APOLLO SILVER CORP.

MANAGEMENT DISCUSSION AND ANALYSIS
FORM 51-102F1

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2022

AS AT APRIL 27, 2022

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") is for Apollo Silver Corp. ("Apollo" or the "Company"), formerly Apollo Gold & Silver Corp., and has been prepared based on information known to management as of April 27, 2022.

The purpose of this MD&A is to provide readers with management's overview of the past performance of, and outlook for, Apollo. The report also provides information to enhance readers' understanding of the Company's financial statements and highlights important business trends and risks affecting the Company's financial performance. It is intended to complement and supplement the Company's condensed interim consolidated financial statements, but it does not form part of those condensed interim consolidated financial statements. This MD&A should be read in conjunction with the condensed interim consolidated financial statements and notes thereto for the three months ended February 28, 2022 (the "Financial Statements"), the audited consolidated financial statements and notes thereto for the year ended November 30, 2021 and 2020, and the MD&A for the year ended November 30, 2021.

All information contained in this MD&A is current as of April 27, 2022, unless otherwise stated.

All financial information in this document, including the Company's financial position, results of operations and cash flows is prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), unless otherwise stated. Unless otherwise stated, all dollar figures included in this MD&A are expressed in Canadian dollars.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" or "forward-looking statements" (collectively, "forward-looking statements"), which reflect the Company's current expectations regarding the future results of operations, performance, and achievements of the Company. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to the potential of the Calico Silver Project and Arizona Silver District Project; the potential for identification of gold and barite resources at Calico; the potential to expand the Calico Silver Project resource estimate and upgrade its confidence level, including prospective mineralization on strike and at depth; expecting timing and results of metallurgical testing; expected timing and results of future exploration work on its mineral properties; the estimation of mineral resources and reserves; the realization of mineral resource estimates; the realization of mineral recovery estimates; as well as statements with respect to the Company's opinions and beliefs, financial position, business strategy, budgets, historic mineral resource estimates, mineral resource estimates, ongoing or future development and exploration opportunities and projects, drilling, re-logging, geochemical and geological modeling plans, data from sampling programs, references to potential higher grades, references to additional potential discoveries, targeting efforts in greenfield areas, assay results, expanded mineralized zones, ground surveys, publication of updated mineral resource estimates, classification of historic mineral resources, classification of mineral resources, and plans and objectives of management for properties and operations.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "plan", "anticipate", "believe", "estimate", "expect", "is expected to", "budget", "schedule", "forecast", "intend", or variations of such words and phrases or stating that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved", or the negative connotation thereof.

Forward-looking statements are subject to known and unknown risks, uncertainties, and other factors that could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include, but are not limited to, risks related to mineral property exploration and mining; possible variations in mineral resources, grade or recovery rates; financing and share price fluctuation; general economic conditions; fluctuations in prices of silver, gold, barite, and other commodities; claims and limitations on insurance coverage; competition; delays in obtaining governmental permits and/or approvals; conflicts of interest; environmental; foreign operations; community relations; litigation, climate change; increases in market prices of mining consumables; fluctuations in foreign currency exchange rates; information technology; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in the United States of America; the unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or other infectious illnesses, and other risks of the mining industry.

This MD&A contains references to estimates of Mineral Resources. The estimation of Mineral Resources is inherently uncertain and involves subjective judgements about many relevant factors. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgements used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that ultimately may prove to be inaccurate. Mineral Resource estimates may have to be re-estimated based on: (i) fluctuations in mineral prices; (ii) results of drilling; (iii) metallurgical testing and other studies; (iv) proposed and completed mining exploration programs; (v) the evaluation of exploration and drilling plans subsequent to the date of any estimates; and (vi) the possible failure to receive required permits, approvals and licenses.

The Company's management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Apollo does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Readers should refer to the "Risks and Uncertainties" section discussed in the Company's MD&A for the year ended November 30, 2021, the "Risks and Uncertainties" section of this MD&A and subsequent continuous disclosure filings with the Canadian Securities Administrators, which are available at www.sedar.com.

The forward-looking statements contained herein are made and based on information available as of April 27, 2022.

ADDITIONAL INFORMATION

Condensed interim financial statements, annual financial statements, MD&A and additional information relevant to the Company and the Company's activities can be found on SEDAR at www.sedar.com and on the Company's website at www.apollosilver.com.

OVERVIEW OF THE BUSINESS

The Company is a publicly listed exploration and development company incorporated under the laws of the Province of Alberta, Canada on September 22, 1999. The Company filed for continuance under the Canada Business Corporations Act on December 1, 2003 and then under the laws of British Columbia on November 4, 2010. The Company is listed on the TSX Venture Exchange ("TSX-V") and its shares trade under the symbol APGO. The Company is also listed on the OTCQB and Frankfurt Stock Exchange and its shares trade under the symbol APGOF and 6ZF0, respectively. The Company's head office, principal address and registered and records office is #710-1030 West Georgia Street, Vancouver, British Columbia, Canada, V6E 2Y3.

The Company is a mineral exploration and development group focused on advancing its portfolio of two silver exploration and development projects in the United States. This portfolio consists of the Calico Silver Project ("Calico" or "Calico Project") comprising the Waterloo property ("Waterloo" or the "Waterloo Property") and the Langtry property ("Langtry" or the "Langtry Property") in San Bernardino County, California and the Arizona Silver District Project ("AZ Silver District" or "AZ Silver District Project") in La Paz County, Arizona (collectively, the "Projects").

The principal business of the Company is the acquisition, exploration, and definition of potentially economically viable mineral resource deposits on mineral properties. The recoverability of the amounts incurred to acquire the Company's mineral properties and related exploration costs are dependent upon the existence of economically recoverable resources, the ability of the Company to obtain the necessary financing and permits to complete the development of those resources, and future profitable production.

The Company currently has no source of operating cash flow and has no assurance that additional funding will be available for future exploration and development programs at its properties or to enable the Company to fulfill its obligations under any applicable agreements. The Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to explore and evaluate its mineral properties and, ultimately, to achieve profitable operations. While the Company has been successful in obtaining funding in the past, there is no assurance that future financing will be available or be available on favorable terms. The ability to raise future financing may be impaired, or such financing may not be available on favorable terms, due to conditions beyond the Company's control, such as uncertainty in the capital markets, changes in commodity prices, or country-specific risk factors.

The global spread of COVID-19 has caused and continues to cause considerable disruptions to the world economy, including financial markets, which could adversely impact the Company's ability to obtain additional financing when necessary. Global supply chains also continue to be impacted, which could adversely impact the Company by increasing costs and the lead time to acquire or procure necessary services and products. Finally, the ongoing pandemic continues to impact the free movement of people across the Canada-US border. The duration of these border restrictions, and any change to the level of restriction of movement, is unknown. As the Company's projects are located in the US, this could impact Apollo's ability to execute planned work programs. Overall, these pandemic-related material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

CORPORATE ACTIVITIES

On December 2, 2021, Apollo announced that it had filed an independent technical report for the Langtry Property.

On December 8, 2021, Apollo announced the commencement of its 2022 maiden resource declaration program for the Waterloo and Langtry properties, including the engagement of Stantec Incorporated to provide independent mineral resource estimation services.

On December 20, 2021, Apollo announced that it had received its Conditional Temporary Use Permit from the County of San Bernardino authorising the 2022 proposed drilling activities at the Waterloo Property.

On January 11, 2022, Apollo announced that it had identified a 25 metre ("m") thick, gold bearing horizon below silver mineralization based on its ongoing technical review of historic data at the Waterloo and Langtry properties. Refer to 'Exploration and Development Activities' for further discussion released by the Company.

On January 24, 2022, Apollo announced that it had finalized its work program for the AZ Silver District Project and paid the scheduled option payment. Furthermore, the Company announced that it had entered into an investor relations and services agreement with Pacific Prime Communications Corp. ("PPC") to provide digital marketing and investor relations services to the Company. PPC, a company based in Vancouver, British Columbia, provides investor communications and marketing strategies for growing and emerging public companies. The agreement was subject to TSX Venture Exchange approval, which was received in February 2022.

On February 9, 2022, Apollo announced its Maiden NI 43-101 Mineral Resource Estimate ("MRE") for the Calico Project. Refer to 'Exploration and Development Activities' for further discussion on the results that were released by the Company.

On February 25, 2022, the Company announced that it had terminated its engagement of Future Money Trends LLC ("FMT"), effective immediately, because the Company was unable to receive approval of the engagement from the TSXV. As the agreement was terminated prior to the completion of the term of the agreement, the Company demanded that FMT return a pro-rata portion of the US$1,100,000 pre-payment, equal to approximately US$458,000

On March 24, 2022, the Company provided an update on the Calico Silver Project 2022 drill program, announcing that mobilization was set to commence on March 29, 2022, with drilling expected to commence April 4, 2022.

On March 29, 2022, Apollo announced that it had filed the independent technical report for the Calico Project's maiden MRE. The report titled "*NI 43-101 Technical Report for the Mineral Resource Estimate of the Calico Silver Project, San Bernardino County, California, USA*" has an effective date of January 28, 2022, and was dated March 28, 2022.

On April 26, 2022, the Company provided an update on the Calico Silver Project 2022 drill program, announcing that drilling had begun on April 5, 2022, and nine reverse circulation ("RC") holes had been completed to date on the Waterloo properly, a first assay sample dispatch of 92 samples has been made, and sourcing for a second drill rig is underway.

A total of 10.6 million warrants have been exercised subsequent to February 28, 2022, resulting in the issuance of 10.6 million common shares of the Company for gross proceeds of $2.65 million.

Changes to Officers

On December 2, 2021, the Company announced that effective December 1, 2021, Rona Sellers had assumed the role of Corporate Secretary, in addition to her current role as Vice President, Commercial and Compliance.

EXPLORATION AND DEVELOPMENT ACTIVITIES

Calico Silver Project, California, USA

The Company announced its maiden NI 43-101 MRE for the Calico Project on February 9, 2022.

The Calico Project is located in the historic Calico Silver Mining District in the Mojave Desert of San Bernardino County, California. Under Apollo, this is the first time the two properties have been under common ownership. The Calico Project represents a district-scale mineral system endowment with 2,950 acres with approximately 6,000 metres ("m") (19,685 feet ("ft")) in mineralized strike length under Apollo control. The Calico Project hosts low-sulfidation epithermal-vein type and disseminated-style silver-barite mineralization, which is open to depth and along strike. Previous operators completed more than 42,000 m (138,094 ft) of drilling across 438 holes on the Calico Project.

The Calico Project is situated approximately 248 kilometers ("km") (154 miles) northeast of Los Angeles, approximately halfway between Los Angeles, California and Las Vegas, Nevada along the I-15 interstate highway. The Calico Project is 15 km (9 miles) from the city of Barstow, within 5 km (3 miles) of commercial electric power and accessible by paved road with an extensive private gravel road network spanning the properties.

The Calico Project comprises 27 fee simple land parcels (1,350 acres), 20 patented claims (413 acres) and 59 unpatented claims (57 lode mining claims, 2 mill site claims) (1,183 acres), totaling approximately 2,950 gross acres, with the Waterloo property comprising 1,768 acres and the Langtry property 1,178 acres.

Private lands at both the Waterloo and Langtry properties have received a Certificate of Land Use Compliance, vesting surface mining rights, which simplifies certain permitting processes. The unpatented claims on Bureau of Land Management ("BLM") governed public lands are open for mineral entry, and no monuments, preserves or national parks encroach on these lands. The MRE at the Calico Project are wholly contained within the boundaries of private lands.

Mineral Resource Estimate

On February 9, 2022, the Company announced its maiden NI 43-101 MRE for the Calico Project, effective January 28, 2022, which was prepared by Derek Loveday, P.Geo., of Stantec Consulting Ltd. ("Stantec"), the Company's independent qualified person ("QP"). The MRE comprises 166 million ounces ("Moz") of silver contained in 58.1 million tonnes ("Mt") at an average grade of 89 grams per tonne ("g/t") at an Inferred level of confidence. The NI 43-101 technical report and MRE dated March 28, 2022, was filed on SEDAR and the Company's website.

The Calico Silver Project Inferred MRE (effective January 28, 2022) at a 50 g/t Ag Cut-Off Grade is as follows:

Table 1: Calico Silver Project Inferred MRE

Class	Deposit	Imperial Units			Metric Units			Strip Ratio (t:t)	Contained Silver
		Volume Million (yd^3)	Tons Million (st)	Ag Grade (oz/st)	Volume Million (m^3)	Tons Million (t)	Ag Grade (g/t)		Million (oz)
Inferred	Waterloo	20.8	42.8	2.98	15.9	38.9	93	2.2	116
	Langtry	10.3	21.3	2.59	7.9	19.3	81	6.0	50
	Calico (Total)	**31.2**	**64.1**	**2.85**	**23.8**	**58.1**	**89**	**3.4**	**166**

- Base-case resource estimates reported in the above table. Contained silver ounces are reported as troy ounces ("oz").
- Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") definitions are followed for classification of the Mineral Resource.
- Prospects for eventual economic extraction determined using surface mining operating costs of US$2.50/short ton ("st"), processing costs of US$29.00/st and silver price of US$23.00/ oz.
- Specific gravity for the mineralized zone is fixed at 2.44 kg/m^3 (13.13 ft^3/st). Silver grade was capped at 400 g/t only for Waterloo estimation.
- Resources are constrained to within an economic pit shell targeting mineralized blocks with a minimum of 50 ppm (50 g/t) silver.
- Totals above may not represent the sum of the parts due to rounding.
- The MRE has been prepared by Derek Loveday, P. Geo. of Stantec in conformance with CIM "Estimation of Mineral Resource and Mineral Reserves Best Practices" guidelines and are reported in accordance with the Canadian Securities Administrators NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that any mineral resource will be converted into a mineral reserve.

Highlights of the MRE include:

- Optimized pit-constrained resource uses conservative cut-off grade of 50 g/t silver

- The base-case cut-off grade ("COG") was determined using the following assumptions:
  - Silver price of US$23 per troy oz
  - Processing costs of US$29/st
  - Mining costs of US$2.50/st
  - Silver recovery of 80%
- Silver price was determined by averaging the price from the last 24 months up to December 31, 2021, based on data from the World Bank. Processing cost was based on published estimates for similar deposit types, cross-checked against historical processing costs determined by ASARCO in their 1980 historical feasibility study for Waterloo, and adjusted for inflation to 2022 prices. Increased silver prices, optimised processing parameters and/or improved silver recoveries will all impact the COG and the resultant MRE.

- Resource estimates comprise oxide mineralization only
  - The MRE is entirely contained within an extensive, near-surface oxidized silver mineralized zone that shows excellent continuity at both Waterloo and Langtry. The near-surface resource is calculated to a maximum depth below surface of ~125 m (415 ft) at Waterloo and 146 m (480 ft) at Langtry.
  - The depth of the oxide/sulphide boundary below the current depth extent of the resource is poorly constrained, presenting opportunities to define additional oxide resource at depth.
- High continuity of shallow mineralization amenable to bulk mining methods
  - Using conservative open pit optimization to determine reasonable prospects for economic extraction, the calculated waste to mineralized zone ratio for Waterloo is 2.2:1.
  - Drilling demonstrates that mineralization is continuous and extensive: it extends along a strike length of 1,860 m (6,100 ft) at Waterloo, and 1,250 m (4,100 ft) at Langtry.
- Significant resource growth opportunities identified
  - Untested silver host stratigraphy identified below ~125 m (415 ft) within current resource extents and along strike at both Waterloo and Langtry.
  - Expansion of high-grade silver mineralization.
  - Gold and barite both have potential to make meaningful contribution.
- Clear path to resource advancement identified
  - 2022 drill program designed to increase resource confidence and expand metal inventory.
  - Metallurgical testing program defined. Results are expected in Q3 of 2022.

Gold potential at the Calico Project

The Company announced that based on its ongoing technical review of historic data at the Waterloo and Langtry properties it has identified a 25 m thick, gold bearing horizon below silver mineralization in drilling completed by Pan American in 2012 (see press release dated January 11, 2022). Silver mineralization transitions to gold-dominated mineralization at the variably faulted lithologic contact between Barstow formation sedimentary rocks and Pickhandle formation volcaniclastics. Gold mineralization at the district's only historic gold producer, the Burcham Mine, occurs along this contact on the Waterloo Property. Apollo's analysis of historic data has shown that not only does gold mineralization extend beyond the Burcham mine area, evidence suggests that at the Waterloo Property the entire 2.2 km long contact between the Barstow sediments and Pickhandle volcaniclastics is prospective for gold mineralization. The contact represents an excellent exploration target for replacement style gold mineralization, and possibly higher-grade vein hosted gold. The 2022 drill program will test for additional gold mineralization along this prospective horizon.

History of the Calico Silver Mining District

The Calico Silver Mining District has a lengthy history of exploration and mining, with silver-rich mineralization discovered in the Calico Mountains in 1881. The region is a prolific historic silver, borax and barite mining district and is responsible for most of the silver production in the Mojave Desert region. Historical extraction focused on high-grade oxidized deposits of vein-related silver with estimates of total extraction ranging from 15-20 million ounces up until 1896. Around this time most mining ceased due to a sharp decline in silver price and economic depression, however limited production from the district continued until approximately 1907. Barite became a mineral of interest in the region in the 1950's as oil and gas exploration ramped up in the U.S. and there was a concurrent reopening of silver mining, but production remained low. Several past-producing mines and historical workings are situated on and in the vicinity of the Calico Silver Project, with most of the historical mining operations situated over a 12 square mile (31.1 km^2) area northeast of the Project. Five past-producing mines are located on the Project: the Waterloo, Voca, Union and Burcham mines on the Waterloo Property, and the Langtry mine on the Langtry Property. All mines produced silver as their primary commodity, with the exception of the Burcham mine, which produced gold and lead.

Silver mineralization on the Calico Project is found primarily as disseminations with veinlet stockworks in the Miocene-aged sedimentary Barstow Formation. Mineralization is interpreted to be epithermal or hot-spring precious metal vein-type and stockwork type as a result of hydrothermal fluids being focused along faults and fractures, as well as through favourable horizons in the Barstow Formation at a time when the sediments were unconsolidated. The timing of mineralization is believed to be around 15-20 Ma which corresponds with a period of subduction and extension in the region. Mineralization in the regions surrounding the Calico Project occur primarily as discrete veins in the Miocene-aged volcanic and volcaniclastic Pickhandle Formation striking generally northwest. Mineralogy of all styles of mineralization in the region are similar, composed primarily of barite, jasperoid/chalcedony, oxides, and sulphides with silver occurring commonly as either native silver, silver chlorides or silver salts. Both disseminated style and near surface vein exposures are typically oxidized, with the silver grade enriched by supergene processes. Alteration dominantly consists of silicification (chalcedony and jasperoid) and patchy propylitic alteration with some potassium feldspar alteration observed in the Barstow Formation associated with silver mineralization. Acid sulphate/steam heated leaching has been mapped across the Calico Project but is focused primarily along the contact between the Barstow and Pickhandle formations.

The Waterloo Property

The Waterloo Property comprises 27 fee simple land parcels (1,350 acres) and 21 unpatented claims (19 lode mining claims, two mill site claims) (418 acres), totaling approximately 1,768 gross acres. Apollo acquired a 100% interest in the Waterloo Property on July 12, 2021, through the Waterloo Purchase Agreement between Stronghold USA and Pan American. Pan American retains a 2% Net Smelter Royalty on any future production of minerals from the Waterloo Property.

Modern exploration work on the Waterloo Property began in 1964 by the American Smelting and Refining Company ("ASARCO") targeting disseminated silver mineralization in the Barstow Formation. Work comprised geologic mapping, geochemical sampling, trenching and RC drilling with later advanced work comprising metallurgical and process testing. ASARCO completed internal studies, including extensive metallurgical analysis, which determined the feasibility of the project and resulted in the permitting for an open-pit silver mine in the early 1980's. A decline in the silver price around this same time caused ASARCO to put the Calico Project on care and maintenance.

Pan American acquired the Waterloo Property in 1994 and completed surface mapping and sampling, RC drilling and eight diamond drill holes between 2008 and 2012. The drill program was completed to twin historic ASARCO holes, infill drilling, and sampling for metallurgical testing. In April 2017, Pan American obtained a Certificate of Land Use Compliance from San Bernardino County recognizing surface mining as a legal use of the fee simple private lands and the existence of a "vested right" to conduct surface mining activities thereon. The vested right does not extend to the BLM-managed federal public lands upon which the unpatented claims are located.

The Langtry Property

The Langtry Property comprises 20 patented claims (413 acres) and 38 unpatented lode mining claims (765 acres), totaling approximately 1,178 acres. Twenty patented claims and two unpatented claims are under option between Stronghold USA and the Bruce and Elizabeth Strachan Revocable Living Trust dated 7-25-2007 ("Strachan"), while the remaining 36 unpatented claims are under option between Stronghold USA and Athena Minerals Inc. ("Athena"). Each agreement is subject to various royalties and encumbrances.

Modern exploration at Langtry began in 1967 by the Superior Oil Company ("Superior"). Between 1967 and 1984 Superior completed geological mapping, geochemical sampling, surface trenching, drilling and metallurgical testing. A total of 200 rotary holes were completed by Superior on the patented claims that are subject to an option agreement that the Company is party to, within a package of Barstow formation sandstones that host similar disseminated silver mineralization as that observed at Waterloo. Superior was subsequently purchased by Exxon Mobil Corp., in 1984, and the Langtry Property sat dormant due to depressed silver prices until the Strachan family acquired the private lands in 2004. In 2007, International Silver Inc., entered an option to purchase agreement with Strachan for the private lands. In the following months the company acquired additional unpatented lode mining claims adjacent to the patented lands. By 2010, International Silver abandoned exploration on the property. In March 2010, Athena acquired some of International Silver's unpatented claims and entered a 20-year lease option with Strachan for the private lands. Between 2010 and 2012, Athena completed surface sampling, trenching and drilling (13 RC holes) at Langtry. A total of 213 drillholes (26,200 m / 86,000 ft) is reported to have been completed on the Langtry Property by the previous operators. Of these, Apollo has audited data for 183 holes, 23,465 m (76,986 ft) which were used for the maiden Calico Silver Project MRE.

In 2015, Athena obtained a Certificate of Land Use Compliance from San Bernardino County recognizing surface mining as a legal use of the Strachan patented claims and the existence of a "vested right" to conduct surface mining activities thereon. The vested right does not extend to the BLM-managed federal public lands upon which Athena's unpatented claims are located.

The Langtry Property Option Agreements

Apollo, through it's wholly-owned subsidiary, Stronghold USA, is a party to two option agreements that grant the Company the right to acquire a 100% interest in the Langtry Property: the Strachan Agreement and the Athena Agreement, as detailed below.

Strachan Agreement

Stronghold USA, the optionee, and Strachan, the optionor, entered into an Option to Purchase Agreement (the "Strachan Agreement") dated December 23, 2020, which gives Stronghold USA the right to acquire a 100% interest in 20 patented land claims and two unpatented lode mining claims forming a portion of the Langtry Property ("Strachan Lands") for the aggregate purchase price of the greater of 1) US$5,200,000 or 2) the spot price of 220,000 troy ounces of silver, on or before December 24, 2025.

Under the terms of the Strachan Agreement, Stronghold USA is required to pay US$100,000 on each Strachan Agreement anniversary date to maintain the option in good standing. All payments made during the term of the option shall be applied to the final purchase price. Upon full exercise of the option, Stronghold USA will grant to Strachan the following: 1) 1% Net Smelter Royalty on any future production of silver from the Strachan Lands; 2) 5% gross royalty on all other mineral production from the Strachan Lands and 3) 10% gross royalty on all other non-mineral production income derived from any other commercial use of the Strachan Lands.

In December 2021, the Company made a non-refundable payment of $128,930 (US$100,000) to Strachan, under the terms of the Strachan Agreement.

As at February 28, 2022, two non-refundable payments of US$100,000 had been made under the Strachan Agreement and can be credited against the final purchase price at the time of exercise.

Athena Agreement

Stronghold USA, the optionee, and Athena, the optionor, entered into an Option to Purchase Agreement (the "Athena Agreement") dated December 21, 2020, which gives Stronghold USA the right to acquire 100% interest in 36 unpatented lode mining claims forming a portion of the Langtry Property ("Athena Lands") for an aggregate purchase price of US$1,000,000 to be made on or before December 21, 2025.

Terms of the option include US$15,000 upon execution of the Athena Agreement (paid in December 2020, prior to the Stronghold Transaction) and US$25,000 on each Athena Agreement anniversary date. All payments made by the optionee to the optionor during the 24-month period prior to the full exercise of the option shall be credited against the purchase price.

Upon vesting of the 100% interest, Stronghold USA will grant to Athena a 1% Net Smelter Royalty on any future production of minerals from the Athena Lands. The royalty shall only apply on those Athena Lands that currently do not have existing royalties of 1% or higher such that at no time will any property have a royalty of greater than 2%.

In December 2021, the Company made a non-refundable payment of US$25,000 to Athena, under the terms of the Athena Agreement.

<u>Exploration Activities at the Calico Silver Project</u>

Since acquiring the rights to explore the Waterloo and Langtry properties in July 2021, work completed by Apollo has resulted in increased confidence in the quality of the historic geological and drilling data acquired by the previous operators. All historic drilling data from both Waterloo and Langtry was audited and compiled into a comprehensive database by an independent consulting group. Additionally, many historic documents were reviewed, drill hole locations were confirmed in the field, both of which provided further validation of the high quality of the historic drill data.

In November 2021, the Company commenced a surface three-dimensional ("3D") Induced Polarization ("IP") geophysical survey, which concluded in late January 2022. The survey was completed over both the Waterloo and Langtry properties. Final data was delivered mid-March 2022 and is currently being interpreted. Interpretive results will be used for geological interpretation and drill targeting.

In February 2022, the Company completed a three-day drone-based hyperspectral survey over the Waterloo property to acquire high-resolution (2.5 centimetre) short-wave infrared data to characterize mineralogy of surface materials. This data will be used to further understand the type of alteration associated with silver and gold mineralization and will be used to target possible high grade mineralized zones. Data is being processed with final data expected to be available in the second quarter of 2022.

In March 2022, the Company completed an eight-day drone-based magnetic survey over the Waterloo and Langtry properties to characterize subsurface tectonic and lithologic structures. Final data is expected in the second quarter of 2022 with interpretive results to be used for geological interpretation and drill targeting purposes.

The Calico Silver Project 2022 drill program began on April 5, 2022. As of April 2, 2022, nine RC holes for a total of 712.50 m (2337.50 ft) out of a planned 115 RC holes of 10,000 m (32,808 ft) have been drilled. The drill program is designed to achieve the following objectives:

- Update the confidence of the MRE through
    - Acquiring high-quality geotechnical, rock properties, geochemical and lithological information.
    - Geotechnical, rock properties and lithological information will be acquired using both optical televiewer surveying, traditional logging methods and detailed petrography.
    - Infill drilling.
    - Objective: upgrade the confidence in the MRE.
- Expand the current MRE through:
    - Confirming and expanding historic bonanza grade silver intercepts (+1,000 g/t).
    - Targeting shallow silver ounces by drilling untested Barstow Formation along strike and down dip.
    - Objective: add additional high value silver ounces to the resource.
- Quantify MRE mineral inventory through:
    - Testing the gold-mineralized Barstow-Pickhandle lithologic contact (see new release dated January 11, 2022).
    - Quantifying the barite content.
    - Objective: quantify the by-product credits that may be included in the resource update.

Stantec has provided input into the design of the drill program based on the outcome of the work performed to define the MRE at Calico. They have also provided guidance for the quality control and quality assurance program associated with the drill program.

Drilling at Waterloo (Phase One of the 2022 drill program) has been permitted, as the San Bernardino County's Land Use Department (the "County Land Use Department") approved the Company's submission of a Temporary Use Permit application and the BLM determined that the Company's use of unpatented claims to access its private land claims is casual in nature and does not require the BLM to issue further permits. Applications in support of drilling at Langtry (Phase Two of the 2022 program) will be made in March 2022 and will incorporate any feedback received from the County Land Use Department during the Waterloo permit review and approval process. The 2022 drill program will utilize existing infrastructure (access roads and drill pads) and will be completed only on private lands. The permit applications have been designed to allow as much flexibility in final collar locations as possible.

Mobilization of the drill rig and ancillary equipment began on March 29, 2022, and drilling commenced on April 5, 2022. A total of 12,000 to 15,000 metres of drilling is proposed for the Project, with approximately 5,000 metres of core and 10,000 metres of RC drilling planned. The program has begun with RC drilling on the Waterloo Property.

The 2022 metallurgical test program commenced in March 2022. A total of 1.2 tonnes of material, including three diamond drill holes completed by Pan American in 2012 for the purpose of metallurgical testing were never analysed. This material has been acquired by Apollo and is being processed by McClelland Laboratories, of Sparks, Nevada as part of Apollo's metallurgical test program. Samples intervals have been prepared and pulps sent to ALS Laboratories in Reno, NV, for assay. The metallurgical test program is anticipated to be complete in the fourth quarter of 2022.

Results from the 2022 work program will be incorporated into the planned resource update anticipated for release in Q4 of 2022 and incorporated into the planned preliminary economic assessment which is expected to commence in Q4 2022. Planned and budgeted expenditures for Calico Project is approximately $9.2M in fiscal 2022.

The Arizona Silver District Project, Arizona, USA

The AZ Silver District Project is a district-scale property position located in the heart of the historic Silver Mining District in La Paz County, southwestern Arizona. The AZ Silver District Project comprises three patented claims, 85 unpatented lode mining claims, 23 unpatented mill and a state exploration lease, totaling over 2,000 acres. The mineral title and lease cover three major epithermal vein structures (West, Central, East), having a collective strike length of 13 kilometres (8 miles). Drilling by previous operators totalled 19,162 metres (465 holes) across the land package, but depths did not extend below approximately 45 metres. The AZ Silver Project represents an under-explored area in a prolific mining district with further discovery potential. Silver mineralization was discovered in the area in 1862 with reported historic mining production of approximately 1.5 million ounces of silver and 2.3 million pounds of lead. Production occurred primarily between 1883 and 1893 from underground operations at the Red Cloud and Clip mines. A resurgence of mining activity in the area from 1915 to 1924 deepened old workings, but a depressed silver price then resulted in termination of mining. Workings in the area reportedly reached the water table where sulfide mineralization dominated (galena and sphalerite).

More modern exploration work was completed on the property by Yuma Metals between 1950-1982 which included further underground development, and by New Jersey Zinc Co. ("NJZC") and Orbex Mineral Ltd. ("Orbex") (and various successor companies) between 1973 and 2000. NJZC and Orbex drilled 465 shallow RC holes for an aggregate length of 19,161 metres (62,866 feet), conducted metallurgical test work and carried out scoping studies. Interest in the AZ Silver District Project was acquired by Columbus Silver Corp. in 2004, and then by Magellan Gold Corp. in 2012, both predecessor companies of Gulf + Western Industries Inc. ("Gulf"). During this period the companies completed surface mapping, soil sampling, one line of a Controlled-source Audio-frequency Magnetotellurics survey, a 20 line-kilometre ground magnetic survey and drilled three diamond core holes (in 2014), one of which was designed to confirm historic drilling.

Mineralization in the AZ Silver District comprises extensive silver-fluorite-barite veins that are controlled by three major northwest trending vein systems extending over a collective strike length of 13 kilometres (West, Central and East Vein Systems). The epithermal veins occupy faults that cut the major rock units, which are comprised of Precambrian metamorphic rocks (quartz biotite gneiss and granitic rocks) intruded by Cretaceous granite and diorite stocks later overlain by Tertiary (Miocene) volcanic flows, volcaniclastics and tuffs. Silver-bearing veins consist of mostly oxidized silver and lead-zinc mineralization in massive quartz-calcite-fluorspar-barite veins and breccia zones. Pod-like bodies commonly 5-15 metres or more wide and hundreds of ft long occur along the main mineralized veins systems.

Option Agreement to Acquire a 100% Interest in the AZ Silver District Project

Stronghold USA, the optionee, and Gulf, the optionor, entered into an Option to Purchase Agreement dated January 22, 2021 (the "AZ Silver District Option Agreement") which gives Stronghold USA the right to acquire a 100% interest in mineral claims, state exploration licence and leased lands forming the AZ Silver District Project for an aggregate purchase price of US$1,970,000 to be made in a series of payments on or before January 22, 2026.

Terms of the AZ Silver District Option Agreement include:

1) US$70,000 due upon execution of the AZ Silver District Option Agreement (completed in January 2021);
2) US$100,000 and US$100,000 in common shares of Apollo on January 22, 2022 (completed in January 2022);
3) US$125,000 and US$125,000 in common shares of Apollo on January 22, 2023;
4) US$175,000 and US$175,000 in common shares of Apollo on January 22, 2024;
5) US$250,000 and US$250,000 in common shares of Apollo on January 22, 2025;
6) US$300,000 and US$300,000 in common shares of Apollo on January 22, 2026.

Additional bonus payments will be made by Apollo in the following events:

1) US$250,000 plus US$250,000 in common shares of Apollo in the event the property becomes the flagship property of the company on or before January 22, 2024;
2) US$250,000 plus US$250,000 in common shares of Apollo in the event Apollo declares a NI 43-101 compliant resource of at least 30 million ounces of silver on or before January 22, 2024;
3) US$3,000,000 in the event that the price of silver exceeds US$125/ounce for ninety days on or before January 22, 2026.

Upon vesting of the 100% interest, Apollo will grant to Gulf a 2% Net Smelter Royalty on any future production of minerals from the AZ District Project.

In January 2022, the Company made the payment of US$100,000 due on the first anniversary of the effective date of the AZ Silver District Option Agreement and issued an aggregate of 203,322 common shares of the Company at a price of C$0.617 per share representing a value of approximately $125,450 (US$100,000 on the deemed conversion date) to Gulf.

Exploration Plans at the AZ Silver District Project

Historical work on the AZ Silver District Project was focused on or immediately around known mineralized segments of veins and breccias and no comprehensive geological mapping or geophysical program has ever been completed over the project area. Apollo's near-term exploration plans are designed to define the broad controls on the mineralized system and to identify new targets. The exploration program will be completed over three phases:

- Phase One: Site visit to confirm size and extent of mineralized vein systems (completed November 2021); validation of the historic drilling data and construction of a detailed database and preliminary 3D geology model (underway);
- Phase Two: Comprehensive surface exploration program involving a ground or drone-based airborne magnetic survey, soil sampling, prospecting and rock grab sampling, and detailed geological mapping covering the entire property; and
- Phase Three: Drill testing prospective targets identified in Phase Two.

Phase Two commenced in March 2022, with a four-week comprehensive surface geological mapping program. Results of the work performed in Phase One and Phase Two will provide a better understanding of the mineralization, alteration and structural controls on mineralization resulting in new drilling targets which will form the basis of Phase Three of the exploration program.

The Company expects that planning and permitting of the planned Phase Three drill program will commence in late Q3 of 2022, with the drilling expected to begin in the first quarter of 2023.

Results from the planned 2022 work program will be used to define priority drill targets for testing in 2023. Planned and budgeted expenditures for the AZ Silver District Project is approximately $850,000 for fiscal 2022.

Technical Information and Qualified Person

The independent QP responsible for the Calico Silver Project MRE and the associated NI 43-101 technical report is Derek Loveday, P.Geo., of Stantec Consulting Ltd. Mr. Loveday is a registered Professional Geoscientist, registered in Alberta, Canada.

The scientific and technical information in this MD&A pertaining to the Calico Silver Project and AZ Silver District Project has been reviewed, verified and approved by Cathy Fitzgerald, P.Geo., Vice President Exploration and Resource Development of Apollo, a QP as defined by NI 43-101 Standards of Disclosure for Mineral Projects. Ms. Fitzgerald is a registered Professional Geoscientist in British Columbia, Canada.

EXPLORATION AND EVALUATION EXPENDITURES

Exploration and evaluation ("E&E") expenditures are summarized by project as follows:

	Calico Project		AZ Silver Project		Other		Total	
	Three months ended February 28,		Three months ended February 28,		Three months ended February 28,		Three months ended February 28,	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021
Salaries	**$ 119,515**	$ -	**$ 9,250**	$ -	**$ -**	$ -	**$ 128,765**	$ -
Share-based payments	**-**	-	**-**	-	**104,606**	-	**104,606**	-
Drilling	**5,727**	-	**-**	-	**-**	-	**5,727**	-
Assay	**5,134**	-	**-**	-	**-**	-	**5,134**	-
Permits, fees and licences	**70,173**	-	**8,080**	-	**-**	-	**78,253**	-
Geophysics	**386,846**	-	**-**	-	**-**	-	**386,846**	-
Exploration & geology	**98,176**	-	**8,200**	-	**-**	-	**106,376**	-
Resource development	**87,692**	-	**-**	-	**-**	-	**87,692**	-
Community	**26,351**	-	**-**	-	**-**	-	**26,351**	-
Professional fees	**25,721**	-	**10,573**	-	**-**	-	**36,294**	-
Operations, health & safety	**21,823**	-	**-**	-	**-**	-	**21,823**	-
Travel	**32,823**	-	**-**	-	**-**	-	**32,823**	-
Other	**4,337**	-	**5,907**	-	**-**	-	**10,244**	-
E&E expenditures	**$ 884,318**	$ -	**$ 42,010**	$ -	**$ 104,606**	$ -	**$ 1,030,934**	$ -

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table provides selected financial information for the eight fiscal quarters ended February 28, 2022:

	February 28, 2022	November 30, 2021	August 31, 2021	May 31, 2021
Revenue	$ -	$ -	$ -	$ -
Exploration and evaluation expenditures	$ 1,030,934	$ 796,967	$ 389,794	$ 38,562
Other operating expenses	$ 1,467,315	$ 1,428,512	$ 1,478,569	$ 273,337
Gain on foreign exchange	$ (33,644)	$ (5,263)	$ (149,784)	$ -
Other expense (income)	$ 123,002	$ (748,109)	$ (1,018,080)	$ -
Net loss	$ 2,587,607	$ 1,472,107	$ 700,499	$ 311,899
Loss per share - basic and diluted	$ -	$ -	$ -	$ (0.01)
Total assets	$ 92,699,469	$ 95,203,285	$ 95,426,012	$ 5,930,927
Total liabilities	$ 2,475,161	$ 2,717,707	$ 3,567,363	$ 115,684
Shareholders' equity	$ 90,224,308	$ 92,485,578	$ 91,858,649	$ 5,815,243

	February 28, 2021	November 30, 2020	August 31, 2020	May 31, 2020
Revenue	$ -	$ -	$ -	$ -
Exploration and evaluation expenditures	$ -	$ 146,237	$ 41,945	$ 7,166
Other operating expenses	$ 226,349	$ 373,834	$ 276,532	$ 783,768
Gain on foreign exchange	$ -	$ -	$ -	$ -
Other expense (income)	$ -	$ -	$ (34,973)	$ (19,935)
Net loss	$ 226,349	$ 520,071	$ 283,504	$ 770,999
Loss per share - basic and diluted	$ -	$ (0.01)	$ -	$ (0.03)
Total assets	$ 6,182,472	$ 6,347,818	$ 6,094,026	$ 2,267,934
Total liabilities	$ 92,580	$ 147,536	$ 239,763	$ 356,967
Shareholders' equity	$ 6,089,892	$ 6,200,282	$ 5,854,263	$ 1,910,967

(i) Certain figures in the comparative periods above have been reclassified to conform with the current period presentation.

The changes in the Company's financial results on a quarter-by-quarter basis are due primarily to changes in the nature and extent of the Company's financing, project acquisition, E&E, and corporate administrative activities period over period. The Company is a mineral exploration and development company and does not currently generate operating revenue.

E&E expenditures increased significantly between the quarter ended August 31, 2021 and the quarter ended February 28, 2022 and because Apollo completed a series of transactions to acquire a 100% interest in the Waterloo Property, as well as exclusive rights to explore and acquire the Langtry Property and AZ Silver District Project. Upon completion of these transactions, the Company began conducting E&E activities at each property, which continued through to the current date. The Company initially incurred expenditures relating to exploration and technical staff salaries, geological consultants, permits, licences and land tenure related fees, professional fees, travel and general operational costs. Since that time, the scope of work has increased significantly to include geophysical surveys, lab and assay costs, and mobilization and other costs associated with preparing for its drill program. Additionally, share-based payments relating to those individuals whose primary activities pertain to exploration are allocated to E&E expenditures. Prior to the transactions in July 2021, the Company had not incurred significant E&E expenditures because it was not actively exploring an exploration property.

Other operating expenses fluctuate based on changes in corporate administrative activities and expenses incurred over the quarters ended February 28, 2022, November 30, 2021, and August 31, 2021, are noted to be significantly higher than the preceding quarters. Operating expenses increased significantly beginning in the quarter ended August 31, 2021, and remained consistent through the quarter ended February 28, 2022. The increase in expenses over the quarter ended August 31, 2021 primarily related to the acquisition of new exploration properties in the United States and the resulting increase in activity and change in strategy for the Company, as well as significant share-based payment relating to those individuals whose primarily activities do not relate to exploration. Other operating expenses remained consistent over the quarters ended November 30, 2021 and February 28, 2022 because the Company incurred increased salary and consulting fees, professional fees, and marketing and investor relations costs to increase investor awareness of the Company. This was offset by reduced share-based payments.

Other expense (income) is not consistent period-to-period. In the quarter ended August 31, 2020, and May 31, 2020, other income was recorded due to certain payables being forgiven, resulting in a gain. In the quarters ended November 30, 2021, and August 31, 2021, other income was higher than previous quarter largely due to the period-end revaluation of the Company's warrant liability, a derivative liability that is re-measured at fair value each reporting date using the Black-Scholes option pricing model. In the quarter ended February 28, 2022, the gain resulting from the period-end revaluation of the warranty liability was offset by a loss recorded on the write-off of the receivable from FMT, resulting in a net other expense for the current period.

Total assets first increased significantly in the quarter ended August 31, 2021, because the Company completed a brokered private placement, raising gross proceeds of $52.9 million to fund the acquisition of its now wholly-owned subsidiary, Stronghold, as well as the Waterloo Property. Total assets decreased in the quarter ended February 28, 2022, because the Company incurred significant corporate administration and exploration expenditures, which reduced the Company's cash-on-hand, and recognized a foreign exchange loss on its E&E assets. E&E increased due to option payments for the Langtry Property and AZ Silver District Project, as well as increased exploration activities at Calico to prepare for the Company's drilling program in the second quarter of 2022. Corporate expenditures, including salaries, consulting fees, professional fees, and marketing and investor relations costs, increased as a result of the Company's increased activity. Total assets remained consistent in the quarter ended November 30, 2021, because the Company's cash expenditures were offset by a foreign exchange gain on its E&E assets. Total assets for the preceding four quarters remained relatively consistent because the Company incurred minimal expenditures to maintain operations. Total assets increased in both quarters ended May 31, 2020, and August 31, 2020, because the Company completed private placements to fund its activities and replenish its treasury.

Total liabilities first increased significantly in the quarter ended August 31, 2021, Because the Company closed the acquisition of Stronghold and, as a result, recognized significant outstanding payables and a warrant liability. The warrants assumed in the transaction are classified as a derivative liability and recorded in the statement of financial position. Liabilities have decreased in the subsequent quarters ended November 30, 2021, and February 28, 2022, because the fair value of the warrant liability decreased each quarter, and the Company carried fewer outstanding payables. Liabilities in the four quarters prior to August 31, 2021, were much lower because the Company had less available cash and significantly less corporate and E&E activity.

Shareholders' equity decreased in the quarter ended February 28 ,2022 because the Company incurred a deficit in the period offset by the exercise of warrants. The significant increase in the quarter ended August 31, 2021, related to the Company issuing shares in connection with a non-brokered private placement and related acquisition of Stronghold. Quarter-over-quarter changes in shareholders' equity across all other periods stemmed from the Company's financing activities, including equity placements and the exercise of share-purchase warrants, offset by losses incurred in the period.

RESULTS OF OPERATIONS

	Three months February 28,	
	2022	2021
Exploration and evaluation expenses	**$ 1,030,934**	$ -
Administrative expenses	**1,438,430**	224,528
Depreciation	**28,885**	1,821
Fair value adjustment on warrant liabilty	**(460,719)**	-
Gain on foreign exchange	**(33,644)**	-
Interest expense	**7,406**	-
Other income	**(5,677)**	-
Other expense	**581,992**	-
Net loss for the period	**$ 2,587,607**	$ 226,349

First Quarter Results – Three months ended February 28, 2022 ("Q1 2022") compared to the three months ended February 28, 2021 ("Q1 2021")

Exploration and evaluation expenditures

During the three months ended February 28, 2022, E&E expenditures increased by approximately $1.03 million compared to the comparative period in 2021. E&E expenses in Q1 2022 primarily related to the Calico Project and included costs relating to employees, geophysical surveys, exploration mapping and geological work, permitting and fees, and other operating costs to prepare for the drill program that ultimately commenced in the second quarter of 2022. Limited activity at the AZ Silver Project contributed to the Company's increased E&E expenditures, which included a site visit, permitting and licencing fees, and professional fees. In Q1 2021, the Company had yet to acquire the Calico and AZ Silver District projects and was not actively exploring its South American based project.

Administrative expenditures

During the three months ended February 28, 2022, administrative expenditures increased by approximately $1.2 million. The increase is primarily due to a $447,000 increase in share-based compensation, a $211,000 increase in salaries, benefits, consulting and directors' fees, a $415,000 increase in marketing and investor relations costs, $30,000 increase in transfer agent and filing fees, and a $45,000 increase in insurance.

Share-based payments are typically not consistent from period to period. At the date of the grant, the fair value of the underlying options is estimated and amortized consistent with the vesting patterns of each option. Therefore, given the significant grant during the three months ended August 31, 2021, and grants in the three months ended November 30, 2021, share-based payment expense recognized in the quarter ended February 28, 2022 was significant. There were no grants and related share-based payments expense in the comparative period.

The increase in salaries, consulting and directors' fees primarily relate to significant changes the Company underwent in 2021, after acquiring the Calico and AZ Silver District projects. Following the acquisitions in the summer of 2021, the Company became significantly more active and subsequently increased the number of employees, including a full-time management team and support staff, as well as increased the size of its board, resulting in an increase in salaries, consulting and directors' fees. In the comparative period, the Company was relatively inactive, there were no full-time employees and costs were incurred on an allocated basis. Furthermore, no fees was earned by directors in the comparative period.

Marketing and investor relations fees increased in the current period because the Company engaged the services of a marketing and investor relations firm, which greatly increased the scope of services compared to those incurred in the comparative period. While marketing services were received in the comparative quarter, the extent of services, and related costs, was lower compared to those received in Q1 2022.

Transfer agent and filings fees increased during the current period compared the Q1 2021 due to changes in the level of activity of the Company and timing of consumption of certain expenditures.

Insurance expense increased during the current period as the Company's D&O insurance premiums increased in the fourth quarter of 2021 and the associated expense is recognized in the statements of profit or loss evenly over the year.

Fair value adjustment on warrant liability

During the three months ended February 28, 2022, the Company recorded a $461,000 gain relating to the period-end revaluation of its warrant liability, which is re-measured each reporting period. No such warrant liability existed in the comparative period.

Gain on foreign exchange

The Company was first exposed to foreign exchange in the three months ended August 31, 2021, because it had completed the acquisition of a US subsidiary and began to incur transactions denominated in US dollars. The Company continues to incur foreign exchange gains and losses and recorded a gain of approximately $34,000 in Q1 2022. The Company previously transacted primarily in Canadian dollars and was not exposed to foreign exchange gains or losses, resulting in $Nil foreign exchange gain or loss in the comparative quarter.

Other income

Other income in Q1 2022 related to the write-off of certain payables that were owed by the Company and forgiven by the counterparties. No such transactions occurred in Q1 2021.

Other expense

On February 25, 2022, the Company announced that it had terminated its marketing and investor relations engagement with FMT, effective immediately, because the Company was unable to receive approval of the engagement from the TSX-V. As the agreement was terminated prior to completing the full term of the engagement, the Company demanded that FMT return a pro-rata portion of the US$1,100,000 pre-payment, equal to US$458,000. Accordingly, on the date of terminating the engagement, the Company reclassified $582,000 (US$458,000) in prepaid expenses to receivables. At February 28, 2022, the Company recorded an allowance for doubtful accounts of approximately $582,000 against the receivable from FMT due to uncertainty over collectability of the balance. No similar write-down was recorded in the comparative period.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Liquidity

The Company's approach to managing liquidity risk is to forecast cash flows required for its planned operating, investing and financing activities so that it will have sufficient liquidity to meet liabilities when due. Management expects that cash flows related to operating, general and administrative, and exploration and evaluation activities will be funded by Apollo's cash on hand. While the Company's current cash is sufficient to settle its current liabilities and fund its general and administrative and exploration program activities, the Company will continue to forecast its cash flows and investigate opportunities to obtain further financing, if necessary, through transactions to maintain liquidity, such as equity placements, debt or joint venture arrangements.

During the three months ended February 28, 2022, the Company issued a total 1,045,822 common shares. A total of 842,500 share purchase warrants were exercised, resulting in the issuance of 842,500 common shares for gross proceeds of approximately $212,031. A further 203,322 common shares (at a deemed value of $0.617/share) were issued to Gulf under the terms of the option agreement for the AZ Silver District Project.

During the comparative period, the three months ended February 28, 2021, Apollo issued a total of 424,825 common shares following the exercise of 424,825 warrants for net proceeds of approximately $116,000.

As at February 28, 2022, the Company believed that it had adequate resources to maintain its minimum near-term obligations, including general corporate activities and planned exploration programs, based on its cash position, outstanding equity instruments, and the ability to pursue additional sources of financing, if necessary.

Cash Flow Summary

	Three months ended February 28, 2022	2021
Cash, beginning of period	**$ 15,746,122**	$ 6,125,876
Cash used in operating activities	**(1,523,003)**	(225,655)
Cash used in investing activities	**(362,193)**	-
Cash from financing activities	**191,590**	115,959
Effect of changes in foreign exchange rates on cash	**(6,491)**	-
Cash, end of period	**$ 14,046,025**	**$ 6,016,180**

Cash flows used in operations for the three months ended February 28, 2022, totaled approximately $1.5 million, compared to approximately $226,000 in the comparative period in 2021. This increase in cash used in operations relates to the significant changes in the Company's strategy and activities after acquiring the Calico and AZ Silver District Project in the third quarter of 2021. After the acquisition of the new properties, the Company's operations increased significantly when compared to the same period in 2021, resulting in an increase in cash used.

Cash flows used in investing activities for the three months ended February 28, 2022, totaled approximately $362,000, compared to $Nil in the comparative period in 2021. During the three-month period ended February 28, 2022, the Company made three separate options payments under the terms of the existing option agreements for the Langtry Property and the AZ Silver District Project and purchased equipment to support activities at the Calico Project. The Company did not use cash for any investing activities in the comparative period.

During the three months ended February 28, 2022, Apollo's cash flows from financing totaled approximately $192,000, which included the exercise of 824,500 warrants for gross proceeds of approximately $212,000, compared to the exercise of 424,825 warrants for gross proceeds of approximately $116,000 in 2021.

The following table represents the net capital of the Company:

		February 28, 2022		November 30, 2021
Shareholders' equity	$	90,224,308	$	92,485,578

The Company uses net shareholders' equity to monitor leverage. The decrease in capital during the three months ended February 28, 2022, is primarily due to the deficit incurred during the period, offset by the common shares issued upon the exercise of warrants.

Working Capital

The Company has working capital of approximately $13.7 million at February 28, 2022 compared to approximately $15.5 million as at November 30, 2021, representing a decrease of approximately $1.8 million. The decrease in working capital is comprised of a decrease in current assets of approximately $1.7 million and an increase of approximately $150,000 in current liabilities.

The net decrease to working capital primarily relates to the Company's use of cash to fund its activities during the three months ended February 28, 2022, offset by a small increase in payables. Approximately $1.5 million of cash was used to fund operating activities and a further $362,000 was applied towards option payments and the purchase of equipment, which was offset by the Company's receipt of approximately $212,000 from the exercise of warrants.

CONTRACTUAL OBLIGATIONS

In the normal course of operations, the Company may assume various contractual obligations and commitments. The Company has entered into employment agreements with certain senior officers, whereby if the Company terminates the employment contract without cause or experiences a change of control, the officers are owed a payment equal to 6, 12 or 24 months' salary depending on the officer and the reason for termination of employment.

OFF-BALANCE SHEET ARRANGEMENTS

During the three months ended February 28, 2022, the Company was not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the result of operations, financial condition, capital expenditures, liquidity or capital resources of the Company.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

OUTSTANDING SHARE DATA

The company is authorized to issue an unlimited number of common shares without par value.

As at April 27, 2022, the Company had the following issued and outstanding:

- 174,460,395 common shares.
- 49,561,220 share purchase warrants, which are exercisable to purchase a total of 49,551,220 common shares of the Company at a weighted average exercise price of $1.04. The exercise prices range from US$0.20 to $1.25.
- 8,000,000 stock options with a weighted average exercise price of $0.67. Each stock option is exercisable to purchase one common share of the Company at prices ranging from $0.33 to $0.86.

RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. The Company had transactions with related parties consisting of companies controlled by current directors, former directors and former officers of the Company during the three months ended February 28, 2022 and 2021, as follows:

(a) Accounting fees of $Nil for the three months ended February 28, 2022 (February 28, 2021 - $1,900) to a company controlled by the former CFO and former director of the Company. At February 28, 2022, $Nil was recorded in accounts payable and accrued liabilities relating to these fees (November 30, 2021 - $Nil).

(b) Consulting fees of $Nil for the three months ended February 28, 2022 (February 28, 2021 – $51,000) to a company controlled by the former CEO and current director of the Company. At February 28, 2022, $Nil was recorded in accounts payable and

accrued liabilities for these fees (November 30, 2021 - $Nil).

(c) Consulting fees of $Nil for the three months ended February 28, 2022 (February 28, 2021 – $24,000) to a company controlled by the former VP Exploration of the Company. At February 28, 2022, $Nil was recorded in accounts payable and accrued liabilities relating to these consulting fees (November 30, 2021 - $Nil).

(d) At February 28, 2022, approximately $4,700 (November 30, 2021 - $Nil) was owed to officers of the Company relating to Company expenditures each officer incurred on the Company's behalf, and is recorded in accounts payable and accrued liabilities.

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 the Company's Officers and members of the Company's Board of Directors. The remuneration of directors and key management personnel during the three months ended February 28, 2022 and 2021 were as follows:

		Three months ended February 28,		
		2022		2021
Salaries and consulting fees	**$**	**224,616**	$	75,000
Director fees		**80,686**		-
Accounting fees		**-**		1,900
Share-based payments *(i)*		**404,970**		-
Total key management compensation	**$**	**710,272**	$	76,900

(i) Share-based payments represent the fair value of the stock-options granted to key management personnel that were recognized in the statements of loss and comprehensive loss in the three months ended February 28, 2022. During the quarter ended February 28, 2022, the Company had a total of 4 full-time officers and 6 non-executive directors, while in the quarter ended February 28, 2021, the Company had 3 part-time officers and 5 non-executive directors.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value on a recurring basis, whether changes in fair value are recognized at fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVTOCI").

The Company's financial assets and financial liabilities are classified as follows:

		February 28, 2022		November 30, 2021
Financial assets				
Cash	**$**	**14,046,025**	$	15,746,122
Receivables		**39,332**		22,002
Deposits		**21,955**		-
Total financial assets	**$**	**14,107,312**	$	15,768,124
Financial liabilities				
Accounts payable and accrued liabilities	**$**	**399,715**	$	250,809
Warrant liability		**1,779,641**		2,252,836
Total financial liabilities	**$**	**2,179,356**	$	2,503,645

IFRS 7, Financial Instruments: Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is carried at fair value using a level 1 fair value measurement and the receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

The Company's only level 3 financial instrument consisted of a warrant liability that is measured using the Black-Scholes option valuation model and is recorded at fair value. The warrant liability is remeasured at each period-end and changes in fair value are recorded as a gain or loss on revaluation of warrant liability on the statement of loss.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk and market risk, and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-quality financial institutions as determined by a primary ratings agency. Receivables consists mainly of GST receivable for input tax credits from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables is insignificant.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to forecast its cash flows required for its planned operating, investing and financing activities so that it will have sufficient liquidity to meet liabilities when due. At February 28, 2022, the Company had a cash balance of approximately $14.05million (November 30, 2021 - $15.75 million) to settle current liabilities of approximately $400,000 (November 30, 2021 - $282,000). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. Amounts due to related parties are without stated terms of interest or repayment. While the Company's current cash is sufficient to settle its current liabilities and planned expenditures for the upcoming year, the Company will continue forecasting its cash flows to maintain liquidity and investigate opportunities to obtain further financing through transactions such as equity placements, debt or joint venture arrangements, if necessary.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

(i) Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its bank deposits, which is insignificant due to their short-term nature. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its highly-rated financial institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at February 28, 2022, the Company did not have any investments in investment-grade short-term deposit certificates.

(ii) Foreign currency risk

The Company reports its financial results in Canadian dollars but also undertakes transactions in US dollars. As the exchange rates between the Canadian dollar and US dollar fluctuates, the Company experiences foreign exchange gains and losses. The Company has cash and accounts payable and accrued liabilities denominated in US dollars, which are subject to currency risk.

The Company does not enter into any financial instruments to hedge currency risk, but the Company monitors its foreign exchange exposure and considers its exposure to foreign currency risk to be minimal as at February 28, 2022.

(iii) Price risk

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond control of the Company may affect the marketability of any minerals discovered. The price of silver has experienced volatile and significant price movements over short periods of time and is affected by numerous factors beyond the Company's control. The Company's profitability and ability to raise capital to fund exploration, evaluation and production activities is subject to risks associated with fluctuations in mineral prices. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

For the disclosure required under Section 5.3 of National Instruments 51-102 – *Continuous Disclosure Obligations*, please see "Exploration and Development Activities", "Selected Quarterly Information" and "Results of Operations".

For the disclosure required under Section 5.4 of National Instrument 51-102 – *Continuous Disclosure Obligations*, please see "Outstanding Share Data".

OTHER DATA

Additional information related to the Company is available for viewing under the Company's profile at www.sedar.com.

ADOPTION OF NEW AND AMENDED IFRS PRONOUNCEMENTS

The Company has not adopted any new amendments to IFRS in the current period that had a significant impact on the Company's condensed interim consolidated financial statements.

Several new accounting standards, and amendments to standards and interpretations, have been issued but are not yet effective for the current period ended February 28, 2022. None of these changes have been early adopted nor are they considered by management to be significant or likely to have a material impact on the Company's condensed interim consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company's principal business activities are the acquisition, exploration, and definition of potentially economically viable mineral resource deposits on mineral properties, which are speculative by nature. Companies in this industry are subject to many and varied kinds of risks, including but not limited to environmental, commodity price, social, political, financial and economic risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable. Due to the high-risk nature of the Company's business and the present stage of the Company's various mineral properties, an investment in the Company's common shares should be considered a highly speculative investment that involves significant financial risks and prospective investors should carefully consider all of the information disclosed in this MD&A and the Company's other public disclosures, including the risks disclosed in the "Risks and Uncertainties" section of the Company's MD&A for the year ended November 30, 2021, prior to making any investment in the Company's common shares.

The risk factors described in the "Risks and Uncertainties" section of the Company's MD&A for the year-ended November 30, 2021, do not necessarily comprise all of the risks and uncertainties that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also adversely affect the Company's business, results of operations, financial results, prospects and price of common shares. These risk factors could materially affect the Company's business, future operating results, financial results, prospects and price of common shares and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.