RATHDOWNEY RESOURCES LTD.

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021

MANAGEMENT'S DISCUSSION AND ANALYSIS

1 DATE

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidate interim financial statements (the "Financial Statements") of Rathdowney Resources Ltd. (the "Company" or "Rathdowney") for the nine months ended September 30, 2021, that are publicly available at www.sedar.com.

This MD&A is prepared as of November 24, 2021. All currency amounts stated herein are expressed in Canadian dollars, unless otherwise specified. For dollar amounts, "$" refers to Canadian dollars and "US$" refers to United States dollars.

Cautionary Comments

This discussion includes certain statements that may be deemed "forward-looking statements." All statements in this discussion, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Assumptions used by the Company to develop forward-looking statements include the following: the Company's Project Olza in Poland will obtain all required environmental and other permits and all land use and other licenses, studies and development of Project Olza will continue to be positive, and no geological or technical problems will occur. This discussion also includes the results of a Preliminary Economic Assessment of Project Olza. Additional information on assumptions for the Preliminary Economic Assessment is available in the Technical Report, effective date December 31, 2014 (full reference in section 2.1 below).

The Preliminary Economic Assessment was prepared to quantify the project's capital and operating cost parameters and to provide guidance on the type and scale of future project engineering and development work that will be needed to ultimately define the project's likelihood of feasibility and optimal production rate. The following are the principal risk factors and uncertainties that, in management's opinion, are likely to most directly affect the conclusions of the Preliminary Economic Assessment and the ultimate feasibility of the project. The Preliminary Economic Assessment is based on the inferred resources estimated by Hunter Dickinson Services Inc. and audited by SRK Consulting (UK) Ltd. Additional drilling, process tests and other engineering and geological work will be required to estimate indicated or measured mineral resources at Project Olza and if an economically exploitable reserve can be established. Final feasibility work has not been completed to confirm the underground design, mining methods, and processing methods assumed in the Preliminary Economic Assessment. Final feasibility could determine that the assumed underground design, mining methods, and processing methods are not correct. Construction and operation of the mine and processing facilities depends on securing environmental and other permits on a timely basis. No permits have been applied for and there can be no assurance that required permits can be secured or secured on a timely basis. Cost estimates have been developed in part based on the expertise of the individuals participating in the preparation of the Preliminary Economic Assessment and on costs at projects believed to be comparable, and not based on firm price quotes. Costs, including design, procurement, construction, and on-going operating costs and metal recoveries could be materially different from those contained in the Preliminary Economic Assessment. There can be no assurance that mining can be conducted at the rates and grades assumed in the Preliminary Economic Assessment. Energy risks include the potential for significant increases in the cost of fuel and electricity. The Preliminary Economic Assessment assumes specified, long-term prices levels for zinc and lead. Prices for these commodities are historically volatile, and Rathdowney has no control of or influence on those prices, all of which are determined in international markets. There can be no assurance that the prices of these commodities will continue at current levels or that they will not decline below the prices assumed in the Preliminary Economic Assessment. The project will require major financing, probably a combination of debt and equity financing. Interest rates are at historically low levels. There can be no assurance that debt and/or equity financing will be available on acceptable terms. A significant increase in costs of capital could materially and adversely affect the value and feasibility of constructing the project. Other general risks include continuity of mineralization, those ordinary to large construction projects including the general uncertainties inherent in engineering and construction cost, the need to comply with generally increasing environmental obligations, and accommodation of local and community concerns, potential environmental issues or liabilities associated with exploration, development and mining activities, exploitation and exploration successes, delays due to third party opposition, and changes in government policies regarding mining and natural resource exploration and exploitation. The Company is also subject to the specific risks inherent in the mining business, as well as general economic and business conditions, as well as risks relating to the uncertainties with respect to the effects of COVID-19. For more information on the Company, investors should review the Company's filings that are available at www.sedar.com.

Cautionary Note to US Investors Concerning Estimates of Inferred Resources

The following section uses the term "inferred resources", a term that is recognized under the Standards of the Canadian Institute of Mining and Metallurgy ("CIM Standards") as required by Canadian regulations under National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101"). The United States Securities and Exchange Commission (the "SEC") has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC under the U.S. Exchange Act, effective February 25, 2019, that adopt definitions of the terms and the categories of resources which are "substantially similar" to the corresponding terms under Canadian regulations in NI 43-101. Accordingly, there is no assurance any mineral resources that we may report as "inferred mineral resources" under NI 43-101 would be the same had we prepared the resource estimates under the standards adopted under the SEC Modernization Rules. Also, under Canadian rules, estimates of an inferred resource may not form the basis of economic studies, except as part of a Preliminary Economic Assessment as defined by NI 43-101.

2 OVERVIEW

Rathdowney is focused on advancing the Olza zinc-lead-silver project ("Project Olza" or the "Project") in Poland. The Company holds a 100% interest in Project Olza through its wholly owned subsidiary, Rathdowney Polska Sp z o.o.

Project Olza is located in the Upper Silesian Mineral District in southwestern Poland, a region with a long mining history and well-established infrastructure to support mine development.

Rathdowney acquired the project in 2010 because of the potential for significant zinc and lead deposits show by the results from previous core drilling programs by Polish State companies (including the Polish State Geological Institute or "PSGI"). The PSGI is a technically-based government organization that completed several phases of core drilling and estimates of the zinc and lead resources in the region (for further details see *Additional Potential – Historical Estimates*).

Upon securing of the right to explore the property, Rathdowney completed confirmatory drilling, analytical, stratigraphic and mineralization analyses, and other technical studies at Project Olza over several years, including a mineral resource estimated under National Instrument 43-101 ("NI 43-101") in 2014 (see *Mineral Resources* below) for a portion of the area drilled by PSGI.

Positive results from a Preliminary Economic Assessment ("PEA")[1] were announced in 2015 for a 6,000 tonnes per day ("tpd") underground mine with on-site processing facilities at Project Olza. The PEA forecasts an after-tax Internal Rate of Return ("IRR") of 30%, a US$170 million Net Present Value ("NPV") and a 2.4-year payback of the capital cost of development. A highlight from the PEA is the estimated operating free cash flow of US$125 million per year in the first three years of operation.

Since that time, the Company has progressed with additional core drilling for geotechnical and resource information; extensive geological interpretation, project design engineering; extensive multi-year hydrology studies; plant evaluations; infrastructure assessment (power, roads, etc.); studies of the existing community setting and local socioeconomic fabric; and extensive multi-year environmental and land use planning and zoning assessments to prepare Project Olza for the environmental assessment and mine permitting processes in Poland.

The Company's objective is to obtain a Mining License for the Project. As part of that milestone, Rathdowney has been working toward the following:

- Completion of an Environmental Impact Assessment ("EIA");
- Submission and approval of a Land Re-Zoning Application; and
- Completion of a Project Development Report ("PZZ").

Environmental documentation for the EIA is well advanced, and work toward a PZZ is underway; however, restrictions related to the COVID-19 pandemic have impeded progress on the Company's work plan since early 2020. The Company plans to resume work as vaccination efforts expand.

Management has continued to secure additional financing to support the Mining License work plan. In August 2021, the Company announced completion of the first tranche of a private placement financing, for gross proceeds of $1,008,770. On October 26, 2021, the Company completed the second tranche of the private placement for a gross proceeds of $855,000.

2.1 Project Olza

Poland, the Country

Poland is the eighth largest economy in the European Union ("EU"), with a market of some 38 million consumers. It has had continuous GDP growth since 1992; Poland's growth was 3.3% in 2017 and 5.2% in 2018. Although economic conditions in 2020 and early 2021 have been affected by uncertainty related to the COVID-19 pandemic, Poland had one of the gentlest slowdowns among EU member states and positive growth is projected for 2021[2].

[1] Further details in Section 2.1, *Preliminary Economic Assessment* below.
[2] https://www.thefirstnews.com/article/poland-has-among-lowest-govt-local-govt-deficits-in-eu---minfin-19640

Poland's sovereign credit risk is rated by Moody's as A2 Stable, and S&P has upgraded its foreign currency rating from BBB+ to A-, while the local currency rating has been upgraded from A- to A. The country also has a low corporate tax rate (19%).

Poland has a well-established mining industry with a long history of operations, including production of zinc and copper on a large scale. There is a well-defined legal framework and legislated permitting process for mining projects.

Project Olza, Poland

Project Olza comprises concessions in a relatively flat-lying, partially forested region of southwestern Poland. Located in Poland's Upper Silesian Mining District, Project Olza deposits are along strike from the long-life Pomorzany zinc-lead mine, a 7,000 tpd underground operation that utilizes a Room and Pillar mining method, producing some 90 Mt of Zn-Pb over 40 years[3]. This District also hosts the past producing Olkusz and Boleslaw mines.

Infrastructure in the immediate vicinity of the Project Olza site is exceptional: it includes power, water, paved highways and railway lines to support mine development. There is also a locally-based, skilled workforce, including experienced miners and others in a multitude of trade disciplines that are necessary for operations. Accommodations for construction and future mine operation workers are plentiful in the region, negating the need to develop fly-in/fly-out construction camps or town-site facilities for mine operations as required in less-developed regions of the world. Additional infrastructure, such as local roads and a rail siding, would be part of the development at Project Olza. New local revenues from the development could support expanded services for schools, and other community projects such as environmental and historical restoration. The Project Olza site is a one-hour drive by major roads from Krakow and Katowice, two cities with full services, including international airports. The ZGH Boleslaw smelting complex is located some 25 kilometres to the south. In addition, a railway line with up to eight sidings runs through the project-area, connecting the site to the national rail system and providing rail access to the local treatment facilities as well as other smelters through ports on the Baltic Sea.

Project History

The PSGI identified significant Mississippi Valley Type ("MVT") zinc-lead deposits through drilling carried out in the area of Project Olza during the 1950s to 1980s. The PSGI also completed several historical estimates of the zinc-lead resources, reported under the Polish classification system.

Rathdowney began work at Project Olza in 2011, and completed an initial phase of work, encompassing confirmatory core drilling in a portion (~30%) of the area drilled historically by PSGI on the Olza property, as well as other technical studies. In 2014, Rathdowney announced an estimate (reported in accordance with NI 43-101) of significant mineral resources in the area of its initial core drilling, comprising 24.4 million tonnes in the inferred category grading 7.02% Zn+Pb[4] (at a 2.0% Zn

[3] www.geoportal.pl
[4] For individual grades and other details, see the table Project Olza – Inferred Mineral Resources.

cut-off, further details in *Mineral Resources* below). Preliminary metallurgical test work on core from the drill-area showed that standard flotation treatment would produce high quality zinc and lead concentrates typical of MVT deposits, with the added benefit of a low iron content – a characteristic in high demand by domestic and international smelters. This work was followed up by a PEA under 43-101 of an initial plan for a mine development announced in 2015. The 2015 PEA forecasts strong potential financial returns of 30% after-tax IRR and US$170 million NPV at an 8% discount rate, and US$219 million at a 5% discount rate[5] for a 6,000 tpd underground mine and conventional milling operation. Operating free cash flow in the first three years of operation is estimated to be +/- US$125 million per year (US$375 million, cumulatively) – an exceptionally high number for a single mine. Further details are provided in the *Preliminary Economic Assessment* section below.

From 2016-2019, Rathdowney focused on advancing extensive environmental and other data collection across a range of topics, including natural species, water chemistry, seasonal water flow, atmospheric studies and soil chemistry. The Company also completed additional drilling, geological documentation, and other requirements to support Poland's permitting process as well as engineering studies to move Project Olza through the PZZ and toward development. Core drilling in 2014-2015 provided key engineering data and indicated the potential to increase the announced resources. Beginning in 2016, the Company also conducted detailed studies at selected sites, including collection of more environmental and engineering data in areas of potential development. Several sites will be reviewed to assess their suitability for the development of facilities.

Mineral Resources

The current mineral resource, as estimated and reported under Canadian regulation NI 43-101[6], is based on Rathdowney and Polish State drilling (including historical data received to July 16, 2014 - the effective date), along a portion of a mineralized trend on the Zawiercie and Rokitno concessions. Results of the estimate at a range of cut-offs are tabulated below.

[5] Chris Bray, SRK, July 2019, Memorandum on Discount rate for Olza PEA (effective date 31 December 2014) Management believes that the numerous positive attributes of Project Olza, make a 5% discount rate to be of interest, and allows for Olza to be compared with other similar development projects around the world – many of which have been assessed at several discount rates.

[6] **NI 43-101:** Canadian public companies are required to report mineral resource and mineral reserve estimates, economic studies of mine development and other technical information in compliance with NI 43-101. NI 43-101 definitions for measured, indicated and inferred mineral resources and proven and probable mineral reserves conform to those of the Committee for Mineral Reserve Reporting Standards (CRIRSCO), like those currently used in many countries in Europe (Pan European Code), as well as those used in Australia, Chile, South Africa, the United States and Russia. Mineral reserves are defined by Prefeasibility or Feasibility studies of measured and indicated resources. A Preliminary Economic Assessment is a study, other than a pre-feasibility or feasibility study that includes an economic analysis of the potential viability of mineral resources and can be based on measured, indicated and inferred resources.

Project Olza – Inferred Mineral Resources						
Cutoff Zn%	**Tonnes (millions)**	**Zn (%)**	**Pb (%)**	**Zn+Pb (%)**	**Contained Zn (millions lb)**	**Contained Pb (millions lb)**
2.0	**24.4**	**5.53**	**1.49**	**7.02**	**2,975**	**802**
3.0	18.8	6.43	1.59	8.02	2,660	658
4.0	14.1	7.42	1.70	9.12	2,304	528
5.0	10.4	8.44	1.81	10.25	1,944	417

Notes: Contained metal based on 100% recovery.

Sample preparation and assaying of Rathdowney drill holes used for the estimate were done at ISO 17025:2005 accredited Omac Laboratories Ltd. (Stewart Group/ALS Laboratory Group) in Loughrea, Ireland. Further details are provided in the 2015 Technical Report and on the Company's website at www.rathdowneyresources.com.

David Gaunt, P.Geo, a qualified person not independent of the Company is responsible for the estimates.

The estimate at the 2% Zn cut-off was audited, verified, and restated at February 2015 by independent qualified person L. Roberts, MAusIMM (CP) of SRK Consulting (UK) Ltd. and used for the PEA.

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

Additional Potential

Historical Estimates

The extensive core drilling by the Polish government documented widespread zinc-lead mineralization outside of the current resource-area.

Estimates of the zinc-lead deposits in the central area of Rathdowney's ground were completed by the PSGI as tabulated below.

The total of the 1990 historical estimates for two deposits known as Zawiercie I and II is some 77 million tonnes grading 6.15% Zn+Pb in the C1/C2 categories.

Deposit	Year of Estimate	Category	Tonnes (millions)	Zn (%)	Pb (%)	Zn+Pb (%)
Zawiercie I	2008	C1+C2	17.0	5.8	2.32	8.12
Zawiercie II	2008	C1+C2	2.9	6.98	2.48	9.46
Zawiercie I	1990	C1	34.5	4.92	1.98	6.89
Zawiercie II	1990	C2	42.6	2.56	2.99	5.55

References:
1990 Estimates: S. Przenioslo, B. Bak, B. Radwanek-Bak, T.Smakowski - "Analiza gospodarki rudami cynku i olowiu w Polsce (wg. stanu na koniec 1990 roku)", Panstwowy Instytut Geologiczny, Warszawa 1992.
2008 Estimates: ZAWIERCIE I: (2008) Przenioslo S. et al. - Dodatek nr 1 do dokumentacji geologicznej złoża rud cynku i ołowiu "Zawiercie I" w kat.C1+C2 w miejsc. Zawiercie (Dokumentacja Zloza), Panstwowy Instytut Geologiczny, Warszawa, 6006/2008.
ZAWIERCIE II: (2008) Przenioslo S. et al. - Dodatek nr 4 do dokumentacji geologicznej złoża rud cynku i ołowiu "Zawiercie" obszar "Zawiercie II" w kat.C1+C2 w miejsc. Ciągowice, Poręba, Rokitno Szlacheckie. (Dokumentacja Zloza), Panstwowy Instytut Geologiczny, Warszawa, 6004/2008

The PSGI estimates are based on the Polish resource classification system. C1 aligns approximately with a measured to indicated classification under CIM Standards and C2/D with an indicated to inferred classification.[7] The results from the 2008 and 1990 estimates vary primarily because of the different estimation methods used. The estimates obtained from reports prepared by the PSGI are historical in nature and do not qualify as mineral resources under CIM Definition standards and NI 43-101 rules, and are to be taken solely as an indication of the exploration potential of the project. A qualified person under 43-101 rules has not done sufficient work to classify the estimates as current mineral resources and the Company is not treating them as current; however, these results highlight the excellent resource expansion potential of the Olza project.

Rathdowney's Drilling

Rathdowney's diamond drill core testing only covers approximately 30% of the area drilled by PSGI and, as such, the Company believes that there is excellent potential to increase the mineral resources with additional drilling in the remaining 70%. In the areas where Rathdowney carried out confirmatory core drilling in 2011-2013 and 2014-2015[8], there has been good correlation with results from historical core drilling that supports additional resource potential. Rathdowney's 2014-2015 core drill program, completed subsequent to the Mineral Resource estimate and PEA, involved additional testing at Zone 5, one of the zones that comprise the current resource. The results from the Zone 5 drilling program (reported in the Company's news releases and MDAs in 2015) confirm the potential in Zone 5 to add to the overall resource base of Project Olza.

During historical drilling by the Polish State, drill core samples were not analyzed for silver and, as a result, silver was not included in the above Mineral Resource or the historical estimates, and no economic value was ascribed to it in the PEA. All of Rathdowney's drilling has included analysis for silver and returned significant results. These results, as well as those from the metallurgical testing, indicate that there is an opportunity to recover silver and add value to the Project and potentially to the PEA results with its already high operating free cash flow estimates.

Exploration Target

Rathdowney commissioned a geostatistical Exploration Target Range ("ETR") Study[9] of the overall resource potential in the area historically tested by the Polish Government Survey in 2019. The results are described as an Exploration Target as defined under 43-101. The goal of the ETR study was to establish the exploration target range for the area outside of the current resources, so that project development planning can take into account this potential resource expansion. The exploration target area of interest is inside the Zawiercie and Rokitno Exploration Permits

[7] Henley, Mining Journal, August 2004, "Reconciliation of Russian and International Reporting System", as referenced in Slowey, E., PGeo EurGeol, December 2010, "43-101 Technical Report for Rathdowney Resources Ltd, Rokitno & Zawiercie Zinc-Lead Projects, Poland". The Polish resource classification system is very similar to the Russian classification system in use at the time.
[8] For drilling at Zone 5 in 2014-2015 (after the 2014 resource estimate), sample preparation was done at Bureau Veritas (Acme) in Krakow, Poland and analysis at the Acme laboratory in Vancouver, BC.
[9] *Olza Project Exploration Target Range (ETR) Study*, unpublished internal report", by R. Mohan Srivastava and David Gaunt, (2019). Mr. Gaunt is a qualified person ("QP") that is not independent of the company and Mr. Srivastava is an independent QP.

(concessions) and substantially overlaps the area of historical estimates but is outside the area covered by the current mineral resource (tabulated above) and a buffer zone surrounding the current resource.

The results indicate an exploration target of additional potential (above the current mineral resource) of 54 to 92 million tonnes grading 3.9%-5.2% zinc and 1.0%-3% lead, between the 90% and 10% confidence levels as estimated by a conditional simulation.[10]

While recognized under NI 43-101, the ETR is conceptual in nature and is not a mineral resource estimate. There is no guarantee that future drilling will be done or, if done, that it will lead to a resource estimate in this range.

Nevertheless, the ETR, as with the previously mentioned results of PSGI historical work, indicates there is excellent potential to increase the mineral resources at Project Olza.

Preliminary Economic Assessment

The Project Olza PEA forecasts an after-tax internal rate of return of 30% with a 2.4-year payback of initial capital, a net present value of US$170 million at an 8% discount rate (US$219 million at a 5% discount rate) and an operating free cash flow of US$125 million per year in the first three years of operation for a conventional Room and Pillar underground mine, producing at a rate of 6,000 tpd or 2.16 million tonnes per year[11]. The operation would include an on-site processing facility that utilizes conventional crushing, semi-autogenous grinding, and ball milling followed by standard flotation treatment to produce two marketable, low iron, zinc, and lead concentrates that could be shipped on existing rail lines to smelters in Poland or elsewhere in Europe. The Company has no plans to construct a smelter at site.

The estimated initial capital cost for the Project Olza operation as described in the PEA is US$227 million with a sustaining capital cost of US$51 million. The total operating costs were estimated to

[10] The ETR was derived by completing a series of 100 equally plausible conditional simulations using standard geostatistical estimation techniques and using all drill data as input. A histogram of the tonnage and grade values from these simulations was completed, and the 10th and 90th percentile selected as the ETR bounds.

[11] Project Olza PEA Assumptions and Inputs:

- Base Case metal prices used for zinc were US$ 1.10/lb in Year 1 and 2 and US$ 1.00/lb in remaining Life of Mine ("LOM"); and for lead are US$1.09/lb in Year 1, US$1.00/lb in Year 2 and USD 0.95/lb in remaining LOM. Assumptions are based the median price forecast among over 30 independent banks and investment dealers specialized in commodity market analysis. Market prices as of the date of this MDA are zinc US$1.56/lb and lead US$1.05/lb.
- Corporate income taxes assumptions are consistent with current and anticipated laws in Poland, including 19% statutory income tax rate. Royalties payable to the state treasury are consistent with the existing royalty structure in Poland as of the effective date of December 31, 2014.
- Additional details on the PEA can be obtained in the report, *NI 43-101 Technical Report on the Preliminary Economic Assessment of the Project Olza Zinc-Lead Project*, *Poland* by C. Bray, MAusIMM (CP), L. Roberts, MAusIMM (CP), C. Bonson, EurGeol, PGeo., H. El Idrysy, CGeol, FGS, and K. Czajewski, PEng, of SRK Consulting (UK) Limited and L. Melis, PEng, of Melis Engineering Ltd, effective date December 31, 2014, which is filed on the Company's profile at www.sedar.com.

be US$69.88/t, including an on-site (infrastructure, mining and milling) cost of US$47.42/t and an off-site (TC/RCs, transportation, handling and freight) cost of US$22.47/t.

Estimated life of mine production is tabulated below.

Description	**Units**	**Value**
Run of Mine Mill feed	Mt	16.1
Zinc Grade	%	4.98
Lead Grade	%	1.50
Recovery		
Zinc	%	89.0
Lead	%	88.5
Zinc concentrate	kt dry	1,275
Recovered Zinc	Mlb	1,574
Payable Zinc	Mlb	1,338
Lead concentrate	kt dry	307
Recovered Lead	Mlb	473
Payable Lead	Mlb	449

k – thousands; M – millions; t – tonnes; lb - pounds

The PEA forecasts production over a project life of eight years based on the initial mineral resource in the area of Rathdowney's 2011-2013 drilling. The excellent opportunities to increase mineral resources and significantly extend the project life are shown by the previous drilling by PSGI and additional drilling by Rathdowney, described in the *Additional Potential* section (above).

The PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves as defined under NI 43-101 regulations for Canadian Public Companies. There is no certainty that the PEA will be realized.

Technical Information in this MD&A was reviewed and approved by David J. Copeland, P.Eng., a qualified person. Mr. Copeland is Rathdowney's Chairman and Interim CEO, and a director of the Company.

Environment and Permitting

The objective of Rathdowney's environmental program is to assess the existing conditions in the area of Project Olza to provide the necessary data for an Environmental Impact Assessment and mine design and planning activities. The work has included studies of flora and fauna, surface, and ground water quality and quantity, hydrology, climate, air quality and soil conditions in the Project area.

As part of the Company's environmental, permitting, and technical activities, the Company's staff in Poland is proactive in keeping the local commune councils apprised of Project activities and, in turn, keeping apprised of changes, if any, in legislation or community land use plans that may affect the Project. The Company also ensures that all physical operations are planned and undertaken in a manner ensuring that any potential activities affecting environmental settings are identified and assessed, and appropriate actions taken to avoid or mitigate them.

Flora and fauna baseline studies over a broad area (approximately 250 square kilometres) began in 2015. Air quality, climate, and soil studies were also done. A detailed hydrological study was conducted involving collection of data on surface and groundwater studies. Data collection has been carried out over multiple years to ensure representative field data and be able to assess and plan for the variations in climate, return periods etc., to help to ensure that pre-existing and expected conditions are understood and accommodated, where necessary, in the mine design. Supplemental to broader area studies, work during 2016 through 2019, has also focused on collection of more detailed seasonal environmental baseline data for the EIA report and engineering information for proposed project development sites to be included in the Project PZZ. An annexure of geological and technical information to the geological documentation originally submitted and accepted in 2014 was completed and accepted in 2019.

With COVID-19 sweeping through the region and corresponding restrictions instated in early 2020, the work plan has not been significantly advanced over the past two years. The Company plans to resume work as the situation stabilizes.

Work toward completion of the EIA report continued in 2021 but did not advance as anticipated. As a result, submission for formal government review is anticipated in 2022.

The PZZ contains the information on which a decision to grant a mining license is based, with a focus on operational parameters, mining techniques, staffing, and related service requirements. The EIA, and land use change documents also form part of the submission. As with the EIS, work did not advance as expected in 2021, and the Project Olza PZZ is now targeted for completion in 2022.

Community Engagement

Engaging with the local communities and interfacing with other project stakeholders are critical components of Rathdowney's ongoing work in support of its technical programs. Rathdowney began community engagement activities in 2010, and has held some 2,150 documented meetings with individual landowners, community groups, and representatives of local, regional, and national governments.

The key objective of Rathdowney's community engagement is to ensure timely, transparent, and factual communication of the Company's activities and plans going forward, and to do so on an ongoing basis so the various stakeholders are appropriately informed. The experienced local team discusses the plans for, and results of, exploration and conceptual development programs as well as proposals for advancement of Project Olza.

Another important objective of the proactive engagement program is to explain in "clear language" for the general public that the Company employs best practises, utilizing current technology, in development and site activities and how this will be undertaken during all phases of the project. Key areas of focus include how the Company conducts environmental planning and monitoring and integrates high standards that consider the safety of the site team, any future construction and operations teams, and the residents in the surrounding communities.

In applying best practises concerning health, safety, environmental planning work and site activities, the Company ensures it is in compliance with all government regulations in all areas of its activities. The technical team confers on a regular basis with all local and national agencies.

2.2 Other Interests

Properties in Ireland

Rathdowney carried out exploration work (2008-2011) on properties located in the Irish Midlands lead-zinc district. Rathdowney optioned the Irish properties to Teck Ireland Ltd. ("Teck Ireland"), a subsidiary of Teck Resources Limited, in 2012. Teck Ireland exercised the option and acquired a 100% interest in the properties in August 2016. Rathdowney retains a 2% NSR royalty on minerals extracted from the remaining Prospecting Licences (PL3664, PL3665, PL3991 and PL3992) that comprise the properties.

2.3 Financing

August 2021 Private Placement

On July 29, 2021, Rathdowney announced that it planned to complete a private placement ("August 2021 private placement") for proceeds of up to $2 million.

On August 06, 2021, Rathdowney closed the first tranche of the August 2021 private placement, issuing 28,821,996 common shares of the Company at a price of $0.035 per share for a gross proceeds of $1,008,770.

On October 26, Rathdowney closed the second tranche of the August 2021 private placement, issuing 24,428,571 common shares at $0.035 per share for a gross proceeds of $855,000. Certain directors converted existing loans into the private placement; as a result some $500,000 of the private placement did not involve the issuing of warrants.

The common shares were issued as part of a unit ("2021 Unit") private placement. Each 2021 Unit is comprised of one common share (a "Share") of the Company plus one common share purchase warrant (a "2021 Warrant"). Each 2021 Warrant can be exercised for a five year period from the Closing Date (as hereinafter defined) at $0.10 per 2021 Warrant Share (as hereinafter defined). In the event that the closing price of the common shares of the Company is at or above $0.20 per share for a period of 10 consecutive trading days during the warrant exercise period (with the 10th such trading day hereafter referred to as the "Eligible Acceleration Date"), the warrant expiry date shall accelerate to the date that is 60 days after the Eligible Acceleration Date.

The 2021 Units, Shares and Warrant Shares will be subject to applicable resale restrictions, including a four month hold period from date of closing of the offering under applicable Canadian securities laws. A cash fee of up to 6% is payable on a portion of the private placement. Completion of the Offering is subject to regulatory approval, including approval of the TSX Venture Exchange.

Proceeds will be used to advance permitting and engineering activities on the Company's Olza zinc-lead-silver project in Poland, as well as for general corporate working capital purposes.

April 2020 Private Placement

On April 21, 2020, Rathdowney announced that it planned to complete a private placement (“2020 private placement”) of up to approximately 33,333,333 units (“Units”) of the Company at a price of $0.09 per 2020 Unit (the "Issue Price") for proceeds of up to approximately $3 million.

Each Unit is comprised of one common share (a “Share”) of the Company plus one common share purchase warrant (a “2020 Warrant”). Each 2020 Warrant can be exercised for a five year period from the Closing Date (as hereinafter defined) at $0.11 per 2020 Warrant Share (as hereinafter defined). In the event that the closing price of the common shares of the Company is at or above $0.15 per share for a period of 10 consecutive trading days during the warrant exercise period (with the 10th such trading day hereafter referred to as the "Eligible Acceleration Date"), the warrant expiry date shall accelerate to the date that is 60 days after the Eligible Acceleration Date.

On April 29, the Company closed the first tranche of the 2020 private placement, issuing 13,402,491 Units for gross proceeds of $1,206,224. Certain directors converted existing loans into the private placement, of which $520,970 did not receive warrants.

On May 20, the Company closed the second tranche of the 2020 private placement, issuing 1,555,000 Units for gross proceeds of $139,950.

Proceeds have been used to advance permitting and engineering activities in Poland as well as for general corporate working capital purposes.

Loans and Advances

2021

Certain directors participated in the *August 2021 Private Placement* (see above) were issued common shares based on the loan amounts owed to them.

2020

During the nine months ended September 30, 2020, the Company entered into certain unsecured loan agreements with certain of its directors for an aggregate value of $214,800 bearing interest at 5% per annum for a two-year term.

On April 30, 2020, certain directors participated in the private placement. The loans and interest amount owing to them was the consideration for the shares subscribed for.

2019

During the year ended December 31, 2019, the Company entered into certain unsecured loan agreements with certain of its directors for an aggregate value of $1,469,097, bearing interest at 15% per annum for a two-year term. On April 1, 2019, the interest rate decreased from 15% per annum to 5% per annum.

2018

During the year ended December 31, 2018, the Company entered into unsecured loan agreements with certain of its directors for an aggregate principal sum of $624,200. The loans are repayable in two years and bear interest at a rate of 15% per annum. The aforementioned loan agreements were amended on April 1, 2019, decreasing the interest rate from 15% to 5% per annum. The Company also entered into an unsecured loan agreement with an arm's length party for a principal amount of $100,000. The loan has a two-year term and bears interest at a rate of 15% per annum. In connection with the loan, the Company issued 833,333 share-purchase warrants, each entitling the holder to acquire one common share of the Company for two years at an exercise price of $0.12 per share. The share-purchase warrants expired on July 09, 2020. In November 2018, the total loan amount (inclusive of interest) of $106,000 was transferred from the arm's length party to a related party.

2.4 Market Trends

Although dampened by trade wars in 2018 and 2019, zinc demand is forecasted to rise over the longer term, and draw down stocks. As a large-scale advanced stage project located in the heart of Europe, Project Olza is well-positioned, allowing easy access to smelter and potential end users of zinc.

Zinc prices were generally strong for two to three years to 2018, reaching over US$1.60/lb in early 2018. Prices were variable in 2019 and into early 2020. Zinc prices were on a downtrend and were impacted by the economic uncertainty related to COVID-19 in early 2020, but trended upward for the remainder of the year. Prices were variable in 2021, then stabilized in Q3 before increasing in October 2021. A recent closing price is US$1.56/lb.

Lead prices began to increase in 2016. Following a period of variability in the first part of 2017, prices trended upward through early 2018, reaching $1.18/lb. Lead prices were variable for the remainder of 2018 then decreased later in the year. Prices were variable throughout 2019 and into 2020. Prices dropped significantly in March in response to economic uncertainty related to COVID-19, then started an upward trend. Prices dropped slightly in October 2020, then increased through March 2021 when they again dropped. Prices have increased in April 2021 but have been variable since that time. A recent closing price is US$1.05/lb.

Silver prices were variable to increasing during most of 2016 and 2017. Prices declined in late 2017 but recovered in January 2018, and then were variable for the rest of the year, with a decrease in the average annual price in 2018. Prices were variable for most of 2019, but stabilized in November and December. Prices increased in early 2020, then dropped significantly in March in response to economic concerns related to COVID-19 but rebounded quickly. Prices then trended upward, with a particular increase in the latter part of July 2020. Prices have been variable in 2021. A recent closing price is US$23.82/oz.

Average annual prices over the past five years as well as the average prices so far in 2021 for zinc, lead, and silver are shown in the table below:

	Zinc US$/lb	Lead US$/lb	Silver US$/oz
2016	0.95	0.85	17
2017	1.48	1.13	16
2018	1.28	1.02	16
2019	1.16	0.91	16
2020	1.03	0.88	20
2021 (to the date of this MDA)	1.34	1.00	25

Source: www.metalprices.com, now part of Argus Metals at www.argusmedia.com

2.5 Legal

No lawsuits or legal issues are lodged against Rathdowney or Project Olza at the current time, or have been since the Company's inception. It is the Company's philosophy to proactively, and progressively address all actions of a potential legal nature in a timely fashion.

3 Selected Annual Information

Not required for interim MD&A

4 Summary and Discussion of Quarterly Results

All monetary figures in the following table are expressed in thousands of Canadian dollars, except per-share amounts. Small differences are due to rounding.

Summary of quarterly results	Sep 30 2021	Jun 30 2021	Mar 31 2021	Dec 31 2020	Sep 30 2020	Jun 30 2020	Mar 31 2020	Dec 31 2019
Exploration expenses (1)	$ 404	$ 388	$ 320	$ 424	$ 397	$ 364	$ 304	$ 367
Administrative expenses (1)	174	163	179	148	174	243	201	239
Share based payments	18	20	20	20	26	56	–	22
Operating loss	596	571	519	592	597	663	505	628
Other items (2)	17	19	19	75	9	(16)	29	76
Net loss	$ 613	$ 590	$ 538	$ 667	$ 606	$ 647	$ 534	$ 704
Basic and diluted loss per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

Notes:

(1) Excluding share based payments

(2) Other items include interest income and foreign exchange differences and may include other non-recurring transactions.

Discussion of Quarterly Trends

The Company's quarterly operating losses remained fairly consistent with variations mainly attributable to the Company's activities to progress its Olza project through permitting and toward completion of mine licensing. In Q4 2019 to Q2 2020, exploration expenditures decreased as exploration activities were minimised. In Q3 and Q4 2020, the exploration expenditures increased due to the administrative maintenance and renewal of the concessions. In Q2 and Q3 2021, the Company advanced its environmental work.

Administrative expenses tended to follow the level of activity in the Company's exploration and business development activities and have decreased in Q1 2020 but increased in Q2 2020 as a result of financing activities undertaken. In 2021, the administrative expenses remained low and with an increase in the third quarter due to financing activities undertaken.

The Financial Statements provide a breakdown of general and administrative costs. The Company's Chairman is involved in Board management and technical activities for Rathdowney and the cost has been re-allotted to several areas to reflect this work. However, the cost of his services have not been paid.

Share-based compensation expense ("SBC") has fluctuated due to the timing and quantum of share purchase options ("options") and deferred share units ("DSU") grants and the vesting periods associated with these grants. In Q3 2020, 518,214 DSU were exercised.

5 RESULTS OF OPERATIONS AND FINANCIAL POSITION

5.1 Results of Operations

The following discussion and analysis of the Company's financial results of its operations should be read in conjunction with the Company's Financial Statements and related notes.

The Company's Financial Statements present an analysis of its exploration expenses – substantially all of which pertain to Project Olza – and administration expenses.

Results for the Nine Months Ended September 30, 2021 vs. 2020

The Company recorded a decrease in net loss of $47 thousand from a net loss of $1,788 thousand for the nine months ended September 30, 2020, to a net loss of $1,741 thousand for the nine months ended September 30, 2021. The decrease is mainly due to the decrease in administrative expenses and site activities for the nine months ended September 30, 2021, which was offset by an increase in sustainability expenses.

Exploration and Evaluation Expenses

The Company recorded an increase in exploration expenditures of $47 thousand from exploration expenditures of $1,065 thousand for the nine months ended September 30, 2020, to exploration expenditures of $1,112 thousand for the nine months ended September 30, 2021.

Administrative Expenses

The Company recorded a decrease in administrative expenditures of $102 thousands from administrative expenditures of $618 thousand for the nine months ended September 30, 2020 to administrative expenditures of $516 thousands for the nine months ended September 30, 2021. The decrease in administrative expenditures is mainly due to restrictions imposed on travel. Substantial amounts of the administrative expenses are directly related to Project Olza.

6 LIQUIDITY

At September 30, 2021, the Company had a cash balance of $697,517 and a working capital deficiency of $8,550,205, $9,173,200 of the Company's current liabilities is payable to related parties. The Company is in the process of negotiating alternative settlement arrangements to its balances payable to related parties.

Management believes that it will be able to maintain the Company's core mineral rights in good standing for five years. Additional debt or equity financing will be required to fund additional exploration and development of its mineral property interests. Historically, the Company's sole source of funding has been provided from the issuance of equity securities for cash, and from loans from directors and other arms-length parties. There can be no assurance that the Company will be able to obtain additional financial resources or achieve positive cash flows. If the Company is unable to obtain adequate additional financing, it may need to curtail its expenditures further until additional funds can be raised through financing activities.

The Company does not have any material capital lease obligations or purchase obligations.

The Company continues to explore its mineral property interests and has not yet determined whether they contain economically recoverable mineral reserves. The Company's continuing operations are entirely dependent upon its ability to obtain the necessary financing to continue the exploration and development of its mineral property interests, to prove the existence of economically recoverable mineral reserves, to obtain the permits necessary to mine, and on future profitable production or proceeds from the disposition of its mineral property interests. General market conditions for junior exploration companies have resulted in historically low equity prices.

These material uncertainties cast significant doubt on the ability of the Company to continue as a going concern.

7 CAPITAL RESOURCES

The Company has no lines of credit or other sources of debt financing. The Company will continue to access equity markets for financings for the foreseeable future.

The Company had no commitments for material capital expenditures as of September 30, 2021.

8 OFF-BALANCE SHEET ARRANGEMENTS

None.

9 TRANSACTIONS WITH RELATED PARTIES

Key management personnel

The required disclosure for the remuneration of the Company's key management personnel is provided in the Financial Statements, which are available on SEDAR at www.sedar.com.

Hunter Dickinson Inc.

Description of the relationship

Hunter Dickinson Inc. ("HDI") and its wholly owned subsidiary Hunter Dickinson Services Inc. ("HDSI") are private companies established by a group of mining professionals engaged in advancing mineral properties for a number of publicly listed exploration companies, one of which is the Company.

The following directors or officers of the Company also have a role within HDSI.

Individual	Role within the Company	Role within HDSI
Lena Brommeland	Director, Senior Vice President, General Manager	Executive Vice-President, Site Services
David Copeland	Director, Chairman and Interim CEO	Director, Project Development
Andrew Ing	Chief Financial Officer	Vice-President, Corporate Development
Trevor Thomas	General Counsel and Corporate Secretary	General Counsel

The business purpose of the related party transactions

HDSI provides technical, geological, corporate communications, regulatory compliance, and administrative and management services to the Company, on an as-needed and as-requested basis from the Company.

HDSI also incurs third party costs on behalf of the Company. Such third party costs include, for example, directors and officers insurance, travel, conferences, and technology services.

As a result of this relationship, the Company has ready access to a range of diverse and specialized expertise – financial, geological, legal, and technical – on a regular basis, without having to engage or hire full-time experts. The Company benefits from the economies of scale created by HDSI which itself serves several clients. The Company is also able to eliminate many of its fixed costs, including rent, technology, and other infrastructure that would otherwise be incurred for maintaining its corporate offices.

The measurement basis used

The Company procures services from HDSI pursuant to an agreement dated July 2, 2010. Services from HDSI are provided on a non-exclusive basis as required and as requested by the Company. The Company is not obligated to acquire any minimum amount of services from HDSI. The fees for services from HDSI are determined based on a charge-out rate for each employee performing the service and for the time spent by the employee. Such charge-out rates are agreed and set annually in advance.

Third party costs are billed at cost, without markup.

Ongoing contractual or other commitments resulting from the related party relationship

Other than noted below, there are no ongoing contractual or other commitment resulting from the Company's transactions with HDSI other than the payment for services already rendered and billed. The agreement may be terminated upon 60 days' notice by either of the Company or HDSI.

The Company has a sublease agreement with HDSI whereby the Company rents non-fixed space on as needed basis from HDSI. The agreement expires on April 29, 2026.

Transactions with and balance due to HDSI

The required disclosure is provided in the Financial Statements, which are available on SEDAR at www.sedar.com.

10 FOURTH QUARTER

Not required.

11 PROPOSED TRANSACTIONS

There is no proposed asset or business acquisitions or dispositions before the Board of Directors requiring disclosure under this section.

12 CRITICAL ACCOUNTING ESTIMATES

Not required. The Company is a venture issuer.

13 CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The required disclosure is provided in the Financial Statements, which are available on SEDAR at www.sedar.com.

14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Overview

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments.

The Board has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies.

The Company established risk management policies to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. There has been no change in the Company's objectives and policies for managing this risk and no significant change to the Company's exposure to credit risk during the nine months ended September 30, 2021.

Cash

The Group limits its exposure to credit risk by only investing with top tier and high-credit quality financial institutions in business and savings accounts, which are available on demand by the Group.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company’s liquidity risk has been discussed in section 6 above.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. There has been no change in the Company's objectives and policies for managing this risk and no significant change to the Company's exposure to market risk during the nine months ended September 30, 2021.

Capital management

The Company's policy is to maintain a strong capital base to sustain future development of the business. Due to challenging capital markets, the Company has faced reduced liquidity and is temporarily in a deficit position; however, management continues to manage and seek capital with the intention to secure financing for further development of the business.

The capital structure of the Company consists of net assets (total cash and cash equivalent offset by total current liabilities) and equity of the Company (comprising issued capital, reserves and accumulated deficit).

There were no changes in the Company's approach to capital management for the nine months ended September 30, 2021. The Company is not subject to any externally imposed capital requirements.

Fair value

At September 30, 2021 and December 31, 2020 the carrying amounts of the Company's financial assets and liabilities carried at amortized cost approximate their fair values.

15 OTHER MD&A REQUIREMENTS

Additional information relating to the Company is available at www.sedar.com.

15.1 Additional Disclosure for Venture Issuers without Significant Revenue

(a)	capitalized or expensed exploration and development costs	See section 4
(b)	expensed research and development costs	Not applicable
(c)	deferred development costs	Not applicable
(d)	general and administration expenses	See section 4
(e)	any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d)	None

15.2 Disclosure of Outstanding Share Data

The following table details the share capital structure of the Company as of the date of this MD&A:

	Number
Common shares	230,427,450
Share purchase options	5,190,000
Share purchase warrants	48,133,787
Deferred share units	4,000,000

15.3 Internal Controls over Financial Reporting and Disclosure Controls

Internal Controls over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the appropriate time periods, and required information is accumulated and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

Limitations of Controls and Procedures

The Company’s management, including its Chief Executive Officer and Chief Financial Officer, believe that any system of disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

16 RISK FACTORS

The risk factors associated with the principal business of the company are discussed below. Briefly, these include the highly speculative nature of the mining industry characterized by the requirement for large capital investment from an early stage and a very small probability of finding economic mineral deposits. In addition to the general risks of mining, there are country-specific risks associated with operating in a foreign country, including currency, political, social, and legal risk.

Due to the nature of the Company's business and the present stage of exploration and development of its projects (see description of the Company's projects in section 2.1 above), the Company may be subject to significant risks. Readers should carefully consider all such risks set out in the discussion below. The Company's actual exploration and operating results may be very different from those expected as at the date of this MD&A.

Risk Related to COVID-19

The current outbreak of the novel coronavirus (COVID-19), and any future emergence and spread of similar pathogens, could have a material adverse effect on global and local economic and business conditions which may adversely impact our business and results of operations and the operations of contractors and service providers. The outbreak is prevalent in Poland and Canada where we conduct our principal business operations. Our plans to advance the development of Project Olza are dependent upon the continued progress of our preparations for the permitting process, as well as our ability to continue the work required in connection with this process through our employees and our contractors. In 2020 and 2021, our personnel have been delayed in completing the required work in connection with this process due to quarantine, self-isolation, social distancing, restrictions on travel, restrictions on meetings and work from home requirements. The extent to which the coronavirus impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. Moreover, the spread of the coronavirus globally is expected to continue to have a material adverse effect on global and regional economies and stock markets, including the trading price of our shares. Although mineral commodity prices have improved since March 2020, they may be adversely affected over the longer term because of prevailing economic uncertainty. These adverse effects on the economy, the stock market and our share price could adversely impact our ability to raise capital, with the result that our ability to pursue development of Project Olza could be adversely impacted, both through delays and through increased costs. Any of these developments, and others, could have a material adverse effect on our business and results of operations and could delay our plans for development of the Project Olza.

Exploration and Mining Risks

Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not reduce. While the Company has discovered a mineral deposit and associated mineral resources, there is no guarantee that the mineral resources can be converted into mineral reserves, be developed into a mine, or, once developed, return a profit from production. Very few properties that are explored are ultimately developed into producing mines.

The Company will rely upon consultants and others for exploration, development, construction, and operating expertise.

Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources, and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labour are other potential risks involved in the operation of mines and the conduct of exploration programs.

While the Company has identified significant mineral resources, no assurance can be given that the quantities are sufficient to justify commercial operations or that funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company is currently only focused on the advancement and development of the Olza project and is not considering any other properties for acquisition.

No Assurance of Future Profits and Production Revenues

The Company has no history of operations and expects that its losses will continue for the foreseeable future. The Company currently has only a small number of mineral properties and has no plans to acquire additional properties. The Company’s entire prospects will rest solely with the Olza project.

There can be no assurance that the Company will ever be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development, and commercial production of the Company's Olza project. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to incur losses unless and until such time as the Company's existing project commences commercial production and generates sufficient revenues to fund continuing operations. The development of the Company's existing project will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Title Risks

The Company has exercised commercially reasonable due diligence in investigating titles and the applicable law with respect to zinc and lead resource properties in Poland. The Company's Polish legal counsel has confirmed that the Company holds valid exploration concessions and that it has taken the appropriate steps in acquiring its rights to explore its Polish properties. If exploration warrants, exploitation of the concessions under a mining license, subject to compliance with Poland's legal requirements, will occur in the normal course. However, the Company cannot guarantee that its rights and interests in the properties will not be challenged in some manner or subject to some competing third party in the future.

Titles to the Rokitno and Zawiercie concessions were granted to Rathdowney Polska by the Minister of Environment in Poland for exploring and prospecting for zinc and lead ores within the specified license areas and, in respect of each such license, an agreement on the establishment of mining usufruct ("right to the fruit of") was entered into between Rathdowney Polska and the State Treasury of Poland. The mining usufruct agreements give Rathdowney Polska the exclusive right to use the specified space for the purpose of prospecting and exploring for lead and zinc ores.

Rathdowney Polska applied for these concessions using certain historical geological information owned by the State Treasury and under Polish mining law, and it is possible that a third party might attempt to use the same information to apply for its own concession. Rathdowney Polska would oppose any attempt by a third party to obtain a concession on the grounds, among other things, that the grant of any such concession, and any activities pursuant thereto, would be a breach of Rathdowney Polska's rights pursuant to its mining usufruct agreements. Rathdowney Polska has signed an agreement for use of the geological information on its Rokitno and Zawiercie concessions. Additionally, Rathdowney Polska submitted the geological documentation required (in addition to other legal requirements) for the subsequent granting of a concession for mineral exploitation to the Minister of Environment.

The geological documentation submitted by Rathdowney Polska to the Ministry of the Environment was approved on July 30, 2014, and Rathdowney Polska had the exclusive right to apply for an exploitation concession(s) for a period of five years after the approval for the area of geological documentation. Additionally, Rathdowney Polska had five years' priority over third parties to require the State Treasury of Poland to establish the exploitation mining usufruct right(s) for its benefit. Rathdowney submitted updated geological information as part of the normal course of applying for the extension of the agreement with the Ministry of the Environment, and received approval for an amendment to the geological documentation on July 2, 2019. The Company also has acquired rights the Zawiercie concession outside of the area of geological documentation for five years and the Company has applied for rights to the Rokitno concession outside of the area of geological documentation.

Rathdowney Polska is the only party that can carry out further exploration work as it has the exclusive right to explore for lead and zinc pursuant to its mining usufruct agreements. However, the Company cannot guarantee that this right will not be challenged at some future date.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits which may be required to carry out exploration and development of the Company's projects.

Additional Funding Requirements

Further development of the Company's projects will require additional capital. The Company currently does not have sufficient funds to develop the projects it holds fully. In addition, a positive production decision at these projects or any other development projects acquired in the future would require significant capital for project engineering and construction. Accordingly, the continuing development of the Company's projects will depend upon the Company's ability to obtain funding through debt or equity financings, the joint venturing of projects, or other means. There is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital.

Changes in Local Legislation or Regulation

The Company's mining and processing operations and exploration activities are subject to extensive laws and regulations governing the protection of the environment, exploration, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine and worker safety, protection of endangered and other special status species and other matters. The Company's ability to obtain permits and approvals and to successfully operate in particular communities may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety of the surrounding communities.

Delays in obtaining or failure to obtain government permits and approvals may adversely affect the Company's operations, including its ability to explore or develop properties, commence production or continue operations. Failure to comply with applicable environmental and health and safety laws and regulations may result in injunctions, fines, suspension, or revocation of permits and other penalties. The costs and delays associated with compliance with these laws, regulations and permits could prevent the Company from proceeding with the development of a project or the operation or further development of a mine or increase the costs of development or production and may materially affect the Company's business adversely, results of operations or financial condition. The Company may also be held responsible for the costs of addressing contamination at the site of current or former activities or at third party sites. The Company could also be held liable for exposure to hazardous substances. At present, the Company is not aware of any contamination at the site by current or former exploration activities.

Environmental Matters

All of the Company's mining operations will be subject to environmental regulations, which can make operations expensive or prohibit them altogether.

The Company may be subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur as a result of its mineral exploration, development, and production.

The Company will, avail itself of industry standard environmental insurance as its development plans advance; however, to the extent the Company is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. If the Company is unable to remedy an environmental problem fully, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Company.

All of the Company's exploration, development and any production activities will be subject to regulation under one or more environmental laws and regulations. Many of the regulations will require the Company to obtain permits for its activities. The Company will be required to update and review its permits from time to time, and will be subject to environmental impact analyses and public review processes prior to approval of the additional activities. It is possible that future changes in applicable laws, regulations, and permits or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the Company's business, causing those activities to be economically re-evaluated at that time.

Groups Opposed to Mining May Interfere with the Company's Efforts to Explore and Develop its Properties

Organizations opposed to mining may be active in the locales in which the Company conducts its exploration activities. Although the Company intends to comply with all environmental laws and maintain good relations with local communities, there is still the possibility that those opposed to mining will attempt to interfere with the development of the Company's properties. Such interference could have an impact on the Company's ability to explore and develop its properties in a manner that is most efficient or appropriate, or at all. Any such impact could have a material adverse effect on the Company's financial condition and the results of its operations.

Political Risk

The Company's operations are subject to political risks and governmental regulations. Poland has experienced economic or social instability from time to time. While it currently operates as a modern, parliamentary democracy, the future political, social and economic direction of the country and the impact that government decisions or social and economic circumstances may have on the Company's business is potentially uncertain. Any political, social, or economic instability in the country in which the Company currently operates could have a material and adverse effect on the Company's business and results of operations.

While the government of Poland has modernized its mining legislation and is generally considered by the Company to be mining friendly, no assurances can be provided that this will continue in the future. The possibility that current or future governments may adopt substantially different policies or take arbitrary action that might halt exploration, production, or extend to the nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out. The occurrence of any of these events could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

The Company does not carry political risk insurance.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Company's securities will be established or sustained. The market price for the Company's securities is subject to wide fluctuations. Shares of the Company are suitable only for those who can afford to lose their investment. Factors such as announcements of exploration results, as well as market conditions in the industry or the economy as a whole, may have a significant adverse impact on the market price of the securities of the Company.

The stock market has from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operating performance of particular companies.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or of companies providing services to the Company or they may have significant shareholdings in other companies. Situations may arise where the directors and/or officers of the Company may be in competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

Currency Risk

The Company's expected future revenue, if any, will be in US dollars while some of its expenditures are in local Polish zloty currencies. Future capital raised by the Company from public offerings of securities will likely be in Canadian dollars. While all three currencies are highly rated by Rating Agencies, the Company is subject to the risk of foreign currency fluctuations, which are affected by a number of factors that are beyond the control of the Company.

These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. Foreign currency fluctuations may materially affect the Company's financial position and operating results. Currently, the Company has not hedged against fluctuations in exchange rates; however, it may do so at a later date.

Payment of Dividends Unlikely

There is no assurance that the Company will pay dividends on its shares in the near future. The Company will likely require all its funds to further the development of its business for the foreseeable future.

Lack of Revenue and a History of Operating Losses

The Company does not have any operational history or earnings and the Company has incurred net losses and negative cash flow from its operations since its incorporation. Although management of the Company hopes to generate revenues eventually, significant operating losses are to be anticipated for at least the next several years and possibly longer. To the extent that such expenses do not result in the creation of appropriate revenues, the Company's business may be materially adversely affected. It is not possible to forecast how the business of the Company will develop.

General Economic Conditions

Global financial markets have experienced a sharp increase in volatility during the last few years.

Market conditions and unexpected volatility or illiquidity in financial markets may adversely affect the prospects of the Company and the value of the Company's shares and consequently its ability to raise funds required for the furtherance of its project.