 27, 2018, and as confirmed by the BC Securities Commission order (with reasons to follow) issued on November 21, 2018, the Company excluded the shares that were issued in the private placement completed in June 2018 from the votes tabulated at the meeting by AST Trust Company (Canada).

Based on these premises, with none of the private placement shares tabulated, the directors nominated by the Company, Michael Sharry, Terry Lynch, Peter Kent, Les Mallard and Greg McKenzie were duly elected and all other items put forward in the Company's information circular dated October 22, 2018 were approved.

## **EXPLORATION**

### **Zulema, Chile**

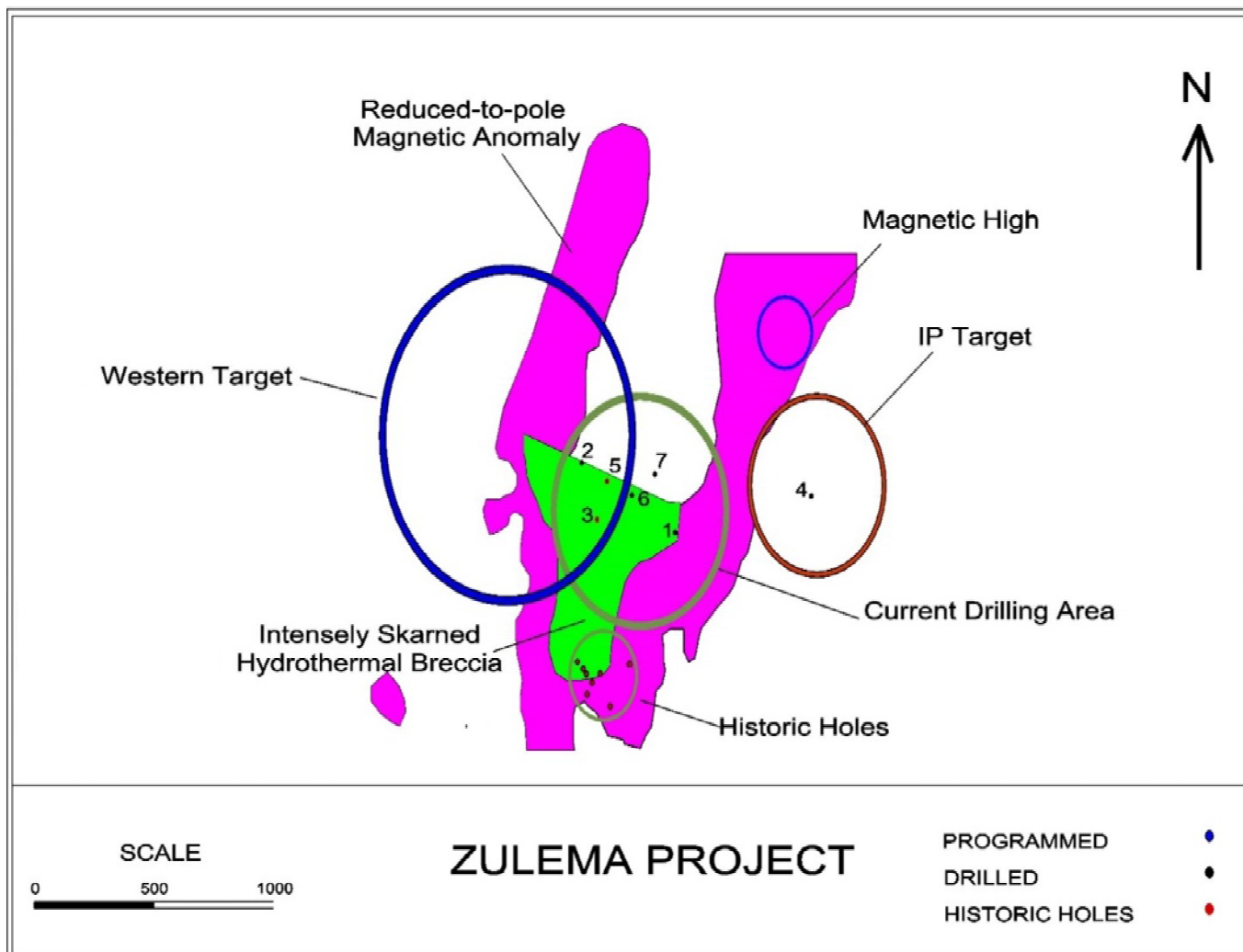
In 2013, the Company acquired 23 exploration concessions totaling approximately 2,105 hectares surrounding its five then existing Zulema mining concessions in Chile's Third Region. In 2014, the Company acquired nine additional mining concessions totaling 724 hectares from a third party. In March 2015, the Company completed the acquisition from another third party of three additional mining concessions totaling 600 hectares. The Zulema property now consists of 4,300 hectares (10,626 acres). All concessions are held 100% by IPBX, with no underlying third party royalty or net profits interest. The project is located 30 kilometres from the giant Cu Au Candelaria mine of Lundin Mining Corporation and in a very similar geological environment.

During the year ended December 31, 2017, the Company commenced drilling its Zulema project. With the Candelaria mine as a model, the exploratory drill program is testing two geologically distinct targets: a 1+ square km. area of intense garnet scapolite skarn breccia (Skarn Target) and a large Induced Polarization chargeability anomaly on its eastern flank. (IP Target). The initial results released on February 27, 2017 suggested to Chilean that it had found in our assessment, IOCG style mineralization.

Drill holes 1, 6 and 7 assisted in defining the boundaries of the eastern skarn and related sulphide mineralization. Drill hole 4, targeting the IP target, was terminated before reaching bedrock. The target remains open. Hole 3 had a six meter section from 285.32 – 291.32 meters which contained 0.66% Cu, 23.6% Fe and .52 grams of gold/tonne. It also contained an additional intercept from 325.20 to 335.20 that assayed .34% Cu, 10 % Fe and .16 grams of gold/tonne. Hole 5 located 272 meters north and east of 3 also had some interesting highlights. In particular, we see several lenses of two and four meters in length with individual 2 meters sections assaying up to .43% Cu, 4.9 % Fe and .29 grams of gold/tonne.

Initial drill results confirm that host rocks and alteration fit the Candelaria model. The presence of copper-bearing magnetite skarn, interbedded magnetite chalcopyrite bands, more massive chalcopyrite in drill hole 5, biotite magnetite alteration, potassic (K-spar), magnetite and hematite veining and local mineralized breccias suggests proximity to the main mineralized target.

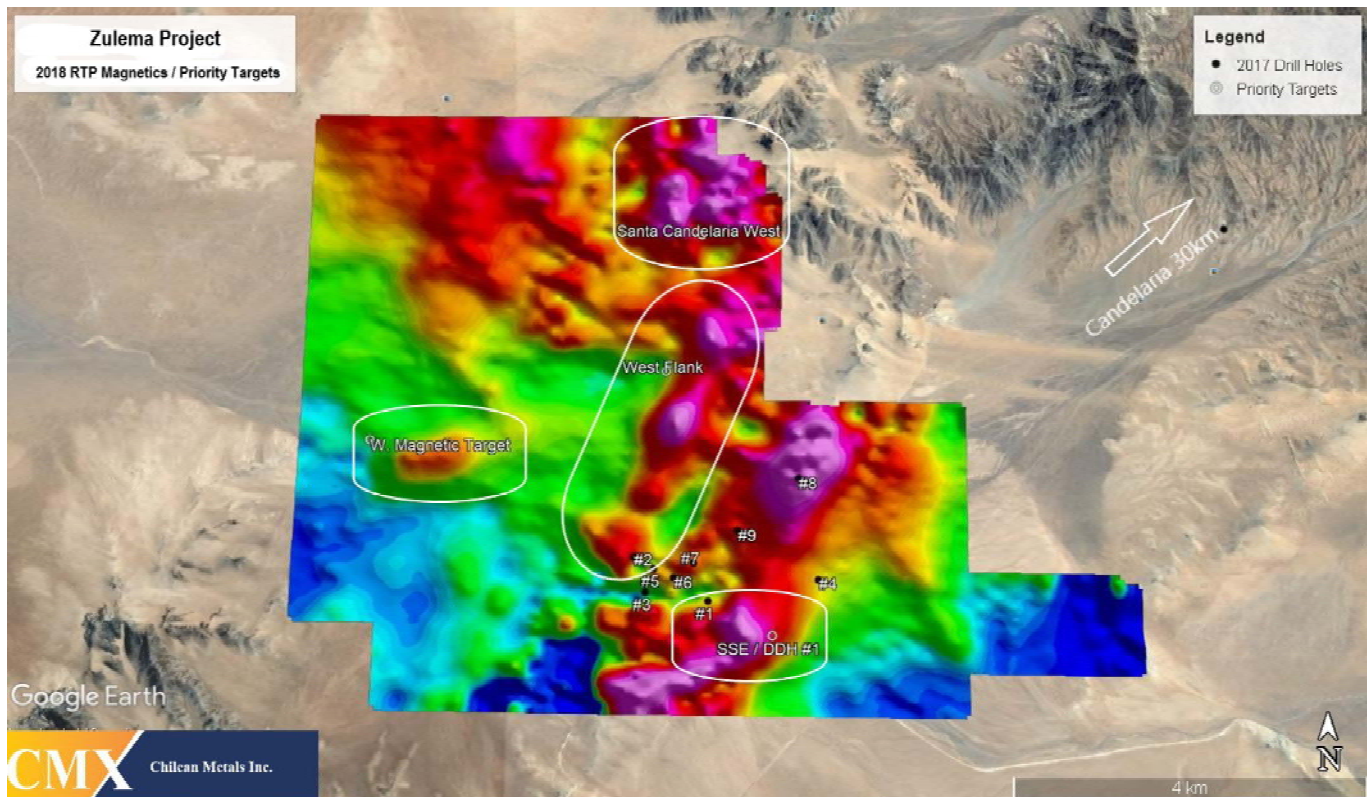
A review of the drill core has been completed with the results suggesting the focus of ongoing exploration should be towards the west near drill holes 2, 3 and 5 where the skarn appears a more receptive host for mineralization. In drill hole 2, quartz stock-working and siliceous breccia suggest proximity to a high temperature heat source / intrusion. Directly east of drill hole 2 at drill-hole 5, widespread low grade copper mineralization is accompanied by a more robust style of chalcopyrite occurring as large 1 cm. clots within the skarn. Due south of 5, drill hole 3 contained large sections of skarn including several lenses of iron rich, IOCG style copper mineralization. Holes 2, 3, 5 assays are reported in detail in the April 3, 2017 press release.



The Company engaged Southern Rock Geophysics, a consulting firm with over 20 years experience in the Andean Region. Familiar with both the Porphyry and IOCG depositional models, Southern Rock brings the expertise required to search for a blind target in the challenging desert of Chile.

242-line kilometers of data was collected along 55 north – south survey line segments in order to assist in target selection prior to the Company's planned Phase II drill program. The results of the survey were positive, delineating 4 key target areas for detailed follow-up in 2019.





The magnetic survey delineated a 2km. wide corridor trending northeast from the southern margin of the survey area north to the Santa Candelaria workings as shown in Figure 1. A preliminary review of the data indicates there are 4 target areas that require detailed follow-up. From north to south, the targets are Santa Candelaria West, the West Flank, SW Magnetic High and SSE / DDH#1.

The Santa Candelaria target lies due west of the Santa Candelaria mine workings where Cu mineralization is characterized by chalcopyrite disseminations and veins within a magnetite / hematite calcsilicate skarn. Exposure is relatively abundant west of the workings and will be investigated prior to the commencement of a gravity survey.

The West Flank of the magnetic corridor is a priority target due to the style of mineralization encountered in drill hole #5 where coarse-grained chalcopyrite was noted at depth. Elevated magnetics northwest of Drill hole #5 in addition to a large peak along the western edge of the corridor are priority targets.

In the western portion of the project, the SW Magnetic Target is easily identifiable and located due east of a copper showing and along a NW trending lineament. The target is covered by alluvial material and will require additional ground geophysics and processing to resolve its potential.

To the southeast of drill hole #1, a magnetic high has been identified along the eastern edge of the magnetic corridor. This target is along the eastern edge of a copper bearing hydrothermal breccia that was drilled in 2017. Its location along a very sharp magnetic boundary at an interpreted intersection of the same NW trending lineament crosscutting the SW Magnetic Target makes it a priority.

### **Tierra de Oro (TDO), Chile**

Tierra de Oro is an advanced stage exploration project located in Region III on the eastern flank of Chile's Coastal Iron Oxide Copper Gold belt. The property lies about 50 kilometres south of the large Candelaria copper-gold-silver-iron mine. It consists of 5,667 hectares covering the historic Chanchero gold camp and numerous areas of historic oxide copper workings.

The Company initially became involved in the property in 1996 as a joint venture with Princeton Mining to explore for acid-soluble copper deposits. During the course of this exploration the Chanchero gold camp was re-discovered and added to the property. In 1998 the Company bought out Princeton's interest. The property was dormant between 1999 and 2002 but reactivated in late 2003. To date the Company has conducted property-wide geological, geochemical, geophysical surveys and limited trenching and drilling. The surveys delineated five major gold bearing structure zones between 200 and 1000 metres in length. Within these zones a number of gold exploration targets were identified.

In November 2007, the Company commenced a 7,000 metre drill program to test the identified gold targets. Drill results failed to corroborate the positive gold values obtained by previous surface sampling. However, areas of significant silver-copper mineralization identified in shears and mantos within volcanic strata in the eastern sector of the property justified additional work. Highlights included drill hole RC56, which intersected 40 metres of 16 g/t silver including 13 metres of 40 g/t silver and RC58 which intersected 40 metres of 8.2 g/t silver.

On February 21, 2008, following completion of an induced polarization ("IP") survey, the Company announced the discovery of an IP anomaly in the Chanchero zone. The large near-surface anomaly is elongated northeast-southwest, the core of which measures 900 by 300 metres and is open to extension at depth. The intensity and homogeneity of this chargeability response, coincident with a strong magnetic low anomaly and coupled with the presence of an altered porphyry intrusion may indicate the presence of a large sulphide-rich system at moderate depth.

In February 2011 the Company completed an Airborne ZTEM survey over the Tierra de Oro property in areas where potential iron oxide copper gold ("IOCG") targets and mineralized zones had been previously identified by geological, geochemical and ground geophysical programs. Two magnetic anomalies of significant size were identified: one north of the Chanchero zone and another located in the area known as Las Lomitas zone and associated with copper-silver manto prospects.

In the spring and summer of 2013 a complete review and analysis of TDO was completed by Dr. Chris Hodgson. As a result, the Company has identified two potential bulk copper-gold targets that the Company believes warrant a targeted exploratory drill program.

### **Fox River, Canada**

The Fox River Project, located in the western Cobequid Highlands, is comprised of 176 claims covering previously defined gravity anomalies and more recently delineated Versatile Time Domain Electromagnetic ("VTEM") targets. In August 2013, Minotaur Exploration Limited (Australia) conducted a review of the VTEM data identifying a total of 42 targets based on the potential for a response due to bedrock sulphide mineralization. Of the 42 targets identified, 9 were classified as high or very high priority. Inversion modeling of the VTEM targets suggest conductive sources are present between 30 and 100 meters below surface. Ground based pulse electromagnetic was recommended over 2 high priority targets in order to define the depth and dip characteristics of the conductive source prior to drilling. In the southern portion of the project, semi-massive pyrite within a chloritic and sericitic argillite was located in outcrop along with float of a similar rock type that hosts the host galena mineralization recently discovered by Cogonov on the Bass River Project.

Under the Nova Scotia Mineral Resources Act there is a royalty, payable to the crown, of 2% of the net revenue or 15% of all net income, whichever is greater, derived from the sale of metals produced from a mining lease.

### **Lynn, Parrsboro and Bass River Properties**

The three properties in central Nova Scotia are part of an advanced Iron Oxide-Copper-Gold (IOCG) regional exploration program. The claims cover select IOCG exploration targets previously delineated by Minotaur Exploration (Australia) along the Cobequid-Chedabucto Fault Zone (CCFZ). The CCFZ is a 300 km long fault structure that hosts over 100 mineral occurrences, past producing mines and deposits of Iron Oxide, Copper, Cobalt, Gold, Nickel and Barite. These projects are part of an advanced IOCG exploration program to reinterpret and re-examine the mineral potential of Nova Scotia.

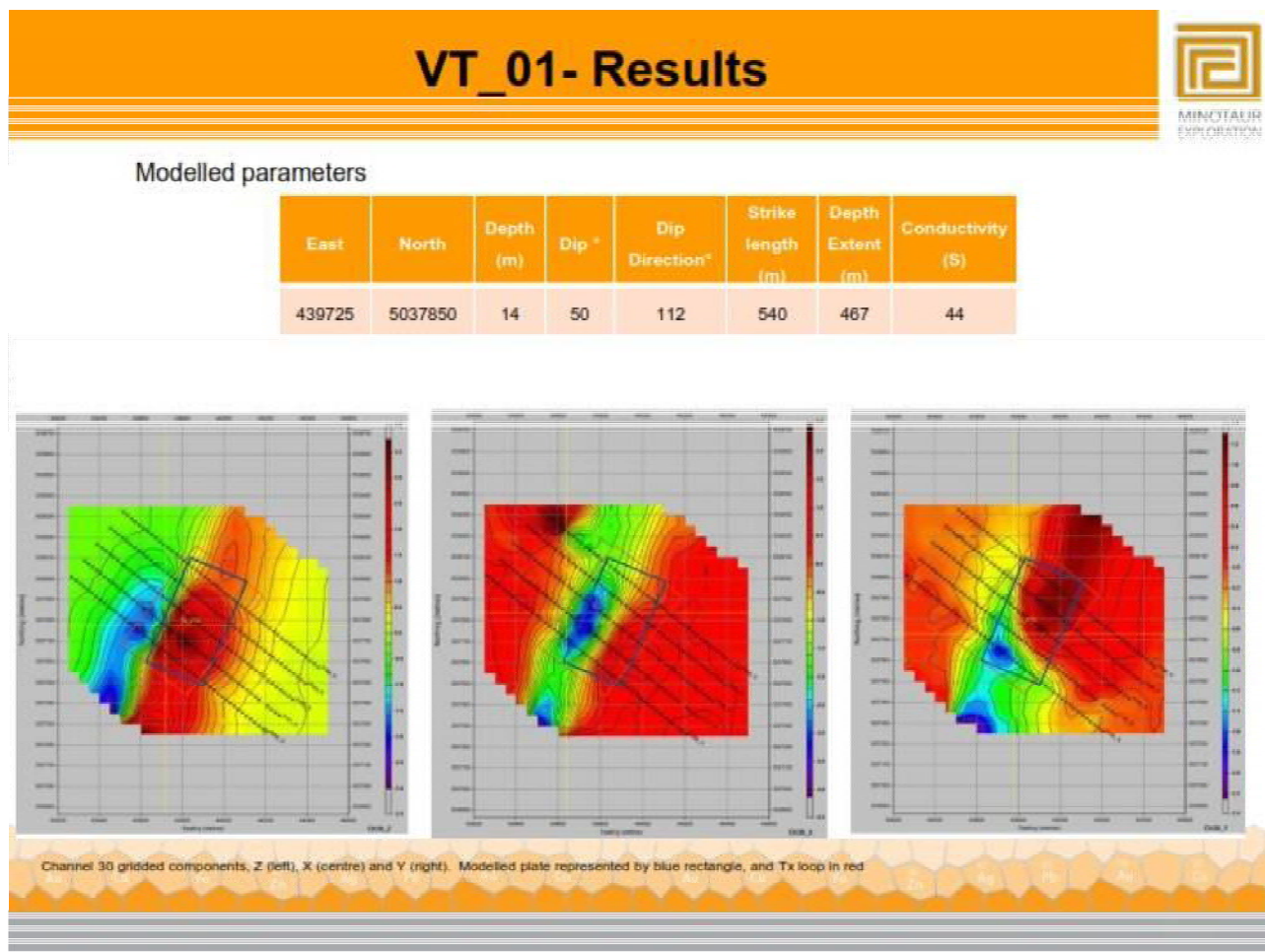
During the year ended December 31, 2017, the Company staked 16 additional claims on the Bass River property and 22 additional claims on Lynn.

Under the Nova Scotia Mineral Resources Act there is a royalty, payable to the crown, of 2% of the net revenue or 15% of all net income, whichever is greater, derived from the sale of metals produced from a mining lease.

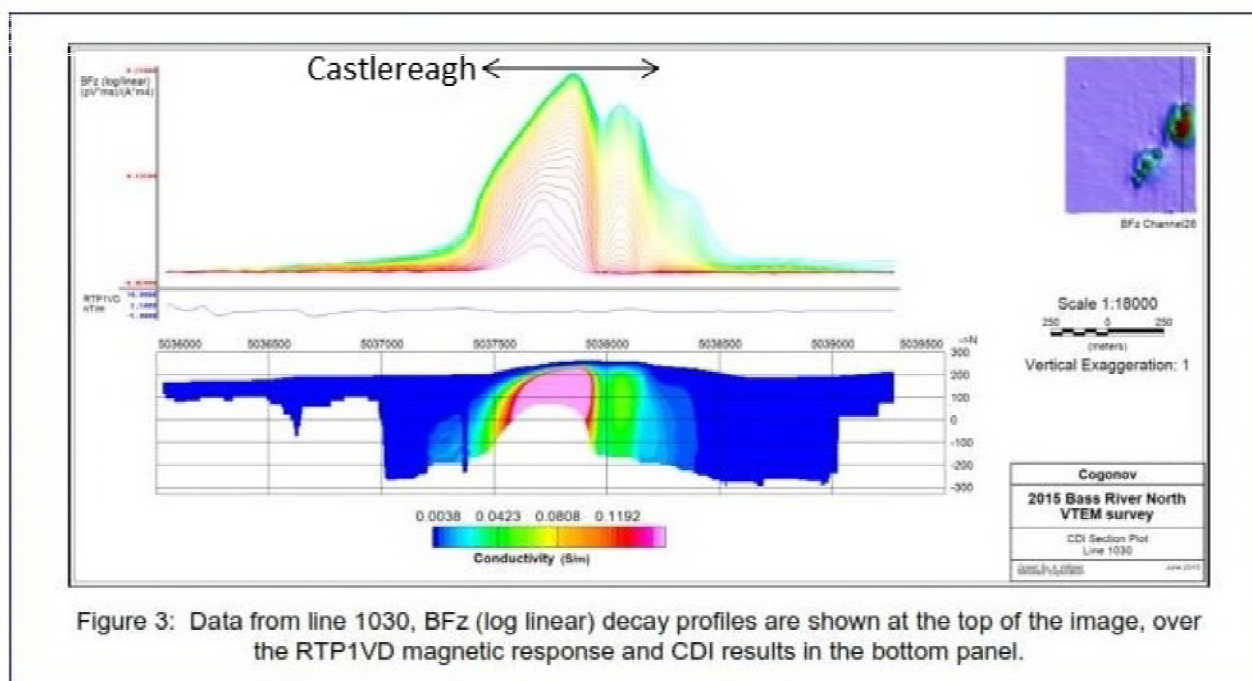
### **Bass River**

A ground Pulse Electro-Magnetic ("PEM") survey was completed by ClearView Geophysics Inc., Brampton, Ontario, who completed a three component fixed loop TDEM (PEM) Survey totaling 7.6 km. over Priority Targets, BRN\_VT01 and BRN\_VT03 at CastleReagh, north of Bass River, Nova Scotia as recommended by Minotaur Exploration (Australia) and the Company's Technical Committee. The dataset was forwarded to Minotaur Exploration (Australia) for processing and interpretation, under the direction of Dr. Tony Belperio.

Maxwell plate modeling delineating a target of considerable strike length and depth as shown below.

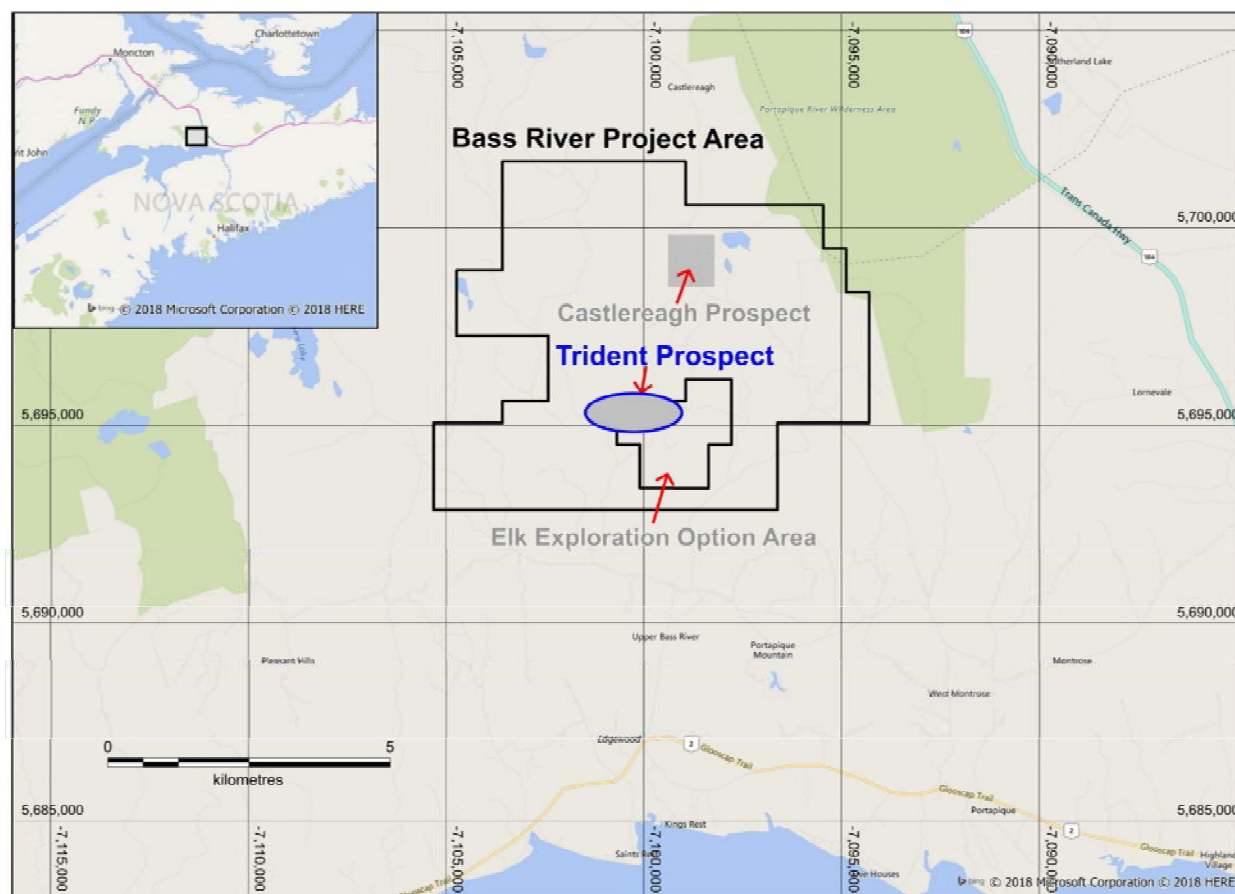


Minotaur Exploration Ltd (Australia) has confirmed the VTEM and PEM target on our BRN\_VT01 Grid at Bass River North. The body is interpreted to have a strike length of 540 meters and a depth extension of 467 meters. The target dips 50 degrees to the southeast. Both ground work and modeling suggest the target extends to the north off of the survey grid.



As suggested by both the airborne and ground geophysics and subsequent plate modeling, Target BRN\_VT01 is of substantial size and accordingly, should be tested by several drill holes along strike. To the southwest, drilling of the Gamble Lake target encountered Pb, Zn, Ag mineralization within and proximal to pyrrhotite and pyrite veining hosted by a silicified tuff. Mineralization consisted of sphalerite and galena and lesser chalcopyrite and bornite. BRN\_VT01 is the projected extension of this mineralization; the geophysical target substantially larger than that drilled in 2014. Geologically, BRN\_VT01 is interpreted to be in proximity to the contact of the granitic Pleasant Hills Pluton. Ideally, this would provide a structural host for mineralization as found elsewhere in the Cobequids, specifically the Bass River Magnetite / Cobalt occurrences.

Two holes were drilled to test a strong EM conductor at the Castlereagh prospect. Both holes intersected strong sulphide mineralisation in the target zones but in both instances the sulphide assemblage is dominated by pyrrhotite and not base metal sulphides. As expected from visual assessment of the core, no significant assays were returned.



During the nine months ended September 30, 2018, the Company announced it has entered into an option with Elk Exploration Ltd. (the "Optionor") to acquire 3 Licenses containing 720 acres representing the balance of land located within the Bass River concessions as noted above.

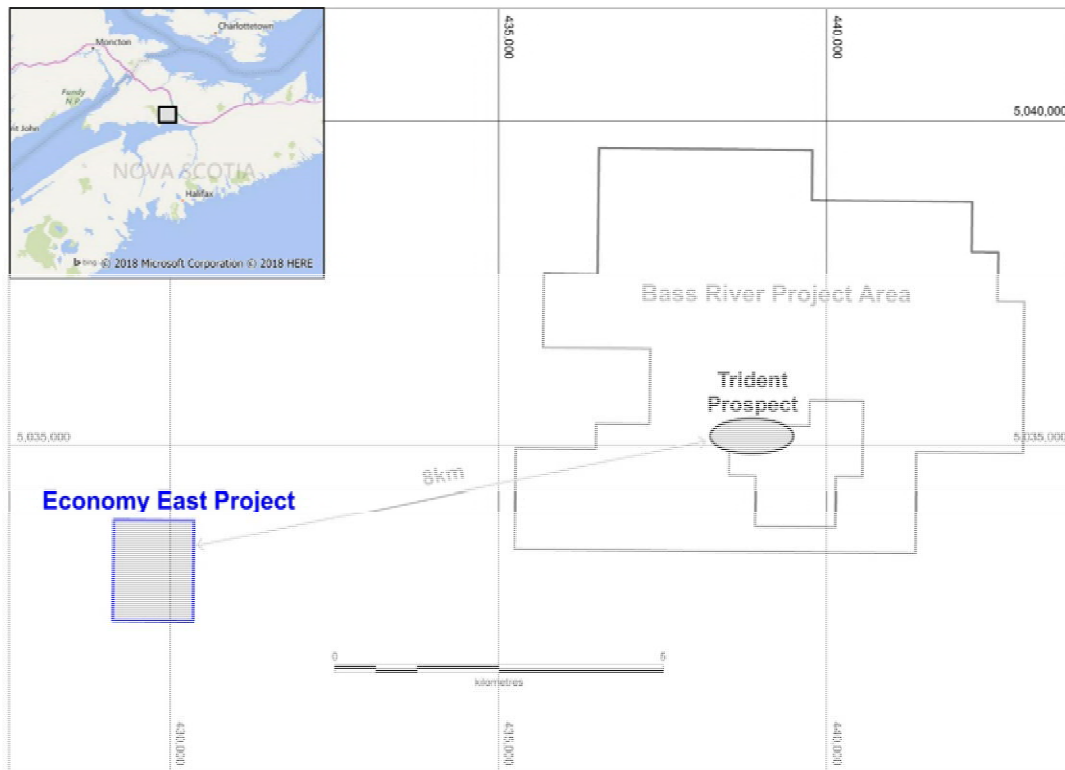
The Trident prospect will test a known iron deposit identified. The Trident prospect was the site of six core holes and a 1000 tonne bulk sample which were completed in the late 80's. The bulk sample had noted interesting cobalt results by the department of Natural Resources. The Company will assay the old drill cores as an immediate next exploration step, followed by contracting a helicopter to complete a detailed magnetics and radiometrics survey as further discussed below. This will be followed by an IP survey over the areas defined by interpretation of the the magnetics and radiometrics to be high priority areas of interest for cobalt.

#### Economy East Project - Option

During the nine months ended September 30, 2018, the Company announced it has entered into an option to acquire the Economy East Exploration License which consists of 12 claims.

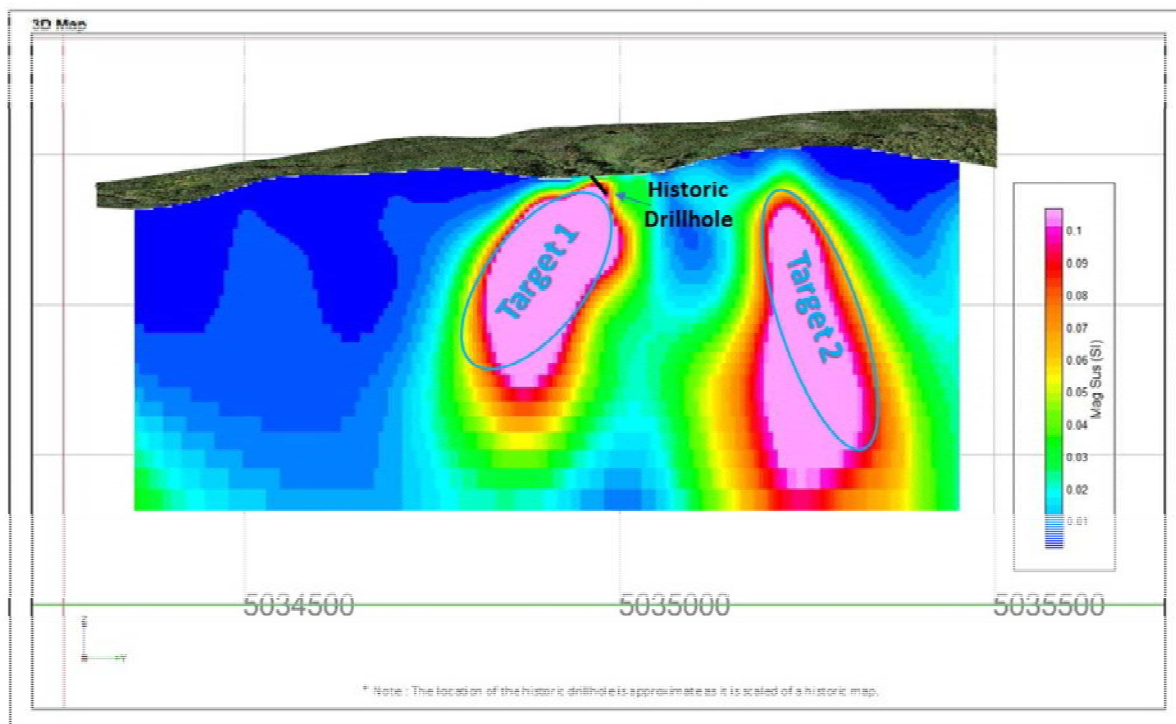
The Company will conduct a detailed Airborne Mag and Radiometrics survey on the project, moving as quickly as possible to obtain land access agreements, cut lines and conduct an IP survey. Following that drill targets will be defined by integrating all available data and a drill program will be proposed.





Core from two historic holes drilled in 1987 at the Trident prospect was located at the Department of Natural Resources core library at Stellarton. The holes were drilled to test a subcropping magnetite occurrence. The entire length of the holes was resampled by the Company at 1m intervals and assay results have now been received. The holes were very shallow, being 39.9m and 36.6m deep respectively and were angled at 45 degrees. The collar locations of the holes are approximate as they have been scaled off a historic map.

### Section 438925E 3D Magnetic Model



Results from the assays are:

**BR-87-1**

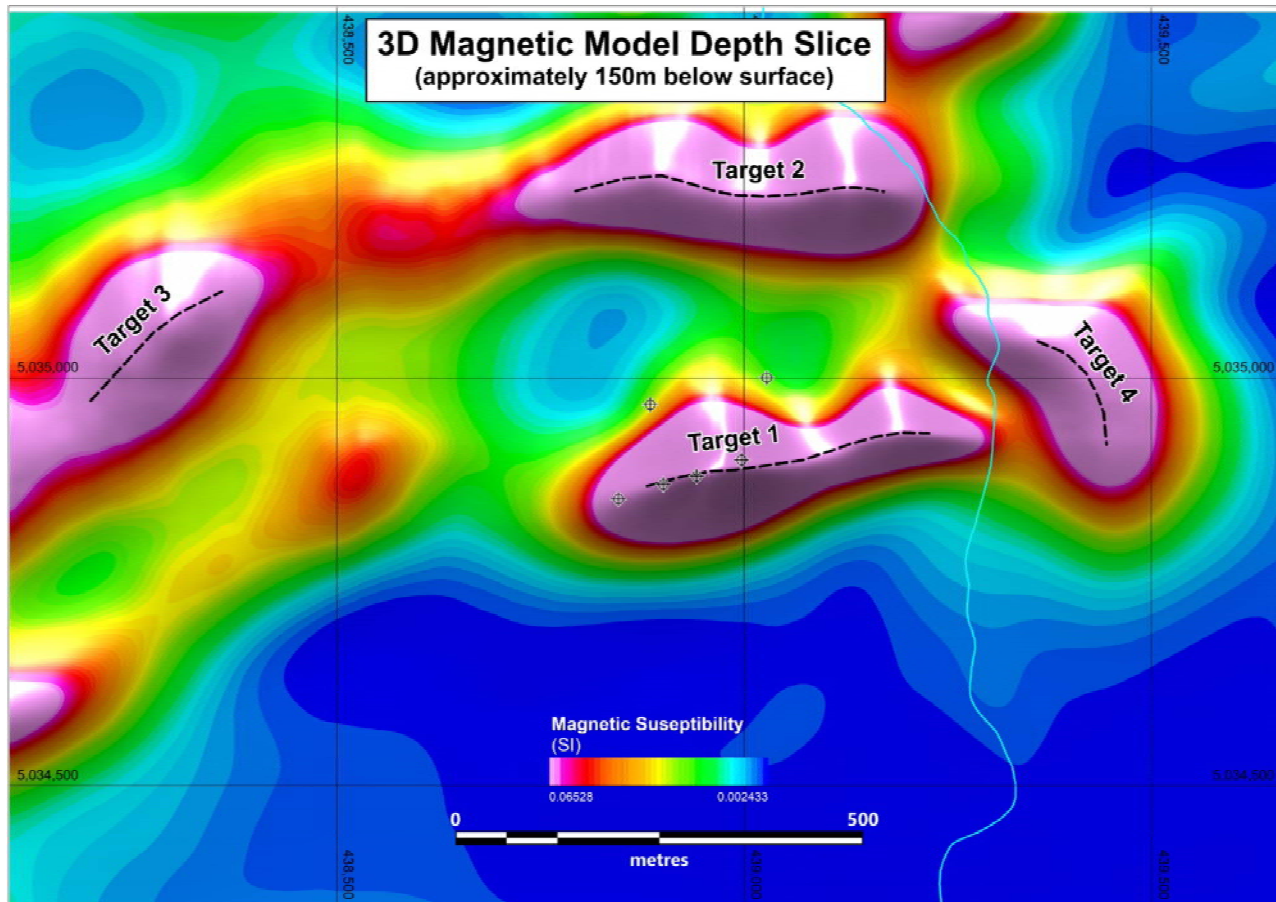
- 25m @ 547ppm Co and 20.9% Fe from 5m depth

**BR-87-2**

- 29m @ 662ppm Co and 21.9% Fe from 3m depth
- Including
- 15m @ 812ppm Co and 26.9% Fe from 15m depth

Cobalt mineralisation commences immediately below the base of overburden in both holes. The holes intersected a mafic quartzite which has been flooded with magnetite and disseminated pyrite. This unit hosts the Cobalt mineralisation and appears to be dipping steeply to the south. Both holes terminated in a barren metasediment. Given the observed correlation between intense magnetite alteration and Cobalt mineralisation magnetics is considered a primary tool for target identification and mapping.

Data has also been received from the recent, very detailed helimag survey over the Trident prospect. This data has been modelled in 3D and a north-south section through the model at 438925E is presented. Two large, intensely magnetic bodies are apparent on the section. The historic drilling appears to have intersected a small apophysis protruding from a significantly thicker magnetic body labelled Target 1 whose southerly dip is consistent with field observations. A depth slice through the 3D magnetic model is also presented which indicates that the magnetic bodies have significant strike length.



## Other Chile Properties

The Company owns additional mining concessions in Chile related to the Hornitos, Palo Negro and Tabaco properties.

### Costs incurred on the Company's exploration and evaluation assets for the nine months ended September 30, 2018 and September 30, 2017:

	Tierra de Oro	Zulema	Nova Scotia	Total
Property option proceeds	\$ -	\$ -	\$ (33,763)	\$ (33,763)
Exploration				
Claim costs (reversal)	11,777	29,624	-	41,401
Drilling	-	641,443	-	641,443
Field costs	-	37,136	-	37,136
Geological	-	123,196	-	123,196
Exploration and acquisition costs 2017	\$ 11,777	\$ 831,399	\$ (33,763)	\$ 809,413
Acquisition and staking	\$ -	\$ -	\$ 34,000	\$ 34,000
Government grant	-	-	(20,800)	(20,800)
Exploration				
Assay	-	-	7,279	7,279
Claim costs	110,188	85,791	3,224	199,203
Drilling	-	-	54,341	54,341
Field costs and other	1,610	-	22,125	23,735
Geological	-	103,861	60,355	164,216
Geophysics	-	-	109,842	109,842
Exploration and acquisition costs 2018	\$ 111,798	\$ 189,652	\$ 270,366	\$ 571,816

The Qualified Person for Chilean Metals Inc., as defined by National Instrument 43-101, is Mick Sharry, M.Sc. Mr. Sharry has read and approved the technical and scientific information contained in this MD&A.

## RESULTS OF OPERATIONS

### Three months ended September 30, 2018, compared with three months ended September 30, 2017

The Company's loss for the three months ended September 30, 2018 was \$454,863 (\$0.02 per share), compared to loss of \$415,351 (\$0.02 per share) for 2017. Total operating expenses for the 2018 fiscal period were \$474,285 compared to \$416,850 for 2017. Significant variations are described below.

Exploration and acquisition costs amounted to \$220,578 (2017 - \$16,763), an increase of \$203,815 from the comparative period. See "Exploration" above for description of work done.

Professional fees consist of legal, audit and accounting fees. Professional fees amounted to \$87,537 (2017 - \$22,633), an increase of \$64,904 from the comparative period due mainly to increased legal fees during the period.

Administration fees were \$59,505 (2017 - \$111,176), a decrease of \$51,671. Administration fees decreased mainly due to no fees related to the former CEO in the current period.

Bank and interest charges amounted to \$40,432 (2017 - \$116,155), a decrease of \$75,723 from the comparative period due to interest in the current period on the debentures outstanding being less than interest in the prior period on debentures subsequently repaid.

## LIQUIDITY AND CAPITAL RESOURCES

The Company finances its operations through the sale of its equity securities, bridge loans and other financing activities. The Company has no producing mineral properties. The Company expects to obtain financing in the future primarily through equity financing, loans and convertible debt instruments. There can be no assurance that the Company will succeed in obtaining additional financing, now and in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and/or sell its interests in its properties.

The continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management believes it will be able to raise funds as required in the long term, but recognizes the risks attached thereto.

As at September 30, 2018, the Company had cash of \$51,669 (December 31, 2017 - \$59,383) and liabilities of \$1,410,414 (December 31, 2017 - \$1,451,574).

As of September 30, 2018, the Company has a working capital deficit of \$990,162 (December 31, 2017 - working capital of \$1,046,592). The Company intends to continue to raise additional debt or equity funds to meet its short-term commitments and its ongoing exploration activities (see "Overall Performance").

During the nine months ended September 30, 2018, the Company had cash of \$1,491,480 used in operating activities (nine months ended September 30, 2017 - \$1,559,855 used in operating activities). Cash operating activities and used in operations consist of cash used to fund the loss for the period less the impact of non cash items, and the cash provided by or used for working capital purposes.

During the nine months ended September 30, 2018, the Company received net cash of \$1,483,766 (nine months ended September 30, 2017 - \$1,446,586) from financing activities. The Company received proceeds of private placement, net of issuance costs of \$1,608,766 (nine months ended September 30, 2017 - \$24,125), proceeds from shares to be issued of \$nil (nine months ended September 30, 2017 - \$1,212,350), had a repayment of debentures of \$(360,000) (nine months ended September 30, 2017 - \$nil) and debenture issuances, net of issue costs, of \$235,000 (nine months ended September 30, 2017 - \$198,975).

### **ENVIRONMENTAL LIABILITIES**

The Company is not aware of any environmental liabilities or obligations associated with its mineral properties. The Company is conducting its operations in a manner consistent with governing environmental legislation.

### **DISCLOSURE OF INTERNAL CONTROLS**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed consolidated interim 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 unaudited condensed consolidated interim financial statements; and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, financial performance 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"), the Venture Issuer Basic Certificate filed by the Company 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 such 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 generally accepted accounting principles (IFRS).

The Company'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 such 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.



## RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at September 30, 2018, the directors and/or officers of the Company collectively control 5,410,872 common shares of the Company or approximately 15% of the total common shares outstanding and an insider of the Company controls 3,833,028 common shares of the Company or approximately 11% of the total common shares outstanding. To the knowledge of directors and officers of the Company, the remainder of the outstanding common shares are held by diverse shareholders. These holdings can change at any time at the discretion of the owner.

(a) The Company entered into the following transactions with related parties:

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2018	2017	2018	2017
Administration expense	(i)	\$ 36,000	\$ 81,000	\$ 162,000	\$ 243,000
Accounting expense	(ii)	\$ 11,131	\$ 11,033	\$ 46,051	\$ 38,456
Geological consulting expense	(iii)	\$ -	\$ 24,000	\$ 16,000	\$ 72,000
Geological consulting expense	(iv)	\$ 8,800	\$ -	\$ 35,480	\$ -
Consulting expense	(v)	\$ -	\$ -	\$ 36,000	\$ -
Settlement expense	(vii)	\$ -	\$ -	\$ 120,000	\$ -

(i) For the three and nine months ended September 30, 2018, the Company incurred consulting fees from companies controlled by an officer, by directors and by a former officer of \$36,000 and \$162,000 (three and nine months ended September 30, 2017 - \$81,000 and \$243,000) recorded in administration fees. As at September 30, 2018, \$36,000 (December 31, 2017 - \$15,401) is included in advances, prepaid expenses and deposits.

(ii) For the three and nine months ended September 30, 2018, the Company incurred accounting expenses from companies related to an officer of \$11,131 and \$46,051 (three and nine months ended September 30, 2017 - \$11,033 and \$38,456) recorded in professional fees.

(iii) For the three and nine months ended September 30, 2018, the Company incurred geological consulting expenses from a company controlled by a former officer of and \$16,000 (three and nine months ended September 30, 2017 - \$24,000 and \$72,000) recorded in administration fees.

(iv) For the three and nine months ended September 30, 2018, the Company incurred geological consulting expenses from an officer of \$8,800 (three and nine months ended September 30, 2018 - \$nil) recorded in exploration and acquisition costs. As at September 30, 2018, \$24,520 (December 31, 2017 - \$nil) is included in advances, prepaid expenses and deposits.

(v) For the three and nine months ended September 30, 2018, the Company incurred consulting expenses from a director of and \$36,000 (three and nine months ended September 30, 2018 - \$nil) recorded in professional fees.

(vi) During the three and nine months ended September 30, 2018, the Company agreed to issue 499,999 common shares to former officers (valued at \$120,000 and included in shares to be issued). During the three and nine months ended September 30, 2018, the Company received TSX-V approval for the issuance of 380,855 common shares, which were issued. The remaining 119,144 common shares received disinterested shareholder approval and were issued subsequent to September 30, 2018.

(vii) Directors and officers of the Company purchased 1,527,875 common share units in the June 2018 private placement.

(viii) See debentures in the unaudited condensed consolidated interim financial statements.

(ix) As at September 30, 2018, included in accounts payable and accrued liabilities is \$8,403 (December 31, 2017 - \$18,998) due to directors and key management. These amounts are unsecured, non-interest bearing and due on demand.

	As at September 30, 2018	As at December 31, 2017
Terry Lynch - CEO and Director	\$ -	\$ 1,560
Daniel Crandall - CFO	8,403	12,631
Gary Lohman - VP Exploration (Former)	-	4,807
	<b>\$ 8,403</b>	<b>\$ 18,998</b>

(b) Remuneration of directors and key management personnel of the Company was as follows:

	Three months ended September 30,		Nine months ended September 30,	
Salaries and benefits	2018	2017	2018	2017
Terry Lynch - CEO and Director	\$ 36,000	\$ 36,000	\$ 108,000	\$ 108,000
Daniel Crandall - CFO	11,131	11,033	46,051	38,456
Patrick Cruickshank - CEO (Former) and Director (Former)	-	45,000	110,000	135,000
Gary Lohman - VP Exploration (Former) and Director (Former)	-	24,000	56,000	72,000
Mick Sharry - President and Director	8,800	-	35,480	-
Peter Kent - Director	-	-	36,000	-
Les Mallard - Director	-	-	12,000	-
Greg McKenzie - Director	-	-	12,000	-
Total remuneration	<b>\$ 55,931</b>	<b>\$ 116,033</b>	<b>\$ 415,531</b>	<b>\$ 353,456</b>

Payments to directors and key management personnel of the Company include certain transactions with related parties in (a) above, and (b) remuneration to Directors and key management personnel of the Company.

The above noted transactions are in the normal course of business and approved by the Board of Directors.

## COMMITMENTS

### Property taxes

The Company has unpaid property tax for various mineral exploration property claims totaling approximately 409,000,000 Chilean Pesos (\$802,000) which has been included in accounts payable and accrued liabilities as at September 30, 2018. In the event that the claims are put up for tax auction, the Company will have a notice period to make the payment for the portion of this amount required.

### Flow-through

As at September 30, 2018, the Company is required to incur additional qualifying expenditures of \$464,800 no later than December 31, 2019 as a result of the flow-through units issued.

## CHANGE IN ACCOUNTING POLICIES

(i) The Company adopted the following accounting pronouncement during the period.

IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. At January 1, 2018, the Company adopted these amendments.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

Below is a summary showing the classification and measurement bases of the financial instruments as at January 1, 2018 as a result of adopting IFRS 9 (along with comparison to IAS 39).

<b>Classification</b>	<b>IAS 39</b>	<b>IFRS 9</b>
Cash	Loans and receivables	FVTPL
Amounts receivable	Loans and receivables	Amortized cost
Advances	Loans and receivables	Amortized cost
Marketable securities	FVTPL	FVTPL
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Debentures payable	Amortized cost	Amortized cost
Other liabilities	Amortized cost	Amortized cost

(ii) During the year ended December 31, 2017 the Company changed its accounting policy for mineral exploration properties to recognize these costs in the statements of loss and comprehensive loss in the period incurred, as permitted under IFRS 6, Exploration for and Evaluation of Mineral Resources. Management judges that the change in accounting policy will result in clearer, more relevant and reliable financial information.

The previous accounting policy was that exploration and evaluation expenditures were capitalized in respect of each identifiable area of interest, once the legal right to explore had been acquired, until the technical feasibility and commercial viability of extracting a mineral resource are demonstrated.

The impact of this change on the previously reported financial statements for the three and nine months ended September 30, 2017 are as follows:

**(i) Statement of Loss and Comprehensive Loss**

	<b>As previously reported (\$)</b>	<b>Adjustment (\$)</b>	<b>Restated (\$)</b>
<b>Nine months ended September 30, 2017</b>			
Exploration and evaluation expenditures	-	(809,413)	(809,413)
Net loss and comprehensive loss for the period	(953,143)	(809,413)	(1,762,556)
<b>Three months ended September 30, 2017</b>			
Exploration and evaluation expenditures	-	(16,763)	(16,763)
Net loss and comprehensive loss for the period	(398,588)	(16,763)	(415,351)

**(ii) Statement of Cash Flows**

	<b>As previously reported (\$)</b>	<b>Adjustment (\$)</b>	<b>Restated (\$)</b>
<b>Nine months ended September 30, 2017</b>			
Net loss for the	(953,143)	(809,413)	(1,762,556)
Net cash used in operating activities	(750,442)	(809,413)	(1,559,855)
Net cash used in investing activities	(809,413)	809,413	-

**RISK FACTORS**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Please refer to the section entitled "Risks Factors" in the Company's MD&A for the fiscal year ended December 31, 2017, available on SEDAR ([www.sedar.com](http://www.sedar.com)).