Management's Discussion and Analysis

Year Ended - December 31, 2018

(Expressed in Canadian dollars, unless otherwise noted)

April 30, 2019

For further information on the Company, reference should be made to its public filings on SEDAR at www.sedar.com. Information is also available on the Company's website at www.gunpointexploration.com. The Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2018, and related notes thereto which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain forward looking statements, please review the disclaimers that are provided at the last page of this report.

OVERVIEW

Gunpoint Exploration Ltd. (the "Company" or "Gunpoint") is focused on the acquisition and exploration of precious metals located in the United States, Mexico and Guatemala. Gunpoint's primary property is the Talapoosa gold-silver project ("Talapoosa") in Nevada, USA.

The Company trades on the TSX Venture Exchange under the symbol "GUN". The Company's head office is in Vancouver, B.C.

HIGHLIGHTS - year ended December 31, 2018

- The Company's cash position as at December 31, 2018 was $1.1 million.
- The Company has 100% ownership in Talapoosa after Timberline Resources Corporation ("Timberline") was unable to make the US$2.0 million option payment due March 31, 2018.
- Riverside Resources Inc. has expanded the exploration footprint at the Mexican La Cecilia Project and identified four additional mineralized targets.

TALAPOOSA (NEVADA, USA)

Overview

The Company owns a 100% interest in the Talapoosa project located in Lyon County, Nevada ("Talapoosa"). Talapoosa is a low-sulphidation gold-silver property in the Walker Lane gold trend of western Nevada, approximately 45 kilometres east of Reno. The property consists of 509 unpatented lode mining claims owned by the Company, 26 unpatented lode mining claims leased from Sierra Denali Minerals, 4 additional fee land sections leased from Sario Land and Livestock, two additional fee land sections leased from Nevada Bighorns Unlimited Foundation and a portion of one additional fee land section owned by American Gold Nevada. The total land package for the property is contiguous and covers 14,870 acres. The unpatented lode mining claims are administered by the Bureau of Land Management.

Talapoosa has a National Instrument 43-101 compliant resource estimate (September 2010) hosting a measured and indicated resource of 632,000 ounces of gold (23.1 million tons at a grade of 0.035 oz/t gold equivalent ("AuEq")) and an inferred resource of 326,000 ounces of gold (12.6 million tons at a grade of 0.033 oz/t AuEq) using a cut-off of 0.015 oz/t AuEq.

During 2011 the Company completed 15 core holes totaling 3,251 meters at Talapoosa. With the 2011 drill data, the Company re-modeled and re-interpreted the resource with independent consultants. In 2013, Tetra Tech WEI Inc.

Q4 2018 MD&A (expressed in CAD Dollars) – year ended December 31, 2018 www.gunpointexploration.com

("Tetra Tech") provided an updated NI 43-101 resource estimate adding approximately 380,000 ounces of gold and 5.4 million ounces of silver compared to the previous NI 43-101 resource estimate. Set out in the table below is the updated Measured and Indicated Resource Estimate by Tetra Tech:

Cutoff Au g/t	Ore Type	Category	Tonnes	Grade Au g/t	Grade Ag g/t	Contained gold (ounces)	Contained silver (ounces)
0.45	Oxide	Measured	2,835,890	1.29	18,96	117,253	1,728,323
0.45	Sulphide	Measured	12,741,180	1.22	16.50	501,215	6,760,763
0.45	Oxide	Indicated	1,280,900	1.10	14.25	45,328	586,999
0.45	Sulphide	Indicated	11,504,500	0.94	12.36	349,005	4,573,274
0.45	Oxide	Total M&I	4,116,870	1.23	17.49	162,581	2,315,321
0.45	Sulphide	Total M&I	24,245,860	1.09	14.54	850,220	11,334,037
0.45	**Oxide + Sulphide**	**Total M&I**	**28,362,500**	**1.11**	**14.97**	**1,012,802**	**13,649,358**
0.45	Oxide - Sulphide	Inferred	10,159,000	0.72	6.65	233,532	2,172,766

(1) Prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum classification system
(2) The 2013 resource model used ordinary kriging grade estimate within a three-dimensional block model with mineralized zone defined by wireframed solids
(3) Resource estimate was completed in imperial units with the following conversions:

- *1 gram/tonne = 0.0291667 troy oz/short ton*
- *1tonnes = 1.10231 short ton*

(4) A base cutoff grade of 0.45 g/t Au was used for reporting resources
(5) Capping was implemented for gold grades at 23.52 g/t and silver grades at 329.14 g/t

Option agreement – Timberline Resource Corporation

On April 1, 2015, the Company granted Timberline an option ("Option") to acquire from Gunpoint's subsidiary, American Gold Capital US Inc. ("American Gold"), a 100% interest in Talapoosa. In consideration for the option, Timberline paid US$300,000 and issued 2.0 million shares of common stock of Timberline to American Gold.

Pursuant to the Agreement, Timberline has until September 12, 2017 to exercise the Option to acquire a 100% interest in Talapoosa (the "Option Period"). Timberline can exercise the Option by making a US$10.0 million cash payment to American Gold. For a period of five years after Timberline exercises the Option, Timberline would be required to pay American Gold an additional US$10.0 million (payable in cash and Timberline common shares) if the daily price of gold averages US$1,600 per ounce or greater for a period of ninety consecutive trading days. American Gold retains a 1% net smelter royalty on Talapoosa which Timberline can purchase for US$3.0 million.

On August 10, 2015, Timberline filed a "Preliminary Economic Assessment on the Talapoosa Project" ("PEA") on SEDAR (for further details, please see the full PEA on www.sedar.com.). At a 5% discount rate, the PEA indicated an after-tax NPV of US$136 million and 39% IRR at US$1,150/oz gold and US$16/oz silver.

On October 20, 2016, the Option Agreement was amended. The Company agreed to extend the Option ("Extended Option") 18 months from September 12, 2017 to March 31, 2019. In consideration for the Extended Option, Timberline will pay US$1 million and issue an additional 3.5 million common shares to the Company. In addition, Timberline's repurchase option for the Company's 1% net smelter return royalty ("NSR") on Talapoosa has been eliminated.

The amended terms of the Option Agreement are as follows:

- Payment of US$1 million and one million common shares of Timberline by March 31, 2017 (Received).
- Payment of US$2 million and one million common shares of Timberline by March 31, 2018.
- A final payment of US$8 million and 1.5 million common shares of Timberline by March 31, 2019 ("Option Exercise Closing Date").
- Timberline undertakes cumulative project expenditures of a minimum of US$7.5 million by December 31, 2018.

- Elimination of Timberline's US$3 million purchase option of the 1% NSR retained by the Company upon Timberline's acquisition of Talapoosa.
- The Contingent Payment based on escalating gold prices has been amended such that if gold prices average greater than or equal to US$1,600 over any 90-day period ("Trigger Event") within a 5-year period commencing on the Option Exercise Closing Date, Timberline will pay Gunpoint an additional US$10 million of which a minimum of US$5 million will be payable within six months of the trigger event, and the remaining US$5 million payable within twelve months of the Trigger Event, with both payments payable in cash or, at Timberline's discretion, up to 50% in shares.

Pursuant to the Option Agreement Timberline did not make the option payment due March 31, 2018 to Gunpoint. Accordingly, Timberline's option to acquire Talapoosa terminated and 100% ownership has reverted back to the Company. In total, Gunpoint has received US$1.3 million and 3.0 million common shares of Timberline.

As at December 31, 2018, the market value of Gunpoint's 3.0 million shares was $270.0 (December 31, 2017 - $885.0).

OTHER EXPLORATION PROJECTS

Le Cecilia (Sonora State, Mexico)

In 2010, the Company acquired La Cecilia from Chesapeake Gold Corp. (TSX-V: CKG) together with three other properties for consideration that resulted in Chesapeake becoming a majority shareholder. Chesapeake currently owns 73% of the Company. Located in northeastern Sonora State, Mexico, La Cecilia comprises three mineral concessions totalling 794 hectares and hosts epithermal gold mineralization in a rhyolite dome setting.

The La Cecilia Property is a low-sulphidation, epithermal-type gold-silver system related to two well-developed northwest and northeast trending sets of faults centred on "Cerro Magallanes", a rhyolite dome complex. The mineralization occurs as high grade in vein structures and as lower grade within broader zones of stock works and breccias. Numerous other anomalous zones of silicification, brecciation and argillic alteration exist across the extent of the flow dome complex, an area of more than one kilometre by two kilometres.

On January 31, 2017, the Company entered into an agreement ("Option Agreement") with Riverside Resources Inc. (TSX-V: RRI) whereby Riverside has been granted an option to acquire a 100% interest in Gunpoint's La Cecilia-Margarita gold project ("La Cecilia").

Pursuant to Option Agreement and subject to TSX Venture Exchange approval (Received), Riverside has the right to acquire a 100% interest in La Cecilia by making $250,000 in cash payments and issuing 1.0 million Riverside common shares to the Company over three years per following schedule:

- A payment of $10,000 upon execution of the Option Agreement; (Received);
- A $15,000 cash payment and issuance of 100,000 common shares of Riverside concurrent with the execution of registerable agreement in Mexico ("the Effective Date") (Received);
- A $25,000 cash payment and issuance of 200,000 common shares of Riverside on or before the first anniversary of the Effective Date; (Received);
- A $75,000 cash payment and issuance of 400,000 common shares of Riverside on or before the second anniversary of the Effective Date;(Subsequent received on January 31, 2019); and
- A $125,000 cash payment and issuance of 400,000 common shares of Riverside on or before the third anniversary of Effective Date.

To date, Gunpoint has received $50,000 and 300,000 common shares of Riverside. As at December 31, 2018, the market value of Riverside's 300,000 common shares was $54,000.

Riverside completed a regional soil sampling program which expanded the targets around the central Cerro Magallanes dome complex. The soil sampling survey outlined several large linear anomalies. Four new mineralized targets, Casa de Piedro, Los Llanos, Cruz and Cruz II are being further defined and advanced.

For further information on further information such as technical disclosure and qualified person related to the exploration program, please visit https://www.rivres.com/index.php/projects/riverside-owned-projects/cecilia-goldproject.

Riverside is responsible for the property taxes and holding costs to maintain La Cecilia in good standing during the term of the agreement. As at December 31, 2018 the Company had recorded La Cecilia at nil value due to a previous impairment. The consideration received from Riverside will be recognised as income.

La Gitana (Oaxaca State, Mexico)

The Company owns a 75% interest in the La Gitana property located in Oaxaca State, Mexico (the "La Gitana Property"). The La Gitana Property is a large low sulphidation epithermal system hosting precious metals mineralization that is both structurally and lithologically controlled. During 2005 and 2006, the Company completed 40 diamond drill holes comprising 8,462 meters on the La Gitana Property. The drill program primarily tested Cerro di Oro, a 1.5 kilometer long, northwest trending, structurally-controlled, epithermal system where gold-silver mineralization is found as high-grade shoots in a set of northwest trending, sub-vertical structures, and as low grade disseminations within broad zones of quartz stockworks and breccias.

A NI 43-101 compliant technical report on the La Gitana Property concluded that the exploration program undertaken by the Company on the Cerro di Oro zone of La Gitana Property (including detailed surface mapping and sampling, ground geophysics and diamond drilling) provided sufficient information to confirm the existence of well-defined gold-silver mineralization extending 500 meters in length, 50 to 150 meters wide and 50 to 300 meters deep. Step-out drilling also discovered additional gold-silver mineralization along strike for over 300 meters to the southeast.

El Escorpion (Guatemala)

Cheseapeake has an option to purchase the El Escorpion ("Escorpion") property, a 900 hectare concession in eastern Guatemala.

The Escorpion Property is located 85 kilometers by paved road southeast of Guatemala City. The Escorpion Property is situated seven kilometers southwest and along trend of Tahoe Resources Inc.'s Escobal deposit which has a NI 43-101 compliant indicated mineral resource of 367 million ounces of silver grading 422 g/t, plus 37 million ounces of silver grading 254 g/t in the inferred category. Mineralization at Escobal is associated with steeply dipping and northeast-southwest trending intermediate sulfidation epithermal silver rich quartz veins with significant values in gold, lead and zinc. The Escobal land package completely surrounds the El Escorpion project.

Previous mapping and sampling have identified two prospective areas with intermediate sulfidation epithermal precious and base metal mineralization. The outcropping mineralization at Escorpion appears to have many similarities to that at Escobal and occurs in a fault controlled, intermediate sulfidation epithermal system characterized by several multistage, subparallel silver-lead-zinc quartz-carbonate veins and stockworks. To date, the northeast-southwest trending system has been traced is continuously for over 1500 meters along strike and remains open to the northeast and southwest. The system is characterized by carbonate-minor quartz vein swarms in the southwest (Mina Blanca zone) and quartz stockworks and quartz veins in the northeast part of the concession (Escorpion –Los Pozos zones). The epithermal system is hosted in volcaniclastic sediments, porphyritic andesites and rhyodacitic rocks, the same rock types which host mineralization at Escobal.

To earn a 100% interest in Escorpion, Chesapeake agreed to pay US$351,000 in option payments over 5 years per the schedule below. A 1% NSR can be purchased for US$585,000.

On June 14, 2013, the Company concluded an agreement in respect of Escorpion with Chesapeake, whereby Gunpoint will acquire a 100% interest in Escorpion. Gunpoint has agreed to acquire a 100% interest in Escorpion by issuing and granting the following to Chesapeake.

- 500,000 common shares of Gunpoint (Issued)
- 500,000 warrants exercisable at $1.50 per share for a term of five years (Expired)
- A 1.5% NSR royalty in the event Chesapeake purchases the existing 1.0% NSR
- 1.0 million common shares of Gunpoint in the event a NI 43-101 measured and indicated resource estimate of 1.0 million gold equivalent ounces is achieved on the Escorpion property.

On August 19, 2015, the Ministry of Energy and Mines granted title for the Escorpion concessions. In late 2016, the Constitutional Court of Guatemala temporarily suspended permits for several mineral concessions in the country including El Escorpion. The Constitutional Court is seeking a review of the stakeholder engagement process. Gunpoint has initiated a follow up consultation with the local community to support the cancellation of the suspension. The vendor has received US$331,000 of the US$351,000 property purchase. The vendor has agreed to an extension of the final payment of $20.0 to purchase Escorpion until the exploration suspension is lifted.

For the year ended December 31, 2018, the company recorded an impairment of the Escorpion concession of $571,200 due to the uncertainty of the permitting status.

SUMMARY OF CONSOLIDATED LOSS

In $000s	Year Ended December 31, 2018	Year Ended December31, 2017	Year Ended December 31, 2016
Depreciation	-	-	(0.5)
Exploration	(1.7)	(2.5)	(38.4)
General & administration [(1)]	(80.8)	(93.9)	(92.8)
Share based compensation	(72.6)	23.6	(44.1)
	(155.1)	(72.8)	(175.8)
Finance (cost) income, net	(36.0)	(35.8)	(36.4)
Foreign exchange gain (loss)	66.3	(90.7)	8.8
Impairment PPE	(571.2)	-	(6.7)
Impairment of long-term investment	-	-	(100.6)
Unrealized loss on available for sale investment	(601.3)	-	-
Other (expenses)	90.7	77.3	(53.4)
Gain on debt settlement	-	-	34.9
Net loss before tax	(1,206.6)	(122.0)	(329.2)
Deferred income tax recovery	78.7	156.1	(27.2)
Net loss after tax	(1,127.9)	34.1	(356.4)
Reclassification of impairment of losses included in net loss	-	-	100.6
Other comprehensive income	-	(446.3)	319.7
Net gain (loss) and comprehensive loss	(1,127.9)	(412.2)	63.9
Basic/Diluted loss per share	(0.03)	(0.00)	(0.01)

(1) General and administration ("G&A") consists of general and administrative expenses and professional fees

The Company incurred net loss of $1,127,900 for the year ended December 31, 2018, compared to net income of $34,100 in 2017, and a net loss of $ 356,400 in 2016. As a result of the adoption of IFRS 9 on January 1, 2018, unrealized losses from investment are now classified as part of net loss instead of being included in Other Comprehensive Income ("OCI"). In 2018, the Company had an unrealized loss from investment of $601,300, compared to a loss of $446,300 in 2017, and a gain of $319,700 in 2016. The investment loss is due to the decline in market value from the Company's holdings in Timberline, Julian and Riverside shares. For the year ended December 31, 2018, a foreign exchange gain of $66,300 was recognized compared to a loss of $90,700 in 2017, and a gain of $8,800 in 2016. The fluctuation of foreign exchange rates through the years reflects the respective gains and losses. In addition, deferred income tax recovery also differentiated between 2016-2018. In 2018, the Company has a non-cash deferred income tax recovery of $78,700, compared to income of $156,100 in 2017 and an expense of $27,200 in 2016. The deferred income tax recovery was driven by the difference between the tax basis and accounting basis of assets and liabilities.

For the year ended December 31, 2018, the company recorded a $571,200 impairment of the El Escorpion Project due to the uncertainty of the permitting status.

The Company recognized a share-based compensation expense of $72,600 in the current year, compared to a gain of $23,600 in 2017, and an expense of $44,100 in 2016. The current year expense is due to granting incentive stock options in April 2018. The share-based compensation gain in 2017 was due to the cancellation of unvested stock options.

Consolidated quarterly loss – 8 quarters historic trend

In $000s	**3mths 31-Dec-18**	**3mths 30-Sep-18**	**3mths 30-Jun-18**	**3mths 31-Mar-18**	**3mths 31-Dec-17**	**3mths 30-Sep-17**	**3mths 30-Jun-17**	**3mths 31-Mar-17**
Exploration	(0.2)	(1.1)	(0.1)	(0.3)	(0.6)	(0.2)	(0.3)	(1.4)
Net gain (loss) before taxes	(740.3)	(162.5)	(77.0)	(226.8)	(37.0)	(71.5)	1.6	(15.1)
Deferred income tax recovery	78.7	-	-	-	156.1	-	-	-
Net (loss) income after taxes	(661.6)	(162.5)	(77.0)	(226.8)	(119.1)	(71.5)	1.6	(15.1)
Total comprehensive (loss) income	(661.6)	(162.5)	(77.0)	(226.8)	(112.4)	(352.0)	(435.3)	487.5
Basic/Diluted (loss) income per share	(0.02)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	0.00	(0.00)
Total assets	6,707.3	7,362.3	7,489.3	7,533.8	7,737.7	8,063.2	8,418.6	8,851.8

Three months ended December 31, 2018 vs. all prior quarters historically.

The Company incurred a net loss after tax of $661,600 for the three months ended December 31, 2018. The net loss is higher compared to prior quarters in 2018. The higher net loss was mainly due to a $116,300 unrealized loss on investment and an impairment of the Escorpion Project of $571,200 due to the uncertainty of the permitting status. Unrealized investment gain/loss is now classified as net loss before tax instead of other comprehensive income due to adoption of IFRS9 in January 2018. In addition, the Company recognized a $27,300 expense on share-based compensation in Q4 2018.

After regaining Talapoosa, the Company’s corporate activities focused on reviewing and evaluating the technical work undertaken by Timberline and updating the project’s database. In addition, the Company maintained its Mexican La Gitana and Rio Minas properties in good standing and coordinated due diligence activities for potential joint venture or divesture.

Total assets decreased over the past fiscal years mainly due to corporate and administrative expenses as well as the fluctuation in fair value of its long-term investments.

LIQUIDITY AND CAPITAL RESOURCES

In $000s, year ended	December 31, 2018	December 31, 2017	December 31, 2016
Cash outflows from operating activities	(40.5)	(117.8)	(198.6)
Cash inflows from financing activities	-	-	232.6
Cash flow (outflow) from investing activities	(255.8)	1,343.0	(249.2)
Net cash flows	(296.3)	1,225.2	(215.2)
Cash balance	1,072.3	1,279.6	158.3

As at December 31, 2018, the Company's net working capital was $127,300 compared to $373,800 at December 31, 2017. The declining in net working capital is due to reduction in cash balance and marketable securities to fund the Company's operating activities. Funds were primarily used to update Talapoosa's technical database and maintain the project's annual land payments and taxes. Marketable securities decreased due to volatility in the equity market.

Cash outflow from operating activities for the year ended December 31, 2018 was primarily due to updating the Talapoosa database and holding costs to maintain the Company's properties in good standing.

Cash inflow from financing activities was $nil for 2018 and 2017.

Cash outflow from investing activities for the year ended December 31, 2018 was $255,800, compared to an inflow of $1,343,000 in 2017. The expenses incurred relates to Talapoosa's taxes and property payments. The cash inflow in 2017 was from Timberline's Talapoosa option payment (US$1 million) and Riverside's option payment ($25,000).

The Company's ability to continue as a going concern is dependent on the Company's ability to raise funds. The Company has placed its mineral properties on care and maintenance until the Company can obtain additional financing.

SHAREHOLDERS' EQUITY

As at the December 31, 2018 and the date of this report the Company had 43,501,600 shares.

As at December 31, 2018 and the date of this report, the Company did not have share purchase warrants outstanding.

The following is a summary of stock option outstanding as at December 31, 2018 and as at the date of the report:

Number of options	Vested	Exercise price per share	Expiry Date
905,000	905,000	$0.25	23-Apr-19
1,500,000	-	$0.25	2-May-23
2,405,000	905,000		

REGULATORY DISCLOSURES

Off-Balance Sheet Arrangements

As at the date of this report, the Company does not have any off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions as at December 31, 2018 other than as disclosed elsewhere in this document.

Related Party Transactions

The Company's related parties include its subsidiaries, associates over which it exercises significant influence, Chesapeake, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

For the year ended December 31, 2018, there was $17,000 (December 31, 2017 - $25,000) paid to the Chief Financial Officer. As at December 31, 2018, the total accrued amount was $nil (December 31, 2017 - $nil).

For the year ended December 31, 2018, there was $62,900 (2017 - $(23,600) recovery) stock based compensation expense related to key management personnel.

As at December 31, 2018, the Company has a promissory note in the principal amount of $700,000 (plus related accrued interest) outstanding. The promissory note and accrued interest is indebted to the President of the Company. This promissory note was originally a convertible debenture in the prior year. The conversion expired January 1, 2018.

As of December 31, 2018, an amount of $1,057,500 was due to Chesapeake, the parent of the Company (December 31, 2017 - $1,036,200). These amounts are unsecured and non-interest bearing.

Financial Instruments

The following provides a comparison of carrying and fair values of each classification of financial instrument:

	December 31, 2018		December 31, 2017	
In $000s	**Carrying value**	**Fair value**	**Carrying value**	**Fair value**
Financial assets				
Cash and cash equivalents	1,072.3	1,072.3	1,279.6	1,279.6
Long-term investment	480.3	480.3	1,029.6	1,029.6
Financial liabilities				
Accounts payable & accrued liabilities	254.2	254.2	216.8	216.8
Due to related party	1,057.5	1,057.5	1,036.2	1,036.2
Promissory note	700.0	700.0	700.0	700.0

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices).

The following table sets forth the Company's assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

In '000				
	Level 1	**Level 2**	**Level 3**	**Total December 31, 2018**
Cash	$ 1,072.3	$ -	$ -	$ 1,072.3
Long-term investment	480.3	-	-	480.3
	$ 1,552.6	$ -	$ -	$ 1,552.6

In '000				
	Level 1	Level 2	Level 3	Total December 31, 2017
Cash	$ 1,279.6	$ -	$ -	$ 1,279.6
Long-term investment	1,029.6	-	-	1,029.6
	$ 2,309.2	$ -	$ -	$ 2,309.2

Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its resource properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

In the management of capital, the Company includes the components of shareholders' equity as well as cash and investments.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debts, acquire or dispose of assets or adjust the amount of cash and cash equivalents, and investments.

In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments, such as Canadian Government treasury bills, banker's acceptances or Guaranteed Investments Certificates, with initial maturity terms less than one year from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

Significant Accounting Policies

Please refer to the audited annual financial statements for the year ended December 31, 2018 which was filed on SEDAR.

RISKS AND UNCERTAINITIES

The Company is in the business of acquiring, exploring and developing gold and silver properties. The Company is exposed to a number of risks and uncertainties that are common to other resource exploration companies in the same business.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

Early Stage – Need for Additional Funds

Gunpoint has no history of profitable operations and its present business is at an early stage. The Company anticipates that it may make substantial capital expenditures for the acquisition, exploration, development and production of its mineral properties in the future. The Company currently has no revenue and may have limited ability to expend the capital necessary to undertake or complete future exploration or development programs. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that Gunpoint will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its properties.

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

The Company does not have any operating mines at present. All the Company's properties are in the exploration stage. There is no assurance that a commercially viable mineral deposit exists on any of the Company's properties and substantial additional work will be required in order to determine the presence of any such deposit.

All of the mineral claims to which Gunpoint has a right to acquire an interest are in the exploration stages only, and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

There is no assurance that Gunpoint's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of Gunpoint's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome.

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. Operations in which Gunpoint has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages.

Although Gunpoint maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event Gunpoint could incur significant costs that could have a materially adverse effect upon its financial conditions.

Supplies, Infrastructure, Weather and Inflation

Gunpoint's property interests are often located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. Power may need to be generated on site.

Due to the partial remoteness of its exploration projects, Gunpoint may be forced to rely on the accessibility of secondary roads and air transport for the supply of goods and services.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of Gunpoint may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond Gunpoint's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

Title Risks

Although Gunpoint has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Gunpoint's mineral property interests may be subject to prior unregistered agreements, or transfers, or indigenous claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

Gunpoint's operations are subject to various laws and regulations in the various jurisdictions in which the Company operates that govern the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters.

Environmental legislation provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Gunpoint intends to fully comply with all environmental regulations.

The current operations of Gunpoint require permits from various United States, Mexican, and Guatemalan domestic authorities and such operations are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental, mine safety and other matters.

Gunpoint believes that it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which Gunpoint may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases, and Gunpoint competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect Gunpoint's ability to acquire suitable properties or prospects in the future.

Gunpoint may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, Gunpoint may not be able to finance the expenditures required to complete recommended programs.

Economic Conditions

Unfavourable economic conditions may negatively impact Gunpoint's financial viability. Unfavorable economic conditions could also increase Gunpoint's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact any of the availability of credit facilities to the Company.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of Gunpoint could result and other persons would be required to manage and operate Gunpoint.

FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking statements and information herein include, but are not limited to, statements regarding prospective metal production, timing and expenditures to develop the properties, mineral resources, grades and recoveries, cash costs per ounce, capital and operating expenditures and sustaining capital and the ability to fund mine development. The Company does not intend to, and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable law.

Forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and its operations to be materially different from those expressed or implied by such statements. Such factors include, among others: ability to finance mine development, fluctuations in the prices of metals, fluctuations in the currency markets (particularly the Mexican peso, Canadian dollar and U.S. dollar); changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in Canada, the United States and Mexico; operating or technical difficulties in mineral exploration, development and mining activities; risks and hazards of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological conditions, pressures, cave-ins and flooding); inadequate insurance, or inability to obtain insurance; availability of and costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, diminishing quantities or grades of mineral reserves as properties are mined; risks in obtaining necessary licenses and permits, and challenges to the Company's title to properties.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

Other technical information

Mr. Todd McCracken (P. Geo) of Tetra Tech is the Qualified Person as defined by NI 43-101 and is responsible for technical information in the updated Resource Estimate for Talapoosa.