



**Atacama Copper Corporation**

(formerly 1246773 BC Ltd.)

**MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021**



[www.atacamacopper.ca](http://www.atacamacopper.ca)

**TSX.V: ACOP**

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## INTRODUCTION

This management discussion and analysis ("**MD&A**") of financial condition and results of operations focuses upon the activities, results of operations, liquidity and capital resources of Atacama Copper Corporation (formerly 1246773 BC Ltd.), (the "**Company**") for the year ended December 31, 2021. In order to better understand this MD&A, it should be read in conjunction with the audited financial statements of the Company and related notes for the year ended December 31, 2021.

Additional information about the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.atacamacopper.ca](http://www.atacamacopper.ca).

The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**") and filed with appropriate regulatory authorities in Canada. Except as otherwise disclosed, all dollar figures included therein and, in this MD&A, are quoted in Canadian dollars, unless otherwise stated.

Gino Zandonai, is a qualified person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and has reviewed and approved for inclusion the scientific and technical disclosure in this MD&A. Mr. Zandonai is the CEO of the Company.

This MD&A is current to April 28, 2022.

## FORWARD LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation, statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of the Common Shares (as defined herein) price and volume and other reports and filings with the applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in the Company's documents filed from time to time via the Company's website along with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

## OVERVIEW

Atacama Copper Corporation (formerly 1246773 BC Ltd.) ("773", the "Company") was incorporated under the Business Corporations Act of British Columbia on April 8, 2020. The Company's head office is located at 550-800 West Pender Street, Vancouver, BC, V6C 2V6. The common shares of the Company began trading on the TSX Venture Exchange ("TSXV") on September 7<sup>th</sup>, 2021 under the symbol "ACOP".

The principal business of the Company is to identify, explore and evaluate mineral properties in Chile. The Company holds 76 mining concessions through its ownership of the El Cofre and Placeton projects in Chile held

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through its subsidiaries Aconcagua Minerals SpA (“Aconcagua”) and Cobalt Chile SpA (“Cobalt Chile”). The success of the Company will be dependent on obtaining the necessary financing to evaluate these projects and the results that come from that evaluation.

### HIGHLIGHTS & RECENT DEVELOPMENTS

#### **Aconcagua and Cobalt Chile Acquisitions – The Placeton Project and El Cofre Project**

On March 12, 2021, 2311548 Alberta Ltd. (“548 AB”) entered into a series of transactions with 773, 2330281 Alberta Ltd. (“Amalco”), Aconcagua and Cobalt Chile that resulted in 773 indirectly acquiring the rights to the El Cofre, Los Naranjos, Caballo Muerto and the Placeton Projects located in Chile.

As part of the transactions 548 AB acquired all of the issued and outstanding shares of Aconcagua and Cobalt Chile and then amalgamated with AmalCo (Note 4). 548 AB issued a total of 17,000,000 shares to the shareholders of Aconcagua and Cobalt Chile in exchange for their shares in these entities, as well as an assignment of amounts due to related parties from Aconcagua.

The purchase price allocation of Aconcagua and Cobalt Chile was as follows:

	Aconcagua	Cobalt Chile	Total
Shares issued	8,076,180	8,923,820	17,000,000
Total consideration paid (valued at \$0.50 per share)	\$ 4,038,090	\$ 4,461,910	\$ 8,500,000
Cash	\$ 953	\$ 873	\$ 1,826
Accounts payable and accrued liabilities	(85,668)	(115,561)	(201,229)
Due to related parties	(33,589)	(42,252)	(75,841)
Exploration and evaluation assets	4,156,394	4,618,850	8,775,244
Total consideration received	\$ 4,038,090	\$ 4,461,910	\$ 8,500,000

On August 23, 2021, the Company issued 20,000,000 common shares with a fair value of \$3,075,000 in connection with the Amalgamation (Note 4).

On August 23, 2021, the Company completed a private placement and issued 8,223,156 common shares at a price of \$0.50 per common share for gross proceeds of \$4,111,578. In connection with the private placement, the Company incurred share issuance costs of \$160,949. In addition, the Company issued 209,024 finders’ warrants with a fair value of \$43,186.

On September 7, 2021, the Company’s shares commenced trading on the TSX Venture Exchange the symbol ACOP.

On September 20, 2021, the Company commenced exploration at the Placeton project. This program builds on the existing exploration knowledge of the project and focus on developing drill targets over the four-known mineralization areas previously identified across Placeton, being made up of the Placeton North, Central and South targets and the Caballo Muerto target. The work program consisted of detailed surface geological and structural mapping, a geochemistry survey, a magnetic survey and Induced Polarization geophysics across the identified anomalies. COVID related travel restrictions impacted the timing of a number of key workstreams and some these workstreams were moved into Q1 2022.

### OUTLOOK

The Company’s strategy is to advance the development of the Placeton and El Cofre projects while opportunistically looking to expand its operating footprint through the acquisition of other high-value copper exploration, development and production assets in Chile.

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*El Placeton Project*

As described earlier in this MD&A, the Company announced the commencement of field exploration at the Placeton Project. The company plans to complete the near-term work program consisting of a detailed geological mapping and surface geochemistry program across approximately 30km<sup>2</sup> of the total 72.5km<sup>2</sup> land package that makes up Placeton. The study will provide detailed surface geological and structural mapping to the better target the subsequent geophysics program. In parallel, a low altitude magnetometry drone survey will be conducted using a GeoMagDrone unmanned aerial vehicle over 40km<sup>2</sup> covering Placeton. The survey will assist in the identification of magnetic susceptible materials; subsurface lithology; identification of potential structural controls; as well as the potential identification of deep and blind intrusives as a possible source of primary mineralization. These survey's will be followed up by on-ground resistivity and Induced Polarization ("IP") geophysics survey. The work programs are designed to identify the presence of mineralized bodies with metallic sulphides up to a depth of 600m below surface. The IP survey is expected to be completed during Q2 2022, followed immediately by drilling testing of the Placeton Central-North and Placeton South targets.

*El Cofre Project*

The company plans to review historical information and commence geological mapping work at the El Cofre project. In February 2022, the Company applied for three additional claims covering 300 Hectares adjacent to the existing project claims. These claims are currently pending final approval by the local issuing authority. In April 2022, the Company commenced a trenching program on the property following up on previously identified mineralised structures discovered in geochemical and mapping surveys of the property. The trenching survey will cover a total of approximately 3,000 meters across 18 trenches and is planned to be completed during Q2 2022.

**MINERAL PROPERTIES**

Aconcagua holds the rights to the Placeton Project which consists of the Placeton, Caballo Muerto and Los Naranjos projects. Altogether, the Placeton Project is comprised of thirty-nine exploitation tenements. The Aconcagua mineral claims are subject to a 2.0% Net Smelter Royalty ("Placeton NSR") as described in Note 6 of the audited financial statements for the year ended December 31, 2021.

Cobalt Chile holds the rights to the El Cofre Project, which represents 100% interest in thirty-seven exploitation claims and three pending claims. The Cobalt Chile mineral claims are subject to a 2.0% Net Smelter Royalty ("El Cofre NSR") as described in Note 12 of the audited financial statements for the year ended December 31, 2021.

During the year ended December 31, 2021, the Company's incurred \$64,392 (2020 – \$Nil) in exploration and evaluation expenses.

	<b>Placeton</b>	<b>El Cofre</b>	<b>Total</b>
Claims, licences and permits	\$ 2,617	\$ 300	\$ 2,917
Equipment rentals	4,234	-	4,234
Fuel	4,200	-	4,200
Legal	41,255	(2,841)	38,414
Travel and accommodations	14,627	-	14,627
<b>Total</b>	<b>\$ 66,933</b>	<b>\$ (2,541)</b>	<b>\$ 64,392</b>

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence are dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

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### SELECTED ANNUAL FINANCIAL INFORMATION

The following table summarizes selected financial data reported by the Company for the year ended December 31, 2021. The information set forth should be read in conjunction with the consolidated audited financial statements, prepared in accordance with IFRS and the related notes thereon.

	For the year ended December 31, 2021		From Date of Incorporation on December 23, 2020 to December 31, 2020	
Revenues	\$	Nil	\$	Nil
Loss	\$	(4,060,267)	\$	(1,199)
Loss per Common Share	\$	(0.19)	\$	(0.001)
Cash on hand	\$	2,898,566	\$	2,001
Total assets	\$	11,709,575	\$	2,001
Total liabilities	\$	143,228	\$	1,199

### DISCUSSION OF FINANCIAL AND OPERATING RESULTS

#### For the year ended December 31, 2021

During this period, the Company reported a loss of \$4,060,267 (2020 - \$1,199). The primary contributors to the loss were consulting fees (\$116,508), general and administrative expenses (\$78,288), listing expenses (\$3,467,420) and management and director fees (\$133,333).

#### For the three months ended December 31, 2021

During this period, the Company reported a net loss of \$444,155 (2020 - \$1,199). The primary contributors to the quarter's loss were consulting fees (\$116,508), general and administrative expenses (\$110,265), management and director fees (\$100,000) and share based compensation (\$100,183).

### SUMMARY OF QUARTERLY RESULTS

As the Company was incorporated on December 23, 2020, the Company did not report quarterly financial information for any interim period prior to December 31, 2020. As such, the quarterly financial information below is presented from March 31, 2021 onwards.

	December 31, 2021		September 30, 2021		June 30, 2021		March 31, 2021	
Revenues	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Loss for the period	\$	(444,155)	\$	(3,459,372)	\$	(89,240)	\$	(67,500)
Loss per share	\$	(0.01)	\$	(0.13)	\$	(0.00)	\$	(0.01)

### LIQUIDITY AND CAPITAL RESOURCES

During the year ended December 31, 2021, the Company did not generate positive cash flow from its operations. Therefore, in order to remedy its working capital obligations and continue its operational and general corporate activities, the Company may have to raise additional funds through the issuance of its common shares.

#### For the year ended December 31, 2021

During 2021, the Company was able to raise additional funds through private placements. The successful completion of its listing on the Exchange and closing of the most recent private placement gave the Company sufficient working capital to meet its short-term operating plans and its general corporate expenses.

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As at December 31, 2021, the Company had working capital of \$2,791,103. During the year ended December 31, 2021, the Company's cash flow activities were:

- Cash flow used for operating activities totalled \$916,381;
- Cash flow used for investing activities totalled \$137,683, which included cash received from the acquisition of Aconcagua and Cobalt Chile and the completion of the Amalgamation;
- Cash flow generated from financing activities totaled \$3,950,629, which represents the net proceeds of the August 23<sup>rd</sup>, 2021 private placement financing.

#### OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements.

#### RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals. Key management compensation paid to officers and directors of the Company during the year ended December 31, 2021 and 2020 is as follows:

	December 31, 2021		December 31, 2020	
Management and director fees	\$	133,333	\$	-
Share-based compensation		94,805		-
Total consideration received	\$	228,138	\$	-

Other related party transactions:

During the year ended December 31, 2021, the Company incurred a total of \$51,000 (2020 - \$Nil) in professional fees from a company related to the CFO.

During the year ended December 31, 2021, the Company paid \$133,009 (2020 - \$nil) to a related party for legal services incurred, of which, \$86,646 related to the RTO transaction and \$46,363 related to share issuance costs.

Due to related parties:

As at December 31, 2021, the Company owed \$3,413 (2020 - \$nil) to related parties. The amount is included in accounts payable and accrued liabilities. The related party amounts owing are non-interest bearing, unsecured, and have no terms of repayment, but are payable on demand.

#### PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

#### CRITICAL ACCOUNTING ESTIMATES

The preparation of these audited financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amount of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based

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on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods.

These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are noted below with further details of the assumptions contained in the relevant note.

The critical estimates and judgments applied in the preparation of the audited financial statements for the year ended December 31, 2021 are consistent with those applied and disclosed in Note 3 of the Company's audited financial statements for the year ended December 31, 2021.

### **NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED**

As at December 31, 2021, there are no new standards that have not yet been adopted that will materially impact the presentation of the consolidated financial statements.

### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

#### *Fair value*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Cash is carried at fair value using a Level 1 fair value measurement. The recorded values of GST receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short-term to maturities which is the amount presented on the statement of financial position.

#### *Financial risk factors*

The Company's risk exposures and the impact on the Company's financial statements are summarized below:

#### *Credit risk*

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and GST receivable due from the Government of Canada. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company believes its credit risk with respect to GST receivable is minimal.

#### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2021, the Company had a working capital balance of \$2,791,103.

#### *Interest rate risk*

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The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institution is subject to floating rates of interest. The interest rate risk on cash is not considered significant.

*Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities, denominated in Chilean Pesos. A 10% fluctuation between the Canadian dollar against the Chilean Peso would impact profit or loss by approximately \$12,445.

*Price risk*

The Company has limited exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

## COMMITMENTS

### Placeton NSR Agreement

On December 17, 2020, Aconcagua agreed to settle an amount due to Durus Copper SPA ("Durus"), a company wholly-owned by the CEO of the Company, through the payment of a two-percent (2%) Net Smelter Royalty over all minerals produced from the original 39 exploitation tenements held by Aconcagua at the time of the settlement.

Durus will receive an amount of money equivalent to 2% of the total net smelter returns generated by the eventual commercial exploitation of Aconcagua's tenements, the processing of the minerals extracted there from and the sale of the products obtained from the Aconcagua's tenements.

No value was attributed to the Placeton NSR as production on the properties cannot reasonably be determined. The NSR is still waiting on registration at the Vallenar Mining Register.

### EI Cofre NSR Agreement

During the year ended December 31, 2020 the Company granted a former shareholder of Cobalt Chile, who is now a shareholder and CEO of the Company, a two-percent (2%) NSR over all minerals produced from the original thirty-seven mineral exploration concessions held by Cobalt Chile, at the time of the settlement. The three pending concessions are not subject to an NSR.

The former shareholder of Cobalt Chile will receive an amount of money equivalent to 2% of the total net smelter returns generated by the eventual commercial exploitation of Cobalt Chile's tenements, the processing of the minerals extracted therefrom, and the sale of the products obtained from the Cobalt Chile's tenements.

No value was attributed to the EI Cofre NSR as production on the properties cannot reasonably be determined.

## OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Common Shares without par value. As at the date of this MD&A, the following Common Shares, options, and share purchase warrants were outstanding:

	Number of shares	Exercise Price	Expiry Date
Issued and outstanding common shares	34,373,156		
Warrants	7,000,000	\$ 0.60	September 7, 2026
Finders' warrants	209,024	\$ 0.80	May 10, 2023
Fully diluted	41,582,180		