



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022 AND 2021**

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## GENERAL

The following Management Discussion and Analysis ("MD&A") of Sailfish Royalty Corp. ("Sailfish", or the "Company") has been prepared as of July 28, 2022. All dollar amounts are expressed in United States dollars unless otherwise stated. This MD&A should be read in conjunction with Sailfish's unaudited condensed interim consolidated financial statements and the notes thereto for the three and six months ended June 30, 2022 and 2021, as well as the audited annual consolidated financial statements as at December 31, 2021 and 2020. The unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting. Additional information relating to the Company is available under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## DESCRIPTION OF BUSINESS

Sailfish is a public company listed on the TSX Venture Exchange ("TSXV") under the symbol "FISH" following its listing on December 21, 2017. The Company also trades on the OTCQX Best Market under the symbol "SROYF". Sailfish was incorporated on February 27, 2014 under the BVI Business Companies Act, 2004 and is domiciled in the British Virgin Islands. The address of its registered and head office is Sea Meadow House, P.O. Box 116, Road Town, Tortola, British Virgin Islands, VG1110. Sailfish is primarily engaged in the acquisition of royalty and streaming agreements.

## COMPANY HIGHLIGHTS AND ACCOMPLISHMENTS

*For the six months ended June 30, 2022 (including activity up to the date of this MD&A):*

- Gold ounces earned of 734 for the six months ended June 30, 2022 (60 for the six months ended June 30, 2021).
- Revenues of \$1,369,424 for the six months ended June 30, 2022 (\$130,852 for the six months ended June 30, 2021).
- Gross profit of \$713,017 for the six months ended June 30, 2022 (\$68,000 for the six months ended June 30, 2021).
- Net loss of \$682,380 for the six months ended June 30, 2022 (net income of \$697,754 for the six months ended June 30, 2021).
- The Company is pleased to report that it continues to purchase its common shares under the current Normal Course Issuer Bid and that 1,053,100 common shares were purchased during the six months ended June 30, 2022.
- On July 11, 2022, the Company announced that the TSXV has accepted a notice filed by the Company of its intention to make a normal course issuer bid to be transacted through the facilities of the TSXV. The notice provides that the Company may, during the 12-month period commencing July 14, 2022 and ending July 13, 2023, purchase up to 3,586,886 common shares of the Company in total, being approximately 5% of the total number of Shares outstanding as at July 14, 2022.
- On June 1, 2022, the Company announced its second quarterly dividend of 2022 of \$0.0125 which was paid on July 15, 2022 to Sailfish shareholders of record as of the close of business on June 30, 2022.
- On May 26, 2022, the Company announced that it has received a lead order commitment from Barnwell Investments LLC in connection with a private placement contemplated as part of the previously announced Proposed Transaction (see below).
- On March 7, 2022, the Company announced its first quarterly dividend of 2022 of \$0.0125 which was paid on April 15, 2022 to Sailfish shareholders of record as of the close of business on March 31, 2022.

## ROYALTY AND STREAM INTERESTS

The Company owns the following royalties and other interests:

- (i) San Albino (3%)

The Company holds a stream equivalent to a 3% Net Smelter Return ("NSR") on the original area of interest of the San Albino gold mine operated by Mako Mining Corp. ("Mako"). The terms of the stream agreement provide the Company with the right to purchase 4% of all minerals produced from the San Albino gold mine within a specified

area of interest for a purchase price equal to 25% of the value of the minerals acquired using the London p.m. gold price as determined by the LBMA on the delivery date of each shipment. Commercial production was achieved at the San Albino gold mine in July 2021.

On June 22, 2022, the Company announced significant updates on the San Albino gold mine highlighted by SW pit expansion drilling results.

(ii) El Compas (1.5%)

The Company holds a 1.5% NSR on El Compas, located in Zacatecas, Mexico, which is operated by Endeavour Silver Corp ("Endeavour"). Commissioning of El Compas commenced in 2018 and commercial production was achieved in March 2019. During the year ended December 31, 2021, operations at El Compas were suspended (see below).

(iii) La Cigarra (1%)

The Company holds a 1% NSR on La Cigarra, located in Chihuahua, Mexico. Kootenay Silver Inc. is the current operator and the project is at the exploration stage.

(iv) TZ Royalty (3.5%)

The Tocantinzinho Royalty ("TZ Royalty") was acquired as part of the spin-out of Sailfish from Marlin Gold Mining Ltd ("Marlin") in 2017. It originated as a 3.5% NSR on revenues on the Tocantinzinho Project ("TZ Project") payable following the commencement of commercial production, which Eldorado Gold Corp ("Eldorado") has the right to reduce to a 1.5% NSR on revenues by payment of \$5.5 million within 30 days of a construction decision to proceed with development of the TZ Project. In the event that Eldorado elects to make such a payment and such amount is paid to Sailfish, Sailfish will be obligated, pursuant to the TZ Royalty Purchase Agreement to pay such amount to the TZ Royalty vendors. If Eldorado does not exercise its right to reduce the TZ Royalty, then, within 35 days of the announcement by Eldorado of a construction decision to proceed with development of the TZ Project, Sailfish shall, at its option, either (i) pay \$5.5 million to the TZ Royalty vendors or (ii) assign 2% of the TZ Royalty back to the TZ Royalty vendors. No liability was recognized for this in the consolidated statement of financial position.

On March 17, 2021, the Company closed a transaction whereby a post-buy-down interest of 0.75% of the Company's up to 3.5% NSR royalty held on its TZ Royalty was transferred to Metalla Royalty & Streaming Ltd. for total consideration of \$9 million in cash. On August 19, 2021, the Company closed a transaction whereby the Company transferred to Osisko Gold Royalties Ltd. the remaining 2.75% NSR royalty held on its TZ Royalty for total consideration of \$10 million in cash. During the year ended December 31, 2021, the Company recorded a gain of \$6,727,564 in conjunction with these transactions of which a gain of \$2,795,327 relates to the six months ended June 30, 2021.

(v) Spring Valley Royalty (0.5% - 3.0%)

The Spring Valley gold project ("Spring Valley Project") is located in Pershing County, Nevada and is 100% owned and controlled by Waterton Global Resource Management. The Company acquired a portfolio of royalties on the Spring Valley Project as part of the acquisition of Terraco Gold Corp. The royalties in the portfolio acquired range from a 0.5% NSR royalty on a portion of the Spring Valley Project up to a 3.0% NSR sliding scale royalty on the main portion of the Spring Valley Project.

The parameters surrounding of the 3% NSR sliding scale royalty are as follows:

<b>Gold Price (US\$ per oz)</b>	<b>Royalty %</b>
<\$300	<b>0.84%</b>
\$300-\$399	<b>1.26%</b>
\$400-\$499	<b>1.74%</b>
\$500-\$599	<b>2.16%</b>
\$600-\$699	<b>2.58%</b>
\$700+	<b>3.00%</b>

(vi) San Albino (2%)

The Company holds a 2% NSR on the district-scale land package (~134.5 square kilometers) surrounding the original area of interest of the San Albino project, which hosts multiple high-grade targets including Las Conchitas and El Golfo.

On June 1, 2022, the Company reported that Mako had announced a discovery of new gold bearing veins at Las Conchitas North, including an intercept of 51.80 grams per tonne ("g/t") gold and 29.8 g/t silver over 0.90 meters (estimated true width), which is located approximately 750 meters south of the San Albino gold mine.

(viii) Moonlight Property Royalty (2%)

The Company holds a 2% NSR on the Moonlight exploration property, located to the north of the Spring Valley Project ("Moonlight Property").

The Moonlight Property is comprised of 95 parcels of private fee lands as well as 3 mineral leases of private fee lands and 3 leases of patented mining claims, plus 230 unpatented lode mining claims.

*Impairments*

While assessing whether any indications of impairments exist, consideration is given to both external and internal sources of information. During the year ended December 31, 2021, Endeavour revised its mineral reserve and resource estimates and suspended operations at El Compas and the Company considered these factors to be indicators of impairment. The Company conducted an impairment analysis whereby the carrying value of the El Compas 1.5% NSR asset was compared to an estimate of its recoverable amount which was determined to be its fair value less costs of disposal ("FVLCD"). A FVLCD of \$226,568 was determined based on current and long-term gold (\$1,824/ounce) and silver (\$24/ounce) prices, updated reserve and resource estimates as publicly released by Endeavour, and the Company's NSR rate of 1.5% on the El Compas mine.

As a result, the Company recorded an impairment of \$577,093 during the year ended December 31, 2021. Other than as mentioned above, as at June 30, 2022 and December 31, 2021 there were no indications of impairments on any of the above assets.

**Revenue from Royalties and Streams:**

	For the six months months ended June 30, 2022	For the six months months ended June 30, 2021
<b>Ounces sold during the period:</b>		
<i>Gold:</i>		
Endeavour Silver Corp. - El Compas Royalty	-	8
Mako Mining Corp. - San Albino Stream	734	60
<b>Total gold ounces sold</b>	<b>734</b>	<b>68</b>
<i>Silver:</i>		
Endeavour Silver Corp. - El Compas Royalty	-	96
<b>Total silver ounces sold</b>	<b>-</b>	<b>96</b>

**EXPLORATION AND EVALUATION ASSETS**

Gavilanes Silver Property

On August 1, 2019, the Company exercised its option to acquire a 100% ownership interest on the Gavilanes silver property ("Gavilanes") located in Durango, Mexico. Gavilanes is located in the San Dimas mining district of Durango, Mexico and covers a total of 13,594 hectares.

On October 6, 2021, as amended on June 30, 2022, the Company entered into a binding letter of intent with 1287398 B.C. Ltd. ("Pubco") to complete a transaction with Pubco (the "Proposed Transaction") with the goal of creating a silver focused exploration and development company. The Proposed Transaction is expected to result in the transfer of the Company's wholly owned Gavilanes silver property located in Durango, Mexico to Pubco in exchange for shares of Pubco. Pubco has also signed a binding letter of intent with certain funds managed by Wexford Capital LP to acquire the Commonwealth silver and gold property in Cochise County, Arizona (the "Commonwealth Silver-Gold Project"). Closing of the Proposed Transaction is subject to, among other things, Pubco acquiring the Commonwealth Silver-Gold Project in exchange for shares of Pubco, a concurrent private placement financing for proceeds of US\$5,000,000, and receipt of acceptance from the TSXV to have Pubco's common shares listed on the TSX-V. The Company continues to advance the Proposed Transaction as at the date of this MD&A.

**SUMMARY OF ANNUAL RESULTS**

The following table is derived from the audited consolidated financial statements of Sailfish for the year ended December 31, 2021, 2020 and 2019:

	December 31, 2021	December 31, 2020	December 31, 2019
Total assets	\$ 48,446,810	\$ 51,020,937	\$ 50,300,943
Total non-current liabilities	17,733	3,113,240	11,236,106
Total equity	47,082,384	47,582,388	38,612,658
Total revenue	1,475,283	94,657	124,231
Basic earnings (loss) per share	0.04	(0.07)	(0.08)
Diluted earnings (loss) per share	0.04	(0.07)	(0.08)
Net income (loss) before comprehensive (loss) income	3,268,873	(4,592,974)	(3,431,896)

**SUMMARY OF QUARTERLY RESULTS**

Sailfish's quarterly financial statements are prepared under IFRS as applicable to interim financial reporting. The following table provides highlights from Sailfish's financial statements of quarterly results for the past eight quarters.

	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
Total sales	\$ 646,859	\$ 722,564	\$ 702,687	\$ 639,813
Total royalty revenue	-	-	555	1,375
Net (loss) income before comprehensive (loss) income for the quarter	(885,833)	203,453	(486,936)	3,058,058
Basic (loss) earnings per share	(0.01)	0.01	(0.01)	0.04
Diluted (loss) earnings per share	(0.01)	-	(0.01)	0.04

  

	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020
Total sales	\$ 112,285	\$ -	\$ -	\$ -
Total royalty revenue	7,883	10,684	24,493	23,600
Net (loss) income before comprehensive (loss) income for the quarter	(1,258,010)	1,955,759	(899,862)	(2,228,617)
Basic (loss) earnings per share	(0.02)	0.03	(0.01)	(0.04)
Diluted (loss) earnings per share	(0.02)	0.03	(0.01)	(0.04)

**RESULTS OF OPERATIONS****For the six months ended June 30, 2022 and 2021:**

- Sailfish recorded net loss of \$682,380 for the six months ended June 30, 2022 (\$0.01 basic loss per common share) compared to net income of \$697,754 (\$0.01 basic income per common share) for the six months ended June 30, 2021, a change of \$1,380,134, as explained in the following paragraphs:
- Sales for the six months ended June 30, 2022 were \$1,369,424 (comparative six months ended June 30, 2021 - \$112,285). The increase is due from commercial production commencing at Mako's San Albino gold mine in July 2021 resulting in sales of 734 ounces of gold with an average realized selling price of \$1,865 per ounce (comparative six months ended June 30, 2021 were sales of 60 ounces of gold with an average realized selling price of \$1,882 per ounce). Gross profit for the six months ended June 30, 2022 was \$713,017 (comparative six months ended June 30, 2021 - \$68,000).
- Senior management fees for the six months ended June 30, 2022 were \$171,333 (comparative six months ended June 30, 2021 - \$583,611). The decrease during the current period is mainly due to the exclusion of a one-time payment of \$458,480 which occurred during the six months ended June 30, 2021.
- Share based compensation for the six months ended June 30, 2022 was \$613,869 (comparative six months ended June 30, 2021 - \$435,738). The increase is due to the grant of additional stock options on May 31, 2022 as well as from the timing of vesting provisions.
- Exploration fees for the six months ended June 30, 2022 were \$431,304 (comparative six months ended June 30, 2021 - \$165,171). The increase is due from work completed on the Gavilanes silver property.

- Gain on disposal of assets for the six months ended June 30, 2022 was \$nil (comparative six months ended June 30, 2021 – \$2,795,327), which is due from the partial (0.75% NSR) monetization of the TZ Royalty (transferred to Metalla).
- Fair value adjustment on loan receivable for six months ended June 30, 2022 was \$322,576 (comparative six months ended June 30, 2021 - \$nil). The adjustments in this account are due to the forward curve gold price projections as they relate to the loan agreement entered into with Mako during the year ended December 31, 2021, pursuant to which the Company provided a \$8 million unsecured gold-linked term loan.
- Loan adjustment loss for the six months ended June 30, 2022 was \$nil (comparative six months ended June 30, 2021 - \$205,279). The loss is due from the difference arising between the carrying amount of the loan facility extinguished, and the consideration paid.
- Interest expense for the six months ended June 30, 2022 was \$2,027 (comparative six months ended June 30, 2021 - \$86,195). The decrease is due from the loan facility being paid off in full.

***For the three months ended June 30, 2022 and 2021:***

- Sailfish recorded net loss of \$885,833 for the three months ended June 30, 2022 (\$0.01 basic loss per common share) compared to a net loss of \$1,258,010 (\$0.02 basic loss per common share) for the three months ended June 30, 2021, a change of \$372,177, as explained in the following paragraphs:
- Sales for the three months ended June 30, 2022 were \$646,859 (comparative three months ended June 30, 2021 - \$112,285). The increase is due from commercial production commencing at Mako's San Albino gold mine in July 2021 resulting in sales of 345 ounces of gold with an average realized selling price of \$1,874 per ounce (comparative three months ended June 30, 2021 were sales of 60 ounces of gold with an average realized selling price of \$1,882 per ounce). Gross profit for the three months ended June 30, 2022 was \$349,757 (comparative three months ended June 30, 2021 - \$63,435).
- Senior management fees for the three months ended June 30, 2022 were \$90,158 (comparative three months ended June 30, 2021 - \$544,950). The decrease during the current period is mainly due to the exclusion of a one-time payment of \$458,480 which occurred during the three months ended June 30, 2021.
- Share based compensation for the three months ended June 30, 2022 was \$536,353 (comparative three months ended June 30, 2021 - \$193,293). The increase is due to the grant of additional stock options on May 31, 2022 as well as from the timing of vesting provisions.
- Fair value adjustment on loan receivable for three months ended June 30, 2022 was (\$222,390) (comparative three months ended June 30, 2021 - \$nil). The adjustments in this account are due to the forward curve gold price projections as they relate to the loan agreement entered into with Mako during the year ended December 31, 2021, pursuant to which the Company provided a \$8 million unsecured gold-linked term loan.

**INDUSTRY TRENDS**

The tables below outline the historical 1-year and 10-year gold price movement per ounce.

**Price of gold (1-year chart)**



**Price of gold (10-year chart)**



**LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN**

The Company considers items included in shareholders' equity as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

Historically, the Company has experienced operating losses (excluding the gain on sale of the TZ Royalty) and negative operating cash flows and anticipates that operating expenses will continue to exceed funds received from revenues for the next year. As at June 30, 2022, the Company's working capital totalled \$7,303,409 (December 31, 2021 - \$7,979,581).



A summary and discussion of Sailfish's cash inflows and outflows for the six months ended June 30, 2022 is as follows:

### **Operating Activities**

Cash used for operating activities during the six months ended June 30, 2022 was \$398,359 (comparative six months ended June 30, 2021 – \$1,665,342). The addbacks to the net income during the six months ended June 30, 2022 included a loan adjustment loss (relating to the loan facility) of \$nil (comparative six months ended June 30, 2021 – \$205,279), interest expense of \$601 (comparative six months ended June 30, 2021 - \$83,476 (primarily relating to the loan facility in 2021)), depreciation (relating to the right of use assets) of \$12,858 (comparative six months ended June 30, 2021 - \$13,106), depletion (including depletion in ending inventory) of \$299,184 (comparative six months ended June 30, 2021- \$52,605), share-based compensation of \$613,869 (comparative six months ended June 30, 2021 – \$435,738) and an unrealized foreign exchange loss of \$6,095 (comparative six months ended June 30, 2022 – loss of \$2,533).

The deductions to the net income during the six months ended June 30, 2022 included a gain on asset disposal (relating to the sale of NSRs during the period) of \$nil (comparative six months ended June 30, 2021 – gain of \$2,795,327), and fair value adjustment on loan receivable (relating to the revaluation of the loan receivable) of \$322,576 (comparative six months ended June 30, 2021 - \$nil).

### **Investing Activities**

Sailfish advanced funds to related parties during the six months ended June 30, 2022 of \$396,907 (comparative six months ended June 30, 2021 - \$334,881) received proceeds from the sale of assets of \$nil (comparative six months ended June 30, 2021 - \$9,000,000) while incurring transaction cost on the sale of assets of \$nil (comparative six months ended June 30, 2021 - \$151,173), made payments on exploration and evaluation assets of \$nil (comparative six months ended June 30, 2021 - \$113,873) and received payments from a loan receivable of \$2,293,899 (comparative six months ended June 30, 2021- \$nil).

### **Financing Activities**

Sailfish made principal payments on lease liabilities during the six months ended June 30, 2022 of \$13,763 (comparative six months ended June 30, 2021 - \$6,187), purchased treasury shares of \$1,175,399 (comparative six months ended June 30, 2021 - \$1,899,556), incurred transaction cost on shares bought back of \$4,316 (comparative six months ended June 30, 2021 - \$7,953) and received proceeds from stock options exercised of \$119,621 (comparative six months ended June 30, 2021 - \$374,084). Sailfish made payments on the loan facility of \$nil (comparative six months ended June 30, 2021– \$3,355,255), paid interest of \$601 (comparative six months ended June 30, 2021 - \$659) and paid dividends of \$1,817,830 (comparative six months ended June 30, 2021 - \$nil).

### **OFF-BALANCE SHEET ARRANGEMENTS**

Sailfish has no off-balance sheet arrangements.

### **KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGEMENT**

The preparation of the condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. 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. Information about estimates, assumptions and other sources of estimation uncertainty as at June 30, 2022 that have a risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next year are provided below. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Outlined below are the areas that require management to make judgements and significant estimates and assumptions:

**i. Assessment of Indicators of Impairment of Assets**

Assessment of impairment of royalty and stream interests and exploration and evaluation assets requires the use of judgments when assessing whether there are any indicators of impairment at the end of each reporting period, including assessing whether there are any observable indicators that the asset's value has declined during the period. With respect to royalty and stream interests, management uses judgment when assessing whether there are indicators of impairment, such as significant changes in future commodity prices, discount rates, operator reserve and resource estimates or other relevant information received from the operators that indicates production from royalty and stream interests will not likely occur or may be significantly reduced in the future. For exploration and evaluation assets, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. Management also considers whether the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed.

If such an indication exists, the recoverable amount of the interest is estimated in order to determine the extent of the impairment (if any). The recoverable amount is the higher of the fair value less costs of disposal and value in use. During the six months ended June 30, 2022, management of the Company determined that there were no indicators of impairment for its royalty and stream interests and exploration and evaluation assets.

**ii. Attributable Reserve and Resource Estimates**

The Company has significant royalty and stream interests which represents the capitalized expenditures related to the acquisition of royalty and stream interests, net of accumulated depletion and any impairments. The Company is required to estimate the amount of reserves and resources relating to each interest as the Company's royalty and stream interests are depleted on a units-of-production basis (once in operation), with estimated recoverable reserves and resources being used to determine the depletion rate for each of the Company's royalty and stream interests in certain instances such as impairment tests. Reserves and resources may also be used as a significant assumption for impairment assessments.

Reserves and resources are estimates of the amount of minerals that can be economically and legally extracted from the mining properties at which the Company has royalty and stream interests, adjusted where applicable to reflect the Company's percentage entitlement to minerals produced from such mines. Reserves and resources that are publicly released by the operators of the mining operations for which the Company has royalty and stream interests are based on information compiled by appropriately qualified persons relating to the geological data on the size, depth and shape of the ore body, and requires complex geological assessments to interpret the data. The estimation of recoverable mineral reserves and resources is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements, metallurgical recoveries, permitting and production costs along with geological assumptions made in estimating the size, and grade of the ore body.

Changes in the mineral reserve or mineral resource estimates may impact the carrying value of the Company's royalty and stream interests as well as the depletion rate for each of the Company's royalty and stream interests.

**iii. Fair Value of Loan Receivable**

The carrying value of the loan receivable represents management's best estimate of the fair value of the arrangement. The fair value incorporates estimates of future gold prices and discount rates. Refer to Note 6 of the condensed interim consolidated financial statements for the three and six months ended June 30, 2022 for additional details.

**TRANSACTIONS WITH RELATED PARTIES**

Related party transactions have been measured at the exchange amount of consideration agreed between the related parties. Related party transactions are listed below:

(a) Key management compensation

Key management includes directors and senior management. For the six months ended June 30, 2022 and 2021 the compensation was as follows:

- (i) During the six months ended June 30, 2022, the Company incurred director fees of \$30,000 (June 30, 2021 - \$122,500) which included a one-time payment of \$nil (June 30, 2021 - \$75,000).
- (ii) During the six months ended June 30, 2022, the Company incurred senior management fees of \$171,333 (June 30, 2021 - \$583,611) which included a one-time payment of \$nil (June 30, 2021 - \$458,480). During the six-month ended June 30, 2022, the Company incurred share-based compensation to key management of \$605,537 (June 30, 2021 - \$435,738).

(b) Related party transactions

- (i) At June 30, 2022 and December 31, 2021, due from related parties was comprised of the following balances:

	2022	2021
Due from Marlin Gold Mining USA Ltd.	\$ 1,498,845	\$ 1,101,961
Due from 1287398 B.C. Ltd.	148,416	148,416
Due from a company related by a common officer	742	719
<b>Total due from related parties</b>	<b>\$ 1,648,003</b>	<b>\$ 1,251,096</b>

- (ii) During the six months ended June 30, 2022, the Company incurred rent of \$9,000 which is included in general office and regulatory fees (June 30, 2021 - \$9,000) to a company related to one of the directors for office space for which there is no long-term commitment.
- (iii) During the six months ended June 30, 2022, the Company provided advances or made payments on behalf of Marlin Gold Mining USA Ltd., a company related by common shareholders and a common director and officer of \$396,884 (June 30, 2021 - \$325,504), of which \$1,498,845 (December 31, 2021 - \$1,101,961) is included in due from related parties at June 30, 2022. This amount shall be repaid following the closing or termination of the Proposed Transaction.
- (iv) During the six months ended June 30, 2022, the Company made payments on behalf of 1287398 B.C. Ltd., a company related by common shareholders who are directors or officers of the Company, of \$nil (June 30, 2021 - \$8,613). As at June 30, 2022, \$148,416 (December 31, 2021 - \$148,416) is included in due from related parties. These amounts shall be repaid or forgiven following the closing or termination of the Proposed Transaction.
- (v) At June 30, 2022 and December 31, 2021, due to related parties was comprised of the following balances:

	2022	2021
Nicoz Resources S.A.	-	5,543
<b>Total due to related parties</b>	<b>\$ -</b>	<b>\$ 5,543</b>

- (vi) During the six months ended June 30, 2022, the Company incurred stream payments to Nicoz Resources S.A., a subsidiary of Mako, a company related by common shareholders of \$423,488 (June 30, 2021 - \$145,670), of which \$74,763 (December 31, 2021 - \$nil) is included in prepaid expenses and other assets and \$nil (December 31, 2021 - \$5,543) is included in due to related parties at June 30, 2022.

(c) Financing activities

Sailfish entered into a Loan Facility in 2019 with related parties which was repaid during 2021.

(d) Investing activities

Sailfish entered into a Loan Receivable agreement with Mako during 2021.

**FINANCIAL INSTRUMENTS**

## (a) Overview

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments. This section presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

## (b) Fair Value of Financial Instruments

IFRS 9 requires financial assets to be classified into three measurement categories on initial recognition: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and amortized cost. Investments in equity instruments are required to be measured by default at FVTPL (but there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income). Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The carrying values of the Company's financial instruments are classified into the following categories:

<b>Financial Instrument</b>	<b>Category</b>	<b>June 30, 2022</b>	<b>December 31, 2021</b>
Cash	Amortized cost	\$ 2,286,823	\$ 3,680,478
Accounts receivable	Amortized cost	13,208	11,699
Due from related parties	Amortized cost	1,648,003	1,251,096
Loan receivable	FVTPL	5,334,311	7,305,634
Accounts payable and accrued liabilities	Amortized cost	(1,073,656)	(1,312,605)
Lease liabilities	Amortized cost	(31,768)	(46,278)
Due to related parties	Amortized cost	-	(5,543)

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of the hierarchy are as follows:

- Level 1: Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2: Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3: Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The fair value of all financial instruments not recorded at fair value approximates their carrying value due to either their short-term maturity and/or capacity of prompt liquidation.

The Company does not have any financial instruments, other than its loan receivable which is measured at Level 2, that are measured using level 1, 2 or level 3 inputs.

## (c) Credit Risk

Credit risk is the risk of potential loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash held in bank accounts, accounts receivable, due from related parties and its loan receivable. The carrying amount of financial assets recorded in the consolidated financial statements represents the Company's exposure to credit risk.

The Company limits its exposure to credit risk on liquid financial assets through investing its cash and cash equivalents with high-credit quality financial institutions and by closely monitoring its accounts receivable and loan receivable.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting cash flows from operations, anticipated investing and financing activities and through the management of its capital structure. Accounts payable and accrued liabilities, lease liabilities (current portion) and due to related parties of \$1,102,334 are due within 12 months.

(e) Market Risk

(i) Foreign Currency Risk

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company's operations and royalty agreements are conducted primarily in US dollars. As a result, the Company is not significantly exposed to fluctuation in exchange rates and foreign currency risk.

At June 30, 2022 and December 31, 2021, the Company's exposure to foreign currency risk is as follows:

	June 30, 2022	December 31, 2021
Cash/bank indebtedness (C)	\$ 315,367	\$ 165,999
Cash (MXN)	182,805	22,812
Accounts payable and accrued liabilities (C)	125,835	360,548
Due from related parties (C)	742	719
Lease liabilities (C)	31,768	46,278

Had the Canadian Dollar and Mexican Peso foreign exchange rates strengthened against the United States dollar by 1%, with all other variables remaining constant, the change in net income would have been insignificant. A weakening of 1% in the Canadian Dollar and Mexican Peso against the United States dollar, with all other variables held constant, would have had an equal but opposite effect.

(ii) Interest Rate Risk

The interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2022 the Company has no exposure to interest rate risk.

(iii) Commodity price risk

Commodity price risk is the risk that the fair value of financial assets and financial liabilities or expected future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States Dollars, as outlined above.

## CRITICAL ACCOUNTING POLICIES

Sailfish's significant accounting policies are described in Note 2 of the audited consolidated financial statements for the year ended December 31, 2021 and 2020.

## **OUTSTANDING SHARE DATA**

As at the date of this MD&A, Sailfish had the following common shares and options issued and outstanding:

- 71,737,729 issued shares
- 6,331,127 options outstanding

Additional information on the stock options is explained in Note 7 of Sailfish's unaudited condensed interim consolidated financial statements for the six months ended June 30, 2022 and 2021.

## **CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION**

This MD&A contains forward-looking statements or forward-looking information within the meaning of applicable securities laws concerning Sailfish's beliefs and plans, including but not limited to statements with respect to the availability of financial resources; capital, operating and cash flow estimates; and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, intentions or future events or performance are not statements of historical fact and may be "forward-looking statements".

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including but not limited to those referred to in this MD&A under the heading "Risks and Uncertainties" and elsewhere in this MD&A.

Sailfish's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and should not be relied on as representing Sailfish's views on any subsequent date. Sailfish specifically disclaims any intention or any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by applicable law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

## **PROPOSED TRANSACTIONS**

See the Company highlights and accomplishments section for details on the Proposed Transaction.

## **RISKS AND UNCERTAINTIES**

### ***Negative operating cash flow***

Historically, Sailfish has negative operating cash flow from operations. To the extent that Sailfish has negative cash flow in future periods, Sailfish may need to enter into additional loan agreements and/or issue additional equity to fund such negative cash flow.

### ***Financial resources***

Sailfish has limited financial resources and there is no assurance that sufficient additional funding will be available to fulfill its obligations or for further royalty acquisitions, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further royalty acquisitions and could cause Sailfish to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

***Operating Hazards and Risks***

Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest are subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.

***Metal Prices***

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced, even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of the Company may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond the Company's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that it can be mined at a profit.

***Title Risks***

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements, transfers or native claims, and title may be affected by undetected defects.

***Environmental Regulations Permits and Licenses***

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation in Mexico provide restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

The current operations of the Company require permits from various Mexican authorities and such operations are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental, mine safety and other matters.

The Company believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms, a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

***Royalties and stream interests in foreign countries***

Saifish's royalties, streams and other interest may be affected in varying degrees by political stability and government regulations relating to the mining industry and foreign investors therein. There is no assurance that the political and investment climate of foreign countries will continue to be favorable. Any changes in regulations or shifts in political conditions are beyond the control of Saifish and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

***Risks related to conducting business in emerging markets***

Sailfish's royalty and streaming activities, and the activities undertaken by companies from which Sailfish may acquire a royalty, stream or interest, may be in international locations that display characteristics of emerging markets. Conducting business in these countries may be subject to a variety of risks including, but not limited to: currency fluctuations, devaluations and exchange controls; inflation; uncertain political and economic conditions resulting in unfavorable government actions such as unfavorable legislation or regulation, trade restrictions, unfavorable tax enforcement or adverse tax policies; the denial of contract rights; and social unrest, acts of terrorism or armed conflict. Management is unable to predict the extent or duration of these risks or quantify their potential impact.

***Potential profitability depends upon factors beyond the control of Sailfish***

The potential profitability of royalty and streaming activities is dependent upon many factors beyond Sailfish's control. For instance, world prices of and markets for gold and silver are unpredictable, volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined material may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Production will fluctuate in ways Sailfish cannot predict and are beyond Sailfish's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of Sailfish.

***Repatriation of earnings***

There is no assurance that any countries in which Sailfish operates or may operate in the future will not impose restrictions or taxes on the repatriation of earnings to foreign entities.

***Currency fluctuations; foreign exchange***

The operations of Sailfish in the countries where it operates are subject to currency fluctuations and such fluctuations may materially affect the financial position and results of Sailfish. Sailfish is subject to the risks associated with the fluctuation of the rate of exchange of the U.S. dollar and foreign currencies, in particular the Canadian dollar and the Mexican peso. Sailfish does not currently take any steps to hedge against currency fluctuations although it may elect to hedge against the risk of currency fluctuations in the future. There can be no assurance that steps taken by Sailfish to address foreign currency fluctuations will eliminate all adverse effects and, accordingly, Sailfish may suffer losses due to adverse foreign currency fluctuations.

Sailfish may be subject from time to time to foreign exchange controls in countries outside of the United States although no such controls are currently known to Sailfish.

***Price volatility and lack of active market***

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

***Key executives***

Sailfish is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of Sailfish are likely to be of importance. Locating royalty streaming agreements depends on a number of factors, not the least of which is the technical skill of the personnel involved. Due to the relatively small size of Sailfish, the loss of these persons or Sailfish's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. Sailfish does not currently carry any key man life insurance on any of its executives. The directors and officers of Sailfish will only devote part of their time to the affairs of Sailfish.

***Competition***

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



***Potential conflicts of interest***

Certain directors and officers of Sailfish are, and may continue to be, involved in the royalty and streaming agreements industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of Sailfish. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of Sailfish and the Sailfish's interests may be adversely affected.

***Dilution***

Issuances of additional securities under future financings will result in dilution of the equity interests of persons who are currently Shareholders or who become Shareholders of Sailfish.

***Nature of the securities***

The purchase of Sailfish's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. Sailfish's securities should not be purchased by persons who cannot afford to lose their entire investment.

***COVID-19***

In March 2020, the World Health Organization declared a global pandemic related to the novel coronavirus (COVID-19). The expected impacts on global commerce have been and are anticipated to continue to be far reaching. The mineral exploration and mining sector has been impacted significantly as many local and regional governments have issued public health orders in response to COVID-19, including restricting the movement of people, which could impact the ability of the Company's royalty interests to access their properties and complete their exploration and or mining programs in the coming year. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the future impacts of COVID-19 on the Company are not fully determinable. These circumstances may have an adverse impact on the Company's financial position, results of operations and cash flows for the remainder of 2022 and beyond. In particular, there may be heightened risk of impairment of mineral, royalty and other interests.

**CORPORATE GOVERNANCE**

Management of the Company is responsible for the preparation and presentation of the condensed interim and annual consolidated financial statements and notes thereto, MD&A and other information contained in this MD&A. Additionally, it is management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The Company's management is held accountable to the board of directors ("Directors"), each member of which is elected annually by the shareholders of the Company. The Directors are responsible for reviewing and approving the audited consolidated annual financial statements and MD&A. Responsibility for the review and approval of the Company's annual consolidated financial statements and MD&A is delegated by the Directors to the Audit Committee, which is comprised of 3 directors, 2 of whom are independent of management. Additionally, the Audit Committee pre-approves audit and non-audit services provided by the Company's auditors.

The external auditors are appointed annually by the shareholders to conduct an annual audit of the financial statements in accordance with IFRS. The external auditors have complete access to the Audit Committee to discuss the audit, financial reporting and related matters resulting from the annual audit, as well as assist the members of the Audit Committee in discharging its corporate governance responsibilities.

**EVENTS AFTER THE REPORTING PERIOD**

Subsequent to June 30, 2022, the Company paid a dividend of \$0.0125 per common share.

Subsequent to June 30, 2022, Sailfish purchased 246,000 common shares on-market of which 100,000 have not been cancelled. In addition to the above, the Company has cancelled 257,900 common shares after June 30, 2022.

On July 11, 2022, the Company announced that the TSX-V has accepted a notice filed by the Company of its intention to make a normal course issuer bid to be transacted through the facilities of the TSX-V. The notice provides that the Company may, during the 12-month period commencing July 14, 2022 and ending July 13, 2023, purchase up to 3,586,886 common shares of the Company in total, being approximately 5% of the total number of Shares outstanding as at July 14, 2022.

**OTHER INFORMATION**

Additional information relating to the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com) and at the Company's web site [www.sailfishroyalty.com](http://www.sailfishroyalty.com).

Approved by the board of directors for issue on July 28, 2022.