



MANAGEMENT'S DISCUSSION AND ANALYSIS
(ALL FIGURES EXPRESSED IN US DOLLARS UNLESS OTHERWISE
INDICATED)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

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INTRODUCTION

This Management's discussion and analysis (MD&A) of the financial position and results of operations of Alphamin Resources Corp. ("Alphamin," or the "Company") should be read in conjunction with the audited annual consolidated financial statements of the Company and the notes thereto for the years ended December 31, 2019 and December 31, 2018. In this discussion and analysis, unless the context otherwise dictates, a reference to the Company refers to Alphamin Resources Corp. and its subsidiaries.

This discussion and analysis contains forward-looking statements. Please refer to the cautionary language under Forward-Looking Statements within this report.

DATE OF REPORT

This MD&A is prepared as of May 5, 2020. All amounts in the financial statements and this MD&A are expressed in United States dollars unless indicated otherwise.

OVERVIEW AND OUTLOOK

FINANCIAL AND OPERATIONAL HIGHLIGHTS

2020 events

- ✓ **Contained tin production of 2,119 tons** – at mid-point of guidance range
- ✓ **Processing recoveries of 71%** - in line with target
- ✓ **Plant throughput up 19%** compared to prior quarter
- ✓ **Q2 2020 production guidance of 2,400 - 2,600 tons** contained tin
- ✓ **Excellent safety performance** with zero lost time injuries during the quarter
- ✓ **Significant debt reduction and reprofiling** agreed in principal, to be funded from proceeds of private placement announced on April 27, 2020

Production Summary for the Quarter ended March 2020

Description	Units	Actual		
		Quarter ended March 2020	Quarter ended December 2019	Variance
Tons processed	Tons	85 060	71 559	19%
Tin grade	% Sn	3,5	4,9	-29%
Overall Plant recovery	%	71	64	11%
Payable Tin produced	Tons	2 119	2 235	-5%
Payable Tin sold	Tons	3 286	1 109	196%

FY 2019 results

- ✓ **Excellent safety performance** with zero lost time injuries during the year
- ✓ **Mine build completed** in H1
- ✓ **Commissioning and ramp up** completed in Q3
- ✓ **Commercial production** achieved in September 2019
- ✓ **FY2019 tin production** of 5,216 tons
- ✓ **Processing recoveries** reached target of ~ 70% in November and December

- ✓ **Q4 2019 Tin production of 2,235 tons** – at the upper end of guidance range
- ✓ **Q4 AISC per ton of tin produced at \$12,426**, in line with guidance and including incremental logistical costs while the main transport route bridge was under repair, arsenic penalties and underground fleet addition
- ✓ **Updated 43-101 report completed** following change in mining method

Production Summary for the Financial Year 2019

Description	Units	Q2	Q3	Q4	2019 Total
Tons processed	Tons	36,336	74,427	71,559	182,322
Tin grade	% Sn	4.7%	5.6%	4.9%	
Overall Plant recovery	%	37%	56%	64%	
Payable Tin produced	Tons	636	2,345	2,235	5,216
Payable Tin sold	Tons	157	1,373	1,109	2,639

**The Company commenced production in April 2019 and hence there are no production figures for Q1, 2019, or comparatives from 2018.*

OUR BUSINESS

Alphamin's primary business is the extraction and sale of tin concentrate from the Bisie Tin Project in the Democratic Republic of the Congo ("DRC"). The Company achieved commercial production on September 1, 2019. The Bisie Tin deposit occurs within Permis de Exploitation (Mining Permit) PE13155, along with 5 research permits granted to Alphamin's DRC-registered subsidiary, Alphamin Bisie Mining SA ("ABM"). ABM is an 80.75% indirect controlled subsidiary of Alphamin, with the remaining 19.25% owned by the DRC government (5%) and the Industrial Development Corporation of South Africa Ltd ("IDC") (14.25%). All tenements are located within the Walikale District, North Kivu Province of the east-central DRC and lie within one of the world's principal gold and tin metallogenic provinces. The shares of Alphamin are listed on the TSX Venture Exchange ("TSX.V" - symbol AFM) in Canada, and the Johannesburg Stock Exchange AltX (symbol APH) in South Africa. For further details on the Company, readers are referred to the Company's website (www.alphaminresources.com) and to Canadian regulatory filings on SEDAR at www.sedar.com.

Operational Review

In 2019, the Company's main operational focus was to complete the construction, commissioning and ramp up of the Bisie tin mine and achieve commercial production. Alphamin completed the construction of the mine in April 2019. Commissioning and ramp up occurred from May to August with commercial production being declared as of September 1, 2019.

Post year end the outbreak of the COVID-19 pandemic has resulted in a drop in commodity prices, including tin, and widespread disruption to supply chains and people movement across the globe. To date, the Company's production has not been adversely affected but the situation remains very dynamic.

Q4 contained tin production of 2,235 tons was in line with market guidance and followed a step change in processing recoveries to ~70% (ultimate target: 72%) during November and December 2019. Tin grades were variable throughout the year depending on where mining took place and tapered off to 4.9% during Q4 2019, in line with expectations.

Q4 2019 AISC per ton of payable tin produced was \$12,426, negatively affected by \$447/t of incremental logistical costs included while the main transport route bridge was under repair and smelter penalties for high levels of arsenic in concentrate produced of \$625/t. AISC included capital expenditure of \$515/t related to underground LHD (load, haul, dump machine) fleet additions.

Arsenic levels in ore mined have reduced significantly post year end resulting in low levels of arsenic in concentrates. Irrespective, laboratory test work and mineralogical investigations have revealed that

a relatively simple addition to the reagent suite is expected to deal with high levels of deleterious arsenic in the final concentrate. The new reagent suite was delivered in Q1, 2020 and the floating of arsenic is operating well.

Following the change of mining method announced in Q4, 2018, the Company completed an updated technical 43,101 report post year-end. The results of the new mining method and 43-101 are set out below:

Optimised Life of Mine (LOM) plan:

The Life of Mine plan was optimized as at 31 December 2019. Alphamin appointed Sound Mining Solutions (“SMS”) to conduct this optimization Life of Mine plan which encompassed the transition to LHS (Open Stopping with Hydraulic Backfill).

The table below summarises the changes in the Life of Mine profile.

Changes in LOM plan as at 31 December 2019, including production to date

2017 LoM Mine schedule		TOTAL	Y1	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14
	Tonnes ROM kt	4,672.6	62.6	289.1	404.7	388.2	394.4	397.4	386.3	370.1	373.9	363.9	366.9	360.7	343.4	171.1
Grade Sn %	3.59	2.39	4.38	3.63	3.22	2.91	2.92	3.73	3.04	2.95	3.25	4.31	5.61	3.53	4.00	
Sn contained kt	168.0	1.5	12.7	14.7	12.5	11.5	11.6	14.4	11.2	11.0	11.8	15.8	20.2	12.1	6.8	

2019 LoM Mine schedule		TOTAL	Actual	Y2	Y3	Y4	Y5	Y6	Y7	Y8	Y9	Y10	Y11	Y12	Y13	Y14
	Tonnes ROM kt	4,026.9	172.0	332.8	385.0	393.5	377.3	362.2	386.6	339.8	361.8	307.8	250.8	236.8	85.3	35.1
Grade Sn %	4.06	5.30	4.06	4.14	4.21	4.23	3.96	4.47	3.68	4.89	2.67	2.59	2.99	6.56	8.91	
Sn contained kt	163.3	9.1	13.5	15.9	16.6	15.9	14.3	17.3	12.5	17.7	8.2	6.5	7.1	5.6	3.1	

Cumulative difference Sn kt			7.6	8.5	9.7	13.8	18.2	21.0	23.8	25.1	31.7	28.1	18.8	5.6	-0.9	-4.6
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Year 1 actual mine production is included in the 2019 LOM schedule.

The optimized 2019 LOM schedule includes some Inferred Resources, which total 13.6% of the 2019 LOM schedule and less than half of the Inferred Resources are scheduled in the first 8 years of production. The 2017 LOM schedule does not include any Inferred Resources.

The optimized 2019 LOM schedule delivers cumulatively 28.1kt more tin contained in an equivalent Run of Mine (ROM) volume to the plant in the first 10 years production compared to the previous LOM schedule. This will improve cash flows during these first 10 years. Conversely, the optimized 2019 LOM profile has a longer ‘tail’ and lower volumes in the final years than the previous LOM schedule.

Alphamin is planning an infill resource drilling campaign during 2020 at its Mpama South prospect, located approximately 1.5km south of the Mpama North mining complex. As mining extends deeper at the current Mpama North orebody, an underground drilling campaign will likely be initiated during 2021 in order to pursue an extension of the declared Mineral Resources.

Anticipated Effect of the new LOM plan:

Management anticipates that the changes in the Mineral Resources, Mineral Reserves and optimised Life of Mine plan will allow for higher mined head grades, less mined waste, improved cashflows during the initial 10 years, a safer and more appropriate working environment given the ground conditions encountered and a small reduction in total contained tin mined over the life of the Mpama North orebody.

Updated Mineral Resources:

Mineral Resources were updated as at 30 June 2019. The previous Mineral Resource estimate was as of 9 May 2016. The table below summarises the changes in Mineral Resources for the Mpama North orebody.

Changes in Mineral Resource at 0.50% Sn Cut-Off Grade, 30 June 2019

Classification	Quantity (Mt)		Grade (%)		Tin Content (kt)	
	2016	2019	2016	2019	2016	2019
Measured Resources	0.46	0.33	4.31	4.75	19.6	15.6
Indicated Resources	4.14	3.99	4.55	4.59	188.4	183.4
Inferred Resources	0.54	0.48	4.25	4.57	22.8	21.8
Total Mineral Resources	5.14	4.80	4.50	4.60	230.8	220.8
Percentage change	-6.6%		2.3%		-4.3%	

1. All tabulated data has been rounded and as a result minor computational errors may occur.
2. Mineral Resources, which are not Mineral Reserves, have no demonstrated economic viability.
3. Mineral Resources are reported inclusive of Mineral Reserves.
4. Alhamin has an 80.75 percent interest in ABM. The Gross Mineral Resource for the Project is reported.
5. 2019 figures reflect depletion by mining from mine surveys as at 30 June 2019 and an estimate of the extent of artisanal mining to 725 RL.

The decrease of 10kt in contained tin is attributable as to 2.3kt from depletion through mining activities by 30 June 2019 and 7.7kt following a revised interpretation of the artisanal mining base. No other changes have been made to the Mineral Resource, no exploration data has been added to the database and cut-off grades have remained the same.

Updated Mineral Reserves:

Mineral Reserves were updated as at 31 December 2019 to take account of the revised Life of Mine (LOM) plan following a change in mining method from the previous Sub-Level Caving (SLC) mining method to Open Stopping with Hydraulic Backfill (LHS). The decision to transition from SLC to the LHS mining method was made to reduce safety and technical risks associated with SLC in the underground environment encountered at Mpama North.

The previous Mineral Reserve estimate was as of 6 February 2017 and utilized the updated Front-End Engineering Design (FEED) and Control Budget Estimate (CBE) to declare reserves according to a SLC mining method.

The table below summarises the changes in Mineral Reserves for the Mpama North orebody.

Changes in Mineral Reserves, 31 December 2019

Classification	Quantity (Mt)		Grade (%)		Tin Content (kt)	
	2017	2019	2017	2019	2017	2019
Proven Reserves	0.38	0.05	4.17	3.77	15.9	1.9
Probable Reserves	4.29	3.28	3.53	4.01	151.4	131.5
Total Mineral Reserve	4.67	3.33	3.58	4.01	167.3	133.4
Percentage change	-28.7%		11.8%		-20.3%	

1. Computational errors due to rounding are not considered significant.
2. The Mineral Reserves are reported with appropriate modifying factors of dilution and recovery.
3. The Mineral Reserves are reported at the head grade and at delivery to Plant.
4. Although stated separately, the Mineral Resources are inclusive of the Mineral Reserves.
5. No Inferred Mineral Resources have been included in the Mineral Reserve estimate.
6. The input studies are to the prescribed level of accuracy.
7. Reserve cut-off grade for 2017 Reserves was 1.4% Sn while for 2019 Reserves is 1.6% Sn

The LHS mining method has lower levels of dilution than the former SLC mining method, which positively impacts mined grade and reduces waste tonnes, but requires more pillar support than SLC and thus has a lower extraction rate. In addition, a higher cut-off grade of 1.6% Sn was used in the updated Mineral Reserves compared to 1.4% Sn in the 6 February 2017 estimate.

Although the contained tin has decreased with this update by 20.3% or 33.9kt Sn, it is accompanied by an absolute increase in tin grade of 0.43% Sn (or 11.8% relative increase), in keeping with the optimized Life of Mine and new mining method. Of the 33.9kt Sn contained loss, more than a quarter or 9.1kt Sn is associated with depletion from mining activities to 31 December 2019 and the remaining 24.8kt Sn is attributable to the new mining method and layout which requires more pillar support.

Corporate developments

Leadership and board changes

In Q3, 2019 the Company announced that, following the completion of the “project build” phase, Maritz Smith had been appointed to replace Boris Kamstra as Chief Executive Officer of the Company.

In April 2019 Mr. Doug Strong, a consultant to Gerald Metals, the Company’s offtake partner, joined the board of directors as a non-executive director.

Equity funding

On April 27, 2020 the Company announced a non-brokered private placement of a minimum of 302,142,857 common shares (“Shares”) and a maximum of 352,500,000 Shares to raise gross proceeds of a minimum of C\$42,300,000 (approximately US\$30 million) and a maximum of C\$49,350,000 (approximately US\$35 million) (the “Proposed Offering”).

Each Share to be issued under the Proposed Offering will be priced at C\$0.14.

Tremont Master Holdings (“Tremont”), a 48.6% shareholder of Alphamin, has subscribed for 251,785,714 Shares (approximately US\$25 million) under the Proposed Offering. Of that subscription, 60,428,571 Shares will be paid for in cash (approximately US\$6 million) and 191,357,143 Shares will be issued for the assignment and transfer by Tremont to Alphamin of US\$19 million of the amount owing to Tremont under the Credit Facility (“Debt Assignment”). Other insiders of Alphamin may participate and acquire shares under the Proposed Offering, to a maximum of 4,673,757 Shares (for a total for all insiders of approximately 84.8% of the minimum Proposed Offering and 72.75% of the maximum Proposed Offering, inclusive of shares being acquired by Tremont).

As a result of the participation by Tremont, and possibly other insiders, in the Proposed Offering, the Proposed Offering will be considered to be a “related party transaction” under Multilateral Instrument 61-101 (“MI 61-101”) and TSX Venture Exchange Policy 5.9 (“Policy 5.9”), however, the Proposed Offering will be exempt from the formal valuation and minority approval requirements of MI 61-101 and Policy 5.9 as neither the fair market value of the securities to be issued to insiders nor the cash consideration to be paid for such securities exceeds 25% of Alphamin’s market capitalization as calculated in accordance with MI 61-101 and Policy 5.9.

The proceeds from the Proposed Offering will be used primarily to prepay at least US\$31 million of principal under the Credit Facility, including prepayment fees, with any additional proceeds to be used for working capital and general corporate purposes.

The Proposed Offering is subject to a number of conditions including, but not limited to, the execution of a definitive agreement for the amendment of the Credit Facility, subscriptions being received for the minimum Proposed Offering and the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and any consents or approvals required under the Credit Facility. All securities issued under the Proposed Offering will be subject to a minimum hold period of four months following the Closing Date.

In April 2019 the Company raised gross proceeds of C\$15.96 million (approximately \$12 million) by issuing 79,800,000 equity units in a non-brokered private placement. Each unit was priced at C\$0.20 and consisted of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at a price of C\$0.30 per Warrant Share for a period of 36 months from the closing date.

In September 2019 the Company's DRC subsidiary received \$4,588,235 from the Industrial Development Corporation of South Africa (IDC) in equity funding to maintain their 14.25% interest in ABM.

Debt funding and restructuring

In conjunction with the private placement announced on April 27, 2020 the Company has negotiated and agreement in principal for a major debt restructuring on the following terms;

- ✓ Up to 31% reduction in debt resulting in significantly reduced interest rates on the outstanding balance, improved debt covenants and debt profile;
- ✓ debt service headroom secured over the tenor of the remaining loans assuming a lower tin price environment; and
- ✓ a strengthened balance sheet and lower debt commitments enabling the Company to maintain its critical path towards growth initiatives.

Amendments to Credit Facility Terms

Lenders to ABM have agreed in principle to the following revised Credit Facility terms - subject to a minimum US\$31m principal prepayment and execution of the required Credit Facility amendment by the parties:

	Current key terms	Revised key terms
Interest rate	Libor +14%	Libor +10,5%*
Interest payments	US\$1,3m per month reducing against capital repayments	US\$0,3m per month to December 2020. An average US\$0,45m per month during 2021 and reducing from 2022 against capital repayments
Debt capital repayments	US\$2,7m per month from July 2020 to June 2023	US\$850k per month from July 2020 to Dec 2020#. US\$2,1m per month from January 2021 to June 2023
Debt Service Cover Ratio covenant	1,75x	1,5x with waiver to 30 June 2021
Penalty on prepayment	3% payable in cash	1,7% payable in cash
Cash sweep as mandatory payment against loans	30% of excess cash flows	50% of excess cash flows

* Reverts to Libor +14% on outstanding loans from January 2022 with prepayment penalty reducing to 0%

Debt capital repayments subject to the LME tin price averaging above US\$13,000/t for the month preceding payment

These revised debt terms reduce Alphamin's estimated break-even tin price, inclusive of debt servicing, by between US\$2,000 to \$3,000/t¹ to an estimated US\$13,000/t¹ of payable tin produced during 2020 and 2021.

As announced on 16 October 2019, the Company's lender consortium granted an option to ABM to elect to amend quarterly debt capital instalments of approximately US\$8.17 million commencing the end of March 2020, to a deferred monthly capital instalment schedule as set out below ("the Option"). ABM exercised the Option in March 2020.

The revised debt instalment schedule (principal and interest) is as follows:

- Ongoing monthly payments of \$1.3 million (interest only) to the end of June 2020
- From the end of July 2020, a monthly fixed debt capital instalment of approximately \$2.72 million over 36 months, plus interest (initially \$1.3 million per month)

The result is a reduction of approximately \$16.34 million in debt capital repayments for the 2020 financial year.

A cash fee of \$400,000 was paid upon the exercise of the Option.

Community Engagement and Stakeholder Relations

The Company's DRC subsidiary, Alphamin Bisie Mining (ABM) focuses on five levels of stakeholder engagement in order of priority, (1) the Walikale community and village communities closest to Bisie with an estimated 100,000 persons, (2) the broader Walikale Territory with almost 1 million residents; (3) the North Kivu province; and (4) the DRC as a whole. A fifth level are international stakeholder companies, non-governmental organisations, responsible trade initiatives and individuals with a role and interest in purchasing and/or supporting the conflict-free mining of tin in a responsible way by ABM.

ABM's primary benefits for the local community include jobs and infrastructure, with over 800 permanent jobs made stable since production and exports began in 2019, with 41% of those being local from the immediate area and 95% of them being DRC nationals. From 2016 through 2019 ABM has spent almost \$2.5 million through its non-profit corporate social responsibility entity known as the Lowa Alliance on schools, small and medium enterprise support including agricultural extension, access roads and sports and leisure activity. ABM estimates that over 5,000 households (30,000 persons) have benefitted, many through increased revenue from employment with ABM or farming and improved quality of life through the Lowa Alliance.

With Alphamin entering commercial production in 2019, two major revenue streams benefit the government of the Democratic Republic of Congo and the surrounding communities. ABM pays mining royalties to four levels of the DRC government, which includes national, provincial and local structures where, through the rule of the revised mining code, provincial and local governments are receiving royalties directly from all mining exporters which are funding provincial and local development projects. In addition, ABM has over doubled its investment in community development through the Lowa Alliance, separate from and in addition to royalties, due to the formula which allocates 4% of in-country on mine operating expenditures to community development projects.

Nationally and regionally within the Central Africa Great Lakes Region, the project demonstrates the potential for minerals diversification and in a province where conflict and insecurity have prevailed for decades. The project is recognised as contributing to security benefits resulting in the withdrawal of the UN Peacekeeping force from Walikale in 2017 due to improved security.

OVERALL PERFORMANCE

The Company's activity for the year was almost effectively split between finalizing the construction, commissioning and ramp up of the Bisie tin mine and the operations thereof. The Company declared commercial production on September 1, 2019 and saw a steady improvement in plant operations from the start of commissioning through to year end.

Net Loss before taxes for the year amounted to \$2,631,838 (2018: \$3,178,283).

OPERATING ACTIVITIES

During the year ended December 31, 2019, the Company processed 182,322 tons of ore and produced 5,216 tons of tin in concentrate. The process plant averaged circa 24,500 tons per month treated in the six months ended December 31, 2019.

Overall processing recoveries improved considerably as the year progressed to reach ~70% by year end, substantially in line with the target design of 72%. The Company plans to focus on improving recoveries further in 2020 and beyond by moving to continuous operations in the plant and, cashflow permitting, advancing a fine tin recovery solution.

There was a significant lag between production of 5,216 tons of tin in concentrate and the sale of 2,639 tons of this production during the year, due initially to difficulties with regional road conditions and export documentation processes, followed by the collapse of the Maiko bridge in the North Kivu province, which resulted in very limited sales in Q4. Post year end management have reduced the backlog of tin concentrate stocks and are presently operating with a documentation cycle time of around 20 days from production followed by a transit time to Uganda of approximately another 20 days.

DEVELOPMENT ACTIVITIES

Investments in mine under construction assets during the year amounted to \$46,686,998 which primarily related to the completion of the process plant, tailings dam and EPCM portions of the various construction packages.

A working capital shortfall arose in Q1 as a result of a delay in completion of mine construction and non-refund of VAT in the DRC. The shortfall was addressed by completion of a \$12 million equity raise in April 2019.

SELECTED ANNUAL INFORMATION

The following information has been extracted from the Company's annual financial statements for each of the three most recently completed financial years.

	31 December 2019	31 December 2018	31 December 2017
For the Years Ended:	\$	\$	\$
Net sales or total revenue	27,221,062	-	-
Net profit/(loss) attributable to equity holders	4,979,419	(1,370,863)	(2,742,787)
Net profit/(loss) per share, basic and diluted	0.01	(0.00)	(0.01)
Total assets	318,572,255	257,171,114	123,581,923
Total debt including lease liabilities	100,011,835	80,896,101	10,070,802
Cash dividends declared per share	-	-	-

Net profit for the financial year 2019 was significantly impacted by the raising of a deferred tax asset and revaluation of warrants. The Company raised a deferred tax asset as a consequence of entering commercial production and the associated increased confidence of recovering tax losses, primarily in the DRC. The deferred tax asset for the year amounted to \$8,056,626. The Company revalues warrants issued to shareholders as part of prior private placements on a quarterly basis, using the Black Scholes valuation model. As a result of the decreasing life of warrants and the decrease in share price during the year, a profit of \$6.8m (2018: \$6.775m) was recognized during the year.

The table below sets out the operating profit/(loss) pre and post commercial production.

	Pre commercial production	Post commercial production	Year ended December 31, 2019	Year ended December 31, 2018
REVENUE	-	27,221,062	27,221,062	-
COST OF SALES	-	(15,658,910)	(15,658,910)	-
GROSS PROFIT	-	11,562,152	11,562,152	-
General and administrative	(8,997,821)	(6,587,404)	(15,585,225)	(9,460,459)
Operating Profit/(Loss)	(8,997,821)	4,974,748	(4,023,073)	(9,460,459)

Pre commercial production expenses were higher than in the previous year due to an increased expenditure on consulting fees and travel and accommodation in particular. Consulting fees related largely to a tendering process undertaken with Deloitte during the year in which major contracts were put out to tender, resulting in reduced unit costs across all of Alphamin's major contractors.

Cost of sales includes depreciation, depletion and amortization of \$7,744,170.

SUMMARY OF QUARTERLY RESULTS

For the Quarters Ended	Dec 31 2019 \$	Sep 30 2019 \$	June 30 2019 \$	Mar 31 2019 \$	Dec 31 2018 \$	Sep 30 2018 \$	June 30 2018 \$	Mar 31 2018 \$
Total revenue	19,974,175	7,426,887	-	-	-	-	-	-
Net profit/(loss)	10,848,253	(104,273)	(4,462,590)	(1,158,013)	(1,502,469)	630,370	(713,390)	(1,592,794)
Net profit/(Loss) per share, basic and diluted	.01	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The table below sets out the 2019 results on a quarterly basis.

	Q1	Q2	Q3	Q4	Total
GROSS REVENUE	-	-	7,426,887	19,794,175	27,221,062
COST OF SALES		(5,876,045)	(9,782,864)		(15,658,909)
GROSS PROFIT	-	-	1,550,842	10,011,311	11,562,153
General and administrative	(2,201,714)	(4,778,644)	(3,335,629)	(5,269,238)	(15,585,225)
Operating Profit/(Loss)	(2,201,714)	(4,778,644)	(1,784,787)	4,742,073	(4,023,072)
OTHER					
Warrants	996,279	315,710	3,267,541	2,270,202	6,849,732
Profit on foreign exchange	44,153	35	217	(48,620)	(4,215)
Loss on write off of assets	-	-	-	-	-
Interest expense	-	-	(1,512,975)	(3,943,253)	(5,456,228)
Interest income	3,269	309	-	(1,633)	1,945
Loss before taxes	(1,158,013)	(4,462,590)	(30,004)	3,018,769	(2,631,838)
Current income tax expense	-	-	(74,269)	(227,142)	(301,411)
Deferred tax movement	-	-	-	8,056,626	-
NET PROFIT/(LOSS)	(1,158,013)	(4,462,590)	(104,273)	10,848,253	5,123,377

RESULTS OF OPERATIONS

For the three months ended December 31, 2019 compared to December 31, 2018

Net profit after tax for the three months ended December 31, 2019 was \$10,848,253, compared to a loss of \$1,502,469 in the corresponding period in 2018. The Company made an operating profit of \$3.7m in Q4 2019. There was no comparable operating profit or loss in 2018 as the Company was in development. The AISC per ton of payable tin produced for the 4th quarter is summarized below:

		Pre Commercial Production*			Post Commercial Production		Total
		Q1	Q2	Q3	Q3	Q4	
Tons processed	t	-	36,336	51,053	23,374	71,559	182,322
Tin grade processed	t		4.7%	5.6%	5.7%	4.9%	
Recoveries	t		37%	52%	65%	64%	
Payable tin produced	t	-	636	1,481	864	2,235	5,216
Payable tin Sold	t	-	157	927	446	1,109	2,639
Revenue *	\$					19,794,174	19,794,174
Off mine costs	\$					(4,687,549)	(4,687,549)
Net on mine reveue	\$					15,106,626	15,106,626
On mine administrative costs	\$					(3,195,586)	(3,195,586)
On mine operating costs	\$					(12,995,669)	(12,995,669)
Stock movement (excluding depreciation)	\$					8,133,421	8,133,421
EBITDA (on a 100% ownership basis)	\$					7,048,792	7,048,792

		Q4 2019	Q4 2019
		Bisie	Bisie
		Per ton produced	Per ton sold
On Mine operating costs	\$	16,191,254	8,057,833
Tons	t	2,235	1,109
On Mine cost per ton	\$/t	7,243	7,266
Offmine costs *	\$/t	4,813	4,227
Sustaining CAPEX	\$/t	532	532
AISC total costs	\$	12,589	12,025

* Offmine costs per ton produced include estimated selling cost including arsenic penalties and additional logistics costs relating to the Maiko bridge repair

Reconciliation of Quarter 4 Operating profit to EBITDA	
Operating Profit	4,742,073
Add depreciation, depletion and amortisation	6,097,875
Deduct depreciation in stock movement	(5,889,611)
Add back borrowing costs in general and administrative	1,825,915
Add back share based payments in general and administrative	89,386
Add back depreciation in general and administrative	183,153
EBITDA	7,048,792

AISC per ton of payable tin produced of \$12,590 was in line with guidance. AISC per ton produced includes estimated amounts for additional logistics following the bridge collapse previously reported and increased off mine costs as a result of the high arsenic content in concentrate produced in Q4. Post year end the Company made some modifications to the reagent suite in the float section of the plant and is confident of being able to deal with future arsenic spikes.

Additional logistics costs were incurred in Q1, 2020 relating to the sale of concentrate produced in Q4, 2019, which was not sold as a result of the Maiko bridge collapse. These were originally estimated at \$1m in the costs above. Additional costs related to hiring a helicopter from South Africa to transport concentrate across the Maiko river during the bridge repair, as well as additional transport costs and export paperwork costs associated with this operation. Actual costs incurred as a result of the bridge

being out were closer to \$1.5m and will be included in off-mine costs related to sales of the Q4 2019 produced concentrates during Q1 2020.

Sustaining capital expenditure relates to the acquisition of two load, haul, dump trucks from Epiroc during the quarter.

For the year-ended December 31, 2019 compared to December 31, 2018

For the twelve months ended December 31, 2019 the Company incurred a profit after tax attributable to equity holders of \$4,979,419 or \$0.01 per share (2018: loss of \$1,370,863 or \$(0.00) per share).

A meaningful comparison of the two years' results is impacted by the factors outlined above being (a) raising of a deferred tax asset in Q4, 2019 and (b) commencement of commercial production on September 1, 2019. Comparable administrative costs were higher in 2019 when compared to 2018 due to increased consultancy fees and increased travel and accommodation costs. The Company also increased community development expenditure significantly following commencement of operations.

LIQUIDITY AND CAPITAL RESOURCES

The outbreak of the COVID-19 pandemic has resulted in a significant drop in the market price of tin, which in turn has put added pressure on the Company's liquidity and capital resources.

As at December 31, 2019 the Company had a consolidated cash balance of \$5,941,243 (2018: \$17,105,121) and working capital of (\$3,301,071) (2018: \$11,336,831).

Current liabilities, excluding the warrant liability, which cannot result in a cash outflow for the Company, as at December 31, 2019 were \$52,957,165 (2018: \$7,030,445). The significant increase in current liabilities results from the first debt capital repayments falling due in 2020 in the amount of \$16.4m (this does not include the proposed amendments resulting from the debt restructuring announced on April 27, 2020), and a trader advance of \$12.6m received from the Company's offtake partner to assist with cashflow during the bridge repair period. Accounts payable were significantly higher at year end due to almost \$13.5m in creditors relating to the mine development remaining outstanding and \$4m in mining equipment purchased from the Company's former mining contractor falling due over 18 months.

The Company expects an AISC per ton of payable tin produced of between \$10,000 and \$12,000 for the year ending December 31, 2020. Covid-19 is having a negative impact on global commodity prices. The LME tin price is currently ranging between \$14,000/t and \$15,000/t compared to the Company's recently released NI 43-101 Technical Report which assumed a price of US\$17,000/t.

From a liquidity perspective and basis the guidance production range, this current tin price range supports ongoing production and sales costs together with debt interest payments but, higher tin prices are required to meet additional monthly debt capital repayments which is scheduled to commence 31 July 2020. The post reporting period proposed private placement and related debt reduction and reprofiling will, should it close, reduce the Company's break-even tin price significantly. The Company continues to focus on achieving its full production targets at the lowest possible unit cost.

Should the tin price or COVID related supply chain disruptions affect the Company's ability to produce at targeted levels or service debt, management would need to secure additional financing to reduce debt and meet obligations. There is no guarantee such efforts will be successful. See "Risks and Uncertainties" below.

As at year end the Company has made capital commitments of \$1,300,000 to acquire two mine trucks in 2020. The trucks will be financed through lease finance with Epiroc financial solutions and paid for over 36 months at an interest rate of 8.95%.

Operating activities

Net cash used in operating activities for the year-ended December 31, 2019 was \$5,498,426 (year-end December 31, 2018: \$5,187,900). The 2019 movement includes outflows relating to an increase in

inventory of \$24.5m following commencement of operations, offset by receipt of trader finance of \$12.6m and increase in accounts payable of \$7.9m

Investing activities

Cash used in investing activities for the year-ended December 31, 2019 was \$22,765,846 (2018: \$115,943,041). The large majority of costs incurred relate to capitalised development costs to build the Bisie mine. The decrease related to the completion of construction during the year in 2019 compared to a full year of development in 2018.

Financing activities

Cash inflows from financing activities for the year ended December 31, 2019 amounted to \$17.1m compared to \$131m in 2018. During the year the Company completed an equity raise for gross proceeds of \$12m and raised \$4.5m at subsidiary level where the IDC invested in ABM to maintain its pro rata shareholding. Prior year numbers were significantly higher as the Company raised \$55m in equity, \$69m in debt and \$7m at subsidiary level.

Liquidity outlook

The Company's ability to continue as a going concern will depend on producing at target volumes and grades, and tin prices sufficient to meet operational and debt servicing needs. The outbreak of the COVID-19 pandemic has had a material impact on the market price for tin. In light of the current tin price range of \$14,000 to \$15,000 per ton, management have sought to reduce the Company's risk profile by reducing debt on improved terms as outlined above.

DIVIDENDS

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings to service debt and finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

ASSET BACKED COMMERCIAL PAPER

The Company has leased 7 pieces of underground mining equipment from Epiroc financial solutions. Refer to note 11 of the financial statements – "lease agreements" for further information.

FINANCIAL INSTRUMENTS

Cash, amounts receivable and accounts payable and accrued liabilities are considered to be a reasonable approximation of their fair value due to the short-term nature of these instruments. Cash, accounts payable and long-term debt are designated as financial instruments at amortized cost. Warrants and amounts receivable are designated as liabilities at Fair Value Through Profit or Loss. The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity and foreign exchange risks. The Company has established active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities. The Company places its cash with high credit quality financial institutions. Additional information can be found within the Company's 2019 annual consolidated financial statements.

SHARE CAPITAL

The Company had:

	May 5, 2020	December 31, 2019	December 31, 2018
• Authorized share capital of an unlimited number of common shares without par value.			
• Common shares issued	866,033,993	866,033,993	786,233,993
• Stock options outstanding	12,971,716	14,142,415	14,142,415
• Warrants	210,929,346	210,929,346	131,129,346

A summary of stock option activity and information concerning outstanding and exercisable options as at December 31, 2019 is as follows:

	Options outstanding	
	Number of options #	Weighted average exercise price CAD\$
Balance, December 31, 2017	8,411,754	0.29
Options issued during the year	7,235,861	0.25
Options forfeited during the year	(1,505,200)	0.35
Balance, December 31, 2018 and December 31, 2019	14,142,415	0.27

The following table summarizes information concerning outstanding and exercisable options at December 31, 2019:

Number outstanding #	Number exercisable #	Expiry date	Options outstanding and exercisable	
			Weighted average exercise price CAD\$	Remaining life (years)
1,518,077	1,518,077	Aug 15, 2020	0.20	0.62
759,038	759,038	Oct 19, 2020	0.20	0.80
759,038	759,038	Apr 15, 2021	0.20	1.29
390,801	390,801	Oct 15, 2021	0.30	1.79
3,479,600	1,739,800	July 25, 2022	0.35	2.57
7,235,861	-	Dec 3, 2025	0.25	5.93
14,142,415	5,166,754		0.27	

A summary of warrants activity and information concerning outstanding warrants as at December 31, 2019 are as follows:

	Warrants outstanding	
	Number of warrants #	Weighted average exercise price CAD\$
Balance, December 31, 2017	46,232,654	0.4335
Warrants issued on January 22, 2018	84,896,692	0.4000
Balance, December 31, 2018	131,129,346	0.4117
Warrants issued on April 8, 2019	79,800,000	0.3000
Balance, December 31, 2019	210,929,346	0.37

OUTLOOK

The information below is in addition to the disclosure concerning specific operations included in the Results of Operations section of this MD&A.

GENERAL ECONOMIC CONDITIONS

As disclosed in Note 29 to the consolidated financial statements, Events after the Reporting Date, the novel coronavirus (COVID-19) pandemic has caused considerable disruptions to worldwide supply chains of goods, people movement and had a materially negative impact on commodity prices. No disruptions to ABM's operations have been noted to date. Should operations cease at the Bisie tin mine due to a COVID-19 related stoppage, it could have a material impact on the Company's ability to service its debt and accounts payable. Further, should the Company face a prolonged low tin price environment as a result of the economic fallout from COVID-19 there is no guarantee that the Company will be able to meet its debt obligations and covenants. The Company believes that the debt restructure and private placement outlined above results in debt levels that are at a manageable level even in a depressed tin price environment.

Assuming no impact relating to COVID-19, the Company expects contained tin production of between 9,000 and 10,000 tons for the year ending December 2020 with run-of-mine tin grades averaging 4% Sn and overall plant recoveries at 72%.

Contained tin sales should be approximately 2,000 tons higher than production as we reinstate outbound logistics following the Maiko bridge collapse in Q4 2019. We expect AISC per ton of contained tin of between \$10,000 and \$12,000 for the year ending December 2020.

CAPITAL AND EXPLORATION EXPENDITURES

The Company continues to review and closely manage its capital and exploration spending. The Company would like to pursue certain value add initiatives in terms of both exploration expenditures targeting an improved life of mine and expansion capital projects within the existing process plant targeting improved output and recoveries. Pursuit of these initiatives will be largely dependent on the prevailing tin price and production. Capital and exploration expenditures are likely to be severely curtailed in the short term in response to the coronavirus pandemic, low tin prices and debt service commitments.

OFF BALANCE SHEET ARRANGEMENTS

During the fiscal years ended December 31, 2019 and 2018, the Company was not a party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

MARKET RISK DISCLOSURES

As a result of the volatility and uncertainty in commodity prices since the outbreak of the COVID-19 pandemic, the Company has commenced fixing the final tin price shortly after delivery so as to reduce the exposure to M+1 tin price. Management will review on an ongoing basis.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ended December 31, 2019. The Company has not yet adopted these new and amended standards.

IFRS 3 – Business Combinations. The amendment to the definition of a business confirmed that a business must include inputs and a process and clarified that the process must be substantive and that the inputs and process must together significantly contribute to creating outputs. Furthermore, the amendment narrowed the definition of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than providing dividends or other economic benefits directly to investors or lowering costs. (i)

The Company has considered the amendment and assessed that it will have no material impact on adoption.

IAS 1 – Presentation of Financial Statements and IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. The amendments clarify and align the definition of ‘material’ and provide guidance to help improve consistency in the application of that concept whenever it is used in IFRS Standards. (i)

The Company has considered the amendment and assessed that it will have no material impact on adoption.

(i) Effective for annual periods beginning on or after January 1, 2020

Application of new and revised standards

Newly adopted accounting standards

The following standards became effective for annual periods beginning on or after January 1, 2019.

The Company adopted these standards in the current period.

IFRS 9 – Financial instruments. The amendments allow companies to measure particular prepayable financial assets with so-called negative compensation at amortized cost or at fair value through other comprehensive income if a specified condition is met, instead of at fair value through profit or loss.

IFRS 16 – Leases. IFRS 16 was issued in January 2016 and will result in almost all leases being recognized on the statement of financial position by lessees, as the distinction between operating and finance leases has been removed. An asset (the right to use the leased item) and a financial liability to pay rentals are recognized. The only exceptions are short-term and low-value leases.

IAS 19 – Employee benefits on plan amendment, curtailment or settlement. The amendment uses updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement.

IAS 28 – Investments in associates and joint ventures – long-term interests in associates and joint ventures. The amendments clarified that companies account for long-term interests in an associate or joint venture, to which the equity method is not applied, using IFRS 9.

Amendments to IFRS 2 – Share-based payments. This amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled.

Annual improvements 2015-2017 Cycle: IFRS 3 – Business Combinations and IFRS 11 – Joint arrangements. The amendment clarifies that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

Annual improvements 2015-2017 Cycle: IAS 12 – Income Taxes. The amendment clarifies that all income tax consequences of dividends should be recognized in profit or loss, regardless of how the tax arises.

Annual Improvements 2015-2017 Cycle: IAS 23 – Borrowing Costs. The amendment clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

IFRIC 23 – Uncertainty over income tax treatments. The interpretation specifies how an entity should reflect the effects of uncertainties in accounting for income taxes.

RISKS AND UNCERTAINTIES

The operating results and financial condition of the Company are subject to a number of inherent risks and uncertainties associated with its business activities, which include the operation of the Bisie underground tin mine, its ore processing facilities and concentrate sales activities, and financing activities and further growth and exploration initiatives. The operating results and financial condition are also subject to numerous external factors, which include economic, social, geo-political, regulatory, legal, tax and market risks impacting, among other things, metal prices, operational input prices, concentrate treatment and logistical costs, foreign exchange rates, inflation and the availability and cost of capital to fund the liquidity requirements of the business. Each of these risks could have a material adverse impact on the Company's future business, results of operations and financial condition, and could cause actual results to differ materially from those described in any Forward-Looking Statements contained in this MD&A. The Company endeavors to manage these risks and uncertainties in a balanced manner with a view to mitigating risk while maximizing total shareholder returns. It is the responsibility of senior management to identify and effectively manage the risks of the business. This includes developing appropriate risk management strategies, policies, processes and systems. There can be no assurance that the Company has been or will be successful in identifying all risks or that any risk-mitigating strategies adopted to reduce or eliminate risk will be successful. A description of the more significant business risks and uncertainties affecting the Company are set out below. These risks, along with other potential risks not specifically discussed in this MD&A, should be considered when evaluating the Company. Additional risks not identified below may affect the Company.

Public Health Crises

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics, pandemics or other health crises, such as Ebola and the outbreak of the coronavirus COVID-19 that was first reported from Wuhan, China in December, 2019 and designated as a pandemic by the WHO on March 11, 2020. The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, stay-at-home orders, global stock market volatility, a reduction in consumer activity and a materially negative effect on commodity prices, including the price of tin. Such public health crises can result in operating, supply chain and project delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and labour shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect commodity prices, interest rates, credit ratings, credit risk and inflation. The Company may experience business interruptions, including suspended or reduced operations at the Company's Bisie tin mine and at third-party processing facilities, expenses and delays, relating to COVID-19 and other such events outside of the Company's control, which could have a material adverse impact on its business, operating results, financial condition and the market for its securities. As at the date of this MD&A, the duration of the business disruptions internationally and related financial impact of COVID-19 cannot be reasonably estimated. It is unknown whether and how the Company may be affected if such an epidemic persists for an extended period of time. In particular, the DRC, in which the Company operates, may not have sufficient public infrastructure to adequately respond or efficiently and quickly recover from such event, which could have a materially adverse effect on the Company's operations. The Company's exposure to such public health crises also includes risks to employee health and safety. The Company's operations are located in a remote and isolated area and represent a concentration of personnel working and residing in close proximity to one another. Should an employee or visitor become infected with a serious illness that has the potential to spread rapidly, this could place our workforce and ongoing operations at risk.

Failure to Achieve Production, Cost or Other Estimates

The Company has made estimates with respect to capital costs, operating costs, tin concentrate production levels and other economic parameters with respect to the Bisie tin mine. The Company's actual costs, production, returns, payback and other financial and economic performance metrics for the Bisie tin mine are dependent on a number of factors, including currency exchange rates, the price of tin, the cost of inputs used in mining development and operations and events that impact cost and production levels that are not in the Company's control. The Company's actual costs may vary from estimates for a variety of reasons, including changing waste-to-ore ratios, ore grade, recoveries, labour and other input costs, commodity prices, costs incurred to transport products and consumables, external tin concentrate treatment charges, governmental charges and taxes and general inflationary pressures and currency exchange rates. Failure to achieve cost estimates or tin production targets or other economic performance metrics or material increases in costs could have a material adverse impact on the Company's future cash flows, profitability, financial condition and results of operations.

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of minerals, including unusual and unexpected geologic formations and weak underground geotechnical conditions, seismic activity, rock bursts, landslides, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, processing operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

The Company's mining operations are located in a remote area and may be affected by adverse climate issues due to climate change or other factors, resulting in technical challenges for conducting both underground mining operations and processing and sales activities on surface. Although Alphamin

benefits from modern mining technology, the Company may sometimes be unable to overcome problems related to weather and climate either expeditiously or at a commercially reasonable cost, which could have a material adverse effect on its business, results of operations and financial condition.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. 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 quantity and quality of minerals and proximity to infrastructure; mineral 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 be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral resources will result in discoveries of commercial quantities of any minerals.

The market prices of precious and base metals are volatile and are affected by numerous factors beyond the Company's control. These factors include international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities, increased production due to improved mining and production methods and economic events.

Until such time as the Company produces positive cash flow from mining operations, all the Company's operating cash flow must be derived from external financing. Actual funding may vary from what is planned due to a number of factors including the progress of exploration and development of its current properties. Should changes in equity market conditions prevent the Company from obtaining additional financing, the Company will need to review its properties and prioritize project expenditures based on funding availability.

Financing and Liquidity

The Company expects to rely on cash flows generated from its Bisie tin mining operations to fund its operating, investment, debt service and liquidity needs. The cyclical nature of the Company's business, adverse commodity prices, unexpected costs or delays and general economic conditions are such that conditions could change dramatically, affecting the Company's cash flow generating capability, its ability to fund its operations or service indebtedness, all of which could have a material adverse impact on the Company's earnings and cash flows and, in turn, could affect total shareholder returns or its ability to operate. Should additional capital be required, there can be no assurance that the Company will be able to obtain adequate financing or capital in the future or that the terms of such financing or capital will be favourable. Failure to obtain such additional financing could result in a delay or indefinite postponement of operational activities and development or construction project initiatives and could have a material adverse impact on the Company's business, financial condition, results of operations and share price.

Credit Facility

The Company's Credit Facility limits, among other things, the Company's ability to permit the creation of certain liens, make investments, dispose of the Company's material assets or, in certain circumstances, pay dividends or pursue capital intensive growth initiatives. In addition, the Credit Facility limits the Company's ability to incur additional indebtedness and requires the Company to maintain specified financial ratios and meet financial condition covenants. Events beyond the Company's control, including changes in general economic and business conditions and the market price of tin as a result of the COVID-19 pandemic or other factors, may affect the Company's ability to

satisfy these covenants or make principal or interest payments, which could result in a default under the Credit Facility. If an event of default under the Credit Facility occurs, the lenders could elect to declare all principal amounts outstanding thereunder at such time, together with accrued interest, to be immediately due. An event of default under the Credit Facility may also give rise to an event of default under existing and future debt agreements and, in such event, the Company may not have sufficient funds to repay amounts owing under such agreements.

Political Stability – Democratic Republic of Congo (DRC)

Alphamin's Bisie tin mine is located in the Walikale District of the North Kivu province, east central DRC. In the DRC, the assets and operations of the Company are subject to the effects of political changes, war and civil conflict, ramifications from the relocation of artisanal miners, changes in government policy, lack of law enforcement, labour unrest and the creation of new laws. These changes (which may include new or modified taxes or other government levies as well as other legislation) may impact the profitability and viability of the Bisie tin mine. The DRC is a developing country with physical and institutional infrastructure that is in a basic condition. It is in transition from a largely state controlled economy to one based on free market principles, and from a non-democratic political system with a centralized ethnic power base to one based on more democratic principles. There can be no assurance that these changes will be effected or that the achievement of these objectives will not have material adverse consequences for Alphamin and its operations. Moreover, the east central region of the DRC has undergone civil unrest and instability that could have an impact on political, social or economic conditions in the DRC generally. The impact of unrest and instability on political, social or economic conditions in the DRC could result in the impairment of the exploration, development and operations at the Bisie tin mine. Any such changes are beyond the control of Alphamin and may adversely affect its business.

Dependence on Key Management and Employees

The success of the operations and activities of Alphamin is dependent to a significant extent on the efforts and abilities of a small number of officers, key employees and outside contractors. Relationships between the Company and its employees may be affected by changes in the scheme of labour relations that may be introduced by relevant government authorities in the jurisdictions in which the Company operates. Changes in applicable legislation or in the relationship between the Company and its employees or contractors may have a material adverse effect on the Company's business, results of operations and financial condition. The Company's ability to manage its operating, development, exploration and financing activities will depend in large part on the efforts of key management personnel. The loss of the services of one or more of these individuals could adversely affect Alphamin's profitability, results of operations and financial condition. The Company faces significant competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel. The Company does not hold key person insurance on any of these individuals.

Counterparty Risk

The Company has entered into a concentrate off-take agreement whereby 100% of planned production of tin concentrate produced from the Company's Bisie tin mine is committed to an external party throughout the calendar year. If the counterparty to the off-take agreement does not honour such arrangement, is contractually able to exclude itself from performance, or should the counterparty become insolvent, the Company may incur losses on the production already shipped or be forced to sell a greater volume of production in the spot market, which is subject to market price fluctuations. In addition, there can be no assurance that the Company will be able to renew the off-take arrangement on economic terms upon expiry, or at all, or that the Company's production will meet the qualitative and quantitative requirements under such arrangement.

Foreign Exchange

By virtue of its international operations, the Company incurs costs and expenses in a number of foreign currencies. The revenue from mining operations received by the Company is denominated in U.S. dollars since the price of tin it produces is referenced in U.S. dollars, and the majority of operating and capital expenditures of its mining and other operations are denominated in U.S. dollars but certain operating and capital expenditures are denominated in South African rand and Euro. Fluctuations in

these foreign exchange rates give rise to foreign exchange exposures, either favourable or unfavourable, which could have a material impact on the Company's business, financial condition and results of operations.

Foreign Operations

In the DRC, the assets and operations of the Company are subject to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, currency exchange rates; high rates of inflation; labour unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; changing political conditions; currency controls and foreign governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies or shifts in political attitude in the DRC may adversely affect Alphamin's operations and/or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in the loss, reduction or expropriation of entitlements. In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the courts in its jurisdiction. The Company also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for Alphamin to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.

Resource Nationalism

Governments in certain jurisdictions struggle with depressed economies and as a result have targeted mining companies for additional revenue by way of increased economic rent for the exploitation of resources in their countries. Many countries have implemented changes to their respective mining regimes. Future changes could include things such as, but not limited to, law affecting foreign ownership and take-overs, mandatory government participation, taxation and royalties, working conditions, expropriation, export duties or repatriation of income or return of capital.

Bribery and Corruption

The Company's operations are governed by, and involve interactions with, public officials and many levels of government in the DRC. Its operations take place in a jurisdiction ranked unfavourably under Transparency International's Corruption Perception Index. This jurisdiction may be vulnerable to the possibility of bribery, corruption, collusion, kickbacks, theft, improper commissions, facilitation payments, conflicts of interest and related party transactions. The Company is required to comply with anti-bribery and anti-corruption ("ABC") laws in the countries in which the Company conducts its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by third parties, such as, but not limited to, contractors, suppliers, consultants, agents and customers. Although the Company has adopted a number of steps to mitigate bribery and corruption risks, which include, among others, developing policies and procedures, establishing a third party due diligence process, implementing training programs and performing regular internal monitoring activities and audits, such measures may not always be effective in ensuring the strict compliance with ABC laws of the Company, its employees or third parties. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a

material adverse impact on the Company's reputation, business, financial condition and results of operations.

Laws, Regulations and Permitting

The activities of the Company are subject to various laws and regulations governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, archaeological discovery and other matters. Although the Company currently carries out its operations and business in accordance with all applicable laws, rules and regulations, no assurance can be given that new laws, rules and regulations will not be enacted or that existing laws, rules and regulations will not be changed or be applied in a manner which could limit or curtail production or development. Furthermore, amendments to current laws and regulations governing operations and activities of mining, milling and processing or more stringent implementation thereof could cause costs and delays that could have a material adverse impact on the Company's business, financial condition and results of operations.

The Company's current and future operations and development activities are subject to receiving and maintaining permits from appropriate governmental authorities. Although the Company currently has the required permits for its current operations, there can be no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for the existing operations or additional permits for planned new operations or changes to existing operations that could have a material adverse impact on the Company's business, financial condition and results of operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining and processing operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining and processing activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Market Access Restrictions or Tariffs

The Company could experience market access interruptions or trade barriers due to policies or tariffs of individual countries, or the actions of certain interest groups to restrict the import of certain commodities. Restrictions or interruptions in the Company's ability to transport concentrate across country borders could materially affect its business operations. The Company's exported tin concentrate, or the supplies it imports may also be subject to tariffs, which may impair the competitiveness of its business.

Conflict Minerals

There have been a number of international initiatives to reduce trade in natural resources extracted in conflict zones, the sale of which are used to further fund conflict. For example, initiatives contained in Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act in the United States and OECD Due Diligence Guidelines for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas require supply chain managers to verify purchased goods as "conflict-free" or implement measures to address any inability to do so. Similar legislative requirements have been adopted by the EU and will be enforceable from January 2021. Due to the geographic origin of the tin concentrate from the Bisie tin mine, under applicable laws and guidelines, the Company is required to certify to processing smelters and refiners that the concentrate produced at the Bisie tin mine is "conflict-free". This certification must be obtained from independent third party auditors, and should the Company not be able to maintain the "conflict-free" status of its tin concentrate in future, this could materially negatively affect sales of tin concentrate to refiners and could have a material adverse effect on the Company's business, operating results and financial position.

Enforcement of Legal Rights

In the event of a dispute arising at its foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in preferred jurisdictions or in arbitration. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

Stakeholder Relations and License to Operate

The Company's relationships with local communities and other stakeholders are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of mining and smelter activities on the environment and on communities impacted by such activities. NGOs and civil society groups, some of which oppose globalization and resource development, are often vocal critics of the mining industry and its practices, including the use of hazardous substances and the handling, transportation and storage of various waste, including hazardous waste. Adverse publicity generated by such NGOs and civil society groups or others related to the extractive industries generally, or the Company's operations specifically, could have a material adverse impact on, including but not limited to, the laws under which the Company operates, its ability to secure new permits and its reputation. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, obtain permits and licenses and/or continue its operations, which could have a material adverse impact on the Company's business, results of operations and financial condition. While the Company is committed to operating in a socially responsible manner, there is no guarantee that its efforts in this regard will mitigate this potential risk.

The inability of the Company to maintain positive relationships with local communities may also result in additional obstacles to permitting, increased legal challenges, or other disruptive operational issues at its operating mines, and could have a significant adverse impact on the Company's ability to generate cash flow, with a corresponding adverse impact to the Company's share price and financial condition.

Estimates of Mineral Resources and Mineral Reserves

The mineral resources and mineral reserves disclosed by the Company are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company's control. Such estimation is a subjective process and the accuracy of any resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Short-term operating factors, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that tin recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Fluctuations in tin prices, results of drilling, change in cut-off grades, metallurgical testing, production and the evaluation of mine plans subsequent to the date of any estimates may require revision of such estimates. The volume and grade of mineral reserves mined and processed, and the recovery rates achieved may not be the same as currently anticipated. Any material reduction in the estimated mineral resources and mineral reserves could have a material adverse impact on the Company's business, financial condition and results of operations. A significant decrease in the mineral resource and/or mineral reserve estimates could have a material adverse impact on the carrying value of exploration and evaluation assets, mine properties, property, plant and equipment, depletion and depreciation charges, and rehabilitation provisions, and could result in an impairment of the carrying value.

Need for Mineral Reserves

As mines have limited lives based on proven and probable mineral reserves, the Company must continually develop, replace and expand its mineral reserves as its mine produces tin. The Company's

ability to maintain or increase its annual production of tin and its aggregate mineral reserves will be significantly dependent on its ability to expand mineral reserves both at existing mines and new mines it intends to bring into production in the future.

Fluctuations in Commodity Prices and Tin Price Exposure

The price of the common shares of the Company, and the consolidated financial results and exploration, development and mining activities of the Company may in the future be significantly and adversely affected by declines in the price of tin. The price of tin fluctuates widely and is affected by numerous factors beyond the control of the Company such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions and production costs of major mineral-producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market value of tin could cause continued development of and commercial production from the properties in which the Company holds an interest to be impracticable. Depending on the price of tin, cash flow from any mining operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Any future production from the Company's mining properties is dependent upon the prices of tin being adequate to make these properties economic. In addition to adversely affecting the resource estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

The Company sells tin concentrate based on provisional spot prices at or close to the date of delivery to the customer. The point of delivery could be any of Logu or Goma, in the North Kivu province of DRC or Kampala, Uganda under the terms of the contract. Final pricing is determined based on the average LME 3 month Offer price in the calendar month post-delivery. The Company does not have a hedging policy and is exposed to M+1 on significant price movements between provisional invoicing and final pricing, which can be significant in a volatile tin price environment.

Environmental Matters

All phases of the Company's operations are subject to environmental regulations in the DRC and other jurisdictions in which it may operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests which are presently unknown to the Company and which have been caused by previous or existing owners or operators of the properties or by illegal mining activities.

Climate Change Legislation Risks

Many governments are moving to enact climate change legislation and treaties at the international, national, state, provincial and local levels. Where legislation already exists, regulations relating to emission levels and energy efficiency are becoming more stringent. Some of the cost associated with meeting more stringent regulations can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, meeting more stringent regulations is anticipated to result in increased costs, which could have a material adverse impact on the Company's business, results of operations and financial condition.

Uncertainty of Production and Cost Estimates

As a result of the substantial expenditures involved in the development of mineral projects and the fluctuation and increase of costs over time, development projects may be prone to material cost

overruns. The Company's actual production and costs may vary from estimates for a variety of reasons, including: increased competition for resources and development inputs; cost inflation affecting the mining industry in general; actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; short-term operating factors relating to the ore reserves, such as the need for sequential development of ore bodies and the processing of new or different ore grades; revisions to mine plans, changes in the ore processing recoveries to final concentrate, difficulties with supply chain management, including the implementation and management of enterprise resource planning software; risks and hazards associated with mining; natural phenomena, such as inclement weather conditions, outbreaks of illness, water or power availability, floods, and earthquakes; and unexpected labour shortages or strikes. Operating costs may also be affected by a variety of factors, including changing waste-to-ore ratios, ore grades mined and processing recoveries, labour costs, cost of commodities and other inputs, general inflationary pressures and currency exchange rates. Many of these factors are beyond the Company's control. No assurance can be given that the Company's cost estimates will be achieved. Failure to achieve production or cost estimates or material increases in costs could have an adverse impact on Alphamin's future cash flows, profitability, results of operations and financial condition.

Insurance and Uninsured Risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures underground or on surface, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability. Although the Company may maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks and related loss of profit associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance, results of operations and liquidity position.

Land Title

Although the nature and extent of the interests of the Company in the properties in which it holds an interest has been reviewed by or on behalf of the Company and title opinions have been obtained by the Company with regard to certain of such properties, there may still be undetected title defects affecting such properties. Title insurance generally is not available, and the ability of the Company to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, in certain cases, the Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the properties in which the Company holds an interest may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Costs of Land Reclamation

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds an interest. Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise

planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

Infrastructure and supplies for the Bisie Project

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision or continued availability of such infrastructure could adversely affect the operations, financial condition and results of operations of the Company.

Alphamin's mineral interests are located in a remote area of the DRC, which lacks basic infrastructure, including sources of power, water, housing, food and transport. In order to develop and operate any of its mineral interests, Alphamin will need to maintain the facilities and materials necessary to support operations in the remote location in which it is situated. The remoteness of the mineral interests affects the viability of mining operations, as Alphamin will need to maintain and upgrade sources of power, water, physical plant and transport infrastructure that have been developed as part of the construction of the Bisie tin mine. The lack of availability of such sources may adversely affect mining feasibility and will, in any event, require Alphamin to apply significant funds, locate adequate supplies and obtain necessary approvals from national, provincial and regional governments, none of which can be assured.

Power Supply

The Company's operations depend upon the reliable and continuous delivery of sufficient quantities of power to its mine and processing facilities. As a result of the Bisie tin mine's remote location, diesel generators are relied upon for the generation of power for the project. Although measures to keep power outages and shortages to a minimum have been implemented, there may nonetheless be power outages or shortages as a result of insufficient capacity, breakdown of equipment, unavailability of parts or diesel fuel and other causes, which if they occur, may have a material adverse effect on the Company's business, operating results and financial position.

Effect of Inflation on Results of Operations

The Bisie tin mine, which represents the Company's main asset, is located in the DRC which has historically experienced relatively high rates of inflation and increases in such rate of inflation may have a material adverse impact upon the financial condition and results of operations of the Company.

Reliance on a Single Property

The only material property interest of the Company is the Bisie tin mine. Unless the Company acquires additional property interests, any adverse developments affecting the Bisie tin mine could have a material adverse effect upon the Company and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Company. The Company also anticipates using revenue generated by its operations at the Bisie tin mine in the future to finance other growth and value add initiatives, exploration and development on its properties. Further, there can be no assurance that the Company's exploration and development programs at its properties will result in any new economically viable mining operations or yield new mineral resources to replace and expand current mineral resources.

Information Technology

The Company is growing more reliant on the continuous and uninterrupted operations of its information technology ("IT") systems. User access and security of all IT systems are important elements to the operations of the Company. Protection against cyber security incidents and cloud security, and security of all of the Company's IT systems, are critical to the operations of the Company. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of the Company. The Company stores a significant amount of its proprietary data on servers including, but not limited to, financial records, drilling databases, technical information, legal information, licences and human resource

records. The Company utilizes standard protocols and procedures in protecting and backing up electronic records; however, there is no assurance that third parties will not illegally access these records which could have a material adverse effect on the Company.

Foreign Subsidiaries

The Company conducts its operations through foreign subsidiaries and substantially all of its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between or among the Company and such entities, could restrict or impact the Company's ability to fund or receive cash from its operations. Any such limitations, or the perception that such limitations may exist now or in the future, could have a material adverse impact on the Company's business, financial condition and results of operations. In addition, the Company is incorporated under the laws of Mauritius and the corporate law and other laws governing the Company and its foreign subsidiaries differ materially from Canadian corporate and other laws. Challenges to the Company's ownership or title to the shares of such subsidiaries or the subsidiaries' title or ownership of their assets may occur based on alleged formalistic defects or other grounds that are based on form rather than in substance. Any such challenges may cost time and resources for the Company or cause other adverse effects.

Risks with Respect to Inadequate Controls over Financial Reporting

Any failure of the Company to implement adequate controls over financial reporting, or difficulties encountered in their implementation, could have a material adverse impact on the Company's business, financial condition, results of operations and share price. No evaluation can provide absolute assurance that the Company's internal control over financial reporting will detect or uncover all material information required to be reported. Furthermore, there can be no certainty that the Company's internal control over financial reporting will prevent or detect all errors and fraud. In addition, with ever increasing regulations and changes in the Company's business it is expected that the Company's internal control over financial reporting will continue to evolve and improve over time.

Health and Safety Risk

Mining, like many other extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, cause an interruption to operations, lead to a loss of licenses, affect the reputation of the Company and its ability to obtain further licenses, damage community relations and reduce the perceived appeal of the Company as an employer. The Company has procedures in place to manage health and safety protocols in order to reduce the risk of occurrence and the severity of any accident and is continually investing time and resources to enhance health and safety at all operations.

Significant Shareholder

Tremont owns approximately 48.6% of the common shares of the Company. As a result, Tremont has the ability to influence the outcome of corporate actions requiring shareholder approval, including the election of directors of the Company and the approval of certain corporate transactions.

Public Company Obligations

The Company's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of non-compliance, which could have a material adverse impact on the Company's share price.

The Company is subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSX Venture Exchange, JSE and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity creating many new requirements. The Company's efforts to comply with rules and obligations could result in increased general and administration expenses and a diversion of management time and attention from revenue-generating activities.

Conflicts of interest

The Company's proposed business raises potential conflicts of interests between certain of its officers and directors and the Company. Certain directors of the Company are directors of other mineral resource companies and advisors and, to the extent that such other companies may participate or advise in ventures in which the Company may participate, these directors may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. 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 appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, involvement in a greater number of programs and reduction of the financial exposure with respect to any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In determining whether the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest. The Company is not aware of the existence of any conflict of interest as described herein.

Market Price of Common Shares

The common shares are listed on the TSX Venture Exchange and JSE AltX. The price of these and other shares making up the mining sector have historically experienced substantial volatility, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, including those impacting the price of commodities, interest rates, market perceptions concerning equity securities generally and the precious and base metal sectors in particular, and factors that may be specific to the Company, including daily traded volumes of the common shares.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value, which in turn could impact the ability of the Company to raise equity or raise equity on terms considered to be acceptable. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources and have a material adverse impact on the Company's business, financial condition and results of operations.

Dilution to Common Shares

During the life of the Company's outstanding stock options granted under its share-based compensation plans, the holders are given an opportunity to profit from an increase in the market price of the Company's common shares with a resulting dilution in the interest of shareholders. The holders of stock options may exercise such securities at a time when the Company may have been able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding rights. The increase in the number of common shares in the market, if all or part of these outstanding rights were exercised, and the possibility of sales of these additional shares may have a negative effect on the price of the Company's common shares. As at December 31, 2019 there were 14,142,415 options in issue.

The Company may need to raise additional financing in the future through the issuance of additional equity securities. If the Company raises additional funding by issuing additional equity securities, such financings may substantially dilute the interests of shareholders of the Company and reduce the value of their investment in the Company's securities.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by Alphamin or by investors in Alphamin. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Alphamin and the value of the common shares.

RELATED PARTY TRANSACTIONS

KEY MANAGEMENT PERSONNEL

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. Remuneration attributed to key management personnel can be summarised as follows:

Item	Relationship	December 31 2019	December 31 2018
Director and Officer fees	Directors, officers	1,665,985	1,230,050
Secretarial and administrative fees	Corporate Secretary	36,000	36,000
Management fees	Directors	138,900	-
Share based payments	Directors, officers	159,889	154,003

Accounts payable and accrued liabilities due to related parties of \$671,588 (December 31, 2018 – \$295,833) are primarily related to long service incentives due to the former Managing Director of ABM and the former CEO.

The current portion of debt due to related parties of \$5,119,982 (2018: Nil) consists of six months of capital repayments on the Credit Facility due to Tremont Master Holdings, a significant shareholder of the Company.

Non-current amounts due to related parties of \$24,516,389 (December 31, 2018 – \$25,352,945) are due to Tremont Master Holdings in connection with the Credit Facility, in which Tremont is one of a group of lenders. The amount includes a capital amount due, including capitalized interest of \$25,599,911 and unamortized fees of \$1,083,522. See note 14 of the Company's financial statements for the year ended December 31, 2019 for further details.

ABM also received equity investment in the amount of \$4,588,235 directly from the IDC as outlined above.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In accordance with National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

USE OF NON-IFRS FINANCIAL PERFORMANCE MEASURES

This MD&A refers to the following non-IFRS financial performance measures: Earnings before interest, taxes, depreciation and amortization ("EBITDA"), Earnings before interest and taxes ("EBIT"), Adjusted EBITDA, Adjusted Earnings per Share, Net debt, Operating Cost per tonne and All-In Sustaining Cost ("AISC").

These measures are not recognized under IFRS as they do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. We use these measures internally to evaluate the underlying operating performance of the Company for the reporting periods presented. The use of these measures enables us to assess performance trends and to evaluate the results of the underlying business of the Company. We understand that certain investors, and others who follow the Company's performance, also assess performance in this way.

We believe that these measures reflect our performance and are useful indicators of our expected performance in future periods. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

EBITDA

EBITDA provides insight into our overall business performance (a combination of cost management and growth) and is the corresponding flow drivers towards the objective of achieving industry-leading returns. This measure assists readers in understanding the ongoing cash generating potential of the business including liquidity to fund working capital, servicing debt, and funding capital expenditures and investment opportunities. EBITDA is profit before net finance expense, income taxes and depreciation, depletion, and amortization.

NET DEBT

Net debt demonstrates how our debt is being managed and is defined as total current and non-current portions of debt and lease liabilities less cash and cash equivalents.

	December 31, 2019	December 31, 2018
Current portion of lease liabilities	1,409,257	-
Current portion of debt	16,339,300	-
Non-current portion of lease liabilities	566,779	-
Non-current portion of debt	81,696,499	83,279,846
Total debt	100,011,835	83,279,846
Less: cash and cash equivalents	5,941,243	17,105,121
Net debt	94,070,592	66,174,725

Cash Costs

This measures the cash costs to produce a ton of payable tin. This measure includes mine operating production expenses such as mining, processing, administration, indirect charges (including surface maintenance and camp), and smelting, refining and freight, distribution and royalties. Cash Costs do not include depreciation, depletion, and amortization, reclamation expenses, capital sustaining, borrowing costs and exploration expenses.

AISC

This measures the cash costs to produce a ton of payable tin plus the capital sustaining costs to maintain the mine, processing plant and infrastructure. This measure includes the Cash Cost per ton and capital sustaining costs divided by tons of payable tin produced. All-In Sustaining Cost per ton does not include depreciation, depletion, and amortization, reclamation, borrowing costs and exploration expenses.

Sustaining capital expenditures are defined as those expenditures which do not increase payable mineral production at a mine site and excludes all expenditures at the Company's projects and certain expenditures at the Company's operating sites which are deemed expansionary in nature.

The following table reconciles sustaining capital expenditures to the Company's total capital expenditures:

	2019	Q4 2019
Additions to property, plant and equipment	3,128,691	1,190,000
Sustaining capital expenditures	1,770,500	1,190,000
Expansionary capital expenditures	1,358,191	-

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A may contain forward-looking statements relating to, among other things, guidance for production; total cash costs and all-in sustaining costs, and the factors contributing to those expected results, as well as expected capital expenditures; mineral reserve and mineral resource estimates; grades expected to be mined at the Company's operations; the expected production, costs, economics and operating parameters of the Bisie Project; planned activities for the Company's operations and projects, as well as planned exploration activities; expected production for the Bisie Project; the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation, exploration and development of the Company's properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Such factors include, without limitation: the economic and other effects of the COVID-19 pandemic; significant capital requirements and the availability and management of capital resources; additional funding requirements; price volatility in the spot and forward markets for tin and other commodities; fluctuations in the international currency markets and in the rates of exchange of the currencies of the Democratic Republic of Congo (DRC) and the United States of America (US); discrepancies between actual and estimated production and the costs thereof; between actual and estimated reserves and resources and between actual and estimated metallurgical recoveries; changes in national and local government legislation in the DRC or any other country in which Alphamin currently or may in the future conduct business; taxation; controls, regulations and political or economic developments in the countries in which Alphamin does or may conduct business; the speculative nature of mineral exploration and development, including the risks of obtaining and maintaining the validity and enforceability of the necessary licenses and permits and complying with the permitting requirements of each jurisdiction in which Alphamin operates, including, but not limited to: obtaining the necessary permits for the Bisie Project; the lack of certainty with respect to foreign legal systems, which may not be immune from the influence of political pressure, corruption or other factors that are inconsistent with the rule of law; the uncertainties inherent to current and future legal challenges Alphamin is or may become a party to; diminishing quantities or grades of reserves and resources; competition; loss of key employees; rising costs of labour, supplies, fuel and equipment; actual results of current exploration or reclamation activities; uncertainties inherent to mining economic studies including the Feasibility Study for the Bisie Project; changes in project parameters as plans continue to be refined; accidents; labour disputes; defective title to mineral claims or property or contests over claims to mineral properties; risks, uncertainties and unanticipated delays associated with obtaining and maintaining necessary licenses, permits and authorisations and complying with permitting requirements, including those associated with the environment. In addition, there are risks and hazards associated with the business of mineral exploration, development and mining, including environmental events and hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and losses of processed tin (and the risk of inadequate insurance or inability to obtain insurance to cover these risks), as well as "Risk Factors" included elsewhere in this MD&A and Alphamin's public disclosure documents filed on and available at www.sedar.com.

QUALIFIED PERSON

Mr. Vaughn Duke Pr.Eng. PMP, MBA, B.Sc. Mining Engineering (Hons.) is a qualified person (QP) under NI 43-101 and has reviewed and approved the scientific and technical information contained in this MD&A. He is a Principal Consultant, Partner and Director of Sound Mining, an independent technical consultant to the Company.

APPROVAL

The Board of Directors of Alphamin Resources Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to shareholders upon request.