ALTIPLANO MINERALS LTD.

(the "Company" or "Altiplano")

Form 51-102F1
MANAGEMENT'S DISCUSSION and ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2016

The following Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the audited financial statements of the Company and the notes thereto for the year ended December 31, 2016 and the fifteen month period ended December 31, 2015 (the "Financial Statements"). Consequently, the following discussion and analysis of the results of operations and financial condition of Altiplano should be read in conjunction with the Financial Statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance. This MD&A has been prepared based on information known to management as of April 20, 2017.

Forward-Looking Statements

Certain statements contained in the following MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below. The Company assumes no obligation to update or revise forward looking statements to reflect new events or circumstances except as required by law.

Description of Business

Altiplano Minerals Ltd. (APN: TSXV) is a TSX Venture listed Tier 2 junior resource company and reporting issuer in the provinces of Alberta and British Columbia. The Company is focused on evaluating and acquiring exploration projects with significant potential for advancement from discovery through to production, in Canada and abroad. Management has a successful track record of investing in undervalued assets, adding value through technical and market expertise; and delivering returns to shareholders.

Comet Joint Venture

On February 10, 2017, the Company entered into a definitive earn-in and joint venture agreement (the "Agreement") with Comet Exploration Ltd. ("Comet") in respect of acquiring a participating interest in a joint venture (the "CJV") on two copper and gold projects called the Farellon and Maria Luisa projects, which are located near the town of La Serena, Republic of Chile (collectively, the "Projects"). Comet is a private Australian exploration and development company with a focus in Chile principally in base metal and gold projects, held through its Chilean subsidiary.

Pursuant to the Agreement, the Company may earn up to an initial 20%, 35% or 50% interest in the CJV, by funding up to an aggregate of US$0.75 million, US$1.25 million, or US$2.0 million, on or before the date of acceptance of the Agreement for filing by the TSX Venture Exchange, March 30, 2017, and May 31, 2017, respectively.

As of the date of this MD&A, the Company has advanced an aggregate of US$1,250,000, and therefore fulfilled its requirements to earn an initial 35% interest in the CJV. Payments advanced to the CJV are spent after budgets are approved and work is completed.

Private Placement – February 2017

On February 27, 2017, the Company completed a non-brokered private placement of 20.0 million units at $0.15 per unit to raise $3,000,000 in gross proceeds. Each unit consisted of one common share and one non-transferable share purchase warrant of the Company. Each warrant is exercisable to acquire one additional common share at $0.25 per share until February 27, 2019. The Company also paid finders' fees of $190,636 and issued 1,270,909 warrants to certain arm's length finders.

Orogrande Property

On November 30, 2016, the Company entered into an option to purchase (the "Option") with Velocity USA, Ltd. ("Velocity") to acquire twelve (12) mining claims located in Idaho, known as the Orogrande Property, subject to a 1.5% net smelter returns royalty. To exercise the Option, the Company issued 1,250,000 common shares in trust and paid CDN$25,000 to Velocity, which was used to stake further claims near or adjacent to the Orogrande Property which thereafter also formed a part of the property for the purpose of this Option.

In addition, the Company must:

- On or before the first anniversary of the Option, incur exploration expenditures on the property of not less than CDN$500,000, and issue a further 1,250,000 common shares;
- On or before the second anniversary of the Option, incur exploration expenditures on the property of not less than CDN$750,000, and issue a further 1,250,000 common shares; and
- On or before the third anniversary of the Option, incur exploration expenditures on the property of not less than $750,000.

Private Placement – June 2016

On June 10, 2016, the Company completed a non-brokered private placement (the "Offering") of 6.0 million units (the "Units") at $0.10 per Unit to raise $600,000 in gross proceeds. Each Unit consisted of one common share and one-half of a non-transferable share purchase warrant (the "Warrants") of the Company. Each whole Warrant is exercisable to acquire one additional common share at $0.15 per share until June 10, 2017.

Share Consolidation

On April 19, 2016, Altiplano completed a consolidation of its outstanding common shares ("Common Shares") on the basis of 3.5 pre-consolidation Common Shares for 1 post-consolidation Common Share (the "Consolidation"). Any resulting fractional Common Share that was held by a holder of Common Shares was cancelled, and the aggregate number of Common Shares held by such holder was rounded down to the nearest whole number of Common Shares.

Terminated Acquisition of Demetra Minerals Inc.

On August 24, 2015 and amended on September 10, 2015, Altiplano entered into a binding arm's length letter agreement (the "Agreement") to acquire all of the issued and outstanding shares of Demetra Minerals Inc. ("DMI"). DMI was incorporated under the laws of British Columbia, and beneficially owned all of the shares of Demetra Minerals S.A. ("DSA"), an Argentina corporation, which held a mining lease for a gypsum (calcium sulphate) deposit known as the Ana Sofia property, located in Santiago del Estero Province, approximately 54 km from Santiago City and approximately 1,100 km northwest from Buenos Aires (the "Property").

The Agreement provided for the Company (or alternatively, DMI) to raise up to $1.25 million prior to the Acquisition, pursuant to private placement financings of debt or equity, or some combination of both (the "Financings"). The Company may then have advanced of up to $0.75 million to DMI with interest at 12% per annum (the "Facility"), upon typical commercial security arrangements. It was anticipated that the Facility would have provided the required project funding to permit the ongoing development of the Property.

The proposed Acquisition was subject to the delivery of a satisfactory NI 43-101 report on the Property, audited financial statements of DMI, formal documentation, approval of the shareholders of DMI, approval of the directors of the Company, and the acceptance of the TSX Venture Exchange, among other conditions. The Facility was subject to the completion of the Financings and the acceptance of the TSX Venture Exchange, among other conditions.

On October 6, 2015, Altiplano and DMI mutually agreed to terminate the Agreement. No financing was completed and the Company had not advanced any funds to DMI under the proposed Facility.

On December 21, 2015, Altiplano, DMI, and Centurion Minerals Ltd. (“Centurion”) reached an agreement whereby Altiplano delivered to Centurion a draft of its previously completed NI 43-101 report on the Property in exchange for 250,000 common shares of Centurion at a deemed price of $0.10 per common share, or a total deemed value of $25,000 which was reflected as a recovery of project evaluation fees in 2015.

Altiplano received the common shares of Centurion in January of 2016, and recorded the investments and classified them as fair value through profit and loss. Those items were non-cash transactions and were excluded from the statements of cash flows for the year ended December 31, 2016 and 15 months ended December 31, 2015, respectively.

Overall Performance

The Company has no operating revenue to date. The Company relies on the issuance of common shares to finance exploration and to provide working capital.

Selected Annual Information

The following table summarizes audited financial data for operations reported by the Company for the past three fiscal years:

Fiscal period ended	Dec 31, 2016	Dec 31, 2015	Sep 30, 2014
Current assets ($)	81,923	97,719	350,464
Capitalized exploration and evaluation expenditures ($)	96,869	-	374,391
Current liabilities ($)	44,945	43,409	15,470
Net loss ($)	367,784	655,075	276,740
Basic and diluted loss per common share ($)	(0.05)	(0.14)	(0.06)
Weighted average number of common shares outstanding	8,045,696	4,714,314	4,714,314

Summary of Quarterly Results

The following table summarizes financial data for the eight most recently completed quarters:

Quarter ended	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Mar 31, 2016	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015
Net loss ($)	(141,603)	(98,181)	(93,302)	(34,698)	(94,605)	(466,722)	(48,005)	(28,399)
Basic and diluted net loss per common share ($)	(0.02)	(0.01)	(0.01)	(0.01)	(0.02)	(0.10)	(0.01)	(0.01)

Results of Operations

Three months ended December 31, 2016

During the three months ended December 31, 2016 ("the current quarter"), the Company incurred a net loss of $141,603 compared to a net loss of $94,605 during the three months ended December 31, 2015 ("2015" or "the comparative quarter"). General and administrative expenses for the current quarter, consisting of management fees, project evaluation fees, investor relations expenses, regulatory and filing fees, office and administration and professional fees, totaled $141,573 (2015 - $119,764). Corporate expenses in the current quarter include the following:

- Office and administrative expenses of $8,237 (2015 - $22,642) include office, accounting, and support fees incurred in the current quarter;
- Professional fees of $45,815 (2015 –$31,770) were incurred for legal fees pertaining to corporate legal counsel on general matters and acquisitions, and audit fees incurred for the audit of the Company's annual financial statements;
- Investor relations expenses of $21,177 (2015 - $3,758) include travel and on-line shareholder communication expenses;
- Regulatory and filing fees of $5,276 (2015 - $3,275) include transfer agent expenses incurred during the current and comparative three month periods;
- Management fees of $42,774 (2015 – $30,702) include management services rendered in connection with corporate activity and project evaluation;
- Project evaluation fees of $18,324 (2015 - $27,617) were incurred for time spent pursuing potential project acquisitions.

The Company did not recognize share-based compensation expense in the fourth quarter or in the comparative quarter. Offsetting the above expenses, the Company received interest income of $nil (2015 - $159) on cash deposits at the Company's financial institution, and, in 2015, a recovery of project evaluation fees of $25,000 in exchange for work completed to-date on a NI 43-101 report.

Year ended December 31, 2016

During the year ended December 31, 2016 ("the current period"), the Company incurred a net loss of $367,784 compared to a net loss of $655,075 during the fifteen months ended December 31, 2015 ("2015" or "the comparative period"). General and administrative expenses for the current period, consisting of management and project investigation fees, investor relations expenses, regulatory and filing fees, office and administration and professional fees, totaled $359,036 (2015 - $308,509). Corporate expenses in the current period include the following:

- Office and administrative expenses of $57,681 (2015 - $65,686) decreased and included office, accounting, and support fees incurred in the current period;
- Professional fees of $85,177 (2015 - $49,625) increased due to higher legal fees pertaining to corporate legal counsel on general matters and project acquisitions;
- Investor relations expenses of $33,725 (2015 - $10,217) include travel and on-line shareholder communication expenses and increased in the current period due to increased activity;
- Regulatory and filing fees of $28,917 (2015 - $21,468) include transfer agent expenses incurred during the current and comparative periods;
- Management fees of $92,946 (2015 - $48,485) were incurred for management services rendered in connection with corporate activity and project evaluation in the current period;
- Project evaluation fees of $27,590 (2015 - $113,028) were incurred for time spent pursuing potential project acquisitions;
- Write-down of exploration and evaluation property expense of $nil (2015 - $374,391) was recorded for the relinquish of the Company's interest in the GD Property in the comparative period.

The Company recognized a non-cash share-based compensation expense in the amount of $33,000 (2015 - $nil) for options issued to directors and officers during the year.

Offsetting the above expenses, the Company received interest income of $2 (2015 - $2,825) on cash deposits at the Company's financial institution, and, in 2015, a recovery of project evaluation fees of $25,000 in exchange for work completed to-date on a NI 43-101 report.

Financial Instruments

The Company is exposed to the following financial risks:

i) Market risk
ii) Credit risk
iii) Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout this MD&A.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, other price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's share capital as well as the Company's reporting currency is denominated in Canadian Dollars. The Company's currency risk is limited to its future payments denominated in foreign currency for its Orogrande Property and Comet Joint Venture.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds no interest-bearing financial liabilities, therefore interest rate risk is limited to potential decreases on the interest rate offered on cash held with its financial institution. The Company considers this risk to be minimal.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held with reputable institutions in Canada. The Company is not exposed to any material credit risk. The Company's maximum exposure to credit risk is $58,557 (2015 - $54,401).

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of its existing debt and other payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company regularly monitors working capital positions and updates spending plans as considered necessary. Monthly working capital and expenditure reports are prepared by the Company's finance function and presented to management for review and communication to the Board. As at December 31, 2016, all of the Company's financial liabilities are due within one year.

As at December 31, 2016, the Company's working capital was $36,978 (2015 - $54,310) and it does not have any monetary long-term liabilities. The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future.

Determination of fair value

The statements of financial position carrying amounts for cash and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Capital management

The Company monitors its equity as capital.

The Company’s objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve inventor’s confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

Related Party Transactions

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the amount established and agreed upon by the related parties. The Company incurred and paid fees to directors and officers for management and professional services as follows:

For the years ended	December 31 2016	December 31 2015
Management fees paid to corporations employing key management	$ -	$ 16,034
Management fees paid to key management and directors	79,167	27,500
Office and admin fees paid to a corporation controlled by key management	43,090	12,270
	$ 122,257	**$ 55,804**

As at December 31, 2016, accounts payable and accrued liabilities included $nil (2015 - $20,000) to key management for management fees.

During the fifteen months ended December 31, 2015, the Company paid a deposit of $5,000 to a corporation controlled by key management. The deposit is for one month’s office, accounting, and administration expenses and is included in prepayments and deposits as of December 31, 2016.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain adequate financing in the future.

Working capital at December 31, 2016 was $36,978 compared to $54,310 at December 31, 2015.

On February 27, 2017, the Company completed a non-brokered private placement of 20.0 million units at $0.15 per unit to raise $3,000,000 in gross proceeds. The Company paid finders’ fees of $190,636 in connection with the placement.

As of the date of this MD&A, the Company’s has working capital of approximately $700,000.

Outstanding Share Data

The following table summarizes the Company's outstanding share capital:

	April 20, 2017
Common shares outstanding:	30,989,312
Stock options (weighted average exercise price of $0.16)	1,050,000
Warrants (weighted average exercise price of $0.25)	23,995,909
Fully diluted common shares outstanding	**56,035,221**

Mineral Properties

Comet Joint Venture ("CJV")

The Company and its joint venture partner Comet Exploration Ltd. ("Comet") have commenced work on the 500-metre-long underground development at the CJV's Farellon iron-oxide-copper-gold (IOCG) project. The decline intersected the Farellon vein structure at 95 m. The vein is about 1.9 m wide at the intersection and shows visible sulphides including chalcopyrite. A Technical Report summarizing the geology and copper-gold potential for the Project has recently been prepared by APEX Geoscience Ltd. (APEX) of Edmonton, Alberta, Canada and has been filed on SEDAR.

The Farellon copper-gold project is located near the town of La Serena, Chile. The project area is located in the coastal Iron Oxide Copper Gold (IOCG) belt, which runs for hundreds of kilometres and is host to several large IOCG and/or copper-gold deposits, namely Andacollo, Mantos Blancos, Candelaria and Mantos Verde. These projects and the Farellon project are within or spatially associated with the Atacama fault system, which likely was the main conduit for IOCG ore-forming fluids that transported and deposited metals along or in close proximity to the faults hosted in granitic and or volcanoclastic rocks.

At Farellon, three separate and discrete iron-oxide-copper-gold veins, named Farallon, Laura and Rosario, strike east-northeast, and have been traced in outcrop and underground workings for more than 2 kilometres. The veins range from 1 metre to 5 metres in width, averaging about 1 to 2 metres, are subvertical and well mineralized over much of their strike lengths. Historic underground mining has yielded grades on the order of 2.5% copper and 0.5 grams per tonne gold. There are currently no National Instrument (NI) 43-101 compliant resources on the property. However, based upon historic and recent underground mining conducted by the property owner along with extensive geological mapping and underground channel sampling by Comet personnel, the APEX Technical Report describes an exploration target at Farellon of 200,000 to 600,000 tonnes of vein material with a range of grades of 1% to 2.5% copper (Cu) and 0.1 to 0.5 grams per tonne (g/t) gold (Au). The APEX report indicates that with the presence of three veins and the results of recent underground sampling that there is good potential to identify and define mineral resources with further exploration.

The CJV is conducting exploration that will lead to future resource estimation with the collection of a number of core samples and one or more bulk samples for metallurgical work. Initially, the CJV is focusing its work at the Farellon vein. At Farellon, a 500-metre exploration decline is being constructed approximately 50 metres below the existing workings, which is designed to drive through the high-grade iron-copper-gold vein to a point approximately 10 metres north of the vein. This 500-metre tunnel will be the main access, and will be used to facilitate underground crosscut sampling and drilling along the length of the high-grade iron-copper-gold vein. The CJV will drill approximately 150 core holes of between 10 metres and 30 metres in length to evaluate and establish initial resources as well as the collection of bulk samples where appropriate for metallurgical purposes.

The drilling gear has arrived on site and drilling has commenced. As results become available they will be released in upcoming news releases.

The CJV is planning similar exploration activities at the Maria Luisa project. Commencing in May, an exploration drive will be developed approximately 50 metres beneath existing workings and will be used to facilitate drilling the Maria Luisa high-grade iron-copper-gold vein system. Drilling will be conducted to evaluate and establish resources. Although there are currently no NI 43-101 compliant mineral resources at the Maria Luisa property, the APEX Technical Report describes the presence of at least two veins and an exploration target of 200,000 to 400,000 tonnes with a range of grades of 1.5% Cu and 2 g/t Au to 2.5% Cu and 5 g/t Au.

Orogrande Gold-Silver Project

The Orogrande Gold-Silver Project (the "Project" or the "Property") is located in Idaho County, Idaho, USA, near the head waters of the Crooked River within the Nez Perce National Forest. It is located approximately 100 km southeast of Grangeville, Idaho and approximately 15 km southwest of Elk City, Idaho. The Project is located immediately adjacent to Premium Exploration Inc.'s Friday-Petsite Deposit and has recently completed and NI 43-101 compliant Technical Report which is available on SEDAR. The Project is permitted for initial drill testing.

HISTORY

Placer gold was first discovered in Idaho County in the Elk City - Orogrande District in 1861. There have been numerous small "rich" placers and a number of small historic hard rock mining operations in the Elk City - Orogrande District with the bulk of the total placer gold being produced between 1861 and 1872. Total placer gold production for the district is estimated at somewhere between 550,000 and 800,000 ounces. Historic lode gold production did not commence in any significant fashion until about 1902. Total historic lode gold production for the district is estimated at about 100,000 ounces of gold. A couple of small historic lode gold producers including the Homestake, Penman, Badger Shaft, Badger Summit, Gold Master, Gold Bug and Eutopia exist within the south Orogrande Shear and are adjacent to or within the boundaries of the Property. Recent exploration conducted by Velocity personnel on the Property consists of soil sampling and geological mapping. No modern drilling has been completed at the Project area.

GEOLOGY

The Orogrande Gold Project is hosted within or at the edge of the Orogrande Shear Zone, a 40 km long north-south regional shear zone roughly at the contact between the Cretaceous Idaho Batholith and metamorphosed Proterozoic Belt-Purcell sedimentary rocks. The shear zone, or at least discrete faults associated with the shear zone, are reported to range from 100 to 200 m in width. Metasedimentary rocks along and in contact with granodiorite cover a large area within the shear zone. Numerous leucocratic pegmatite and aplite dykes along with small late Cretaceous to Tertiary felsic intrusions are present in the area. These features appear to be closely associated with areas of gold mineralization. The Project falls just on the edge of a southern portion of the shear zone. Gold mineralization in the district can be classified into two types with native (high grade) gold associated with quartz vein lodes and lenses within granodiorite, dacite or at contacts between granodiorite and metasedimentary schist and/or gneiss. The second type of gold mineralization is associated with zones of disseminated pyrite in silicified shear zones and breccias sometimes with a network or stockwork of thin veins and veinlets.

ADJACENT PROPERTY

In prior exploration, Premium identified the adjacent Friday - Petsite Gold Zone, which has a NI 43-101 compliant pit constrained indicated mineral resource of 647,000 oz of gold and an inferred mineral resource of 590,000 oz of gold (Simpson, 2013*). The Altiplano Orogrande Project NI 43-101 Technical Report has not verified or validated this resource nor have they have visited the Friday – Petsite Project. The following information on the adjacent Friday – Petsite deposit is provided simply to illustrate the potential for mineralization that could exist on the Property.

Table 1 shows significant drill intercepts that occur within close proximity to portions of the Orogrande Project area (Simpson, 2013). The gold in soils anomaly associated with the Friday – Petsite Gold Zone and provided by Simpson (2013) appears to continue onto the Orogrande Project area based upon recent sampling by Velocity. Mineralization in the Friday - Petsite Gold Zone ranges from wide low grade intervals to more narrow high grade intervals. Precious metals are associated with quartz veining and sulphides along with strongly altered shear zones.

Table 1: Significant Drill Intercepts at the Friday Gold Zone

Hole ID	Depth (m)	Intercept (m)	Au (g/t)
PFR2009_1	57.0-73.50	16.50	5.47
PFR2009_10	201.80-353.80	152.00	3.28
PFR2010_2	14.60-289.60	275.00	1.84
PFR2010_2	213.40-228.30	14.90	22.18
PFR2010_3	221.00-378.90	157.90	2.23
PER2010_21	29.90-64.30	34.40	7.00

Based upon the favorable geological setting of the Orogrande Gold-Silver Project and the results of exploration work completed to date, which includes the mapping of significant areas of hydrothermal alteration and the identification of gold mineralization on surface and in historic lode mines, the Project is considered by Altiplano to represent an opportunity to discover a significant Gold-Silver deposit.

Risks and Uncertainties

Mining Risks

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as mining moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sale of gold by central banks, the demand for commodities, global or regional political, economic and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.

Regulatory risks include possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings as well as the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

Competition

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

No Operating History and Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its cash resources will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Outlook

The Company is presently conducting exploration and drilling programs on Farellon and Maria Luisa properties as part of its Comet Joint Venture, as well as planning an exploration program at its Orogrande Project.

Qualified Person

The disclosures contained in this MD&A regarding the Company's exploration & evaluation properties have been prepared by, or under the supervision of, Mr. John Williamson, P.Geol., CEO, and President of the Company and a Qualified Person for the purposes of National Instrument 43-101.

Approval

The Board of Directors of the Company approved the disclosures contained in this MD&A.

Other Information

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com and on the Company's website at www.altiplanominerals.com.