



APOLLO SILVER CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FORM 51-102F1

FOR THE THREE AND SIX MONTHS ENDED MAY 31, 2023

AS AT JULY 28, 2023

INTRODUCTION

The following Management Discussion and Analysis (“MD&A”) is for Apollo Silver Corp. (“Apollo” or the “Company”) and has been prepared based on information known to management as of July 28, 2023.

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 and six months ended May 31, 2023 (the “Financial Statements”), the audited consolidated financial statements and notes thereto for the year ended November 30, 2022, and 2021, and the MD&A for the year ended November 30, 2022.

All information contained in this MD&A is current as of July 28, 2023, 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 to expand the Calico Silver Project silver and gold resource estimates and upgrade their confidence levels, including prospective mineralization on strike and at depth; the potential for identification of barite resources at Calico; expected timing and results of future metallurgical testing; future silver recoveries; expected timing and results of future drilling or exploration work on its mineral properties; the expected timing of further resource estimate or economic studies; the estimation of mineral resources and reserves; the realization of mineral resource estimates; the realization of metal 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, exploration and acquisition opportunities and projects, drilling, logging and 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, including risks related to macro-economic and global financial conditions; inflation; fluctuations in prices of silver, gold, barite, and other commodities; history of losses; title claims; licensing and permitting; limitations on insurance; competition; limitations on the ability to acquire and integrate new properties or businesses; the ability to obtain governmental permits and/or approvals in a timely manner; regulatory risks; conflicts of interest; the ability to retain key personnel; environmental; foreign operations; community relations; litigation, climate change; fluctuations in market prices of mining consumables and other goods or services required for the current or future work program; 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 ongoing COVID-19 pandemic, or other infectious illnesses, the 2022 invasion of Ukraine by Russia 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 geological 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) results of metallurgical testing and other studies; (iv) proposed and completed 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, 2022, 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 July 28, 2023.

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 mineral 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 2, 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 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. To date, the Company has not generated any revenues from its operations and is considered to be in the exploration, evaluation and early development stages.

OUTLOOK

Apollo's near-term focus is on the exploration, evaluation and resource development of the Calico Project and AZ Silver District Project. At Calico, the Company has recently updated its mineral resource estimate and will continue looking to identify opportunities that could grow the existing resource. The Company also anticipates the eventual commencement of additional work focused on acquiring geotechnical information and material for further metallurgical test work and process optimization, which would eventually lead into preliminary engineering studies.

The Company also continues to seek additional project opportunities, primarily in tier-one jurisdictions, for which the entry costs are as-yet undetermined. As such, management will continue to assess the costs of exploration and development programs at Calico and AZ Silver District and may revise the scope of planned programs. Apollo's current treasury may be insufficient to finance all currently proposed and anticipated exploration, evaluation and resource development programs, and the Company could have to seek additional financing in order to further fully evaluate its projects or modify its planned programs as appropriate.

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. Furthermore, the global economy is currently affected by rising inflation, which may continue to impact the Company's costs and could result in modification or termination of planned work programs. Overall, these material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

CORPORATE ACTIVITIES

On December 1, 2022, January 9, 2023, January 18, 2023, and February 1, 2023, the Company reported assay results from the second phase of its 2022 drill program. Refer to '*Exploration and Development Activities*' for further discussion on the 2022 drill program.

On February 14, 2023, the Company reported gold assay results from the second phase of its 2022 drill program. Refer to '*Exploration and Development Activities*' for further discussion on the 2022 drill program.

On February 23, 2023, the Company announced preliminary results for metallurgical testing at Calico. Refer to '*Exploration and Development Activities*' for further discussion on the 2022 drill program.

On March 2, 2023, the Company published its maiden Environmental, Social and Governance ("ESG") Report for the year ended November 30, 2022.

On March 6, 2023, the Company reported its updated mineral resource estimate, declaring 110 million ounces silver in Measured and Indicated ("M&I"), 720,000 ounces silver in Inferred, and 70,000 ounces of gold in Inferred for its Waterloo Property. Refer to the "*Mineral Resource Estimate*" section of this MDA for further discussion.

On April 9, 2023, a total of 4,948,138 share purchase warrants bearing an exercise price of US\$0.20 expired unexercised.

On April 21, 2023, the Company announced that it had filed its NI 43-101 Technical Report for the Calico Silver Project Updated Mineral Resource Estimate. Refer to the "*Mineral Resource Estimate*" section of this MDA for further discussion.

On May 2, 2023, the Company announced its results from its barite flotation test work and quality analysis, completed as part of its 2022 Metallurgical Test Program for the Waterloo silver-barite deposit. Refer to the press release dated May 2, 2023, and titled "*Apollo Confirms High Quality Barite at Calico*" for further details.

On May 23, 2023, the Company announced that it had applied to the TSX-V to reprice and extend the expiry date of 35,266,667 common share purchase warrants (the "Warrants") outstanding which were to expire on July 8, 2023. The Company proposed to extend the Warrant expiry date from July 8, 2023, to July 8, 2026, and reprice the Warrant exercise price for the third, fourth and fifth year of the amended warrant term at \$0.79 (the "Amended Terms"). On July 4, 2023, the Company held a special meeting of Warrant holders whereby the Warrant holders approved the Amended Terms by extraordinary resolution. The Company received final acceptance of the Amended Terms from the TSX-V on July 4, 2023.

On June 15, 2023, the Company held its annual general and special meeting whereby five directors were elected to the board with two of its directors, Sean Bromley and Simon Clarke not standing for re-election.

EXPLORATION AND DEVELOPMENT ACTIVITIES

Calico Project, California, USA

The Calico Project, comprised of the Waterloo and Langtry properties, 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 of mineral title and approximately 6,000 m (19,685 feet (“ft”)) in mineralized strike length under Apollo control. The Calico Project hosts hot spring low-sulfidation epithermal-vein type and disseminated-style silver-barite and gold mineralization, which is open to depth and along strike. To date, Apollo has completed 9,843 m (32,293 ft) of reverse circulation (“RC”) drilling in 88 holes on the Calico Project, all on the Waterloo Property. Previous operators completed more than 42,000 m (138,094 ft) of drilling across 438 holes on the Calico Project. The total drilling completed to date on the Calico Project is now more than 51,800 m (170,000 ft) in 526 holes.

The Calico Project is situated approximately 201 kilometers (“km”) (125 miles) northeast of Los Angeles, California, approximately halfway between Los Angeles 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 2,946 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 2023 silver Mineral Resource Estimate (“MRE”) at Waterloo is wholly contained within the boundaries of private lands. The 2023 gold MRE is 95% contained within the boundaries of private lands with the remainder on public lands that are open for mineral entry. The MRE at Langtry is 99% contained within the boundaries of private lands.

Mineral Resource Estimate

On March 6, 2023, the Company announced an updated NI 43-101 Mineral Resource Estimate for the Calico Project, with an effective date of February 8, 2023, which was prepared by Derek Loveday, P.Geo., of Stantec Consulting Services Ltd., the Company’s independent qualified person (“QP”) (the “2023 MRE”). The 2023 MRE focused on upgrading and expanding the Waterloo resource estimate from that declared in the Company’s maiden mineral resource estimate in February 2022 (the “2022 MRE”). The most significant change in the 2023 MRE is the conversion of a substantial amount of silver (“Ag”) mineralization defined in the Waterloo deposit to a higher confidence mineral resource classification. The Waterloo resource now contains 110 million troy ounces (“Moz”) silver in 34.2 million tonnes (“Mt”) at an average grade of 100 grams per tonne (“g/t”) silver in the Measured and Indicated categories. The 2023 MRE also contains 0.72 Moz silver in 0.3 Mt at an average grade of 77 g/t silver in the Inferred category and 70,000 oz oxide gold contained in 4.5 Mt at an average grade of 0.50 g/t gold in the Inferred category. For Waterloo, the mineral resource extends to a maximum depth of ~183 m (600 ft) (increased from 125 m (410 ft)) and using conservative open pit optimization to determine reasonable prospects for economic extraction, the calculated waste to mineralization ratio for the silver resource is 1.1:1 for the silver resource and 2.1:1 for the gold resource. The Langtry deposit comprises 50 Moz silver in 19.3 Mt at an average grade of 81 g/t silver. This is unchanged from that defined in the 2022 MRE as no material exploration work or drilling was completed at Langtry since the 2022 MRE was declared. Please refer to Table 1 for the 2023 MRE results.

Silver and gold mineralization at Waterloo is shallow and silver in particular shows high continuity along the 1.8 km long strike length of the deposit. Silver mineralization is fine grained and hosted within an oxidized and variably silicified and baritized sandstones and siltstones of the mid-Miocene Barstow Formation. Mineralization is bedding controlled and characterized as low-temperature epithermal style of the hot-spring type. Silver is primarily disseminated throughout the broader sedimentary package with some high-angle structures hosting higher grades. Oxide gold mineralization, which underlies the silver mineralized stratigraphy, has been drilled over 1 km strike length and remains open in multiple directions. Gold is hosted in the basal Barstow tuff rich pebbly sandstone conglomerates that are in contact with the underlying tuff breccias and volcanoclastics of the Pickhandle Formation. Drilling in 2022 suggested that the Pickhandle Formation is also mineralized with gold to a depth of at least 40 m. Further work is required to understand the extent of gold mineralization at Waterloo.

Previously reported silver recoveries from bottle roll tests from the Company’s 2022 Metallurgical Test Program show up to 61% silver recovery using conventional cyanide leaching for ball mill fine grind material (P80 -45 µm) (see news release dated

February 23, 2023). Recovery of up to 72% was achieved using a fluoride-assisted leach and up to 80% from ultra-fine grinding (P100 -25 µm). Additionally, High Pressure Grinding Roll (“HPGR”) product (P80 -1.7 mm) showed a 50 to 100% increased silver recovery over conventional crushed material (P80 -6.3mm). Results were favourable and further metallurgical test work is planned. Further, previously reported preliminary cyanide solubility tests show gold recoveries ranging from 75% to 95% (see news release dated February 14, 2023).

The NI 43-101 technical report titled “*NI 43-101 Technical Report for the Mineral Resource Estimate of the Calico Silver Project, San Bernardino County, California, USA*” and dated April 20, 2023, was filed on SEDAR and the Company’s website, as announced in the press release dated April 21, 2023.

The Calico Project 2023 MRE (effective February 8, 2023) is as follows:

Table 1: Calico Project 2023 mineral resource estimate base case at 50 g/t silver and 0.30 g/t gold cut-off grades, effective February 8, 2023.

Deposit	Metal	Class	Imperial Units			Metric Units			Strip Ratio (t:t)	Contained Metal
			Volume Million (yd ³)	Tons Million (st)	Grade (oz/st)	Volume Million (m ³)	Tonnes Million (t)	Grade (g/t)		Million (oz)
Waterloo ¹	Silver	Measured	14.7	30.2	2.99	11.2	27.4	103	1.1	90
		Indicated	3.7	7.5	2.67	2.8	6.8	91		20
		Measured + Indicated	18.3	37.7	2.93	14.0	34.2	100	1.1	110
		Inferred	0.2	0.3	2.25	0.1	0.3	77	1.1	0.72
	Gold	Inferred	2.4	5.0	0.01	1.8	4.5	0.5	2.1	0.07
Langtry ²	Silver	Inferred	10.3	21.3	2.35	7.9	19.3	81	6.0	50

- Ounces reported as troy ounces.
- Base-case resource estimates reported in Table 1 above using 50 g/t silver and 0.30 g/t gold cut-off grades. Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) definitions are followed for classification of the Mineral Resource.
- For the Waterloo Property, cut-off grade was calculated using the following variables: surface mining operating costs (US\$2.75/st), processing costs (US\$20.00/st), general and administrative costs (US\$3/st), silver price (US\$23.50/oz), gold price (US\$1,800/oz), and metal recoveries (silver 65%, gold 80%). Resources reported in Table 1 are constrained to within a conceptual economic pit shell targeting mineralized blocks with a minimum of 50 ppm (50 g/t) silver and 0.3 ppm (0.30 g/t) gold. Specific gravity for the mineralized zone is fixed at 2.44 t/m³ (13.13 ft³/st). Silver grade was capped at 450 g/t and gold was capped at 2 g/t for the Waterloo estimate only.
- **Totals above in Table 1 may not represent the sum of the parts due to rounding.**
- ¹The 2023 MRE has been prepared by Derek Loveday, P. Geo., of Stantec Consulting Services Ltd., an independent Qualified Person, in cooperation with Mariea Kartick, P.Geo. (independent Qualified Person for drilling data QA/QC) and Eric Hill (PE, PMP), of Samuel Engineering Inc. (independent Qualified Person for metallurgical testing). The 2023 MRE was produced in conformance with 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.
- ²No drilling was completed on the Langtry Property since the declaration of the 2022 MRE and as such, the Inferred mineral resource announced February 9, 2022, for the Langtry Property remains unchanged and current. The 2022 MRE was prepared by Derek Loveday, P. Geo. of Stantec, an independent Qualified Person. Cut-off grade for the Langtry 2022 MRE was calculated using surface mining operating costs of US\$2.50/st, processing costs of US\$29.00/st, silver price of US\$23.00/oz and silver recovery of 80%. The Langtry resource is constrained to within a conceptual economic pit shell targeting mineralized blocks with a minimum of 50 ppm (50 g/t) silver.

Highlights of the 2023 MRE include:

- 110 Moz silver classified as M&I declared at Waterloo with an average grade of 100 g/t silver:
 - 81% (90 Moz) classified as Measured at 103 g/t silver average grade.
 - 95% of Inferred silver ounces have been converted to M&I.
- 51 Moz silver classified as Inferred:
 - 720,000 oz silver at Waterloo Property.
 - 50 Moz silver at Langtry Property.

- 70,000 oz Inferred oxide gold ounces added to metal inventory at Waterloo.
- Conservative base-case estimate uses 50 g/t silver cutoff grade (“COG”).
- Low strip ratio of 1.1:1 for Waterloo silver resource and 1.2:1 for oxide gold resource.
- Significant growth opportunities remain.

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 mining district, with lesser borax and barite mining. The district 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 1940. 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 Project, with most of the historical mining operations situated over a 12 square mile (31.1 km²) area northeast of the Calico Project. Five past-producing mines are located on the Calico Project: the Waterloo, Voca, Union and Burcham mines on the Waterloo Property, and the Langtry mine on the Langtry Property. All mines on the Calico Project produced silver as their primary commodity, with the exception of the Burcham mine, which produced gold and lead.

Geology of the Calico District and Calico Project

The central region of the Mojave Desert where the Calico Project occurs experienced widespread volcanism during late Oligocene-Early Miocene (24 to 19 million years) crustal extension which deposited the volcanic rocks of the Pickhandle Formation, which now form the Calico Mountains that host the Project. Between ~19 and 13 million years there was extensive non-marine sedimentation related to Basin and Range-type extensional faulting which resulted in the deposition of the Barstow Formation sediments. Later (~17.1 to 16.8 million years) volcanic rocks intruded and now sit unconformably on the Pickhandle and Barstow formations at the southern end of the Calico mountains. These intrusive rocks are interpreted to be the heat source and driver of the metal-carrying hydrothermal fluids associated with mineralization on the Project. Alteration of wall rocks in the silver mineralization at Waterloo for example, have been dated at ~17 Ma, contemporaneous with the emplacement of the late volcanics. The 19 to 17 million year window was clearly critical, with emplacement of late dacite domes, strong extension, rapid erosion, sedimentation, and silver-gold mineralization. This was followed by periods of further erosion and deformation, largely by regional strike-slip faulting and transpression along major northwest-striking dextral faults, such as the Calico Fault which bounds the silver mineralization on the Project to the west.

Silver and Gold Mineralization

Silver and gold mineralization on the Calico Project occurs primarily as bedding controlled disseminations and veinlet stockworks within the lower stratigraphic units of the sedimentary Barstow Formation (Miocene-aged). Silver mineralization occurs in horizons within the Barstow Formation that are stratigraphically higher than those hosting gold. Mineralization is interpreted to be low-temperature 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 receptive horizons in the Barstow Formation at a time when the sediments were unconsolidated. The timing of mineralization is believed to be around 17 Ma which corresponds with a period of late volcanism associated with waning subduction and extension in the region. In addition to the spatially extensive disseminated and stockwork style mineralization hosted on the Calico Project, the broader surrounding region hosts extensive silver mineralization occurring as discrete veins within the Miocene-aged Pickhandle formation volcanic rocks. Silver veins strike generally northwest and have similar mineralogy and paragenesis to that observed on the Calico Project. Silver-barite mineralization hosted within a gangue of jasperoid/chalcedony, iron and manganese oxides, sericite-adularia and lesser sulphides (rare pyrite). Silver commonly occurs as native silver, silver sulphides (supergene), silver salts (Cl, Br, I). All styles of near-surface silver mineralization are typically oxidized, and silver grade is enriched by supergene processes.

Gold mineralization is hosted in the rocks adjacent to the contact between in the lowermost stratigraphic horizon of the Barstow Formation at Waterloo (a tuff rich, pebbly, sand conglomerate), and the Upper Pickhandle Formation (lapilli tuff breccia). Gold mineralization occurs stratigraphically below silver mineralization at Waterloo and mineralization at and above 0.1 g/t gold extends continuously across more than 1,000 m strike length and up to 400 m width (see news release dated February 14, 2023). This mineralized horizon remains open along strike and to depth. Initial cyanide solubility tests show recoveries ranging from 75% to 95% confirming gold mineralization is oxidized and amenable to simple leaching (see news release dated February 14, 2023).

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 Silver USA Corp. (“Stronghold USA”) and Pan American Minerals Inc. (“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 drilling (201 rotary and three diamond drill holes), 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 successful permitting for an open-pit silver mine in the early 1980’s (the mining permits expired in 2003). For reasons unknown to Apollo, ASARCO put the Calico Project on care and maintenance.

Pan American acquired the Waterloo Property in 1994 and completed surface mapping, surface sampling, and drilling (55 RC and eight diamond drill holes) and internal resource estimates between 2008 and 2013. The drill programs were completed to validate historic ASARCO drilling, complete infill drilling, and sample 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 into 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 utilized data for 183 holes (23,465 m / 76,986 ft) for the 2022 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 its 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 2022 and 2021, the Company made non-refundable option payments of \$135,000 (US\$100,000) and \$128,930 (US\$100,000), respectively, to Strachan, under the terms of the Strachan Agreement.

As at May 31, 2023, a total of three non-refundable option payments of US\$100,000 have 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 2022 and 2021, the Company made non-refundable payments of \$33,750 (US\$25,000) and \$32,113 (US\$25,000), respectively, to Athena, under the terms of the Athena Agreement.

Exploration Activities at the Calico Project

Since acquiring the rights to explore the Waterloo and Langtry properties in July 2021, Apollo has completed the following exploration related activities at the Calico Project:

As part of the transaction to acquire the Calico Project, Apollo acquired historic geological and drilling data and materials from work completed by the previous operators. All historic drilling data from both Waterloo and Langtry was audited, validated and reviewed by an independent consulting group and later compiled into a comprehensive database by Apollo. Additionally, many historic documents were reviewed, and 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 induced polarization geophysical survey, which concluded in late January 2022. The survey was completed over both the Waterloo and Langtry properties. Final data was interpreted, and the interpretive results were used for geological interpretation and drill targeting.

In late 2021, the Company commenced a metallurgical test program which was designed by Jared Olsen, P.E., a professional metallurgist with McClelland Laboratory Inc., and Eric Hill, P.E., a professional metallurgist with Samuel Engineering Inc., and the Company’s independent QP for metallurgy, in cooperation with Derek Loveday, P.Geo., the Company’s independent Qualified Person for mineral resources, and the Company. The metallurgical test program is currently being conducted at McClelland.

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 was received and interpreted results were used for geological interpretation and drill targeting purposes.

On April 5, 2022, Apollo commenced its 2022 drill program at Calico which was completed in two phases (the “Drill Program”). Phase 1 was completed in July 2022, comprising a total of 44 holes and 5,021 metres (“m”) using RC drilling. Phase 2 of the drill program commenced on September 19, 2022, and was completed on November 12, 2022, comprising of 4,822 m in 44 RC drill holes. Apollo completed a total of 9,843 m (32,293 ft) of RC drilling on the Waterloo Property in 2022. No new drilling was completed on the Langtry Property.

The Drill Program was designed to achieve the following objectives:

- Complete infill drilling to further support upgrading the confidence of the 2022 MRE;

- Expand the 2022 MRE by adding additional high-grade silver ounces and quantifying possible by-products, such as barite and gold; and
- Further increase the confidence in the geological model.

During the first quarter of 2023, the Company's primary focus was finalizing work associated with the Drill Program. This work included completing final logging of drill chips, receiving final assays from the laboratory, validating the assays, and updating the geological model. Results of the work completed during the quarter were then used for the resource estimation work, the results of which were announced in the Company's press release dated March 6, 2023.

2022 Drill Program

Between April 6th and November 12th, 2022, Apollo completed an 88-hole, 9,843 m (32,293 ft) RC Drill Program on the Waterloo Property. The objective of the Drill Program was to upgrade the confidence in and expand the 2022 MRE (see news release dated February 9, 2022) by furthering the geologic understanding and controls on mineralization of the deposit via infill and marginal drilling. The Drill Program was completed in two phases. Phase 1 was completed between April 6 and July 3, 2022, and comprised 44 holes (5,021 m) of drilling. Phase 2 was completed between September 19, 2022, and November 12, 2022, where an additional 44 holes (4,822 m) were completed. Drilling was completed by Cooper Drilling LLC, of Monte Vista, Colorado.

The Drill Program was designed to achieve the following objectives:

- Complete infill drilling to further support upgrading the confidence of the 2022 MRE;
- Expand the 2022 MRE by adding additional high-grade silver ounces and quantifying possible by-products, such as barite and gold; and
- Further increase the confidence in the geological model.

To achieve the Drill Program objectives, the following were incorporated into the Drill Program design:

- Infill and twin hole drilling to ensure drill hole spacing was to a degree that aligned with upgrading the confidence of the Waterloo deposit to the Measured plus Indicated level of assurance;
- Drilling to depth below the base of the 2022 MRE to target new, deeper silver mineralization and expand the deposit with respect to silver;
- Exploration for gold mineralization previously identified in historical records to add gold to the updated resource; and
- Target key structural features that bound and/or dissect mineralization such as the Barstow-Pickhandle lithologic contact and key faults such as the Calico Fault.

Results and Key Findings

With the exception of barite, all the Drill Program objectives were achieved. Drilling assay results confirmed the continuity and predictability of near-surface silver mineralization, identified additional silver mineralization at depth below the 2022 MRE, and intersected modeled key structural features allowing for a more confident geologic model. Results consistently showed that the near-surface silver mineralization was coherent and consistent with the silver grades predicted by the 2022 MRE block model, illustrating the predictable nature of the silver mineralization. In addition to further validating and infilling the high-grade, thick, and continuous nature of the silver mineralization, the results have added considerably to the Company's understanding of the stratigraphy and controls on silver mineralization. Some notable results include 109 g/t silver over 109.0 m from surface (hole W22-RC-045) (see news release dated January 9, 2023); 197 g/t silver over 61.0 m from surface (hole W22-RC-075) see news release dated February 1, 2023); and 133 g/t silver over 129.0 m from 7.0 m depth down hole (hole W22-RC-043) (see news release dated December 1, 2022). All silver results are reported at a 50 g/t silver cutoff grade with no more than 4.5 m dilution. Notable gold intercepts include 0.790 g/t gold over 39.0 m from 109.0 m depth down hole (hole W22-RC-044) (see news release dated December 1, 2022); 0.391 g/t gold over 91.0 m from surface (hole W22-RC-080) and 0.613 g/t gold over 65.5 m from surface (hole W22-RC-081) (see news release dated February 14, 2023). All intercepts are reported as down hole lengths and not true widths unless otherwise stated. The data and information obtained from the Drill Program was critical to advancing the confidence in the 2023 MRE silver resource classification for Waterloo. Further, the gold mineralization at Waterloo has been confirmed to be present across more than 1,000 m strike length (see news release dated February 14, 2023) and gold has been included in the 2023 MRE resource at Waterloo.

Surface Rock Sampling

The Company completed two surface rock sampling programs in 2022, focused on the Burcham area, just south of the Waterloo silver resource area. The surface program was designed to follow up on historic work completed in this area between approximately 1940 and 1989, that showed gold mineralization occurring across a broad area with the basal Barstow Formation

sedimentary package. A total of 128 samples were collected and reported (see news releases dated September 14, 2022, and February 14, 2023). Sampling targeted historically and newly identified northwest and north-south oriented high-angle structures, structural intersections, surface mapped silicified rocks and bleached/brecciated fault gouge in the basal Barstow Formation siltstones, near the contact with the underlying Pickhandle Formation volcanics. Notable results reported from the surface sampling include 211 g/t Au, 7.14 g/t Au, 6.31 g/t Au, and 4.97 g/t Au. Gold mineralization occurs stratigraphically below silver mineralization at Waterloo, however, is exposed in the Burcham area at surface. Gold mineralization extends continuously across more than 1,000 m strike length and up to 400 m width (using a 0.1 g/t Au cutoff) as illustrated by 2022 drilling and surface rock sampling results and remains open along strike and to depth. Surface sampling, combined with results of drilling show that the basal stratigraphic horizon of the Lower Barstow Formation, and the upper horizon of the Pickhandle Formation volcanoclastics represents a significant gold-mineralized prospect.

Sample Preparation and Quality Assurance/Quality Control – 2022 Drill Program and Surface Rock Sampling

Drilling was undertaken by Cooper Drilling LLC, of Monte Vista, Colorado. RC chip samples were collected in 1.5 m lifts with 15 lb representative samples sent for analysis. Grab samples were collected in the field and a 2 kg representative sample was sent for analysis. Representative chip samples were also collected for logging purposes (lithology, alteration, mineralization), detailed photography and analysis by portable X-Ray Fluorescence. RC and rock grab samples are catalogued and securely stored in a warehouse facility in Barstow, California until they are ready for secure shipment to ALS Global-Geochemistry in Reno, Nevada (“ALS Reno”) for sample preparation and gold analysis. ALS Reno may selectively ship samples to other laboratories, such as ALS Global-Geochemistry in Carson City, Nevada (“ALS Carson City”) for preparation. After preparation, splits of prepared pulps are securely shipped to ALS Vancouver, British Columbia for multi-element analysis.

Samples were prepared at either ALS Reno, ALS Carson City, ALS Chihuahua of Mexico or ALS Chemex de México, S.A. de C.V., branch Quaratero, Mexico (Prep-31 package). All RC samples were analyzed for 48 elements via ICP-MS following a four-acid digestion with reportable ranges for silver of 0.01 to 100 ppm (method ME-MS61). Over-range samples analyzed for silver were re-submitted for analysis using a four-acid digestion and ICP-AES finish. When results were over 400 ppm silver, they were re-submitted for analysis by fire assay with a gravimetric finish. Gold was analyzed by fire assay with atomic absorption finish (method Au-AA26) with a reportable range of 0.01-100 ppm Au. All surface rock samples were submitted for gold analysis by fire assay (Au-AA26). All analyses were completed at ALS Vancouver except for gold by fire assay, which was completed at ALS Reno.

The Company maintains its own comprehensive QA/QC program to ensure best practices in sample preparation and analysis for samples. The QA/QC program includes the insertion and analysis of certified reference materials, commercial pulp blanks, preparation blanks, and field duplicates to the laboratories. Apollo’s QA/QC program includes ongoing auditing of all laboratory results from the laboratories. The Company’s Qualified Person is of the opinion that the sample preparation, analytical, and security procedures followed are sufficient and reliable. The Company is not aware of any drilling, sampling, recovery, or other factors that could materially affect the accuracy or reliability of the data reported herein.

Permitting

Apollo received its Temporary Use Permit in December 2021 from the San Bernardino County Land Use Department, authorising the then proposed 2022 drilling activities at the Waterloo Property. The permit was initially effective February 1, 2022, and was valid for one year with an option to renew annually for up to five years. The permit was successfully renewed as of February 3, 2023, and is currently in effect until February 4, 2024. The BLM determined that the Company’s use of unpatented claims to access its private land claims for drilling activities at Waterloo is casual in nature and does not require permits for access.

Drilling at Langtry has also been permitted, as the San Bernardino County Land Use Department approved the Company’s submission of its Temporary Use Permit application. The permit was initially effective May 23, 2022, and was valid for one year with an option to renew annually for up to five years. The permit was successfully renewed as of June 6, 2023, and is currently in effect until June 6, 2024. The BLM determined that the Company’s use of unpatented claims to access the Langtry private land claims for drilling activities is casual in nature and does not require permits for access.

Metallurgical Test Program

The Company’s metallurgical test program began in early 2022 (as reported in news release dated May 3, 2022). The objective was to assess and verify silver recovery using various comminution and extraction methods. Results would provide insight into possible processing methods and to compare results to historic work completed by previous operators in the 1960’s and 1970’s. The program used material from three diamond drill holes acquired as part of the acquisition of the Waterloo Property. A total of 2.7 tonnes of drilling material had been in storage at McClelland Laboratories Inc. (“McClelland”) in Sparks, Nevada, since 2013. The material comprised chips from 11 RC holes and crushed material from three PQ-diameter diamond drill holes (W-

0012, W-0013 and W-0014) that had been drilled by Pan American. In 2013, McClelland had begun the sample preparation process of the drill core as part of a metallurgical test program for Pan American, however, for reasons unknown, the program was terminated prior to completion. As such, no final report was produced as part of this work. This material had been securely stored at McClelland since that time and Apollo has confirmed the quality of the material and chain of custody as part of its due diligence procedures. Prior to crushing by McClelland, Pan American had logged the core (lithology, mineralogy, alteration, geotechnical) and had taken detailed core photos. Apollo determined that this data was of good quality and that the holes were geologically and mineralogically representative of the Waterloo deposit. Due to the oxidized nature of mineralization, confirmed with detailed mineralogical studies by SGS-Lakefield, it was determined this material remained useful for metallurgical test work.

The Company's metallurgical test program was designed by Jared Olsen, P.E., a professional metallurgist with McClelland and Eric Hill, P.E., a professional metallurgist with Samuel Engineering Inc., and the Company's independent QP for metallurgy, in cooperation with Derek Loveday and the Company. All processing and testing were performed at McClelland with the exception of processing for a high-pressure grinding roll ("HPGR") product which was produced by Kappes Cassidy and Associates in Reno, Nevada using a ThyssenKrupp Polycom (PILOTWAL HPGR) unit. The test program comprised direct agitation cyanidation (bottle roll) testing (using both a cyanide and a fluoride-assisted leach), ball mill work index, abrasion index, and column leach testing. The program was also designed to test barite flotation and to develop a barite recovery flowsheet followed up by ore grade barite analysis and quality testing. Parameters and results of historic testing were considered in the program design and final results will be compared to these. As of the Effective Date of the 2023 MRE (February 8, 2023), only the results of the bottle roll test work had been completed, assessed by the independent QP for metallurgy and reported (see news release dated February 23, 2023).

To assess gold recovery in a preliminary fashion, 66 samples from gold mineralized intercepts (0.100 g/t Au cutoff grade) from three 2022 RC drill holes were selected for cyanide solubility testing, all of which had been previously assayed using fire assay (see news releases dated June 29, 2022, and July 26, 2022).

To assess barite recovery and quality in a preliminary fashion, several bulk flotation tests were completed on Waterloo silver-barite mineralized material to produce a barite concentrate. The concentrate was sent to a laboratory certified by the American Petroleum Institute ("API") to test that the meet the API's quality specifications. Historical work by American Smelting and Refining Company ("ASARCO") identified the potential to produce a salable barite concentrate, so the 2022 Test Program aimed to reproduce and improve upon these results. All barite related processing was performed at McClelland Laboratories, Inc. ("McClelland") of Sparks, Nevada. Using 12 kg of composite 005, which had a calculated initial barite content of 18% (based on X-ray diffraction results) five tests were conducted to produce barite concentrates via flotation. Barite quality analysis was completed at SPL Inc., (formerly Ana-Lab Corp.) in Kilgore, Texas.

Testing and Results - Silver

Highlights of bottle roll tests (as reported in news release dated February 23, 2023) include:

- Up to 61% silver recovery using conventional cyanide leaching (bottle roll testing) for ball mill fine grind material (P₈₀ -45 µm). Recovery of up to 72% achieved using a fluoride-assisted leach.
- Up to 80% silver recovery from ultra-fine grinding (P₁₀₀ -25 µm) of the material.
- High Pressure Grinding Roll ("HPGR") product (P₈₀ -1.7 mm) showed a 50 to 100% percent increased silver recovery over conventional crushed material (P₈₀ -6.3mm).

Testing and Results - Gold

Highlights of bottle roll tests (as reported in news release dated February 14, 2023) include:

- preliminary testing for gold recoveries show a range of average recoveries of 75-95%; and
- gold recoveries confirm that gold mineralization is oxide in nature and is amenable to recovery by traditional cyanide leaching methods.

Testing and Results - Barite

Highlights of barite flotation and quality test results (as reported in news release dated May 2, 2023) include:

- Concentrate with up to 94.6% barite produced by flotation.
- Barite concentrate meets or exceeds the standards for chemical and physical specifications for drilling fluids for use in the petroleum industry as defined by the American Petroleum Institute ("API").

Sample Preparation and Quality Assurance/Quality Control – Metallurgical Test Program

Whole-core PQ-diameter diamond drill core used in the 2022 Test Program was collected by Pan American in 2012 and was drilled by Diversified Drilling, of Anaheim, CA. Core was logged (lithology, alteration, mineralization and geotechnical), photographed in detail by Pan American and crushed to -1.5 inch and -10 M by McClelland. The material has been securely stored by McClelland in Sparks, Nevada, since that time. In 2022, the -1.5 inch reject material was separated into 2 m intervals, each of which was coarsely crushed to ~38 mm before being thoroughly blended and split in half. One half was further crushed to -1.7 mm and a 250 g split was taken using a rotary-type splitter. The 250 g splits were pulverized to better than 90% passing 106 microns. McClelland maintains its own comprehensive guidelines to ensure best practices in sample preparation. For pre-testing interval assays, pulp samples were sent by McClelland by secure transport to ALS Global-Geochemistry in Reno, Nevada (“ALS Reno”) for analysis of 48 elements via ICP-MS following a four-acid digestion with reportable ranges for silver of 0.01 to 100 ppm (method ME-MS61). Over-range samples were re-submitted for analysis using a four-acid digestion and ICP-AES finish with a silver range of 1 to 1,500 ppm (method Ag-OG62) and by fire assay with a gravimetric finish using a 30 g nominal sample weight with reportable silver range of 5 to 10,000 ppm (method Ag-GRA21). Major elements were analyzed using fused-disc X-Ray Fluorescence (method ME-XRF26). Gold was analyzed by fire assay with atomic absorption finish (method Au-AA26) with a reportable range of 0.01 to 100 ppm Au. All analyses were completed at ALS Vancouver with the exception of gold by fire assay, which was completed at ALS Reno for the pre-testing interval assays. For bottle roll testing all heads and tails assays were performed by McClelland, an ISO 17025 certified facility, via AAS following a four-acid digestion with reportable ranges for silver of 1 to 200 ppm. Apollo’s independent QP for this metallurgy program is Eric Hill, P.E., of Samuel Engineering Inc.

For barite flotation work, one half split of each interval was crushed to -1.7 mm and a 250 g split was taken using a rotary-type splitter. The 250 g splits were pulverized to better than 90% passing 106 microns. Major elements, including BaO, were analyzed using fused-disc X-ray fluorescence (“XRF”) (method ME-XRF26) with analyses completed at ALS-Reno. Barite content of composite samples prior to flotation test work was calculated by McClelland based on XRF reported BaO content. Barite content of the composites was confirmed by X-ray diffraction analysis conducted by The Mineral Lab. Silver content in the barite concentrates was determined by McClelland using a four-acid digestion procedure with ICP-OES finish. McClelland maintains its own comprehensive guidelines to ensure best practices in sample preparation and is an ISO 17025 certified facility. API testing of barite concentrate was completed by SPL Inc. (“SPL”), of Kilgore Texas, an analytical testing laboratory providing testing for petroleum and related products analysis, among other services, since 1944. Results of testing by SPL meet the requirements of the Environmental Protection Agency’s National Environmental Laboratory Accreditation Conference. All sample shipments were under strict chain of custody documentation. The scientific and technical information as related to the barite flotation work was reviewed and approved by Jared Olson, P.E., Metallurgist and Vice President of Operations at McClelland Laboratories, Inc., and Cathy Fitzgerald, M.Sc., P.Ge., Apollo’s Vice President of Exploration and Resource Development for the Company. Mr. Olson and Ms. Fitzgerald are Qualified Persons as defined by the Canadian Securities Administrators National Instrument 43-101 Standards of Disclosure for Minerals Projects. Mr. Olson is a registered Professional Engineer in Nevada. Ms. Fitzgerald is a registered Professional Geoscientist in British Columbia, Canada.

Groundwater Assessment

On October 17, 2022, Apollo announced that it had commenced initial groundwater assessment work, which is designed to assess groundwater quality, depth, and well pumping capacity. The program is utilizing existing wells and includes the addition of a new monitoring well on the Waterloo Property, which was permitted by the County of San Bernardino.

In the late 1970s, a previous operator of the Waterloo Property, ASARCO, completed both a groundwater monitoring well and a pumping well on unpatented mill site claims. Apollo has determined that these wells are accessible and has commenced test work. ASARCO also completed a monitoring well on the Waterloo Property near the historic Burcham mine, approximately 800 m to the south of the Waterloo resource area. Apollo has determined that this monitoring well is sealed off and inaccessible and instead completed a new monitoring well in this same area to test groundwater near the Waterloo resource. At the Langtry Property, one groundwater monitoring well exists, and Apollo is working to determine if it is accessible and can be used for testing. Results of the initial groundwater assessment work showed that the groundwater at the Project is not potable and can be considered “briny.” The water exhibits arsenic, iron, sulphates and total dissolved solids in excess of drinking water standards. The depth to groundwater has not changed since approximately 1980: both old and new measurements show water depth in the flat region of the Project at approximately 91 m (300 ft) depth. The groundwater test work and drilling of the new monitoring well was executed by Desert Empire Drilling of Barstow, California.

News Releases with Supporting Technical Data

Refer to the following news releases, published on SEDAR, for additional technical data relating to the 2022 Drill Program, Metallurgical Test Program and Surface Rock Sampling:

- “*Calico Silver Project 2022 Drill Program Update: Drill Rig Mobilization to Commence March 29, 2022*” dated March 24, 2022
- “*Calico Silver Project 2022 Drill Program Update*” dated April 26, 2022
- “*New Assay Results Highlight High Grade and Excellent Silver Mineralization Continuity at Waterloo*” dated May 3, 2022
- “*Initial Assay Results from 2022 Drill Program at Calico Silver Project Show Broad, High-Grade Silver and Expanded Gold Horizon*” dated June 29, 2022
- “*Apollo Silver Reports New Assays from Calico: Results Continue to Validate Maiden Silver Resource Estimate and Expand Gold Target*” dated July 26, 2022
- “*Apollo Silver Reports New Assay Results from Calico 2022 Drill Program: Extends Silver Mineralization Beneath Current Resource Boundary*” dated August 23, 2022
- “*Apollo Announces Surface Sampling Results Further Extending Gold Mineralization at Calico*” dated September 14, 2022
- “*Apollo commences Phase 2 Drill Program at the Calico Silver Project*” dated September 20, 2022
- “*Apollo Provides Update on Phase 2 Drill Program at Calico Silver Project*” dated October 17, 2022
- “*Apollo Completes 2022 Drill Program at the Calico Silver Project*” dated November 16, 2022
- “*Apollo Reports First Assay Results from Phase 2 Drilling*” dated December 1, 2022
- “*Apollo Reports Further Assay Results from Phase 2 Drilling*” dated January 9, 2023
- “*Apollo Reports Highest Silver Grades to Date from the Calico Project*” dated January 18, 2023
- “*Apollo Reports Final Silver Intercepts from the Calico 2022 Drill Program*” dated February 1, 2023
- “*Apollo Defines Gold Mineralization over 1,000 metre Strike Length at Calico*” dated February 14, 2023
- “*Apollo Announces Preliminary Results for Metallurgical Testing, Showing Favorable Silver Recoveries for the Calico Project*” dated February 23, 2023
- “*Apollo Declares 110 Million Ounces Silver in Measured and Indicated Resource for Waterloo Property*” dated March 6, 2023
- “*Apollo Files N.I. 43-101 Technical Report for the Calico Silver Project Updated Mineral Resource Estimate*” dated April 21, 2023
- “*Apollo Confirms High Quality Barite at Calico*” dated May 2, 2023

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 km (8 miles). Drilling by previous operators totalled 19,162 metres (465 holes) across the land package, but depths did not extend below approximately 45 m. 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 km (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, volcanoclastics 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 m or more wide and of significant length 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.

On November 16, 2022, the Company announced that it had re-negotiated the terms of the AZ Silver District Option Agreement, resulting in all future option payment obligations being deferred by 12 months.

The amended 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, 2024 (originally due in January 2023);
- 4) US\$175,000 and US\$175,000 in common shares of Apollo on January 22, 2025 (originally due in January 2024);
- 5) US\$250,000 and US\$250,000 in common shares of Apollo on January 22, 2026 (originally due in January 2025);
- 6) US\$300,000 and US\$300,000 in common shares of Apollo on January 22, 2027 (originally due in January 2026).

Additional bonus payments, the dates of which were not amended, 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 \$125,450 (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. The next option payment is not due until January 22, 2024.

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 is expected to 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;
- 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 and rock sampling program to further understand structural controls on mineralization and identify possible targets for future testing. Mapping and sampling were completed mid-April 2022, and a comprehensive property scale geologic map was produced. The mapping program expanded the surface footprint of several mineralized breccias and identified new silver mineralized veins up to 300 metres west of the East Vein system. A total of 45 surface grab and chip rock samples were collected during the program, the results of which align with historic data and identified zones of mineralization.

Qualified Persons and Technical Information

The independent QP’s responsible for the Calico Silver Project 2023 MRE and the associated NI 43-101 technical report are: Derek Loveday, P.Geo., of Stantec Consulting Ltd. (“Stantec”), Mariea Kartick, P.Geo., of Stantec and Eric Hill, P.E., of Samuel Engineering Services. Mr. Loveday is a Professional Geoscientist, registered in Alberta, Canada, is independent of the Company and is responsible for resource estimation work. Ms. Kartick is a Professional Geoscientist, registered in Ontario, Canada, is

independent of the Company and is responsible for drilling data quality assurance/quality control. Mr. Hill is a Professional Engineer in the U.S., is independent of the Company and was responsible for planning and oversight of the metallurgical test work. Further, barite flotation test results were reviewed and approved by Jared Olson, P.E., Metallurgist and Vice President of Operations at McClelland Laboratories, Inc., and Cathy Fitzgerald, M.Sc., P.Geo., Apollo’s Vice President of Exploration and Resource Development for the Company. Mr. Olson is a registered Professional Engineer in Nevada. Ms. Fitzgerald is a registered Professional Geoscientist in British Columbia, Canada.

The scientific and technical information in this MD&A pertaining to the Calico Project and AZ Silver District Project has been reviewed, verified and approved by Cathy Fitzgerald, M.Sc., 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 and is not independent of the Company.

EXPLORATION AND EVALUATION EXPENDITURES

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

	Calico Project		AZ Silver Project		Other		Total	
	Three months ended May 31,		Three months ended May 31,		Three months ended May 31,		Three months ended May 31,	
	2023	2022	2023	2022	2023	2022	2023	2022
Salaries	\$ 117,041	\$ 185,737	\$ 1,458	\$ 4,972	\$ 62,613	\$ -	\$ 181,112	\$ 190,709
Share-based payments	-	-	-	-	17,002	140,120	17,002	140,120
Drilling	-	1,525,079	-	-	-	-	-	1,525,079
Lab, assay & metallurgy	30,097	121,318	-	-	-	-	30,097	121,318
Permits, fees and licences	170,455	161,691	8,158	2	-	-	178,613	161,693
Geophysics	-	74,056	-	-	-	-	-	74,056
Exploration & geology	-	17,838	-	52,956	-	-	-	70,794
Resource development & technical reports	87,434	82,737	-	-	-	-	87,434	82,737
Community	14,445	19,338	-	-	-	-	14,445	19,338
Professional fees	-	43,218	-	8,717	-	-	-	51,935
Operations, health & safety	31,187	75,949	-	-	-	-	31,187	75,949
Other project evaluation	-	-	-	-	46,265	-	46,265	-
Travel	-	31,501	-	-	-	-	-	31,501
Other	12,651	18,279	-	-	997	-	13,648	18,279
E&E expenditures	\$ 463,310	\$ 2,356,741	\$ 9,616	\$ 66,647	\$ 126,877	\$ 140,120	\$ 599,803	\$ 2,563,508

	Calico Project		AZ Silver Project		Other		Total	
	Six months ended May 31,		Six months ended May 31,		Six months ended May 31,		Six months ended May 31,	
	2023	2022	2023	2022	2023	2022	2023	2022
Salaries	\$ 304,363	\$ 305,252	\$ 1,458	\$ 14,222	\$ 62,613	\$ -	\$ 368,434	\$ 319,474
Share-based payments	-	-	-	-	44,409	244,726	44,409	244,726
Drilling	24,485	1,530,806	-	-	-	-	24,485	1,530,806
Lab, assay & metallurgy	357,222	126,452	-	-	-	-	357,222	126,452
Permits, fees and licences	331,527	231,864	8,157	8,082	-	-	339,684	239,946
Geophysics	-	460,902	-	-	-	-	-	460,902
Exploration & geology	14,690	116,014	-	61,156	-	-	14,690	177,170
Resource development & technical reports	190,597	170,429	-	-	-	-	190,597	170,429
Community	49,811	45,689	-	-	-	-	49,811	45,689
Professional fees	3,350	68,939	-	19,290	-	-	3,350	88,229
Operations, health & safety	56,103	97,772	-	-	-	-	56,103	97,772
Other project evaluation	-	-	-	-	60,022	-	60,022	-
Travel	-	64,324	-	-	-	-	-	64,324
Other	31,149	22,616	-	5,907	997	-	32,146	28,523
E&E expenditures	\$ 1,363,296	\$ 3,241,059	\$ 9,616	\$ 108,657	\$ 168,041	\$ 244,726	\$ 1,540,953	\$ 3,594,442

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table provides selected financial information for the eight fiscal quarters ended May 31, 2023:

	May 31, 2023		February 28, 2023		November 30, 2022		August 31, 2022	
Revenue	\$	-	\$	-	\$	-	\$	-
Exploration and evaluation expenditures	\$	599,803	\$	941,150	\$	2,756,764	\$	2,475,808
Other operating expenses	\$	745,828	\$	624,327	\$	709,739	\$	655,539
Loss (gain) on foreign exchange	\$	7,237	\$	(27,978)	\$	(9,413)	\$	(115,637)
Other (income) expense	\$	(95,266)	\$	(172,967)	\$	(57,473)	\$	(909,269)
Net loss	\$	1,257,602	\$	1,364,532	\$	3,399,617	\$	2,106,441
Loss per share - basic and diluted	\$	(0.01)	\$	(0.01)	\$	(0.02)	\$	(0.01)
Total assets	\$	88,846,586	\$	91,638,241	\$	92,898,861	\$	94,079,838
Total liabilities	\$	367,209	\$	1,925,676	\$	2,471,835	\$	2,681,877
Shareholders' equity	\$	88,479,377	\$	89,712,565	\$	90,427,026	\$	91,397,961

	May 31, 2022		February 28, 2022		November 30, 2021		August 31, 2021	
Revenue	\$	-	\$	-	\$	-	\$	-
Exploration and evaluation expenditures	\$	2,563,508	\$	1,030,934	\$	796,967	\$	389,794
Other operating expenses	\$	791,374	\$	1,467,315	\$	1,428,512	\$	1,478,569
Loss (gain) on foreign exchange	\$	10,769	\$	(33,644)	\$	(5,263)	\$	(149,784)
Other (income) expense	\$	(850,516)	\$	123,002	\$	(748,109)	\$	(1,018,080)
Net loss	\$	2,515,135	\$	2,587,607	\$	1,472,107	\$	700,499
Loss per share - basic and diluted	\$	(0.01)	\$	(0.02)	\$	(0.01)	\$	(0.01)
Total assets	\$	93,274,758	\$	92,699,469	\$	95,203,285	\$	95,426,012
Total liabilities	\$	2,658,745	\$	2,475,161	\$	2,717,707	\$	3,567,363
Shareholders' equity	\$	90,616,013	\$	90,224,308	\$	92,485,578	\$	91,858,649

The Company is a mineral exploration and development company and does not currently generate operating revenue. 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, corporate activities and E&E activities, period-over-period.

E&E expenditures initially increased during the quarter ended August 31, 2021, as the Company had completed a financing and acquired its current portfolio of E&E assets. E&E expenditures then began increasing steadily in each of the quarters ended November 30, 2021, February 28, 2022, and May 31, 2022, until leveling off and remaining relatively consistent throughout the second half of 2022 at which point it completed its 2022 drill program. This initial increase occurred as Apollo had acquired a 100% interest in the Waterloo Property, as well as exclusive rights to explore and acquire the Langtry Property and AZ Silver District Project. Shortly after acquiring these properties, the Company began conducting E&E activities, which have continued through to the current date. The initial increase in E&E expenditures related primarily to the addition of exploration technical staff and geological consultants, plus payments relating to permitting, licences and land tenure fees. Professional fees, travel and general operational costs also increased to support the increase in exploration activity. Since that time, the scope of work has increased significantly, as the Company commenced and completed a significant exploration work program in 2022. Geophysical surveys commenced in the quarter ended November 30, 2021, and concluded during the first quarter of 2022. Preparation for the first phase of the 2022 drill program then began in the quarter ended February 28, 2022, and costs began to increase significantly when drilling commenced in early April 2022 through to mid-July 2022 when drilling was paused due to extreme heat in the desert environment. The amount of drilling activity was consistent in the second and third quarters of 2022, which resulted in exploration expenditures remaining consistent in the quarter ended August 31, 2022. After the short summer break, the second phase of the 2022 drill program commenced in September and wrapped up shortly before the end of the Company's year-end, November 30, 2022. As a result, similar rates of drilling activity occurred over the final nine months of 2022, which resulted in exploration expenditures remaining relatively consistent in those periods. In the quarter ended February 28, 2023, the Company's exploration expenditure comprised of wrapping up its 2022 drill program, which primarily consisted of final logging of drill data and assaying. The second half of the first quarter was then focused on the updated 2023 MRE for the Waterloo Property. In the second quarter of 2023, the Company completed the 2023 MRE and released the associated N.I. 43-101 Technical Report.

Other operating expenses fluctuate primarily based on changes in the Company's corporate administrative activities. Other operating expenses for the quarter ended May 31, 2023, are relatively consistent with the previous quarter's ended February 28, 2023, November 30, 2022, and August 31, 2022, after having decreased significantly in the quarter ended May 31, 2022. Other operating expenses initially increased significantly in the quarter ended August 31, 2021, and was primarily related to the acquisition of the Waterloo, Langtry and AZ Silver District properties in the United States and the resulting increase in operational activities of the Company, as well as significant share-based payment expenses recognized relating to a grant that occurred in July 2021. Other operating expenses remained consistent over the quarters ended November 30, 2021, and February 28, 2022, as the Company incurred salary and consulting fees, professional fees, and marketing and investor relations costs which were intended to increase investor awareness of the Company. Other operating expenses then decreased in the quarter ended May 31, 2022, as the Company incurred significantly less marketing expenditures due to the termination of a marketing agreement in late February 2022, while all other expenditures have then remained relatively consistent through to the end of February 28, 2023. In May 2023, certain expenditures began to decrease, including salaries & benefits, office admin, IR costs but were offset by an increase in business development costs as the Company continued to evaluate potential opportunities.

Other (income) expense is not consistent period-to-period. Other income in the current quarter primarily related to interest income received on the Company's short-term investments. Over the previous seven quarters, other income primarily related to the period-end fair valuation 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, which was initially recognized in the quarter ended August 31, 2021. In the five quarters ended February 28, 2023, the net gains relating to the fair value revaluation of the warrant liability were in addition to interest income earned on the Company's short-term investments. 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 from the write-off of an uncollectable receivable arising after terminating a marketing agreement in February 2022, resulting in a net expense for that period.

Total assets initially increased in the quarter ended August 31, 2021, as the Company completed the brokered private placement, raising gross proceeds of \$52.9 million of which a significant portion was used to fund the acquisition of the Waterloo Property. Total assets in the preceding quarters had been relatively consistent as the Company had been relatively inactive and was preserving its cash. After initially increasing in the quarter ended August 31, 2021, 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 then decreased in the quarter ended February 28, 2022, as the Company incurred additional corporate administration and significant exploration expenditures (i.e., reduction of cash) and also recorded a foreign exchange loss on its E&E assets. In the quarter ended May 31, 2022, total assets increased as a significant amount of warrants were exercised, offsetting the cash expenditures, resulting in a net increase of cash in the period. In the quarter ended August 31, 2022, total assets increased due to foreign exchange gains on its E&E assets, which were offset by cash used for operating activities. In the quarters ended November 30, 2022, February 28, 2023, and May 31, 2023, total assets decreased as significant amounts of working capital was used to support exploration activities at Calico, as well as and general & administrative costs for the Company, which was slightly offset by a foreign exchange gain on its E&E assets.

Total liabilities initially increased significantly in the quarter ended August 31, 2021, as the Company closed an acquisition, recognizing significant outstanding payables owing by the acquired entity, and a warrant liability. The warrants assumed in the transaction are classified as a derivative liability and recorded as a non-current liability in the statement of financial position. Liabilities decreased in the subsequent quarters ended November 30, 2021, and February 28, 2022, largely due to the fair value of the warrant liability decreasing each quarter, and the Company carrying fewer outstanding payables. In the quarters ended May 31, 2022, August 31, 2022, and November 30, 2022, liabilities again increased as the decreasing warrant liability was offset by an increase in payables and accrued liabilities relating primarily to the timing of receiving and settling the invoices relating to RC drilling activities at Calico. Liabilities decreased in the quarter ended February 28, 2023, but remained higher as the final invoice from the RC drilling contractor had not yet been received. This invoice was received and paid in April 2023, resulting in the significant decrease in the quarter ended May 31, 2023.

Shareholders' equity decreased in the quarters ended May 31, 2023, February 28, 2023, and November 30, 2022, after increasing in the quarters ended August 31, 2022, and May 31, 2022. The initial significant increase in the quarter ended August 31, 2021, related to the Company issuing shares upon closing of a non-brokered private placement and subsequent acquisition of Stronghold. As the Company is an exploration company and generates no revenues, general expectations are that shareholders' equity will decrease from quarter-to-quarter, other than times where there are financing activities, such as equity placements and the exercise of share purchase warrants, or foreign exchange gains on any foreign currency denominated assets. The increases in the quarters ended August 31, 2022, and May 31, 2022, were due to the Company's losses for the quarters having been offset by a significant foreign exchange gain on its E&E assets in August 2022, and the exercise of warrants in April 2022.

RESULTS OF OPERATIONS

	Three months ended May 31,		Six months ended May 31,	
	2023	2022	2023	2022
Exploration and evaluation expenses	\$ 599,803	\$ 2,563,508	\$ 1,540,953	\$ 3,594,442
Administrative expenses	709,732	758,471	1,298,092	2,196,901
Depreciation	36,096	32,903	72,063	61,788
Fair value adjustment on warrant liability	(7,147)	(838,458)	(119,934)	(1,299,177)
Loss (gain) on foreign exchange	7,237	10,769	(20,741)	(22,875)
Interest expense	7,548	10,147	15,822	17,553
Other income	(95,667)	(22,205)	(172,748)	(27,882)
Other expense	-	-	8,627	581,992
Net loss for the period	\$ 1,257,602	\$ 2,515,135	\$ 2,622,134	\$ 5,102,742

Second Quarter Results – Three months ended May 31, 2023 (“Q2 2023”) compared to the three months ended May 31, 2022 (“Q2 2022”)*Exploration and evaluation expenditures*

In Q2 2023, E&E expenditures decreased by approximately \$1.96 million compared to the comparative period, as E&E activities executed by the Company were not consistent in each period. E&E expenses in Q2 2023 primarily related to salaries and benefits for the Company’s exploration/technical staff, ongoing maintenance costs (including permits, property taxes and fees) for the Calico and AZ Silver District Project, costs of completing the updated 2023 MRE and associated Technical Report, and other project evaluation costs. In Q2 2022, while the activities were similar (including publishing an MRE), the Company also completed ground and airborne geophysical surveys and commenced its 2022 drill program, which contributed to the significant difference in costs between the two periods. In Q2 2023, there are also significant decreases in lab, assay & metallurgy costs, and exploration & geology. Lab costs have decreased as only a small amount of work remained to be completed in the Q2 2023, whereas in Q2 2022, there were significant amounts of RC drill chips to analyze. Exploration & geology also decreased as the Company’s exploration staff and consultants prior focus was the mineral resource update and other project evaluation.

Administrative expenditures

During Q2 2023, administrative expenditures remained relatively consistent compared to Q2 2022, decreasing by approximately \$49,000. The decrease is primarily due to a \$223,000 decrease in share-based payments, a \$24,000 decrease in salaries and benefits, offset by increases of \$42,000 in marketing and investor relations and a \$173,000 increase in business development costs. All other costs remained relatively consistent, with only marginal variances in the current quarter.

Share-based payments are typically not consistent from period-to-period. On the date of the grant, the fair value of the underlying options is estimated and amortized consistent with the vesting patterns of each option. While there were significant grants in the second half of both 2022 and 2021, the estimated fair value of the 2021 grant was significantly higher, primarily due to the Company’s share price at the time and the shorter vesting period. Both factors resulted in the share-based payments expense recognized in Q2 2023 being significantly lower than in Q2 2022.

The increase of marketing and investor relations fees in Q2 2023 compared to Q2 2022 is primarily due to marketing agreements in place in Q2 2023 that were not in place during Q2 2022, as well as attendance at certain conferences.

Salaries and benefits have decreased as certain employees, including officers time has been shared (resulting in a recovery of costs) with other third-party companies.

Business development costs increased significantly as the Company has been actively looking at potential opportunities for continued development and growth of Apollo.

Fair value adjustment on warrant liability

In Q2 2023, the Company recorded a \$7,000 gain relating to the fair valuation adjustment of its warrant liability upon de-recognition on April 9, 2023, the date of expiry. A gain of \$838,000 was recorded in the comparative period.

Loss on foreign exchange

The Company continues to incur foreign exchange gains and losses on its foreign cash and payables. As a result, it recorded a loss of approximately \$7,000 in Q2 2023 compared to a loss of approximately \$11,000 in Q2 2022.

Other income

Other income in Q2 2023 consists primarily of interest income earned on its short-term, fully redeemable investments, while other income in the comparative period is primarily from the write-off of forgiven payables.

Year-to-Date Results – Six months ended May 31, 2023 (“YTD 2023”) compared to the six months ended May 31, 2022 (“YTD 2022”)

Exploration and evaluation expenditures

In YTD 2023, E&E expenditures decreased by approximately \$2.1 million compared to the YTD 2022 as E&E activities executed by the Company were not consistent in each period. E&E expenses in YTD 2023 primarily related to wrapping up the 2022 drill program, completing remaining assays and metallurgical testing, delivering the updated 2023 MRE for Waterloo, and finalizing the 43-101 Technical Report. In YTD 2022, the primary activities related to completing ground and airborne geophysical surveys as well as commencing the first phase of the 2022 drill program. Despite the decrease in YTD 2023 expenditures, there were increases to salaries and benefits, assaying, permits, fees, licences and taxes, and project evaluation. Salaries and benefits increased in the current period due to differences in headcount during the period as certain exploration staff were hired partway through YTD 2022. Assaying costs in YTD 2023 are much higher than YTD 2022 as assay work lags behind drilling. Drilling commenced in YTD 2022, and concluded in November, immediately before the Company’s fiscal year-end. This lag in timing between drilling and assaying resulted in most samples being assayed during YTD 2023. Permits, fees, licences and taxes increased primarily due to the timing of property tax payments. Project evaluation costs increased during the period as the Company evaluated potential opportunities. These increases were offset by decreases to share based payments, exploration & geology, and travel, as the primary activities of the Canadian based exploration staff and consultants were desktop-based as they focused on completing the 2023 MRE.

Administrative expenditures

During YTD 2023, administrative expenditures decreased by approximately \$899,000. The decrease is primarily due to a \$22,000 decrease in salaries and benefits, a \$637,000 decrease in share-based payments, a \$310,000 decrease in marketing and investor relations, a \$55,000 decrease in professional fees, and a decrease in transfer agent and filing fees of \$24,000, offset by an increase in business development costs by \$167,000. All other costs such as director fees, office and administration, insurance, travel and other remained relatively consistent, with only marginal increases in YTD 2023.

Salaries and benefits have decreased as certain employees, including some officers’ time has been shared (resulting in a recovery of costs) with other third-party companies.

Share-based payments are typically not consistent from period-to-period. On the date of the grant, the fair value of the underlying options is estimated and amortized consistent with the vesting patterns of each option. While there were significant grants in the second half of both 2022 and 2021, the estimated fair value of the 2021 grant was significantly higher, primarily due to the Company’s share price at the time and the shorter vesting period. Both factors resulted in the share-based payments expense recognized in YTD 2023 being significantly lower than in YTD 2022.

The significant decrease of marketing and investor relations fees in YTD 2023 compared to YTD 2022 is primarily due to a marketing agreement that was signed in July 2021 and terminated at the end of Q1 2022. Since terminating the marketing agreement, the Company did not enter into any new agreements of similar magnitude.

Professional fees, transfer agent and filings fees all decreased significantly in YTD 2023 due to a significant decrease in corporate activities during the period.

Business development costs increased significantly as the Company has been actively looking at potential opportunities for continued development and growth of Apollo.

Fair value adjustment on warrant liability

In YTD 2023, the Company recorded a \$120,000 gain relating to the fair valuation adjustment of its warrant liability upon de-recognition on April 9, 2023, the date of expiry. A gain of \$1.3 million was recorded in the comparative period.

Gain on foreign exchange

The Company continues to incur foreign exchange gains and losses on its foreign cash and payables. The Company recorded a gain of approximately \$21,000 in YTD 2023 compared to approximately \$23,000 in YTD 2022.

Other income

Other income in YTD 2023 consists primarily of interest income earned on its short-term, fully redeemable investments, while other income in the comparative period is primarily from the write-off of forgiven payables.

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, it may be insufficient to finance all currently proposed, planned or anticipated general and administrative and exploration, evaluation and resource development program activities, and the Company could have to seek additional financing in order to further fully evaluate its projects, or modify its planned programs as appropriate. 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 quarter ended May 31, 2023, the Company did not issue any common shares.

During the year ended November 30, 2022, the Company issued a total 11,645,822 common shares for net proceeds of \$2.86 million. A total of 11,442,500 share purchase warrants were exercised, resulting in the issuance of 11,442,500 common shares for gross proceeds of approximately \$2.86 million. 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. A total of 9,446,415 share purchase warrants with a weighted average exercise price of \$0.64 expired in April, May, and August 2022.

As at May 31, 2023, the Company believed that it had adequate resources to maintain its minimum near-term obligations, including general corporate activities and planned exploration expenditures, based on its cash position, its ability to modify planned activities or exploration programs, and ability to pursue additional sources of financing, including further equity placements.

Cash Flow Summary

	Six months ended May 31,	
	2023	2022
Cash and cash equivalents, beginning of period	\$ 9,362,409	\$ 15,746,122
Cash used in operating activities	(4,513,910)	(3,643,020)
Cash used in investing activities	(172,393)	(446,174)
Cash (used in) from financing activities	(58,136)	2,810,494
Effect of changes in foreign exchange rates on cash and cash equivalents	12,611	(11,249)
Cash and cash equivalents, end of period	\$ 4,630,581	\$ 14,456,173

Cash flows used in operations for the six months ended May 31, 2023, totaled approximately \$4.5 million, compared to approximately \$3.6 million in the comparative period in 2022. This increase in cash used in operations relates primarily to the settlement of a large payables balance that existed at the beginning of 2023 after the conclusion of the 2022 drill program, while the comparative period was lower as the 2022 drill program had just commenced and amounts payable were accruing and not yet paid.

Cash flows used in investing activities for the six months ended May 31, 2023, totaled approximately \$172,000, compared to \$446,000 in the comparative period in 2022. In the current period, cash flows used in investing primarily relates to option payments for the Langtry Property, whereas, in the comparative quarter, cash flows also included an option payment for the AZ Silver District Project and the purchase of equipment. After amending the AZ Silver District Project Option Agreement in November 2022, all future option payments were deferred one year, and the payment originally due in January 2023 is not due until January 2024.

During the six months ended May 31, 2023, Apollo's cash flows from financing activities was an outflow of approximately \$58,000, which primarily related to its lease liabilities. In the comparative period, there is a net cash in-flow of approximately \$2.81 million, which is primarily due to approximately 11,442,500 share purchase warrants that were exercised, resulting in the issuance of 11,442,500 common shares for gross proceeds of approximately \$2.86 million, and were offset by payments relating to its lease liabilities.

The following table represents the net capital of the Company:

	May 31, 2023	November 30, 2022
Shareholders' equity	\$ 88,479,377	\$ 90,414,553

The Company uses net shareholders' equity to monitor leverage. The decrease in capital during the three and six months ended May 31, 2023, is primarily due to the expenditure incurred during the period, offset by foreign exchange gains on its US dollar denominated E&E assets.

Working Capital

The Company has working capital of approximately \$4.64 million at May 31, 2023, compared to approximately \$7.41 million as at November 30, 2022, representing a decrease of approximately \$2.77 million. The decrease in working capital is comprised of a decrease in current assets and current liabilities of approximately \$4.74 million and \$1.97 million, respectively.

The net decrease to working capital primarily relates to the Company's use of cash to settle the significant amount of current liabilities that existed as at November 30, 2022, general corporate purposes and 2023 exploration activities, which comprised of assaying results from the 2022 drill program, preparation of the updated 2023 MRE and ongoing property maintenance costs. Approximately \$4.51 million of cash was used to fund operating activities while a further \$172,000 and \$58,000 were applied towards property option payments and the acquisition of equipment, and the Company's lease liabilities, respectively.

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 and six months ended May 31, 2023, 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 July 28, 2023, the Company had the following issued and outstanding:

- 174,460,395 common shares.
- 35,266,667 share purchase warrants, which are exercisable to purchase a total of 35,266,667 common shares of the Company at a weighted average exercise price of \$0.79.
- 11,600,000 stock options with a weighted average exercise price of \$0.48. Each stock option is exercisable to purchase one common share of the Company at prices ranging from \$0.125 to \$0.86.

RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed. During the three and six months ended May 31, 2023, and 2022, the Company did not have any transactions with related parties, other than payments made to its key management personal as discussed below.

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 and six months ended May 31, 2023, and 2022, were as follows:

	Three months ended May 31,		Six months ended May 31,	
	2023	2022	2023	2022
Salaries, benefits and consulting fees	\$ 218,859	\$ 240,037	\$ 460,231	\$ 464,653
Director fees	82,207	74,314	164,195	155,000
Share-based payments (i)	33,073	224,604	65,427	629,574
Total key management compensation	\$ 334,139	\$ 538,955	\$ 689,853	\$ 1,249,227

(i) Share-based payments represent the fair value of the stock-options granted to key management personnel that were recognized in the consolidated statements of loss and comprehensive loss in the three and six months ended May 31, 2023, and 2022.

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 or fair value through other comprehensive income.

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

	May 31,	November 30,
	2023	2022
Financial assets		
Cash and cash equivalents	\$ 4,630,581	\$ 9,362,409
Receivables	42,259	13,842
Deposits	32,212	99,464
Total financial assets	\$ 4,705,052	\$ 9,475,715
Financial liabilities		
Accounts payable and accrued liabilities	\$ 165,881	\$ 2,121,026
Warrant liability	-	119,934
Total financial liabilities	\$ 165,881	\$ 2,240,960

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 and cash equivalents are carried at fair value using a level 1 fair value measurement and the receivables, deposits 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 consist of a receivable from a third party and a GST receivable for input tax credits from the Government of Canada. The Company has been successful in recovering its receivables, including its 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 May 31, 2023, the Company had a cash balance of approximately \$4.63 million (November 30, 2022 - \$9.36 million) to settle current liabilities of approximately \$242,000 (November 30, 2022 - \$2.21 million) which Management forecasts to be adequate to meet its obligations for the next 12 months. All 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 certain planned expenditures for the upcoming year, the Company will continue forecasting its cash flows to maintain liquidity and investigate opportunities to secure further financing through transactions such as equity placements, debt or joint venture arrangements, when 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 May 31, 2023, the Company held approximately \$4.5 million 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 cash equivalents 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 May 31, 2023.

(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 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 May 31, 2023. 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 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, by nature, are speculative. Companies in this industry are subject to many and varied kinds of risks, including but not limited to; environmental, fluctuating commodity prices, social, political, financial and economics. 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 risk factors disclosed in the “Risks and Uncertainties” section of the Company’s MD&A for the year ended November 30, 2022, 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, 2022, 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 future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.