

## NOTE TO READER

The Management's Discussion and Analysis of Silver Viper Minerals Corp. (the "Company") for the three months ended March 31, 2023 (the "Amended MD&A") has been refiled on SEDAR. Readers should note that in the unaudited, amended interim financial statements for the period ending March 31, 2023 (the "Financial Statements"), the Company has added disclosure regarding an option grant subsequent to the period ended March 31, 2023. Further disclosure is in the Financial Statements in Note 12, Subsequent Events.

**SILVER VIPER MINERALS CORP.**

**FORM 51-102F1 - MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")**

**FOR THE THREE MONTHS ENDED MARCH 31, 2023**

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*The following discussion and analysis should be read in conjunction with the condensed consolidated interim financial statements of Silver Viper Minerals Corp. (the "Company") for the three months ended March 31, 2023 and 2022, and related notes thereto, which have been prepared under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All amounts are stated in Canadian dollars unless otherwise noted.*

*Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval ("SEDAR") in Canada and can be obtained from [www.sedar.com](http://www.sedar.com).*

Date

This management discussion and analysis is dated May 26, 2023 and is in respect of the three months ended March 31, 2023.

Management's Responsibility for Financial Reporting

The accompanying condensed consolidated interim financial report for the three months ended March 31, 2023 has been prepared by management using accounting policies consistent with International Financial Reporting Standards ("IFRS"). Other information contained in this document has also been prepared by management and is consistent with the data contained in the condensed consolidated interim financial statements.

The certifying officers of the Company, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that the interim financial report and MD&A (together the "filings") do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and the condensed consolidated interim financial report together with the other financial information included in these interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these interim filings.

The Board of Directors approves the interim financial report together with the other financial information included in the filing and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all corporate filings prior to filing.

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made.

In particular, forward looking comments regarding both the Company's plans and operations included in the "Company Overview" with respect to management's planned exploration and other activities, and in "Liquidity", and "Results of Operation" regarding management's estimated ability to fund its projected costs of exploration work and general corporate costs of operations, and its ability to raise additional funding through placement of the Company's common shares, are plans and estimates of management only and actual results and outcomes could be materially different.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economics, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict

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Management's Responsibility for Financial Reporting (cont'd...)

the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Company Overview

The Company was incorporated under the *Business Corporations Act* (British Columbia) on April 26, 2016, with the name Silver Viper Minerals Corp. The Company completed an Initial Public Offering ("IPO") on September 27, 2017 and the Company's common shares were listed for trading on the TSX Venture Exchange ("TSXV"). The Company is also listed on the OTCQB under the trading symbol VIPRF.

The Company is engaged in the acquisition and exploration of mineral properties, as outlined below.

*La Virginia Gold Silver Project, Sonora, Mexico*

La Virginia is a Silver-Gold Exploration Property located in the basin and range province of eastern Sonora, Mexico and is a group of six mineral concessions acquired through three separate agreements entered into during 2018. The two option agreements regarding the Rubi-Esperanza group of three claims totaling 2,102 hectares were signed in June, 2018 (the "Option Agreements"). A second group of three concessions held by Pan American Silver Corp ("Pan American"), totaling 35,600 hectares was added to the property in December, 2018 when an option agreement was signed (the "Pan American Agreement"). The Company, has filed surrender applications over two claims, and a reduction application for the third. The total area of the project now stands at 6,882 hectares in total. The surrender and reduction applications were made in order to reduce exposure to the high cost of carrying mature mineral claims and the process was guided by results and observations from the Company's regional exploration efforts. The Company has not received official confirmation of reductions at the time of writing and may elect to further reduce claim area in the future as exploration and geological knowledge of the property advances. The La Virginia property includes drill-tested mineralized structures as well as extensive additional grass roots potential along trend and as parallel zones.

The Property is characterized by laterally extensive epithermal-style, gold-silver mineralization in quartz stockworks, veins and hydrothermal breccias, hosted in andesites and felsic dykes. Mineralization is controlled by structures related to the north-northwest regional trend which controls the local basin and range topography. Anomalous geochemical results have been returned from these structures along the length of the property. Historical mining activities in the core claims, evidenced by several underground workings, are developed on zones of increased silica alteration and veining. The largest historical workings, "La Virginia" and "Con Virginia" are still accessible and host mineralization ranging between one metre to greater than 20 metres in thickness.

In early 2019 the Company successfully renegotiated the 2018 Rubi-Esperanza Option Agreements and as such, the payment schedules contained in the 2018 Option Agreements are now superseded by those detailed in the 2019 documents (the "Amended Option Agreements") signed in June, 2019. The Rubi-Esperanza claims are owned by two groups of concession holders who negotiated as a collective, believing the value of the combined claims to be more than the individual concessions. Payments and royalties detailed below will be split evenly between two agreements drafted, one for each party detailing payments for 50% of the value listed below.

The Amended Option Agreements allow the Company to earn a 100% undivided interest in the Rubi-Esperanza claim group by making cash payments to the claim owners totalling US\$3,000,000 over a four-year period from June, 2019 and ending in June, 2023. The Company has made the first payment of US\$50,000, and the second payment of US\$75,000. Subsequent payments of US\$100,000, US\$200,000 and US\$2,575,000 are due on each anniversary. The final payment must consist of US\$1,200,000 in cash and the remainder in cash or shares at the Company's discretion. Claim owners will retain a 2% NSR royalty which may be purchased by the Company for US\$2,000,000 within five years of the effective date, or for US\$3,000,000 after the fifth anniversary. On April 4, 2023, the Company negotiated a second amendment to the Option Agreements and Amended Option Agreements (the "Second Amended Option Agreements"). The Second Amended Option Agreements have cash and share considerations over six anniversaries that total US\$3,100,000. A schedule of Amended Option Agreements and Second Amended Option Agreements are outlined under the exploration and evaluation section of this MD&A.

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Company Overview (cont'd...)

*La Virginia Gold Silver Project, Sonora, Mexico (cont'd...)*

In addition to the Rubi-Esperanza claims, the Company reported on February 5, 2018, that it had entered into a non-binding Letter of Intent (“LOI”) to earn an undivided 100% interest in three additional mineral claims held by Pan American totalling 35,598 hectares. The Pan American Agreement was signed on December 14, 2018. The claims described, surround the Rubi-Esperanza group and are known to host similar styles of mineralization, both along extensions of known trends and in potential parallel zones. In addition to acquiring the claims, the Pan American Agreement also provides the Company access to Pan American’s La Virginia drilling and geochemical databases, including data from 52,635 metres of diamond drilling in 188 diamond drill holes across the Rubi-Esperanza claim group. Pan American will retain a 2% NSR royalty over the entirety of the newly combined La Virginia Property.

On September 20, 2018, the Company commenced a combined confirmation and exploration diamond drill program on the Rubi-Esperanza Claims. The proposed program was designed to total 5,000 metres and would provide confirmation intercepts in areas of known mineralization and first pass tests on as yet undrilled targets along the main mineralized trend. At the suspension of work in mid-December 2018. The program completed initial tests on five distinct prospect areas distributed along 11km of prospective trend for a total of 4,753 metres in twenty holes. The prospect areas tested included, from south to north, El Huarache, Las Hadas, Con Virginia, El Rubi and La Gloria.

Significant results from all Phase I drill holes are publicly available and were reported in three news releases; dated November 15, 2018, January 17, 2019, and February 1, 2019. Results from the drilling ranged from no significant intercepts in holes LV18-190 (Las Hates prospect), LV18-196 and LV18-197 (La Gloria prospect), up to a program best result of 13.3 metres (estimated true width 6.0 metres) averaging 3.16 g/t gold and 228 g/t silver from a downhole depth of 27.0 metres in hole LV18-201 (El Rubi prospect). Previously reported highlights from the 2018 drilling program include those from Las Huatas confirmation drilling with a best result of 18.0 metres (12.6 metres estimated true width) averaging 1.04 g/t Au and 79 g/t Ag from 178 metres in hole LV18-192.

In November 2019, drilling and geological crews commenced a Phase II diamond drilling program. The program was paused in late March 2020 due to the COVID-19 global pandemic and restarted late July 2020 once comprehensive safety protocols had been prepared and enacted. The first portion of Phase II drilling comprised of an additional 6,955 metres in 24 holes across two prospects. This included a test of the El Rubi discovery zone with 20 holes for a cumulative 6,103 metres, and nearby exploration prospect Macho Libre which received four drill holes for a total of 852 metres. Phase II exploration drilling continues to test exploration targets in the El Rubi vicinity, and field crews continue to advance exploration by way of geochemical sampling and geological mapping the Company has, to date, drilled a total of 110 holes on the property in Phases I and II for a combined total of 30,176 metres.

Significant results released from the first months of Phase II are documented in the Company’s news releases dated January 13, 2020, February 12, 2020, February 26, 2020, March 30, 2020 and April 22, 2020. A news release dated July 16, 2020 details first results from the renewed campaign and is supported by news releases dated August 26, 2020, December 15, 2020, March 1, 2021 and March 10, 2021.

The news release dated August 26, 2020 detailed ten drill holes, six from El Rubi and four from Macho Libre, and included an elongate interval from hole LV20-245, measuring 110 metres downhole core length averaging 38 g/t Ag and 0.76 g/t Au. The interval included a higher-grade zone which averaged five metre downhole core length of 353 g/t Ag and 7.98 g/t Au. The estimated true width of this interval was interpreted as 50% of the core length though the actual orientation has not yet been confirmed. The broad interval first intercepted in hole LV20-245 is referred to by the Company as the “Western Zone”. Subsequent drilling to test this newly identified Western Zone resulted in additional drilling to target this occurrence. The Western Zone appears to be a broad zone of fine quartz stockwork hosted by an andesitic agglomerate/volcaniclastic sequence within the footwall block of the northwest/southeast trending El Rubi breccia/fault zone.

Company Overview (cont'd...)

*La Virginia Gold Silver Project, Sonora, Mexico (cont'd...)*

Best results from the early parts of Phase II program to date include two metres (estimated true width 1.14 metres) averaging 15.55 g/t gold and 1436 g/t silver from a depth of 270.5 metres in hole LV20-217 and eight metres (estimated true width 5.04 metres) averaging 9.15 g/t gold and 569 g/t silver from a depth of 192 metres in hole LV20-218. Recently, favourable results include the project best hole LV21-289 which intercepted significant intervals from both the Western Zone and the El Rubi structure. The first, broad intercept was encountered from 280.5 metres downhole, averaging 18g/t silver and 0.69 g/t gold over 130m (estimated 80.1 metres in true width) located above an intercept of the El Rubi structure which averaged 363 g/t silver and 21.2 g/t gold over a downhole length of 19.30 metres (estimated true width 11.89 metres) starting at 418.20 metres downhole. The highest individual sample from this hole was 429.5-430.0 metres downhole (0.5 metres) of 10,681 g/t silver and 738 g/t gold over an estimated true width of 0.31 metres.

Exploration targets in El Rubi include El Rubi North and El Rubi East (also known locally as El Molino), both prospects within the general target area of El Rubi. Further targets will be added as they are refined by ongoing prospecting work.

A project-wide, airborne LiDAR (Light Detection and Ranging) survey was flown in March of 2021. The resulting deliverables include a geo-referenced orthophoto of the entire project and a DEM (Digital Elevation Model) which provided an invaluable exploration tool, and also is used to provide accurate topographic reference to be used in the generation of the project's maiden resource estimate.

In late 2021, Silver Viper commissioned a Titan MT deep-penetrating geophysical survey covering an area of 610 hectares on El Rubi plateau area. The survey was designed to comprise 15 southwest-northeast oriented lines spaced at 200 metres, with four tie lines perpendicular to the main grid. The survey was designed to test an area extending from El Rubi deposit on the western side to Paredones and Molino target areas on the eastern side. These two general areas represent sub-parallel mineralized trends separated by a horizontal distance of approximately 1,000 metres. The chosen geophysical method shows high conductivity anomalies, correlating with previously identified prospects in the area, that are associated with low-magnetic gradients. The results provide important information to refine future drilling plans.

A short description of selected targets on the project as follows.

*El Huarache* - A previously undrilled target area approximately 300-400 metres wide by 1,000 metres long characterized by a series of NNW striking felsic dykes with coincident silicification, veining and, in some locations, anomalous gold and silver values. To date very little work has been completed in this area. The single hole drill test during 2018 returned some mineralization. Follow up prospecting and geochemistry is recommended.

*Las Huatas* – A historical area drill tested by previous operators, Las Huatas lies south of the historical mine workings of Con Virginia. The prospect lies along the main mineralized trend and drilling during 2018 was designed to provide confirmation data from the known mineralized zone. The target zone was encountered at the expected depths and returned grades comparable to those reported previously.

*El Rubi* - A highlight from the Company's 2018 work was the discovery at El Rubi of a newly identified mineralized zone comprising quartz veining, stockwork and breccia, located approximately mid-way between the northern prospect area La Gloria and the historical drill area of Campo Santos. The 2018 drilling targeted and intersected a 100 metre-long section of the main mineralized trend, which was open in both directions and ready for follow-up work. This target area appears to be the northern extension of the La Virginia mineralized system, possibly offset by faulting up to 400 metres eastward when compared to the main mineralized zone.

Company Overview (cont'd...)

The El Rubi structure appears to be laterally extensive, reminiscent of and very likely related to mineralization emplaced at La Virginia. Alteration of host rock and sulphide content at El Rubi are observed to be slightly increased, when compared to the intercepts from the Las Huatas zone. This prospective structure is interpreted to continue for up to two kilometres northward, and appears to extend up to one kilometre southward, likely the source of anomalous soil samples at the newly identified prospect Macho Libre. Geological-structural mapping work and geochemical sampling done at Macho Libre includes contour soil sampling and a follow-up reconnaissance chip sample result of 3.62 g/t Au from the 2018 routine fieldwork.

To date the mineralized system has been intersected by drilling on 50 metre section spacings over a strike length of 500 metres. The dominant orientation on this system is roughly north-south striking, dipping steeply eastward. Numerous vein-related zones have been encountered on the western (footwall) side of this structure, often characterized as thin zones with elevated grade gold and silver, flanked by lower grade halos of mineralization. The tenor of the lower grade mineralization appears to be related to the concentration of fine quartz veins present as weak stockwork. The long intersection of mineralization reported from hole LV20-245 is the best encountered west of the main structure to date. LV20-245 is a significant hole in that it indicates a relatively consistent, broad zone of mineralization much higher in the hole than expected, as well as intersecting the target El Rubi structure at depth. The significance of this hole is that it supports the potential for near-surface, bulk tonnage mineralization potentially accessible by open pit. Additional drilling is required to confirm continuity of mineralization and orientation of this new discovery. Follow up drilling has confirmed this broad zone of mineralization on several sections. Drillholes LV20-284, 289 and 290 were drilled on 50 metre southerly step outs and have encountered similar styles of mineralization. Exploration work has continued around the El Rubi area since discovery. Sampling, geological-structural mapping, geophysical and topographic survey on two small-medium old mine workings (El Rubi and Cosala) are part of this work.

*Macho Libre* - An elongate zone oriented roughly north-south, hosting a laterally extensive silicified and variably mineralized structure located roughly 1 kilometre south of the El Rubi gold-silver occurrence. The defining characteristics of Macho Libre are similar to those of Con Virginia/La Virginia areas, comprising a thin (2-4 metres wide) laterally extensive, gold-silver bearing structure which may include breccia and quartz stockwork hosted mineralization. The structure outcrops at surface as a low, erosion-resistant silica ridge for a distance up to 2 kilometres. In some areas the outcropping silicified zone has preserved epithermal style bladed boiling textures. Reconnaissance soil sampling identified the zone as a multiple point anomaly, previous chip sampling has returned grades of up to 3.61 g/t gold, 5.0 g/t silver (Sample D006) and 2.12 g/t gold and 101 g/t silver (sample VRA085). Rock and chip channel sampling collection have continued intensively around Macho Libre with results up to 2.36 g/t gold and 71 g/t silver (Rock Sample) and 2.0 g/t gold and 116 g/t silver, 1.1 g/t gold and 4 g/t silver, and 1.0 g/t gold and 63 g/t silver (chip-channel samples). Detailed mapping, following the result of the geochemical results, is part of the prospecting program in this area. The trend of Macho Libre extends northward, to the east of El Rubi, and geological-structural mapping and sampling have been performed to follow this structure. Topographic survey on four small old mine workings have been part of the prospecting work around this area. The best drill result to date from this prospect is a 19.6 metres interval averaging 24 g/t Ag and 0.63 g/t Au.

*El Molino (Rubi East)* - A visibly oxidized and silicified zone hosting fine quartz veinlets in tight stockworks and breccia zones oriented in steeply dipping northwest-southeast oriented structures within andesites of the lower volcanic sequence. The target is roughly parallel to and located roughly 1.2 kilometres east of the El Rubi trend. The location is characterized by reddish coloured, sheer cliffs and a coincident multi-point soil geochemical anomaly measuring 800 metres by 250 metres. The initial drilling program has targeted the structural zone from the creek-bed with six holes located along roughly 475 metres of strike length. Several new structures (potential drill targets) were identified at El Molino in Q4 2022. Chip-channel sampling results on some breccias returned 1.6 g/t gold, 0.5 g/t gold, 0.3 g/t and 0.2 g/t gold respectively. Detailed geological-structural mapping have been carried out following the mineralized-brecciated structures. Geochemical results from other structures around El Molino target proves the trend of the mineralization. Additionally, soil sampling campaign was performed in November 2022 along the south-eastward extension of the El Molino trend, consisted of 3 lines, approximately N50°E, separated by 200 m, and generating a total of 60 samples. The results show anomalous silver and gold mineralization continues from north-west to south-east and confirms the mineralization potential of the El Molino target.

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Company Overview (cont'd...)

*Paredones* – The Paredones (or “walls”) so named for the steep reddish cliffs of the southern portion of the zone, represent the northern extension of El Molino trend. The Paredones target area refers to a 500 metre long portion of the eastern mineralized trend. Paredones displays a marked sigmoidal flexure in plain view and is accompanied by strong silicification in parts and a modest coincident gold-silver geochemical anomaly. To date seven holes have been drilled at Paredones for a total of 2,886 metres. Results for four holes have been released, with a best result of 1.50 metres downhole length averaging 354 g/t silver and 4.99 g/t gold from a depth of 171.0 metres in hole LV21-323.

Los Cantiles (southern extension of El Rubi) - the chip channel samples collected from an irregular structure (andesitic dyke and hydrothermal altered breccia), returned with an average grade of 1.6 g/t and 54.7 silver and maximum values of 5.7 g/t gold and 148 g/t silver. Another breccia with quartz stockwork yielded a result of 1.69 g/t gold and 23 g/t silver.

El Oriental (south of the El Rubi) – silicified breccia with evident chalcopyrite and sphalerite mineralization are responsible for high gold and silver anomalies. Dump samples from an old shaft returned 17.8 g/t gold and 1,001 g/t silver. Furthermore, chip-channel samples returned 4.2 g/t gold and 310 g/t silver. On a second structure (El Oriental 2), chip-channel samples returned 0.3 g/t gold and 66 g/t silver.

Tatiana Alva P.Geo. is the Qualified Person as defined in National Instrument 43-101 and takes responsibility for the technical disclosure in this report with respect to the La Virginia property.

Exploration and Evaluation Assets

*Rubi-Esperanza Claims, La Virginia*

On June 25, 2018, the Company entered into option agreements (the “Option Agreements”) to acquire the Rubi-Esperanza group of mineral concessions in Sonora, Mexico. The Option Agreements grant the Company the right to acquire 100% ownership of three prospective claims. On June 21, 2019, an addendum to the Option Agreements was signed (“Amended Option Agreements”), resulting in an overall reduction in cash payments. The table below outlines the payments in both the Option Agreements and the Amended Option Agreements. On April 4, 2023, the Company negotiated a second amendment to the Option Agreements and Amended Option Agreements (the “Second Amended Option Agreements”). The Second Amendments payment schedule is outlined in the table below. The Company will make the following cash payments per the Amended Option Agreements over the next six anniversaries of the date of the Option Agreements starting on June 25, 2019, as follows:

	<b>Option Agreements</b>	<b>Amended Option Agreements</b>
<b>Anniversary date</b>		
First anniversary	US\$190,000	US\$50,000 (paid \$65,650)
Second anniversary	US\$500,000	US\$75,000 (paid \$102,593)
Third anniversary	US\$1,000,000	US\$100,000 (paid \$123,770)
Fourth anniversary	US\$2,800,000	US\$200,000 (paid \$258,660)
April 4, 2023	-	
Fifth anniversary	-	US\$2,575,000 <sup>[1]</sup>
Sixth anniversary	-	-
<b>Total</b>	<b>US\$4,490,000</b>	<b>US\$3,000,000</b>

<sup>[1]</sup> Payment will comprise of US\$1,200,000 in cash, and the remainder in cash or shares at the Company’s direction.

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Exploration and Evaluation Assets (cont'd...)

*Rubi-Esperanza Claims, La Virginia (cont'd...)*

<b>Second Amended Option Agreements</b>			
<b>Anniversary date</b>	<b>Cash</b>	<b>Shares (US dollar equivalent)</b>	<b>Total</b>
First anniversary	US\$50,000 (paid \$65,650)	-	US\$50,000
Second anniversary	US\$75,000 (paid \$102,593)	-	US\$75,000
Third anniversary	US\$100,000 (paid \$123,770)	-	US\$100,000
Fourth anniversary	US\$200,000 (paid \$258,660)	-	US\$200,000
April 4, 2023	-	US\$1,500,000 <sup>[2]</sup>	US\$1,500,000
Fifth anniversary	US\$200,000	-	US\$200,000
Sixth anniversary	US\$200,000	US\$775,000 <sup>[3]</sup>	US\$975,000
<b>Total</b>	<b>US\$825,000</b>	<b>US\$2,275,000</b>	<b>US\$3,100,000</b>

<sup>[2]</sup> 16,808,750 shares were issued subsequent to the three months ended March 31, 2023. If the optionees' want to sell their shares after the four month TSXV hold period has lapsed two weeks notice must be given to the Company.

<sup>[3]</sup> If the optionees' want to sell their shares after the four month TSXV hold period has lapsed two weeks notice must be given to the Company.

Claim owners will retain a 2% net smelter return royalty, which may be purchased by the Company for US\$2,000,000 within five years of the effective date of the option agreement, or for US\$3,000,000 after the fifth anniversary. The option agreement does not specify a work commitment.

*Exploration Expenditures for the three months ended March 31, 2023 and 2022*

The Company spent a total of \$234,256 on exploration expenditures for the three months ended March 31, 2023 and \$1,035,603 for the three months ended March 31, 2022.

Exploration expenditures for the three months ended March 31, 2023 are as follows:

	<b>La Virginia</b>	<b>Other</b>	<b>Total</b>
Drilling	\$ 33,605	\$ -	\$ 33,605
General exploration	163,541	-	163,541
Geological	36,109	1,001	37,110
<b>Total</b>	<b>\$ 233,255</b>	<b>\$ 1,001</b>	<b>\$ 234,256</b>

Exploration expenditures for the three months ended March 31, 2022 are as follows:

	<b>La Virginia</b>	<b>Other</b>	<b>Total</b>
Drilling	\$ 404,341	\$ -	\$ 404,341
General exploration	473,448	-	473,448
Geological	44,888	1,462	46,350
Assay	111,464	-	111,464
<b>Total</b>	<b>\$ 1,034,141</b>	<b>\$ 1,462</b>	<b>\$ 1,035,603</b>



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Results of Operations

*Three Month Period Ended March 31, 2023 and 2022*

During the three-month period ended March 31, 2023, the Company incurred exploration expenses amounting to \$234,256 (2022 - \$1,035,603). Exploration expenditures were incurred on its La Virginia exploration program. The decrease during the current three months ended March 31, 2023 was mainly due to decrease in drilling and general exploration due to timing of the drill program.

General operating costs totalled \$155,199 for the three months ended March 31, 2023 (2022 - \$257,898). These costs included consulting of \$30,000 (2022 - \$7,500), depreciation of \$7,741(2022 - \$6,292), filing fees of \$7,019 (2022 - \$6,873), foreign exchange gain of \$173,839 (2022– \$12,311), investor relations of \$113,935 (2022 - \$84,720), management fees of \$85,110 (2022 - \$91,041), office and administration of \$71,136 (2022 - \$73,552), professional fees of \$14,097 (2022 - \$231). General operating costs were mainly comparable other than consulting fees, foreign exchange, investor relations and professional fees. Consulting fees increased from \$7,500 in the three months ended March 31, 2022 to \$30,000 in the three months ended March 31, 2023 due to increased advisory services incurred by the Company during the current period. Fluctuations in foreign exchange were due to a change in the Mexican peso and the US dollar in relation to the Canadian dollar. Investor relations increased from \$84,720 in the three months ended March 31, 2022 to \$113,935 in the three months ended March 31, 2023 due to increased investor relations needs during the current period. Professional fees increased from \$231 in the three months ended March 31, 2022 to \$14,097 in the three months ended March 31, 2023 due to interim audit fee payment made in the current period.

In summary, the loss in the three month period ended March 31, 2023 amounted to \$389,455 (2022 - \$1,292,876) or \$0.00 (2022 - \$0.01) per share.

Selected Quarterly Financial Information

	<b>Revenues</b>	<b>Loss for the period</b>	<b>Loss per share</b>
Quarter ended March 31, 2023	\$Nil	(\$389,455)	(\$0.00)
Quarter ended December 31, 2022	\$Nil	(\$576,546)	(\$0.01)
Quarter ended September 30, 2022	\$Nil	(\$453,951)	(\$0.00)
Quarter ended June 30, 2022	\$Nil	(\$763,998)	(\$0.01)
Quarter ended March 31, 2022	\$Nil	(\$1,292,876)	(\$0.01)
Quarter ended December 31, 2021	\$Nil	(\$1,384,501)	(\$0.02)
Quarter ended September 30, 2021	\$Nil	(\$1,732,474)	(\$0.02)
Quarter ended June 30, 2021	\$Nil	(\$3,532,011)	(\$0.04)

Exploration expenditures during the three months ended March 31, 2023 were \$234,256 and included drilling of \$33,605 relating to the Company's drilling season at La Virginia, general exploration of \$163,541 and geological fees of \$37,110 on its La Virginia project.

Exploration expenditures during the three months ended December 31, 2022 were \$298,620 and included drilling of \$46,953 relating to the Company's drilling season at La Virginia, general exploration of \$207,409, geological fees of \$30,440 and lab work on its La Virginia project of \$13,818.

Exploration expenditures during the three months ended September 30, 2022 were \$318,081 and included drilling of \$45,029 relating to the Company's drilling season at La Virginia, general exploration of \$224,828, geological fees of \$46,860 and lab work on its La Virginia project of \$1,364.

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Selected Quarterly Financial Information (cont'd...)

Exploration expenditures during the three months ended June 30, 2022 were \$478,600 and included drilling of \$67,515 relating to the Company's drilling season at La Virginia, general exploration of \$190,037, geological fees of \$59,652, geophysics of \$156,889 and lab work on its La Virginia project of \$4,507.

Exploration expenditures during the three months ended March 31, 2022 were \$1,035,603 and included drilling of \$404,341 relating to the Company's drilling season at La Virginia, general exploration of \$473,448, geological fees of \$46,350 and lab work on its La Virginia project of \$111,464.

Exploration expenditures during the three months ended December 31, 2021 were \$962,242 and included drilling of \$578,994 relating to the Company's drilling season at La Virginia, general exploration of \$242,253, geological fees of \$76,343 and lab work on its La Virginia project of \$64,652.

Exploration expenditures during the three months ended September 30, 2021 were \$1,339,783 and included drilling of \$916,380 relating to the Company's drilling season at La Virginia, general exploration of \$248,606, geological fees of \$46,350 and lab work on its La Virginia project of \$128,447.

Exploration expenditures during the three months ended June 30, 2021 were \$1,269,049 and included drilling of \$855,512 relating to the Company's drilling season at La Virginia, general exploration of \$210,545, geological fees of \$39,783 and lab work on its La Virginia project of \$163,209.

Proposed Transactions

There are no new proposed transactions noted.

Outstanding Share Data

The Company has unlimited authorized common shares and the issued and outstanding share capital at the date of this MD&A is:

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	Common shares issued and outstanding	Warrants	Options
Balance at December 31, 2020	81,665,456	7,085,577	4,835,000
Balance at December 31, 2021	95,130,302	12,969,662	7,955,000
Balance at December 31, 2022	104,899,968	11,267,807	6,750,000
Balance at March 31, 2023	118,677,952	25,045,791	4,300,000
Balance at May 26, 2023	154,708,702	44,267,791	9,450,000

The Company completed the first tranche of a private placement on June 9, 2022 and raised gross proceeds of \$1,113,333 through the sale of 5,566,666 units at a price of \$0.20 per unit. Each unit consists of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of \$0.30 per share for a period of two years. In connection with the issuance, cash finders' fees of \$60,000 were paid and \$5,324 of legal, regulatory, and filing fees were paid.

The Company completed the second tranche of a private placement on July 6, 2022 and raised gross proceeds of \$306,000 through the sale of 1,530,000 units at a price of \$0.20 per unit. Each unit consists of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of \$0.30 per share for a period of two years. In connection with the issuance, cash finders' fees of \$16,260 were paid and \$11,566 of legal, regulatory, and filing fees were paid. Using the residual value method, the value assigned to the warrants was \$19,125.

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Outstanding Share Data (cont'd...)

The Company completed the final tranche of a private placement on September 30, 2022 and raised gross proceeds of \$200,000 through the sale of 1,000,000 units at a price of \$0.20 per unit. Each unit consists of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of \$0.30 per share for a period of two years. In connection with the issuance, \$1,700 of filing fees were paid.

The Company completed a private placement on December 8, 2022 and raised gross proceeds of \$334,600 through the sale of 1,673,000 units at a price of \$0.20 per unit. Each unit consists of one common share of the Company and one half of one share purchase warrant. Each whole warrant is exercisable into one common share of the Company at a price of \$0.30 per share for a period of two years. In connection with the issuance, cash finders' fees of \$17,640 were paid and \$5,441 of legal, regulatory, and filing fees were paid. Using the residual value method, the value assigned to the warrants was \$16,730.

The Company completed the first tranche of a private placement on March 13, 2023 and raised gross proceeds of \$655,000 through the sale of 6,550,000 units at a price of \$0.10 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of \$0.20 per share for a period of two years. In connection with the issuance, \$1,500 of filing fees were paid and \$1,948 of legal, regulatory, and filing fees were paid.

The Company completed the second tranche of a private placement on March 24, 2023 and raised gross proceeds of \$722,798 through the sale of 7,227,984 units at a price of \$0.10 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of \$0.20 per share for a period of two years. In connection with the issuance, \$38,550 of filing fees were paid and \$2,912 of legal, regulatory, and filing fees were paid.

Liquidity

The Company is in the exploration stage and commodity prices are not reflected in operating financial results. However, fluctuations in commodity prices may influence financial markets and may indirectly affect the Company.

The operating loss for the period was \$389,455 after adjustments for non-cash items and changes in non-cash working capital balances, provided a net decrease in cash amounting to \$553,208 (2022 - \$1,163,454) from operating activities.

Cash used in investing activities of \$Nil (2022 - \$2,281) was for the purchase of equipment during the period.

Cash from financing activities consisted of gross proceeds from a private placement of \$1,377,798 (2022 - \$Nil), less share issuance costs paid of \$41,312 (2022 - \$Nil). Total cash received from financing activities was \$1,336,486 (2022 - \$Nil).

As a consequence, the Company's cash position increased from the opening level of \$57,438 at the beginning of the period to \$840,716.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto.

Capital Resources

The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company may invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the three months ended March 31, 2023.

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Capital Resources (cont'd...)

The Company raises capital to fund its corporate and exploration costs and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. Although the Company's management has been successful in raising funds in the past through issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions.

Related Party Transactions

Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include all directors and officers.

Compensation paid or payable to key management personnel for services rendered are as follows:

		For the three months ended March 31, 2023		For the three months ended March 31, 2022
Management fees (Steve Cope - 1105179 BC Ltd.)	\$	65,100	\$	65,100

Other related party transactions are as follows:

		For the three months ended March 31, 2023		For the three months ended March 31, 2022
Investor relations *	\$	39,046	\$	22,521
Management fees *		20,010		25,941
Office and administration *		51,222		57,208
General exploration*		20,010		-
Geological consulting fees (Velia Ledezma - 683192 BC Ltd.)		17,100		17,100
<b>Total</b>	<b>\$</b>	<b>147,388</b>	<b>\$</b>	<b>122,770</b>

\* Fees were paid to a management service company controlled by a director of the Company that provides office space, a corporate secretary, a vice president of exploration, investor relations, a CFO, accounting and administration staff to the Company on a shared cost basis.

Included in accounts payable and accrued liabilities as at March 31, 2023 is \$131,454 (December 31, 2022 - \$50,072) due to directors or officers or companies controlled by directors.

Off Balance Sheet Arrangements

The Company has no material off balance sheet arrangements in place.

### Changes in Accounting Policies Including Initial Adoption

#### **New standards adopted by the Company**

The following amendments have been effective for annual reporting periods beginning on or after January 1, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

Definition of Accounting Estimates (Amendments to IAS 8) – the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

The Company concludes that the effect of such amendments did not have a material impact and therefore did not record any adjustments to the condensed consolidated interim financial statements.

### **RISKS AND UNCERTAINTIES**

#### Operational Risk Management

The Company is exposed to numerous risks by virtue of its operations as a mineral explorer, both of an operational and a financial nature. Operational exposures include the risks in acquisition of property rights and access, the actual surface exploration work, surveying the property and sampling, undertaking a drilling program, assaying the drill cores recovered, the evaluation of the results of these determinations and the technical assessments from all of these steps to identify mineralization initially, and then the determination of commercial viability of the mineralization. These various procedures involve the work of staff and consultants or contractors, which introduce risks of damage to the property sites and surrounding areas and harm to those workers involved in the project work. Also, this project work introduces environmental exposures, in particular from drilling, of contamination on site to the air, to the water and to the biodiversity, and equally to the communities in proximity to the project site.

The Company has developed a number of policies to address the ethical elements of its interaction with staff, contractors and communities and its full compliance with governmental laws, rules and guidelines. It has also developed policies addressing Environmental, Social and Governance (“ESG”) requirements to guide its staff and others in the conduct of its business on site and elsewhere, and requires all workers to commit regularly to their adherence to the policies.

#### Climate Change

More recently, the effects of climate change to project work sites has introduced added risk to the success of the site work and the overall viability of the Company’s exploration plans. Climate changes can make the project site more difficult for workers due to extreme temperatures or heavy rains or flooding, all adding greater risk of injury or damage. Climate changes can change the costs of fuels and supplies, the availability of water for drilling, and costs for site preparation and maintenance. The impact of climate change has already caused changes to past project work, and there is expected to be future program changes necessitated by additional weather events and changes, which will alter the Company’s plans, performance and success going forward.

RISKS AND UNCERTAINTIES (cont'd...)

Financial Instruments and Risk Management

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

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

a) Fair value of financial instruments

Cash is carried at fair value using a level 1 fair value measurement. The carrying values of amounts receivable and accounts payable and accrued liabilities approximates their fair values due to the short-term maturity of the financial instruments.

b) Concentrations of business risk

The Company maintains substantially all of its cash with a major Canadian financial institution. Deposits held with this institution may exceed the amount of insurance provided on such deposits.

c) Credit risk

The Company is exposed to credit risk only with respect to uncertainties as to timing and amount of collectability of receivables. The Company believes its credit risk arises from value-added tax and goods and services tax, which are recoverable from the governing body in Mexico and Canada, respectively. As the Company's exploration operations are conducted in Mexico, the Company's operations are also subject to the economic risks associated with those countries.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

e) Interest rate risk

The Company limits its exposure to interest rate risk by holding cash deposits at major Canadian financial institutions and accordingly is not subject to significant interest rate risk.

f) Price risk

Mineral prices, in particular gold and silver, are volatile, and have fluctuated sharply in recent periods. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

RISKS AND UNCERTAINTIES (cont'd...)

Financial Instruments and Risk Management (cont'd...)

g) Foreign exchange risk

A portion of the Company's operational transactions are originally denominated in Mexican Pesos. Accordingly, the results of the Company's operations and comprehensive loss as stated in Canadian dollars will be impacted by exchange rate fluctuations. The Company does not hedge its exposures to movements in the exchange rates at this time.

The Company's exposure to foreign currency risk is on its cash, amounts receivable, and accounts payable and accrued liabilities. At March 31, 2023, a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and Mexican Peso would have an effect of \$229,600 on profit and loss.

Critical Accounting Estimates

The preparation of these condensed consolidated interim financial statements in accordance with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- a) The recoverability of receivables. The Company considers collectability and historical collection rates in estimating the recoverable amount of receivables. If the recoverable amount of receivables is estimated to be less than the carrying amount, the carrying amount of receivables is reduced to the recoverable amount and an impairment loss is recognized in profit or loss for the period.
- b) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the carrying value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- c) The inputs used in calculating the fair value for share-based payments expense included in profit or loss and share-based share issuance costs included in shareholders' equity. The share-based payments expense is estimated using the Black-Scholes options-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.
- d) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

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Events After the Reporting Period

The Company completed the final tranche of a private placement on April 20, 2023 and raised gross proceeds of \$1,922,200 through the sale of 19,222,000 units at a price of \$0.10 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of \$0.20 per share for a period of two years.

The Company granted 5,150,000 incentive stock options to directors, officers and consultants. The incentive stock options have an exercise price of \$0.15 per share, expire five years from the date of grant and vest immediately.

Additional Information

Additional information relating to the Company may be accessed on the SEDAR at [www.sedar.com](http://www.sedar.com).