



MAGNAGOLD

MAGNA GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED
MARCH 31, 2021 AND 2020

(EXPRESSED IN MILLIONS OF US DOLLARS, UNLESS OTHERWISE STATED)

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") for Magna Gold Corp. together with its subsidiaries ("Magna" or the "Company") is prepared as of May 31, 2021, and relates to the financial condition and results of operations for the three months ended March 31, 2021 and 2020. Past performance may not be indicative of future performance. This MD&A should be read in conjunction with the condensed interim consolidated financial statements ("interim financial statements") and related notes for the three months ended March 31, 2021 and 2020, which have been prepared in accordance with International Accounting Standard 34 - *Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS" or "GAAP"). As such, the interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the nine months ended December 31, 2020, and year ended March 31, 2020 ("consolidated financial statements").

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The three months ended March 31, 2021, are referred to as "Q1 2021". As a result of the change in the Company's year-end from March 31 to December 31 during the previous fiscal year, the comparative period for Q1 2021 is the three months ended March 31, 2020.

All amounts are presented in United States dollars, the Company's presentation currency, unless otherwise stated. References to "C\$" and "MXP" are to Canadian dollars and Mexican pesos, respectively.

Statements are subject to the risks and uncertainties identified in the "*Risk Factors*" and "*Cautionary Note Regarding Forward-Looking Statements*" sections of this document. The Company has included the non-GAAP performance measures of cash cost per gold ounce on a by-product basis and all-in sustaining cost per gold ounce on a by-product basis throughout this document. For further information and detailed calculations of these measures, see the "*Non-GAAP Measures*" section of this document.

Additional information relating to the Company, including the Annual Information Form filed by the Company, is available on SEDAR at www.sedar.com.

QUARTERLY OPERATIONAL OVERVIEW AND RECENT DEVELOPMENTS

San Francisco Mine Highlights

During the three months ended March 31, 2021, the San Francisco Mine produced 9,785 ounces of gold and had sales of 8,430 ounces of gold at an average realized price of \$1,796.

Corporate

Appointment of CFO

On January 27, 2021, the Company appointed Mr. Colin Sutherland, CPA, CA, as Chief Financial Officer. Mr. Sutherland continues to be a director of the Company.

Auramet agreement

During February 2021, the Company, through its subsidiary Molimentales del Noroeste, S.A. de C.V. ("Molimentales"), signed an agreement with Auramet International LLC ("Auramet") pursuant to which the Company received \$4.0 million in exchange for nine equal payments of 270 gold ounces to be delivered to Auramet starting May 31, 2021, and ending on January 31, 2022 (the "Auramet Agreement"). Auramet has been Molimentales' primary purchaser of gold doré bars since 2010 and continues to be so after the acquisition of Molimentales by the Company.

On February 12, 2021, the Company received \$3.9 million representing \$4.0 million less transaction costs and upfront fee of \$0.1 million. The funds are not restricted for use. Use of funds is budgeted for operational activities at the San Francisco Mine.

Under the agreement with Auramet, the Company must maintain a minimum consolidated cash balance of \$1.0 million at all times during the duration of the agreement.

Preliminary short form prospectus

On April 21, 2021, the Company filed a preliminary short form prospectus (the "Prospectus") to offer and sell from time to time the following securities: common shares, warrants, subscription receipts, units, convertible securities and debt securities (collectively, the "Securities"). The Company may offer and sell the Securities for up to an aggregate of C\$100.0 million in one or more transactions during the 25-month period that the Prospectus remains effective. The Prospectus is subject to approval from the securities regulatory authorities.

Argonaut payment and promissory note

Pursuant to a definitive share purchase agreement dated March 5, 2020, as amended April 24, 2020, and as assigned May 5, 2020, between Timmins Goldcorp Mexico S.A. de C.V. ("Timmins"), a Mexican subsidiary of Argonaut Gold Inc. ("Argonaut"), and the Company's Mexican subsidiary Minera Magna S.A. de C.V. ("Minera Magna") for the acquisition of the San Francisco Mine, Minera Magna was required to pay \$5.0 million plus a working capital differential by May 6, 2021.

On May 5, 2021, Minera Magna paid \$5.0 million to Timmins in relation to the May 6, 2020, acquisition of the San Francisco Mine.

On May 6, 2021, Minera Magna provided a promissory note to Timmins for the remaining balance of \$2.7 million to be paid in four monthly installments, plus interest, commencing July 6, 2021, and ending October 6, 2021. The promissory note bears un compounded interest at a rate of 5% per annum.

Private placement of convertible debentures

On May 12, 2021, the Company entered into a non-brokered private placement of C\$10.0 million secured convertible debentures (the "Debentures") with Delbrook Capital Advisors Inc. ("Delbrook") on behalf of funds managed by Delbrook. The Debentures mature 24 months from issuance and bear interest at a rate of 6.5% per annum. The principal amount of the Debentures is convertible, at the election of Delbrook, into common shares of the Company at a conversion price of C\$1.25 per common share, representing a 35.5% premium to the 10-day VWAP. The interest on the Debentures is due at the end of each month and is convertible at the election of Delbrook into either cash or common shares of the Company based on the closing price on the day prior to the applicable interest payment date and will be paid in full, including in the event of early conversion. The Company will pay Delbrook a 1.25% arrangement fee on closing of the private placement. The private placement, which received approval by Magna's board of directors on May 11, 2021, is subject to the approval of the TSX Venture Exchange.

COVID-19

The focus of the Company is to ensure the safety of its workforce and community. The Company instituted numerous social distancing measures, including working from home, eliminating travel of any kind, and restricting access to sites. Further, the Company has increased efforts to clean and sanitize common areas as well as provide training and information to employees to reduce the risk of exposure and transmission of the virus.

During the three months ended March 31, 2021, and during the nine months ended December 31, 2020, there has been no material impact on the operating and exploration activities of the Company. Production at the San Francisco Mine has continued as per the schedule detailed in the pre-feasibility study ("PFS") dated August 28, 2020. As of the date of this MD&A, the Canadian and Mexican authorities have not introduced any further measures that are impacting, or are expected to impact, the Company's operations in Canada or Mexico. The United States authorities have not introduced any further measures that are impacting, or are expected to impact, the Company's deliveries of gold doré bars to its customer in the United States.

Even though the Company has not incurred material impacts to date from the COVID-19 pandemic, the duration and impact of the COVID-19 outbreak is undetermined. As a result, it is not possible to reliably estimate the impact on the financial results and condition of the Company and its sites in future periods.

OVERVIEW OF THE BUSINESS

Magna was incorporated on January 9, 2018, pursuant to the *Business Corporations Act* (Ontario) under the name Magna Gold Corp. The authorized share capital of the Company consists of an unlimited number of common shares, without nominal or par value. Its shares have been listed on the TSX Venture Exchange under the symbol "MGR" since June 10, 2019. In addition, Magna's shares trade on the OTCQB Venture Market, a U.S. trading platform that is operated by OTC Markets Group in New York, under the symbol "MGLQF". The Company's address is 18 King Street East, Suite 902, Toronto, Ontario, M5C 1C4.

On June 6, 2019, the Company completed its Qualifying Transaction, as defined in Exchange Policy 2.4 - *Capital Pool Companies*, consisting of the property option agreement dated September 25, 2018, pursuant to which the Company acquired an option to acquire a 100% interest in the Mercedes Property in Yécora, Mexico.

Magna is a gold mining company engaged in acquisition, exploration, development and operation of quality precious metals properties in Mexico. Magna's vision is to create a leading precious metals company by leveraging its existing platform of assets and people to maximize value for all its stakeholders.

Magna operates one open-pit heap leach operating mine: the San Francisco Mine in the state of Sonora, Mexico, located approximately 150 kilometers north of Hermosillo and 120 kilometers south of the United States/Mexico border via Highway 15 (Pan-American Highway). The San Francisco Mine was in residual leaching when it was acquired on May 6, 2020. The mining and crushing activities restarted late in June 2020.

In addition, Magna has exploration stage projects in Mexico. The exploration stage projects of the Company at the date of this MD&A consist of: (i) the Mercedes Property; (ii) the San Judas Project; (iii) the La Pima Project; (iv) the Las Marias Property; (v) the Los Muertos Project; (vi) the Cuproros Project; and (vii) the Margarita Project.

The Company's current sources of operating cash flows are primarily from the sale of gold and silver contained in doré bars produced at the San Francisco Mine. The doré is refined offsite and the refined gold and silver is sold primarily in the London spot market. As a result, Magna is not dependent on a particular purchaser.

TRENDS AND ECONOMIC CONDITIONS

During the three months ended March 31, 2021, the spot gold price fluctuated between a low of \$1,684 per ounce and a high of \$1,943 per ounce. The average spot gold price for the quarter was \$1,794 per ounce, an increase of 13% compared to \$1,583 per ounce for the three months ended March 31, 2020, and a decrease of 4% compared to the average spot gold price of \$1,875 per ounce during the three months ended December 31, 2020.

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the United States dollars, Canadian dollars and Mexican pesos; and,
- Ability to obtain funding.

At the date of this MD&A, the Canadian federal government and the provincial government of Ontario have not introduced measures that have directly impeded Magna's corporate activities in Canada. The Mexican government had imposed restrictions on mining activities in March 2020, which were lifted on May 18, 2020. Since then, the Mexican authorities have not introduced any further measures that are impacting, or are expected to impact, the Company's operations in Mexico.

However, it is not possible to reliably estimate the length and severity of COVID-19 developments and the impact on the financial results and condition of Magna in future periods.

Apart from these factors and the risk factors noted under the heading "*Risk Factors*", management is not aware of any other trends, demands, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

OPERATING STATISTICS

San Francisco Mine

The San Francisco Mine is located in the Arizona-Sonora desert in the north of the Mexican state of Sonora. The San Francisco Mine is an open pit operation, with crushing and heap leach processing facilities. The San Francisco Mine consists of two separate mineral deposits, the San Francisco pit and La Chicharra pit.

The following is a summary of San Francisco Mine's production statistics:

	Q1 2021 ⁽¹⁾	October 1 – December 31, 2020 ⁽¹⁾	July 1 - September 30, 2020 ⁽¹⁾	May 7 - June 30, 2020 ⁽¹⁾
MINING				
Ore mined (dry kt)	619	427	334	80
Average ore mined grade (g/t Au)	0.34	0.30	0.32	0.44
Waste mined (kt)	5,195	2,954	3,091	270
Total mined (kt)	5,814	3,381	3,425	350
Strip ratio	8.40	6.92	9.26	3.38
Average total mined per day (t/d)	64,597	36,746	37,228	6,370
Cost per tonne mined ⁽²⁾	\$ 2.57	\$ 3.23	\$ 2.05	\$ 1.13
CRUSHING AND PROCESSING				
Ore processed (kt)	744	746	871	111
Average ore processed grade (g/t Au)	0.51	0.39	0.29	0.35
<i>Including:</i>				
<i>Ore from underground processed (kt)</i>	130	87	11	-
<i>Average ore from underground grade (g/t Au)</i>	1.35	1.51	2.62	-
<i>Ore from stockpile processed (kt)</i>	-	243	529	26
<i>Average ore stockpiled grade (g/t Au)</i>	-	0.23	0.24	0.23
Ore reprocessed (kt)	477	168	-	-
Average ore reprocessed grade (g/t Au)	0.23	0.22	-	-
Average ore processed per day (t/d)	8,265	8,112	9,468	2,016
Cost per tonne processed	\$ 9.95	\$ 9.55	\$ 7.86	\$ 26.44
Gold deposited on pad (ozs)	12,177	9,411	8,112	1,248
Cost per tonne - administration	\$ 1.40	\$ 1.31	\$ 1.13	\$ 4.60
Total cost per tonne processed	\$ 31.86	\$ 25.86	\$ 17.06	\$ 34.62
PRODUCTION				
Gold sold (ozs)	8,430	7,827	7,473	4,935
Gold produced (ozs)	9,785	7,485	6,719	5,091
Silver produced (ozs)	8,093	4,609	3,211	2,456
COSTS				
Cash cost per gold ounce ⁽³⁾	\$ 1,826	\$ 1,902	\$ 1,660	\$ 1,357
Site AISC per gold ounce ^(3,4)	\$ 3,003	\$ 2,542	\$ 2,171	\$ 1,357
TOTAL DAYS IN PERIOD	90	92	92	55

⁽¹⁾ On November 30, 2020, the Company announced a fiscal year-end change from March 31 to December 31. Due to this change, the previously reported "Q1 2021" and "Q2 2021" periods have been renamed "three months ended June 30, 2020" and "three months ended September 30, 2020", respectively, so that the quarterly periods during calendar 2021 can be named "Q1 2021", "Q2 2021", "Q3 2021" and "Q4 2021".

⁽²⁾ Cost per tonne mined includes the underground mine costs and the low-grade stockpile rehandling costs.

⁽³⁾ Refer to the "Non-GAAP Measures" section of the MD&A.

⁽⁴⁾ Site AISC excludes corporate and administrative expenses and accretion for site reclamation and closure.

Operations review

Mining and crushing activities were reinitiated in late June 2020. During the three months ended March 31, 2021, and the nine months ended December 31, 2020, most of the mining activity related to the stripping of the San Francisco and La Chicharra pits. The re-development of the San Francisco Mine is in line with the PFS dated August 28, 2020. To date, ore tonnes and waste tonnes mined from the pits were 1,459,000 and 11,511,000, respectively, compared to 1,718,000 and 11,102,000, respectively, in the PFS. Total tonnes mined are therefore 1% higher than in the PFS. The Company expects to complete the pre-stripping activities during the first half of 2021, at which point the Company will be able to operate the crushing circuits at full capacity.

At the date of this MD&A, there has been no impact on the supply chain, workforce and labour hours due to the COVID-19 pandemic. Mining, crushing and leaching activities were not impacted or disrupted due to the implementation of safety measures at the mine site. To date, gold deliveries to the United States have not been impacted or disrupted.

As a result of the required pre-stripping and low amount of ore extracted, the unit costs, cash cost per gold ounce and Site AISC per gold ounce are not representative of a steady rate of operations. Over the long term, unit operating costs, cash cost per gold ounce and Site AISC per gold ounce are expected to be in line with the costs outlined in the PFS dated August 28, 2020.

Acquisition

On May 6, 2020, the Company completed the acquisition of Molimentales and its wholly owned San Francisco Mine. The acquisition of Molimentales was accounted for as a business combination under IFRS. The purchase price has been allocated to the assets acquired and liabilities assumed based on their fair values as follows (amounts in thousands of US Dollars):

Amounts recognized May 6, 2020	Final purchase price allocation	
Purchase price allocation		
Common shares	\$	2,758
\$5.0 million in cash or a 1% net smelter return royalty		4,671
Working capital difference		2,499
VAT payable to seller		570
Total consideration	\$	10,498
Purchase price allocation		
Cash	\$	1,465
Trade and other receivables		2,954
Inventories		16,298
Advances and prepaid expenses		483
Mineral properties, plant and equipment		5,244
Deferred tax assets		2,328
Trade payables and accrued liabilities		(5,077)
Other payables ⁽¹⁾		(6,940)
Other provisions		(1,410)
Provision for site reclamation and closure		(4,847)
Net assets	\$	10,498

⁽¹⁾ The "Other payables" liability relates to the settlement with Peal de Mexico, S.A. de C.V. ("Peal") and the amount was determined as follows:

- The amount of \$7.4 million including VAT, corresponding to unpaid invoices issued in 2018, was adjusted from "Trade payables and accrued liabilities".
- The "Other payables" liability represents the fair value of the \$7.4 million liability at May 6, 2020. The amount of \$6.9 million including VAT is the sum of the following amounts:
 - o An amount of \$2.9 million plus VAT, corresponding to the common share portion of the settlement; and,
 - o An amount of \$3.1 million plus VAT, corresponding to the cash portion of \$3.5 million plus VAT due by December 31, 2021, and discounted at 6.86%.

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REVIEW OF QUARTERLY RESULTS

The following table includes quarterly information for each of the eight most recently completed quarters. They are derived from the Company's interim financial statements, which have been prepared in accordance with IFRS:

	Q1 2021 ⁽¹⁾	Dec. 31, 2020 ⁽¹⁾	Sept. 30, 2020 ⁽¹⁾	June 30, 2020 ⁽¹⁾	March 31, 2020	Dec. 31, 2019	Sept. 30, 2019	June 30, 2019
FINANCIAL RESULTS								
Metal revenues ⁽²⁾	\$ 15,319	\$ 14,620	\$ 13,964	\$ 8,463	\$ -	\$ -	\$ -	\$ -
Net loss ^(2,3)	\$ (3,379)	\$ (2,183)	\$ (2,983)	\$ (559)	\$ (869)	\$ (419)	\$ (459)	\$ (429)
Net and comprehensive loss ^(2,3)	\$ (2,671)	\$ (3,460)	\$ (2,890)	\$ (973)	\$ (403)	\$ (438)	\$ (496)	\$ (368)
Net loss per share - basic and diluted ^(3,4)	\$ (0.04)	\$ (0.03)	\$ (0.04)	\$ (0.01)	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Cash dividends declared	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Total assets ^(2,3)	\$ 64,170	\$ 54,506	\$ 44,270	\$ 40,014	\$ 3,156	\$ 2,790	\$ 3,204	\$ 3,374
Total non-current liabilities ⁽²⁾	\$ 10,474	\$ 9,819	\$ 6,038	\$ 6,316	\$ -	\$ -	\$ -	\$ -
OPERATING RESULTS								
Gold produced (ozs)	9,785	7,485	6,719	5,091	-	-	-	-
Gold sold (ozs)	8,430	7,827	7,473	4,935	-	-	-	-
Silver sold (ozs)	6,961	3,756	4,567	865	-	-	-	-
Average realized gold price (per oz)	\$ 1,796	\$ 1,856	\$ 1,855	\$ 1,712	\$ -	\$ -	\$ -	\$ -
Average London PM fix gold price (per oz)	\$ 1,794	\$ 1,875	\$ 1,909	\$ 1,712	\$ -	\$ -	\$ -	\$ -
By-product cash cost per ounce sold ⁽⁵⁾	\$ 1,826	\$ 1,902	\$ 1,660	\$ 1,357	\$ -	\$ -	\$ -	\$ -
By-product AISC per ounce sold ⁽⁵⁾	\$ 3,162	\$ 2,730	\$ 2,596	\$ 1,768	\$ -	\$ -	\$ -	\$ -

⁽¹⁾ On November 30, 2020, the Company announced a fiscal year-end change from March 31 to December 31. Due to this change, the previously reported "Q1 2021" and "Q2 2021" periods have been renamed "three months ended June 30, 2020" and "three months ended September 30, 2020", respectively, so that the quarterly periods during calendar 2021 can be named "Q1 2021", "Q2 2021", "Q3 2021" and "Q4 2021".

⁽²⁾ Amounts are rounded to the nearest thousands of US Dollars.

⁽³⁾ Effective December 31, 2020, the Company has voluntarily adopted a new accounting policy with respect to exploration and evaluation expenditures to reflect the Company's future outlook on its exploration activities. Refer to the "Change in accounting policy" subsection below for a detailed summary of the impacts on the Company's financial performance, financial position and cash flows.

⁽⁴⁾ Quarterly per share amounts may not reconcile to full year per share amounts due to possible difference in the weighted average number of common shares outstanding.

⁽⁵⁾ Refer to the "Non-GAAP Measures" section of the MD&A.

Notes to quarterly results

On May 6, 2020, Magna closed the acquisition of the San Francisco Mine located in Sonora, Mexico. Magna had metal revenues for the first time since incorporation during 2020. Prior to May 6, 2020, Magna's focus was solely on exploration. Over the past quarters and fiscal years up to March 31, 2020, variations in the quarterly and annual net loss were caused by fluctuations in general and administrative expenses. Share-based compensation expense varies from quarter-to-quarter depending on the number of stock options granted in a quarter, their vesting periods, and the inputs, including assumptions used in the Black-Scholes Option Pricing Model, which is used to calculate the fair value of the stock options. From April 1, 2020, variations in the quarterly and annual net loss were mainly affected by the number of gold ounces sold, the average realized gold price per ounce, operating costs and corporate and administrative expenses.

At the date of this MD&A, there have been no significant costs incurred due to any impact of the COVID-19 pandemic on supply chain, workforce and labour hours. The Company did not incur any production stoppage costs as the San Francisco Mine was not placed in care and maintenance at any time. There was no significant movement in the price of consumables and supplies. Additionally, the cost of the implementation of safety measures at the mine site is not material.

Change in accounting policy

Effective December 31, 2020, the Company has voluntarily adopted a new accounting policy with respect to exploration and evaluation expenditures to reflect the Company's future outlook on its exploration activities. The Company has capitalized exploration and evaluation activities incurred in connection with the exploration and evaluation of mineral resources before technical feasibility and commercial viability of extracting a mineral resource is demonstrable.

The Company has applied the change retrospectively in the consolidated financial statements and MD&A as if the exploration and evaluation activities have always been capitalized. The amount of exploration and evaluation expenditures capitalized retrospectively for the year ended March 31, 2020, was \$2.2 million. \$1.6 million related to the Mercedes Project, \$0.4 million to the Las Marias Property and \$0.2 million to the San Judas Project. Refer to the "Review of quarterly results" section of the MD&A for the nine months ended December 31, 2020, and year ended March 31, 2020, for a summary of the impact on the consolidated financial statements.

The Company continues to expense mining concession payments as these payments are a regulatory requirement with no future economic benefit to the Company. Mining concession payments are expensed in the period they are incurred and are presented in the consolidated statement of earnings (loss) as exploration expenses.

Review of consolidated financial information for the three months ended March 31, 2021 and 2020

The Company had a net loss of \$3.4 million and net comprehensive loss of \$2.7 million during the three months ended March 31, 2021, with basic and diluted loss per share of \$0.04. This compares with a net loss of \$0.9 million and net comprehensive loss of \$0.4 million during the three months ended March 31, 2020, with basic and diluted loss per share of \$0.02. The increase in net loss of \$2.5 million was principally due to the following factors:

Metal revenues

During the three months ended March 31, 2021, revenues were \$15.3 million compared to \$nil during the three months ended March 31, 2020. The Company sold 8,430 gold ounces at an average realized gold price of \$1,796 per ounce.

Cost of sales

Production costs, which comprise the full cost of operations excluding depreciation and depletion, form a component of cost of sales and were \$15.6 million compared to \$nil during the three months ended March 31, 2020.

Costs of mining were \$8.1 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Capitalization of deferred stripping and of underground development costs totaled \$6.0 million and \$1.2 million, respectively, during the three months ended March 31, 2021. A total of 5.8 million tonnes were mined at the San Francisco Mine during the quarter.

Crushing and gold recovery costs were \$7.4 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

Mine site administrative costs were \$1.0 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

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Royalty, transport, and refining costs were \$0.1 million during the three months March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

Change in inventories decreased cost of sales by \$1.1 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Mining activity at the San Francisco Mine was mostly focused on overburden removal and a low number of ounces were extracted from the pit. Therefore, there were less recoverable gold ounces deposited onto the pad than ounces recovered from the pad. This was offset by a higher number of ounces in finished goods inventory at March 31, 2021, than at December 31, 2020. These factors resulted in a net increase of the inventory value.

Depletion and depreciation costs form a component of cost of sales and were \$1.3 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

Corporate and administrative expenses

Corporate and administrative expenses were \$1.3 million during the three months ended March 31, 2021, compared to \$0.4 million during the three months ended March 31, 2020, as a result of the addition of Molimentales in May 2020 and general growth in activities of the Company. The significant components of these expenses include salaries, consulting and professional fees, and administrative and other. Salaries were \$0.5 million during the three months ended March 31, 2021, compared to \$0.1 million during the three months ended March 31, 2020. Consulting and professional fees were \$0.5 million during the three months ended March 31, 2021, compared \$0.1 million during the three months ended March 31, 2020. Administrative and other expenses were \$0.1 million during the three months ended March 31, 2021 and 2020.

Exploration expenses

Exploration expenses were \$0.5 million for the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Expenses relate to the bi-annual concession payments made in order to keep the mineral concessions in good standing. There was no concession payment made during the three months ended March 31, 2020. Refer to the "Exploration Properties" section of this document for further details on the exploration activities.

Finance expenses

Finance expenses were \$0.4 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. The increase is due to accretion on other payables, which was \$0.2 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Additionally, accretion on the Sandstorm deferred revenue was \$0.1 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Finally, accretion on the provisions for site reclamation and the demobilization of the mining contractor were \$0.1 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

Gain on derivatives

The Company had no outstanding gold option contracts at December 31, 2020.

During the three months ended March 31, 2021, the Company entered into gold option contracts whereby the Company sold the right to a third party to purchase a number of the Company's gold ounces at a set price. The carrying value of the derivative liability, if any, would be based on the valuation of the outstanding gold option contracts using Level 2 inputs and valuation techniques.

The realized gain on the contracts was \$0.1 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. Of these gold options contracts entered into during the three months ended March 31, 2021, contracts covering 4,200 gold ounces expired unexercised, contracts covering 300 gold ounces exercised, and contracts covering nil gold ounces were outstanding at March 31, 2021.

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During Q1 2021, and in conjunction with an agreement with Auramet, the Company granted the following call options:

Contract expiry	Counter party	Ounces	Exercise price
August 31, 2021	Auramet International LLC	300	\$ 2,000
September 30, 2021	Auramet International LLC	300	\$ 2,000
October 29, 2021	Auramet International LLC	300	\$ 2,000
November 30, 2021	Auramet International LLC	300	\$ 2,000
December 31, 2021	Auramet International LLC	300	\$ 2,000
January 31, 2022	Auramet International LLC	300	\$ 2,000
February 28, 2022	Auramet International LLC	300	\$ 2,000
March 31, 2022	Auramet International LLC	300	\$ 2,000
April 29, 2022	Auramet International LLC	300	\$ 2,000
May 31, 2022	Auramet International LLC	300	\$ 2,000
Total ounces		3,000	
Weighted average price per ounce			\$ 2,000

Of these call options granted to Auramet, contracts covering 3,000 gold ounces were outstanding at March 31, 2021.

Subsequent to March 31, 2021, the Company entered into the following contracts:

Contract expiry	Counter party	Ounces	Exercise price
April 16, 2021	Auramet International LLC	300	\$ 1,750
April 20, 2021	Auramet International LLC	300	\$ 1,750
April 28, 2021	Auramet International LLC	300	\$ 1,765
April 28, 2021	Auramet International LLC	300	\$ 1,850
April 30, 2021	Auramet International LLC	300	\$ 1,755
April 30, 2021	Auramet International LLC	300	\$ 1,775
May 26, 2021	Auramet International LLC	300	\$ 1,810
May 26, 2021	Auramet International LLC	500	\$ 1,815
May 26, 2021	Auramet International LLC	300	\$ 1,830
May 26, 2021	Auramet International LLC	500	\$ 1,835
May 26, 2021	Auramet International LLC	300	\$ 1,850
June 28, 2021	Auramet International LLC	300	\$ 1,850
June 28, 2021	Auramet International LLC	500	\$ 1,885
June 28, 2021	Auramet International LLC	300	\$ 1,900
Total ounces		4,800	
Weighted average price per ounce			\$ 1,819

At the date of this MD&A, contracts covering 3,100 gold ounces were exercised, contracts covering 600 gold ounces expired unexercised and contracts covering 1,100 gold ounces were outstanding.

Income taxes

Current tax

There was no current tax expense during the three months ending March 31, 2021 and 2020.

Deferred tax

Deferred tax recovery was \$1.0 million during the three months ending March 31, 2021, compared to \$nil during the three months ended March 31, 2020.

During the three months ended March 31, 2021, the deferred tax asset increased by \$1.8 million due to an increase of loss carryforwards and recognition of a temporary difference related to the Auramet deferred revenue. These increases were offset by a reduction of the tax value of inventory, increasing the temporary difference with its accounting basis.

During the three months ended March 31, 2021, the deferred tax liability related to the 7.5% special mining duty tax increased by \$0.8 million.

Review of financial position at March 31, 2021

Total assets at March 31, 2021, were \$64.2 million compared to \$54.5 million at December 31, 2020. The increase in total assets of \$9.7 million was primarily due to expenditures on mineral properties and plant and equipment, which were \$7.1 million during the three months ended March 31, 2021. Capitalization of deferred stripping and of underground development costs totaled \$6.0 million and \$1.2 million, respectively, during the three months ended March 31, 2021. Additionally, the deferred tax asset increased by \$1.8 million during the three months ended March 31, 2021.

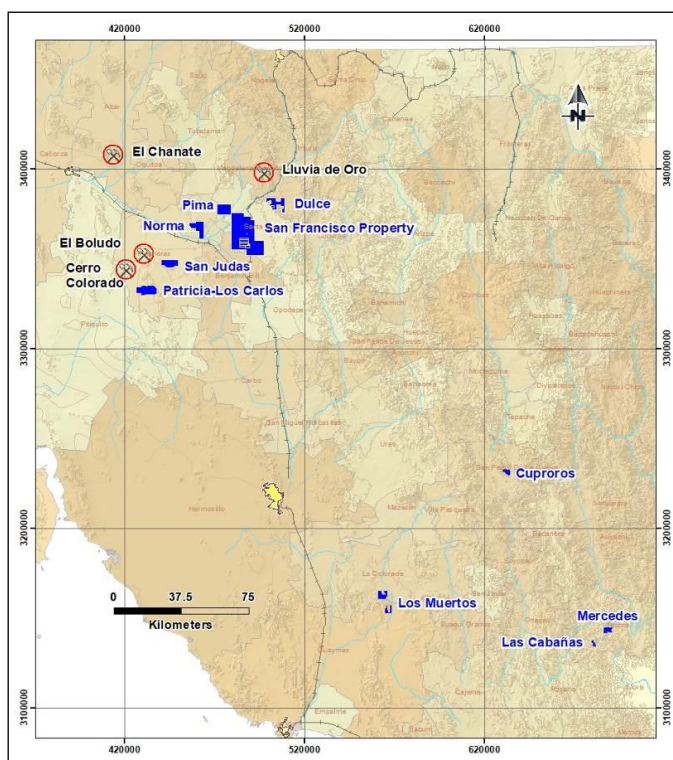
Total liabilities at March 31, 2021, were \$52.0 million compared to \$39.6 million at December 31, 2020. The increase in total liabilities of \$12.4 million was primarily due to trade payables and accrued liabilities, which increased by \$7.5 million during the three months ended March 31, 2021. Additionally, the Auramet deferred revenue and the deferred tax liability increased by \$4.0 million and \$0.8 million, respectively, during the three months ended March 31, 2021.

Total equity at March 31, 2021, was \$12.2 million compared to \$14.9 million at December 31, 2020. The decrease of \$2.7 million was due to net comprehensive loss for the three months ended March 31, 2021.

EXPLORATION PROPERTIES

The Company has not yet determined whether the Company's exploration properties (Mercedes, San Judas, Las Marias, La Pima, Los Muertos, Cuproros, and Margarita) contain an economic mineral reserve. Any activities on these projects will constitute exploratory searches for minerals. Planned expenditures may be adjusted depending on new acquisitions, prioritization of activities, capital allocation and other factors. Refer to the "Risk Factors" section of this MD&A.

Figure 1: Location of Magna's Mining Concessions



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Exploration expenditures by property (in thousands of US Dollars)	Actual Expenditures for the three months ended March 31, 2021		Planned Expenditures for 2021	
San Francisco Mine	\$	398	\$	4,895
Mercedes Property		153		802
Margarita Project		19		2,241
San Judas Project		69		1,316
La Pima Project		43		455
Los Muertos Project		20		560
Cuproros Project		7		238
Las Marias Property		7		11
Total	\$	716	\$	10,518

The San Francisco Mine

Planned activities

The Company will continue the infill and exploration drilling programs started during the previous fiscal year. Additionally, the Company intends to drill the Veta Tierra target. It is located 4 kilometers north of the San Francisco Mine and the objective of the drill program is to potentially define a satellite open pit target for heap leaching.

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the San Francisco Mine (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • 20,000 meters of infill and exploration drilling on the eastern portion of the San Francisco ore body • 10,000 meters of infill and exploration drilling to test the continuity of the mineralization in direction down dip to the northeast of the phase 4A of the San Francisco pit • 2,000 meters of reverse circulation ("RC") drilling on the Veta Tierra target • Other costs (concession payments, other geological and administrative costs) 	\$398 ⁽¹⁾	\$4,895

⁽¹⁾ The amount of \$398 was allocated as follows during the three months ended March 31, 2021:

- \$32 capitalized in mineral properties; and,
- \$366 in exploration expenses.

Mercedes Property

Overview

The Mercedes project is an exploration property within the Sierra Madre Occidental province. It is a historically productive, regionally extensive tertiary volcanic field that stretches from the United States/Mexico border to Central Mexico. Previous work at the La Lamosa area, one of the mineralized targets within the mining concessions, display disseminated gold mineralization hosted within an andesitic and rhyodacitic volcanic complex intruded by a quartz-feldspar porphyry. Gold and silver are target commodities sought at Mercedes and the property exhibits textures and alteration consistent with high sulphidation epithermal mineralization, typical of important discoveries in the region.

Planned activities

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the Mercedes Property (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Drill program of 1,500 meters of core drilling and 10,000 meters of RC drilling for expansion and infill on the La Lamosa target to convert and expand the current inferred geological resource into M+I+I categories • Drill program of 1,500 meters of core drilling on the Mina del Oro target to define an initial gold and silver resource on that area near La Lamosa Hill • IP-R to test the quartz/tourmaline breccias at depth, including five targets located in a geological environment of epithermal high sulphidation copper porphyry targets ⁽²⁾ • Compile and review the data to generate a RC drill program on the quartz/tourmaline breccias ⁽²⁾ • Review of the drilling results of the La Lamosa and Mina del Oro targets to plan on following steps and infill drilling • Other costs (option/concession/land payments, other geological and administrative costs) 	\$153 ⁽¹⁾	\$802

⁽¹⁾ The amount of \$153 was allocated as follows during the three months ended March 31, 2021:

- \$150 capitalized in exploration and evaluation assets; and,
- \$3 in exploration expenses.

⁽²⁾ The Las Marias concessions cover the eastern portion of the Mercedes property where lies the quartz/tourmaline breccias system.

With respect to any prior disclosure by the Company regarding the potential production and sale of gold from the Mercedes Property, the decision of the Company to potentially produce at the Mercedes Property is not based on a technical report supporting mineral reserves or a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, which include increased risks associated with developing a commercially mineable deposit. Historically, such projects have a much higher risk of economic or technical failure. There is no guarantee that anticipated production costs will be achieved. Failure to achieve the anticipated production costs would have a material adverse impact on the Company's cash flow and future profitability. Readers are cautioned that there is increased uncertainty and higher risk of economic and technical failure associated with such production decisions. It is further cautioned that mineral resources are not mineral reserves and do not have demonstrated economic viability.

Margarita Project

Overview

The Margarita silver project is an exploration property comprised of two mining concessions, covering 125.625 hectares, located within the prolific Sierra Madre Gold Belt, which hosts numerous multimillion-ounce gold-silver deposits, 88 kilometers south of the state capital of Chihuahua in the Municipality of Satevo, State of Chihuahua, Mexico. The property lies 15 kilometers northwest on strike with Gatos Silver Inc's Cerro Los Gatos Mine.

Planned activities

The Company intends to carry out a mineral resource and preliminary economic assessment upon completion of the drill program.

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The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the Margarita Project (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Review historical drilling data • Re-log drill core, re-sample and sample vein and vein extensions • Topographic survey of the drill holes and topographic map to support the construction of new cross and long sections to support the following drill program • Drill program of 10,000 meters of core drilling to test continuity of mineral interceptions and explore at depth • Other costs (concession/land payments, other geological and administrative costs) 	\$19 ⁽¹⁾	\$2,241

- ⁽¹⁾ The amount of \$19 was allocated as follows during the three months ended March 31, 2021:
- \$18 capitalized in exploration and evaluation assets; and,
 - \$1 in exploration expenses.

San Judas Project

Overview

San Judas is an early-stage exploration project hosting structurally controlled mineralization within lithologies similar in age to the La Herradura and San Francisco gold mines. The project is underlain by a basement composed of a Precambrian aged igneous-metamorphic sequence including granite, gneiss, pegmatites and schists. Augen gneiss is locally present and is likely derived from pegmatitic granitic protolith. The entire sequence is affected by multiple deformations and the emplacement of intrusions such as leucocratic granites and andesitic dikes.

Structural and lithological interpretation of available data suggest the mineralized structures, characterized by gold-bearing quartz veins and mineralized quartz-sericite altered hanging-wall rocks extend under the surface.

Planned activities

The Company is currently carrying out a comprehensive surface exploration program including geological and structural mapping, trenching and reconnaissance sampling in conjunction with a surface geophysical program to define targets in anticipation of a drilling campaign.

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the San Judas Project (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Detailed mapping on surface to collect structural measurements to validate the selection of drill targets • Drilling program of 5,000 meters of RC drilling and 1,000 meters of core drilling on four different targets within the property • Review interpretation of the drilling results and decide future exploration works, follow step and infill drilling • Other costs (option/concession/land payments, other geological and administrative costs) 	\$69 ⁽¹⁾	\$1,316

- ⁽¹⁾ The amount of \$69 was allocated as follows during the three months ended March 31, 2021:
- \$44 capitalized in exploration and evaluation assets; and,
 - \$25 in exploration expenses.

La Pima Project

Overview

The La Pima Project is located approximately 25 kilometers north of the San Francisco Mine. The mineralization within the La Pima Project is related to structurally controlled hydrothermal Ba-Ca-Ag-Pb-Zn breccias with over a 2.5 kilometers strike length that are hosted in fossiliferous limestones of Cretaceous age. Artisanal mines and diggings have been developed within the limestone beds.

Planned activities

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the La Pima Project (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Drilling program of 3,000 meters of RC drilling to test down dip extension of the discovery holes on four different areas and test new gold anomalies north of the project • Review interpretation of the drilling results and decide future exploration works, follow step and infill drilling • Other costs (concession/land payments, other geological and administrative costs) 	\$43 ⁽¹⁾	\$455

⁽¹⁾ The amount of \$43 was allocated in exploration expenses during the three months ended March 31, 2021.

Los Muertos Project

Overview

On August 3, 2020, the Company entered into an option agreement with a private party pursuant to which the Company was granted an option to acquire a 100% undivided interest in the Los Muertos silver-gold project (the "Los Muertos Project"). The Los Muertos Project is located in central Sonora, 75 kilometers southeast of the city of Hermosillo, within the La Colorada municipality, and approximately 30 kilometers southeast of the La Colorada gold mine, owned by Argonaut Gold Inc.

Planned activities

Upon acquisition, the Company has undertaken the task of compiling and interpreting the database of the exploration works performed during 2007 and 2008 and has performed field reconnaissance to confirm the presence of silver and gold mineralization on the property.

The Company's planned activities include performing soil and rock chip sampling, geology mapping and an IP geophysical survey to support an initial 2,000 meters drill program scheduled in the latter part of 2021.

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The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the Los Muertos Project (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Soil and rock chip sampling to confirm the results of previous sampling campaigns • Geology mapping • Review and validation of the IP-R survey and, if positive, extend the lines to the north and east targets • Drilling program of 2,000 meters • Review interpretation of the drilling results and decide future exploration works, follow step and infill drilling • Other costs (option/concession/land payments, other geological and administrative costs) 	\$20 ⁽¹⁾	\$560

- ⁽¹⁾ The amount of \$20 was allocated as follows during the three months ended March 31, 2021:
- \$4 capitalized in exploration and evaluation assets; and,
 - \$16 in exploration expenses.

Cuproros Project

Overview

On September 8, 2020, the Company entered into an exploration and option agreement to acquire an option for a 100% undivided interest in three mining claims (the "Cuproros Project") for a four-year period. The Cuproros Project consists of three contiguous claims covering an aggregate area of approximately 196 hectares located approximately 150 kilometers east from the Sonora state capital, Hermosillo.

Planned activities

The Company will be prospecting the concession, looking for additional mineral occurrences similar to those known to date and extend the mineral potential for exploration.

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the Cuproros Project (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • Survey of the mining concessions • Topographic survey with drone to obtain a reliable base map for geology mapping • Detailed mapping of lithology, alteration and structures containing the mineralization • Chip rock sampling • Consider an IP-R survey to identify sulfide rich mineral shoots below surface • Other costs (option/land payments, other geological and administrative costs) 	\$7 ⁽¹⁾	\$238

- ⁽¹⁾ The amount of \$7 was allocated as follows during the three months ended March 31, 2021:
- \$5 capitalized in exploration and evaluation assets; and,
 - \$2 in exploration expenses.

Las Marías Property

Overview

The Las Marías Property consists of seven mining concessions covering 646 hectares adjacent to the Mercedes Property. It also includes the Las Cabanas mineral claims, which consist of two claims covering 248 hectares located approximately 10 kilometers south-west of the Mercedes Property.

Planned Activities

The following table summarizes the Company's planned activities and actual and planned expenditures for the current fiscal year at the Las Marías Property (amounts in thousands of US Dollars):

Plans for the project during 2021	Actual Expenditures for the three months ended March 31, 2021	Planned Expenditures for 2021
<ul style="list-style-type: none"> • The Las Marías concessions cover the eastern portion of the Mercedes property where lies the quartz/tourmaline breccias system with exploration works included in the Mercedes property (IP-R; drilling and review and interpretation of results) 	\$7 ⁽¹⁾	\$11
<ul style="list-style-type: none"> • Other costs (concession/land payments, other geological and administrative costs) 		

⁽¹⁾ The amount of \$7 was allocated in exploration expenses during the three months ended March 31, 2021.

Quality assurance and quality control ("QA/QC")

The exploration works and their results discussed in this MD&A comply with the QA/QC protocols, which consists of the regular insertion of duplicates, blanks and certified reference standards into the sample stream. Check samples are submitted to an umpire laboratory at the end of the drilling programs. Samples are kept in a secure facility and transferred to Bureau Veritas in Hermosillo, Mexico, in sealed containers on a weekly basis from the work site by the Company's own laboratory personnel. Personnel handling samples are using Company-approved protocols for all phases of chip logging, sample delineation, sample layout, and storage. Bureau Veritas is ISO 9001 certified. Bureau Veritas has a standard operating procedure for all aspects of sample drop off, drying and preparation, digestion, instrument analysis, quality control assurance and computerized data reporting. QA/QC protocols applies both to chips rock and soil samples.

OUTLOOK

The main objective of the Company is to continue the ramp-up of the San Francisco Mine and to establish stable low-cost production. This will help strengthen the financial position of the Company and will enable the Company to pursue external growth opportunities and advance the exploration pipeline. The Company remains committed to the protection of health, safety and environment and will continue to operate in a sustainable and socially responsible manner.

The Company had retained Micon International Limited to complete a PFS to re-evaluate the resource model, examine potential operational improvements and develop an optimized production schedule that incorporates all currently available drill data, updated operating costs and revised gold price assumptions. The results of the PFS were announced on September 17, 2020. The goal of the Company is to successfully execute the PFS operating plan and to create additional value through the advancement of a number of identified opportunities.

Since acquiring the San Francisco Mine in May 2020, the Company has been focusing on pre-stripping both the San Francisco and La Chicharra open pits. In parallel, the Company has also been processing lower grade stockpile material and fresh ore from the open pits and from the underground mine. The Company has reinvested approximately \$21.0 million towards plant and equipment refurbishing, leach pad construction, infill drilling to increase resources, pre-stripping of the pits, and underground mine exploration and development. The full ramp-up of the San Francisco Mine is expected to be completed during the first half of 2021.

The Company expects the San Francisco Mine to produce between 55,000 to 65,000 ounces during 2021. The production profile is weighted to the latter half of 2021, representing approximately 60% of the yearly production, which will result in a very strong operational progression through 2021.

The expected cash generated by the operation will help strengthen the financial position and support the execution of the Company's exploration strategy in and around the existing open pits of the San Francisco Mine and across its extensive portfolio of gold and silver projects.

The Company has over 45,000 hectares of highly prospective ground, a gold operation with increasing resources, two very promising gold projects, and a portfolio of four silver properties including La Pima and Margarita - all in two of the most mining-friendly states in Mexico. The Company has a well-defined exploration program for 2021 and details of the on-going activities are described in the "Exploration Properties" section of this document.

LIQUIDITY, CONTINGENCIES AND CASH FLOWS

Liquidity

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities and other contractual obligations. The Company's strategy for managing liquidity is based on achieving positive cash flows from operations to internally fund operating and capital requirements.

Factors that may affect the Company's liquidity are continuously monitored. These factors include the market price of gold, production levels, operating costs, capital costs, exploration expenditures, the timing of VAT recoveries, income tax refunds, foreign currency fluctuations, health and safety risks related to the coronavirus (COVID-19), and other risks and uncertainties (refer to "Risk Factors" section of this MD&A). In the event that the Company is adversely affected by any of these factors and, as a result, the operating cash flows are not sufficient to meet the Company's working capital requirements, there is no guarantee that the Company would be able to raise additional capital on acceptable terms to fund a potential cash shortfall. Consequently, the Company is subject to liquidity risk.

At March 31, 2021, the Company had negative net working capital of \$13.6 million. The Company had cash of \$5.9 million, trade and other receivables of \$8.1 million, inventories of \$13.1 million, advances and prepaid expenses of \$0.7 million, trade payables and accrued liabilities of \$25.4 million, other payables of \$11.5 million, and current deferred revenue liabilities of \$4.6 million.

During the three months ended March 31, 2021, the Company entered into an agreement with Auramet pursuant to which the Company received \$4.0 million in exchange for nine equal payments of 270 gold ounces to be delivered to Auramet starting May 31, 2021 and ending on January 31, 2022. The funds are not restricted for use and are budgeted for operational activities at the San Francisco Mine.

Subsequent to March 31, 2021, an income tax refund was received by the Company for \$3.5 million, with an additional \$0.5 million representing interest. This refund relates to tax instalment payments made by Molimentales during the 2017 calendar year. Prior to and after the acquisition of Molimentales from Alio Gold Inc., the receivable was deemed as uncollectible due to uncertainty of collectability from the Mexican tax authority.

Subsequent to March 31, 2021, the Company fulfilled its commitment in relation with the San Francisco Mine acquisition and paid \$5.0 million in cash to Timmins, a Mexican subsidiary of Argonaut. Additionally, a promissory note of \$2.7 million corresponding to the working capital difference due to Timmins in relation with the San Francisco Mine acquisition, was provided by Minera Magna on May 6, 2021. The promissory note bears uncompounded interest at a rate of 5.0% per annum, to be paid in four monthly instalments, plus interest, starting on July 6, 2021, and ending on October 6, 2021.

Subsequent to March 31, 2021, the Company entered into a non-brokered private placement of C\$10.0 million secured convertible debentures with funds managed by Delbrook, subject to the approval of the TSX Venture Exchange. The Debentures mature 24 months from issuance and bear interest at a rate of 6.5% per annum. The funds will go towards meeting the Company's working capital obligations and supporting its exploration programs.

The deferred revenue liabilities with Sandstorm and Auramet will be met through the deliveries of monthly gold ounces. In addition, Molimentales has agreed to pay \$3.5 million (plus value added taxes of 16%) in cash to Peal by December 31, 2021.

The Company holds, directly or through option contracts, a total of 38 mineral concessions and must pay bi-annual fees in order to keep them in good standing. The expected amount of concession payments for fiscal 2021 is \$0.9 million. During the three months ended March 31, 2021, the first bi-annual payments of \$0.5 million were submitted. Additionally, the Company is party to four option agreements to acquire mineral concessions (Mercedes, San Judas, Los Muertos and Cuproros). The expected amount of option payments for fiscal 2021 is \$0.4 million. During the three months ended March 31, 2021, option payments of \$0.1 million were made.

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With the ramp-up of operations at the San Francisco Mine and the other financial resources described above, the Company believes it is able to generate sufficient amounts of cash during the fiscal year to fund its operating and corporate costs and its upcoming exploration plans of \$10.5 million at the San Francisco Mine and its other projects, while meeting its contractual obligations in relation to the Argonaut promissory note, Sandstorm and Auramet deferred revenue items, Debentures, and other payables. However, the Company may prioritize expenditures in the short term and may require additional financing in order to fulfill its financial commitments and carry out its operational activities.

At this time, it is challenging to definitively project the funds necessary to support the planned activities of the Company over the long term. For these reasons, management considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed, or for other purposes, as needs arise. See the "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" sections of this MD&A.

Changes in capital markets, including a decline in the market price for gold, could materially and adversely impact Magna's ability to continue as a going concern.

A summary of undiscounted liabilities and future operating commitments, in thousands of US Dollars, at March 31, 2021, are as follows:

	Total	Within 1 year	1 - 3 years	4 - 5 years	Greater than 5 years
Maturity analysis of financial liabilities					
Trade payables and accrued liabilities	\$ 25,399	\$ 25,399	\$ -	\$ -	\$ -
Other payables	11,729	11,729	-	-	-
	37,128	37,128	-	-	-
Commitments					
Option payments on exploration and evaluation properties	3,511	381	1,645	1,485	-
Other provisions ⁽¹⁾	1,732	-	-	-	1,732
Provision for site reclamation and closure ⁽²⁾	6,277	-	-	-	6,277
Total financial liabilities and commitments	\$ 48,648	\$ 37,509	\$ 1,645	\$ 1,485	\$ 8,009

⁽¹⁾ Other provisions represent the undiscounted amount of the demobilization costs related to the mining contractor, whereby the Company is responsible for demobilization costs payable one month prior to the end of the mining contract. This obligation has been recorded at an annualized discount rate of 5.25%, reflecting the implied interest rate, and calculated according to the formula stipulated in the contract. The undiscounted amount is \$1.7 million. At March 31, 2021, the discounted obligation was determined to be \$1.2 million.

⁽²⁾ Provision for site reclamation and closure represents the undiscounted amount of the estimated cash flows required to settle the retirement obligations of the San Francisco Mine. This obligation has been recorded at an annualized discount rate of 5.25%, reflecting the implied interest rate. The undiscounted amount is \$6.3 million. At March 31, 2021, the discounted obligation was determined to be \$5.6 million.

Contingencies

Various tax and legal matters may arise from time to time. The Company will recognize the financial effects of these matters in the consolidated financial statements in the period such matters occur.

Molimentales Income Tax Refund

On April 26, 2021, Molimentales was made aware that an income tax refund from the 2017 calendar year was to be refunded by the Mexican tax authority after multiple attempts to retrieve these funds in the past had failed. At the time of the acquisition of Molimentales from Alio Gold on May 6, 2020, this receivable was deemed uncollectible by the seller due to uncertainty of collectability. After the acquisition completed, the Company continued to deem the income tax refund as uncollectible due to uncertainty that future attempts to retrieve the funds would be met with similar response from the Mexican tax authority.

At March 31, 2021, the income tax refund was categorized as a contingent asset due to uncertainty of collectability and therefore no asset or income was recognized in the interim financial statements.

As the Company was made aware of the refund on April 26, 2021, and therefore became certain that an inflow of economic benefit would arise, the refund and corresponding income will be recognized in the reporting period in which the Company became certain that the refund would be collectable from the Mexican tax authority.

On April 29, 2021, the full 2017 income tax refund was received by the Company for \$3.5 million, with an additional \$0.5 million representing interest.

Cash Flows

Effective December 31, 2020, the Company has voluntarily adopted a new accounting policy with respect to exploration and evaluation expenditures. These expenditures were capitalized in the consolidated financial statements and MD&A retrospectively as if such activities have always been capitalized. The below discussion on cash flows refers to periods that have been retrospectively restated to reflect exploration expenditures as an investing activity. Refer to the "Change in accounting policy" subsection of this document for a detailed summary of the impacts on the Company's financial performance and financial position.

Three months ended March 31, 2021

At March 31, 2021, the Company had cash of \$5.9 million compared to \$7.1 million at December 31, 2020. The three-month decrease in cash was primarily due to cash used in investing activities of \$9.8 million, offset by cash provided by operating and financing activities of \$4.7 million and \$3.9 million, respectively. At March 31, 2020, the Company had cash of \$0.2 million.

Net loss for the three months ended March 31, 2021, was \$3.4 million compared to \$0.9 million for the three months ended March 31, 2020. For the three months ended March 31, 2021, items not affecting cash totaled \$1.2 million, including depletion and depreciation of \$1.3 million, unrealized foreign exchange loss of \$0.8 million and finance expense of \$0.4 million, offset by income tax recovery of \$1.0 million and non-cash gold delivery to satisfy the Sandstorm deferred revenue agreement of \$0.4 million. For the three months ended March 31, 2020, items not affecting cash totaled \$0.5 million, being unrealized foreign exchange loss for that period.

Change in non-cash working capital balances increased cash by \$6.9 million during the three months ended March 31, 2021, compared to \$0.1 million during the three months ended March 31, 2020. During the three months ended March 31, 2021, trade payables and accrued liabilities increased cash by \$8.6 million. This was offset by movements in inventories and trade and other receivables, which decreased cash by \$1.0 million and \$0.8 million, respectively. During the three months ended March 31, 2020, movements in trade payables and accrued liabilities increased cash by \$0.1 million.

Cash used in investing activities was \$9.8 million during the three months ended March 31, 2021, compared to \$0.3 million during the three months ended March 31, 2020. During the three months ended March 31, 2021, investing activities included \$7.2 million related to deferred stripping and underground development and \$2.4 million spent on property, plant and equipment and mineral properties at the San Francisco Mine. Additionally, \$0.2 million was spent on exploration and evaluation projects. During the three months ended March 31, 2020, investing activities only included \$0.3 million related to exploration and evaluation expenditures.

Cash provided by financing activities was \$3.9 million during the three months ended March 31, 2021, compared to \$nil during the three months ended March 31, 2020. During the three months ended March 31, 2021, proceeds of \$3.9 million were received in relation to the Auramet Agreement.

The effects of exchange rate changes on the balance of cash held in foreign currencies decreased cash by \$0.1 million during the three months ended March 31, 2021, and 2020.

CAPITAL RESOURCES

The capital of the Company consisted of consolidated equity and other payables, net of cash. Amounts are disclosed in thousands of US Dollars.

	March 31, 2021	December 31, 2020
Equity	\$ 12,207	\$ 14,871
Other payables	11,475	11,285
	23,682	26,156
Less: Cash	(5,909)	(7,056)
	\$ 17,773	\$ 19,100

At March 31, 2021, the Company was required to maintain a minimum consolidated cash balance of \$1.0 million and will be required to do so until the gold delivery obligation in relation to the Auramet Agreement is fulfilled on January 31, 2022.

At December 31, 2020, the Company was not subject to any externally imposed capital requirements.

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.

The remuneration of directors and other members of key management personnel, were as follows:

- a) The Company defines its key management personnel as its Board of Directors, Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and Chief Operating Officer ("COO"), and certain officers of the Company. Remuneration of Directors and key management personnel of the Company was as follows, in thousands of US Dollars:

	Three months ended March 31, 2021	Three months ended March 31, 2020
Salaries and benefits ⁽¹⁾⁽²⁾⁽³⁾	\$ 159	\$ 75

(1) The Board of Directors, with the exception of the CEO, CFO and COO, do not have employment or service contracts with the Company. There were no director fees accrued or paid during the three months ended March 31, 2021 (three months ended March 31, 2020 - \$nil).

(2) Salaries and benefits exclude fees paid to the former CFO's associated companies.

(3) Includes Arturo Bonillas, CEO and director, Colin Sutherland, CFO and director, Miguel Bonilla, COO and director, and Miguel Soto, VP Exploration.

- b) During the three months ended March 31, 2021, the Company entered into an employment agreement with Colin Sutherland. Mr. Sutherland served, and continues to serve, as a member of the Board of Directors prior to the employment agreement. On March 31, 2021, Mr. Sutherland was owed \$0.02 million relating to salary and expense reimbursement and this amount is included in trade payables and accrued liabilities.

- c) During the three months ended March 31, 2021, Carmelo Marrelli, the former CFO of Magna, provided services through entities controlled by Mr. Marrelli for total fees of \$0.01 million (three months ended March 31, 2020 - \$0.01 million) on terms equivalent to those that prevail with arm's length transactions.

As at March 31, 2021, these entities were owed \$0.01 million (December 31, 2020 - \$0.01 million) and this amount is included in trade payables and other liabilities.

- d) The Company receives legal advisory services through two Mexico-based entities of which Laura Diaz, a director of the Company, is a partner. Ms. Diaz was elected to the Board of Directors on September 15, 2020, at the Company's annual and special meeting of shareholders. During the three months ended March 31, 2021, legal advisory services of \$0.1 million were incurred by the Company (three months ended March 31, 2020 - \$nil). The cost of the legal advisory services is on market terms.

NON-GAAP MEASURES

Cash cost per gold ounce on a by-product basis

Cash cost per gold ounce on a by-product basis is a non-GAAP performance measure that management uses to assess the Company's performance and its expected future performance. The Company has included the non-GAAP performance measure of cash cost per gold ounce on a by-product basis throughout this document. In the gold mining industry, this is a common performance measure but it does not have any standardized meaning. As such, it is unlikely to be comparable to similar measures presented by other issuers.

Management believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, presentation of this measure is to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

The cash cost per gold ounce on a by-product basis is calculated by dividing the operating production costs by the total number of gold ounces sold and deducting the by-product silver credits per gold ounce sold.

The following table provides a reconciliation of the cash cost per gold ounce on a by-product basis to the interim financial statements, in thousands of US Dollars:

	Three months ended March 31, 2021	
Production costs	\$	15,573
Divided by gold sold (ozs)		8,430
		1,847
Less: by-product silver credits per gold ounce sold ⁽¹⁾		(21)
Cash cost per gold ounce sold on a by-product basis	\$	1,826

- ⁽¹⁾ Management determined that silver metal revenues, when compared to gold metal revenues, are immaterial and therefore considered a by-product of the production of gold. For the three months ended March 31, 2021, total by-product silver credits were \$0.2 million.

For further details on the calculation of production costs, refer to the notes of the interim financial statements. Cash cost is not necessarily indicative of earnings from operations or cash flow from operations as determined under GAAP. Other companies may calculate these measures differently.

All-in sustaining cost per gold ounce

The Company has adopted an all-in sustaining cost per ounce on a by-product basis performance measure which is calculated based on the guidance note issued by the World Gold Council. Management uses this information as an additional measure to evaluate the Company's performance and ability to generate cash.

All-in sustaining costs on a by-product basis include total production cash costs, corporate and administrative expenses, sustaining capital expenditures and accretion for site reclamation and closure costs. These reclamation and closure costs represent the gradual unwinding of the discounted liability to rehabilitate the area around the San Francisco Mine at the end of its mine life. The Company believes this measure to be representative of the total costs associated with producing gold; however, this performance measure has no standardized meaning. As such, there are likely to be differences in the method of computation when compared to similar measures presented by other issuers.

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The following table provides a reconciliation of the Site AISC per gold ounce on a by-product basis and of the all-in sustaining cost ("AISC") per gold ounce on a by-product basis to the interim financial statements, in thousands of US Dollars:

	Three months ended March 31, 2021	
Production costs	\$	15,573
Sustaining exploration expenses ⁽¹⁾		366
Capital expenditures ^(1,2)		9,591
Less: development expenditures ⁽³⁾		(32)
Less: by-product silver credits		(181)
Site all-in sustaining costs		25,317
Divided by gold sold (ozs)		8,430
Site AISC per gold ounce sold on a by-product basis	\$	3,003
Site all-in sustaining costs (per above)	\$	25,317
Corporate and administrative expenses		1,269
Accretion for site reclamation and closure		72
All-in sustaining costs		26,658
Divided by gold sold (ozs)		8,430
AISC per gold ounce sold on a by-product basis	\$	3,162

- (1) Sustaining exploration expenses and capital expenditures only include expenditures related to the San Francisco Mine.
- (2) Sustaining capital expenditures include deferred stripping and underground development costs of \$7.2 million for the three months ended March 31, 2021 (three months ended March 31, 2020 - \$nil).
- (3) Management determined the exploration program costs at the San Francisco Mine to be development capital expenditures.

Site AISC calculated for the San Francisco Mine excludes corporate and administrative expenses and accretion for site reclamation and closure.

OFF-BALANCE-SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that has not previously been discussed.

PROPOSED TRANSACTIONS

There were no material proposed transactions as of the date of this MD&A.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

The interim financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"), effective as of March 31, 2021. The Company's significant accounting policies are described in note 4 of the Company's consolidated financial statements for the nine months ended December 31, 2020, and year ended March 31, 2020.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Company's interim financial statements in conformity with IFRS requires management to make estimates based on assumptions about future events that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised.

The critical judgements made by management of the Company in the application of the accounting policies are consistent with those applied and disclosed in note 4 of the Company's consolidated financial statements for the nine months ended December 31, 2020, and year ended March 31, 2020.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value measurement of financial assets and liabilities

The Company has established a fair value hierarchy that reflects the significance of inputs of valuation techniques used in making fair value measurements as follows:

Level 1 - quoted prices 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. from derived prices); and,

Level 3 - inputs for the asset or liability that are not based upon observable market data.

The carrying values of cash, trade and other receivables, trade payables and accrued liabilities, other payables and amounts due to and from related parties approximate their fair value due to their short-term nature, and are classified at amortized cost.

At March 31, 2021, and December 31, 2020, there were no financial assets or liabilities measured and recognized in the statements of financial position at fair value that would be categorized as Level 3 in the fair value hierarchy above.

There were no transfers between Level 1 and Level 2, during the three months ended March 31, 2021, or for the three months ended March 31, 2020.

Risk management

The Company's primary business activities consist of the acquisition, exploration, development and operation of mineral resource properties in Mexico. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, commodity price risk, currency risk, liquidity risk, and interest rate risk. The Company's risk management program strives to evaluate the unpredictability of financial and commodity markets and its objective is to minimize the potential adverse effects of such risks on the Company's financial performance, where financially feasible to do so. When deemed material, these risks may be monitored by the Company's finance team and they are regularly discussed with the Board of Directors or one of its committees.

i. Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the consolidated financial statements.

The Company's credit risk is predominantly limited to cash balances held in financial institutions and any gold and silver sales and related receivables and other receivables. The maximum exposure to credit risk is equal to the carrying value of such financial assets. At March 31, 2021, and December 31, 2020, the Company expected to recover the full amount of such assets.

The objective of managing counterparty credit risk is to minimize potential losses in financial assets. The Company assesses the quality of its counterparties, taking into account their credit worthiness and reputation, past performance and other factors.

Cash is only deposited with or held by major financial institutions where the Company conducts its business.

Gold and silver sales are made to a limited number of large international organizations specializing in the precious metals markets. The Company believes them to be of sound credit worthiness, and to date, all receivables have been settled in accordance with agreed upon terms and conditions.

ii. Commodity price risks

The Company is exposed to price risk associated with the volatility of the market price of commodities, in particular gold and silver, and also to many consumables that are used in the production of gold and silver.

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The prices of most commodities are determined in international markets and as such the Company has limited or no ability to control or predict the future level of most commodity prices. In some instances, the Company may have the ability to enter into derivative financial instruments to manage the Company's exposure to changes in the price of commodities such as gold, silver, oil and electricity.

iii. Currency risk

The functional currency of Magna and 2660170 Ontario Ltd. is the Canadian dollar and the Mexican Peso for LM Mining Corp, S.A. de C.V. and Minera Magna. The functional currency of Molimentales was determined to be the US Dollar. Therefore, the Company's loss and comprehensive loss are impacted by fluctuations in the value of foreign currencies in relation to the US Dollar.

The table below summarizes the net monetary assets and liabilities held in foreign currencies, in thousands of US Dollars:

	March 31,	December 31,
	2021	2020
Mexican peso net monetary assets	\$ 2,000	\$ 3,920
Canadian dollar net monetary (liabilities) assets	\$ (356)	\$ 547

The effect on loss before income tax at March 31, 2021, of a 10.0% change in the foreign currencies against the US Dollar on the above-mentioned net monetary assets of the Company is estimated to be an increase/decrease of \$0.2 million (December 31, 2020 - \$0.4 million) assuming that all other variables remained constant.

iv. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements and its exploration and production plans.

In the normal course of business, the Company enters into contracts and performs business activities that give rise to commitments for future minimum payments. The Company has no concentrations of liquidity risk.

v. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The observable impacts on the fair value and future cash flows of financial instruments that can be directly attributable to interest rate risk include changes in profit or loss from financial instruments whose cash flows are determined with reference to floating interest rates and potential changes in value of financial instruments whose cash flows are fixed in nature. The Company does not have any financial liabilities with floating interest rates and accordingly is not exposed to cash flow risk. Additionally, the Company does not have non-current fixed rate financial liabilities and accordingly is not exposed to fair value risk.

The Company does not enter into derivative contracts, interest rate swaps or other instruments to actively manage these risks.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 89,459,874 common shares outstanding, with the following held in escrow:

	Common	Options
	Shares	
CPC Escrow	2,812,500	90,000
Value Escrow	320,625	-
Total	3,133,125	90,000

In addition, the Company had the following warrants and stock options outstanding at the date of this MD&A:

Warrants

Expiry date	Exercise price (C\$)	Warrants outstanding
May 6, 2022	0.35	69,124
June 1, 2022	0.41	632,975
Total		702,099

Options

Expiry date	Exercise price (C\$)	Options outstanding
August 15, 2023	0.10	200,000
June 29, 2025	0.98	2,250,000
August 12, 2025	1.53	2,350,000
Total		4,800,000

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the interim financial statements do not contain any untrue statement of 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 is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the interim financial statements 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 contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISK FACTORS

There are many risk factors facing companies involved in the mineral exploration and development industry. Risk management is an ongoing exercise upon which the Company spends a substantial amount of time. While it is not possible to eliminate all the risks inherent to the industry, the Company strives to manage these risks, to the greatest extent possible.

The risks described in the Company's MD&A and Annual Information Form for the nine months ended December 31, 2020, and year ended March 31, 2020, are most applicable to the Company but may not be the only risks faced by the Company. Risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely affect the Company's business, projections, results of operations and/or condition (financial or otherwise).

Prior to making an investment decision, investors should consider the investment risks set out in the Company's MD&A and Annual Information Form for the nine months ended December 31, 2020, and year ended March 31, 2020, and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a mineral exploration, development and production company. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment. An investment in the Company may not be suitable for all investors.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements and information contained in this MD&A constitute "forward-looking statements" within the meaning of applicable U.S. securities laws and "forward-looking information" within the meaning of applicable Canadian securities laws, which we refer to collectively as "forward-looking statements". Forward-looking statements are statements and information regarding possible events, conditions or results of operations that are based upon assumptions about future economic conditions and courses of action. All statements and information other than statements of historical fact may be forward-looking statements. In some cases, forward-looking statements can be identified by the use of words such as "seek", "expect", "anticipate", "budget", "plan", "estimate", "continue", "forecast", "intend", "believe", "predict", "potential", "target", "may", "could", "would", "might", "will" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook.

Forward-looking statements in this MD&A include, but are not limited to, statements and information regarding: the Company's future mining activities, including mining capacity, recovery, cash costs, production and mine life; the Company's reserve and resource estimates; the Company's exploration and development plans, including anticipated costs and timing thereof; the timing and location of future drilling; the timing of geological and/or technical reports; the Company's ability to obtain and maintain required licences, permits, required agreements with third parties and regulatory approvals; the Company's plans for growth through exploration activities, acquisitions or otherwise; and expectations regarding future maintenance and capital expenditures, working capital requirements, the availability of financing and future effective tax rates. Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited to: the Company's ability to carry on exploration and development activities; the Company's ability to secure and to meet obligations under property and option agreements and other material agreements; the timely receipt of required approvals and permits; that there is no material adverse change affecting the Company or its properties; that contracted parties provide goods or services in a timely manner, that no unusual geological or technical problems occur, that plant and equipment function as anticipated and that there is no material adverse change in the price of gold, costs associated with production or recovery. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or industry results, to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in such forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and you are cautioned not to place undue reliance on forward-looking statements contained herein.

Some of the risks and other factors which could cause actual results to differ materially from those expressed in the forward-looking statements contained in this MD&A include, but are not limited to: risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations; results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks relating to possible variations in reserves, resources, grade, planned mining dilution and ore loss, or recovery rates and changes in project parameters as plans continue to be refined; mining and development risks, including risks related to accidents, equipment breakdowns, labour disputes (including work stoppages and strikes) or other unanticipated difficulties with or interruptions in exploration and development; the potential for delays in exploration or development activities or the completion of feasibility studies; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; risks related to commodity price and foreign exchange rate fluctuations; the uncertainty of profitability based upon the cyclical nature of the industry in which the Company operates; risks related to failure to obtain adequate financing on a timely basis and on acceptable terms or delays in obtaining governmental or local community approvals or in the completion of development or construction activities; risks related to environmental regulation and liability; political and regulatory risks associated with mining and exploration; risks related to the uncertain global economic environment; risks related to COVID-19; and other factors contained in the section entitled "Risk Factors" per above.

Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in the forward-looking statements, you are cautioned that this list is not exhaustive and there may be other factors that the Company has not identified. Furthermore, the Company undertakes no obligation to update or revise any forward-looking statements included in, or incorporated by reference in, this MD&A if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law.

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QUALIFIED PERSON AND TECHNICAL REPORTS

James Baughman, Consulting Geologist, and a Qualified Person as defined by *National Instrument 43-101 - Standards of Disclosure for Mineral Projects*, has approved the scientific and technical information in this MD&A.

For further information on the Company's properties, please see the reports as listed below on the Company's website or on www.sedar.com:

*San Francisco
Mine*

"NI 43-101 F1 Technical Report - Pre-Feasibility Study for the San Francisco Gold Project, Sonora, Mexico" dated August 28, 2020, with an effective date of August 8, 2020

*Mercedes
Property*

"NI 43-101 Technical Report, Initial Mineral Resource Estimate for the La Lamosa Ridge Deposit, Mercedes Project, Santa Rosa de Yécora, Sonora State, Mexico" dated January 22, 2021, with an effective date of January 11, 2021
