



(formerly Columbus Gold Corp.)

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Canada**

**Management's Discussion and Analysis
(Unaudited)**

**Three Months Ended
December 31, 2020**

(Stated in Canadian Dollars)

Dated February 11, 2021

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Orea Mining Corp. (formerly Columbus Gold Corp.)



Management's Discussion and Analysis

For the Three Months Ended, December 31, 2020

(Expressed in thousands of Canadian Dollars, except per share amounts or where noted - Unaudited)

This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Orea Mining Corp. (the "Company" or "Orea") and its subsidiaries' performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended September 30, 2020, and the accompanying unaudited condensed interim consolidated financial statements for the interim period ended December 31, 2020, both of which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All figures in this MD&A are expressed in thousands of Canadian Dollars except for the section under "Bankable Feasibility Study", per share amounts, or where noted. References to "US\$" are to thousands of US Dollars and COP are to thousands of Colombian Pesos. "This quarter" or "current quarter" means the three-month period ended December 31, 2020. The information contained in this MD&A is current to February 11, 2021.

Forward Looking Information

This MD&A contains "forward-looking information and statements" that are subject to risk factors set out under the caption *Caution regarding forward looking statements* later in this document. The reader is cautioned not to place undue reliance on forward-looking statements.

Profile and Strategy

The Company was incorporated on May 14, 2003 under the laws of the Province of Saskatchewan, Canada and continued in British Columbia, Canada on December 29, 2003. On May 14, 2020, the Company changed its name from Columbus Gold Corp. to Orea Mining Corp. The Company is listed on the Toronto Stock Exchange (the "TSX") under the trading symbol "OREA" also on the OTCQX International under the trading symbol "OREAF".

The Company's principal business activities are the acquisition, exploration and development of resource properties, with gold as a principal focus. The Company maintains active generative (prospecting) and evaluation programs and, as a key element of its strategy, broadens exposure, diversifies funding sources and minimizes risk through joint ventures on selected projects.

The Company's financial condition is affected by general market conditions and conditions specific to the mining industry. These conditions include, but are not limited to, the price of gold and accessibility of debt or equity.

Overall Performance and Outlook

The following highlights the Company's overall performance for the three month ended December 31, 2020:

	Three Months Ended		
	December 31, 2020	December 31, 2019	
	(\$)	(\$)	Change
Net loss	(914)	(69)	(845)
Cash used in operating activities	(793)	(573)	(220)
Cash at end of period	1,005	682	323
Loss per share – basic and diluted	(0.00)	(0.00)	-

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic and has adversely affected global workforces, financial markets, and the general economy. The Company may need to delay or suspend future field work if required by the French Government relating to COVID-19 measures.

Proposed Transaction

On January 7, 2021, the Company announced the signing of a binding letter of intent (the "BLOI") to acquire extensive gold assets in Colombia (the "Project") through the acquisition of a Colombian Entity directly and indirectly. The key terms of the BLOI are as follows:

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For the Three Months Ended, December 31, 2020

(Expressed in thousands of Canadian Dollars, except per share amounts or where noted - Unaudited)

- Stage 1
 - Acquisition of ~44% of the Colombian Entity in exchange for cash of ~US\$105, 6.6 million shares of Orea, and granting a 25% net profit interest of the Project mill output to the seller, capped at 300 tonnes per day ore feed and a maximum of 13.3 million Colombian pesos (~\$4,900) (the "NPI")
 - Issue 5 million shares of Orea to a third party for the assignment of the right to acquire the Colombian Entity.
- Stage 2
 - Upon the NPI being paid in full, or an equivalent amount advanced to the Seller, acquisition of 56% (the "Remaining Shares") of the Colombian Entity in exchange for 20.4 million Orea shares.
- Upon closing of Stage 1, Orea will:
 - Have security of the Remaining Shares;
 - Be granted voting rights to the Remaining Shares;
 - Be appointed operator of the Project; and
 - Assume all economic benefits and risks to the Colombian Entity.

Corporate Updates

On January 21, 2021, the Company closed an oversubscribed private placement, raising gross proceeds of \$1,400 through the issuance of 8,235,294 units at a price of \$0.17 per unit. Each unit is comprised of one common share of Orea (a "Share"), and a half warrant. Each full warrant entitles the holder, on exercise, to purchase one Share at a price of \$0.30 (per share) for a period of 18 months from the closing date of the Private Placement. An aggregate of 548,471 units has been paid in finders' fees. The securities issued in the Private Placement are subject to a hold period expiring on May 22, 2021. The proceeds will be used for general working capital purposes.

Discussion of Operations

Exploration and Evaluation Asset

A summary of the Company's exploration and evaluation asset for the three months ended December 31, 2020 and year ended September 30, 2020 is set out below:

	Maripa Gold Project
	\$
Balance at October 1, 2019	573
Geology and geophysics	295
Salaries and consulting	506
Supplies	66
Equipment	63
Permitting	27
Transportation	30
Assays and analysis	20
Other	30
Foreign exchange	91
Balance at September 30, 2020	1,701
Drilling	294
Geology and geophysics	45
Salaries and consulting	239
Supplies	70
Equipment	5
Permitting	12
Assays and analysis	68
Other	40
Foreign exchange	(2)
Balance at December 31, 2020	2,472

Maripa Gold Project

Overview

The Maripa Gold Project ("Maripa") is located in eastern French Guiana, 50 kilometres south of the capital city of Cayenne, and is comprised of up to five contiguous exploration permits that cover an area of approximately 120 square kilometres. Gold has been mined in the area for over a century; the past producing Changement mine, located within the Maripa area, recorded gold production of some 40,000 ounces of gold from 1985 to 1996. Past drilling by previous operators between 2002 and 2006 returned the following near-surface drill intercepts:

- 36 metres of 4.3 g/t gold
- 10.5 metres of 12.4 g/t gold
- 34.5 metres of 1.8 g/t gold
- 25.5 meters of 2.5 g/t gold
- 21.5 meters of 2.2 g/t gold

Option Agreement

On July 19, 2018, the Company entered into an agreement (the "Maripa Option") with a subsidiary of IAMGOLD Corporation ("IAMGOLD") to acquire up to a 70% interest in Maripa. The terms of the Maripa Option are as follows:

- Option to earn up to a 70% interest in Maripa:
 - Initial option (the "First Option") to acquire a 50% interest by incurring \$6,372 (US\$5,000) in expenditures within 5 years from the date of deemed non-objection of the French Government of the Maripa Option (the "Effective Date"), with Orea acting as Operator. The Effective Date has been set to April 10, 2019, corresponding to the date on which the deemed non-objection of the agreement was received from the French Government.
 - Firm spending commitment of \$255 (US\$200) by December 31, 2018 (requirement met);
 - \$1,911 (US\$1,500) firm cumulative spending commitment by the 2nd anniversary of the Effective Date (requirement met);
 - \$3,504 (US\$2,750) cumulative spending by the 3rd anniversary of the Effective Date;
 - \$5,097 (US\$4,000) cumulative spending by the 4th anniversary of the Effective Date; and
 - \$6,372 (US\$5,000) cumulative spending and the completion of an internal scoping study by the 5th anniversary of the Effective Date.
 - Additional 20% interest:
 - Following exercise of the First Option, Orea may provide notice to IAMGOLD under certain conditions, of preparing a Preliminary Feasibility Study ("PFS");
 - If IAMGOLD does not elect to contribute its pro-rata share of the cost of preparing the PFS, then Orea may elect to earn an additional 20% interest by completing the PFS within an additional 3 years; and
 - A 70:30 joint venture will be formed upon completion of the PFS by Orea within the 3 year period, otherwise a 50:50 joint venture will be formed.
 - If any party's interest in the joint venture falls below 10% it will convert to a 2% NSR, of which 1% can be purchased by the other party for \$3,823 (US\$3,000).

Maripa Exploration Activity

On January 27, 2021, the Company reported on its 2020 drilling program at Maripa with highlights as follows:

- 8 diamond drill holes were completed to date on the Maripa exploration permit;
- 6 of the 8 drill holes served to test the depth and lateral extent of 3 gold mineralized shear-hosted vein systems traced at surface;
- 4 drill holes intersected wide shear zones marked by quartz veining, strong hydrothermal alteration, and sulfide mineralization over 18 to 27 meters;
- Re-sampling of historical core of drill hole MAR-06-008 confirmed original results with new results averaging 4.07 g/t gold over 36 meters;
- Initial results from the current drill program have confirmed gold mineralization in the shear zones;

- The structural model is being re-assessed in light of the initial drilling results to establish the controls on higher-grade gold mineralization as obtained in surface samples and historical drill holes.

Investment in Compagnie Minière Montagne d'Or - Paul Isnard, French Guiana

The Company entered into an agreement with Nord Gold SE ("Nordgold") on March 13, 2014 (the "Option Agreement"), under which Nordgold was granted the right to acquire a 50.01% interest in the Paul Isnard mining concessions, which includes the Montagne d'Or project, and the exploration permits (the "Paul Isnard Gold Project"), held by the Company's subsidiary at the time, Compagnie Minière Montagne d'Or SAS ("CMMO" or "JV").

On January 12, 2016, the Company entered into an agreement with Nordgold to sell a 5% minority interest in the Paul Isnard Gold Project (the "5% Sale") for \$7,870 (US\$6,000) (received). The formal acquisition and transfer of the 5% interest would not occur until Nordgold earned the initial 50.01% interest in the Paul Isnard Gold Project under the Option Agreement.

On September 14, 2017, the Company's interest in CMMO was diluted to 49.99% through Nordgold's successful Option Agreement earn-in, and an additional 5% interest in CMMO was transferred to Nordgold to complete the 5% Sale. A Shareholders' Agreement was signed between the Company and Nordgold, with the Company retaining a 44.99% interest in CMMO, and Nordgold owning the remaining 55.01% interest.

Upon recognition of Nordgold's earn-in, the Company recorded the carrying value of its investment in CMMO at its fair value of \$36,701, resulting in a gain on deconsolidation of \$14,116. The fair value of the Company's investment in CMMO was determined using the consideration it received for an aggregate interest of 55.01%, which was \$44,875 (US\$36,000).

The Company accounts for its investment in CMMO as an equity accounted investment.

Investment in CMMO continuity table:

	(\$)
Balance, September 30, 2019	34,613
Proportionate share of losses	(261)
Foreign exchange gain	3,868
Balance, September 30, 2020	38,220
Proportionate share of losses	(104)
Foreign exchange gain	(130)
Balance, December 31, 2020	37,986

On October 8, 2020, the Company provided an update on the status of the MDO project in French Guiana, France, informing, among other things, that the JV's title to the Montagne d'Or gold project was initially held in eight (8) mining concessions (each, a "Concession") plus two (2) exclusive exploration permits covering a total area of 190 km². Historically, the Concessions were granted to the original applicant and all subsequent title holders in perpetuity, in accordance with a French Imperial Law of the year 1810. As such, when the Concessions were first granted, they had the benefit of never expiring.

In 1994, the French Mining Code was amended to provide that all mining concessions granted under the Imperial Law of 1810 would expire on December 31, 2018, including the JV's Concessions, but could be subject to successive extensions not exceeding 25 years. In accordance therewith, and after extensive exploration work, the JV submitted renewal applications for a 25-year period for the core project Concessions (2 of the 8 Concessions), two years prior to the expiration date. Exploration results did not justify renewal applications for the other six (6) Concessions. The exclusive exploration permits, covering the east and west extensions of the Montagne d'Or gold deposit, were granted in July 2016 for an initial 5-year period and all conditions have been satisfied to submit renewal applications for an additional 5-year period.

Renewal of the two JV Concessions involved a national public enquiry, which was carried out in November and December 2018. The Commission of Mines in French Guiana was expected to provide a non-binding opinion to the French Minister of Economy in charge of mines, which makes a renewal decision. The renewal of the Concessions was on the agenda of the Commission of Mines on October

16, 2019, but was removed from the agenda prior to the Commission's meeting and the Prefect of French Guiana indicated that it would be considered at a future meeting following some complementary legal analysis.

The Mining Code provides that there is an implicit (deemed) refusal of the renewal applications if no response is received by the Minister in charge of mines within two years of the date the applications were submitted. On December 21, 2018, the Minister informed the JV, and all other holders of former historical concessions in French Guiana, that the assessment of their application might not be finalized upon the deadline and notified each applicant that exceeding this deadline would not preclude an explicit (formal) decision at a later date. The letter stated further that the French Supreme Administrative Court (Conseil d'État) had provided that the operator "may continue its works until an explicit (formal) decision of its request for renewal." Conditions for renewal include the requirement that the concessions be exploited on December 31, 2018, and the examination by the administrative authority of the technical and financial capacities of the title holder as well as the foreseeable duration of the exploitation of the deposit.

In order to protect its rights to the Montagne d'Or Concessions, in February and March 2019, the JV filed proceedings in the Administrative Court of Cayenne in French Guiana to invalidate any implicit (deemed) refusal as a result of the French government having failed to respond within the prescribed deadline, and to expedite a clear and definitive formal written decision from the Minister in charge of mines. On December 24, 2020, the Administrative Court of Cayenne in French Guiana concluded the implicit refusals were cancelled and ordered the State to extend the Concessions and to set the duration of these extensions within a period of six months from the notification of the court judgement. The Minister of Economy, and a non-governmental organization (NGO) permitted to intervene in case, will have two months to appeal the decision.

The French Government issued a press release on February 3, 2021 announcing that it had filed an appeal with the Administrative Court of Appeal in Bordeaux on January 25, 2021 from the French Court ruling on December 24, 2020, which had ordered the renewal of the Montagne d'Or Concessions. The press release also reaffirms the Government's view that the Montagne d'Or project, as it has been presented to it, is not compatible with the Government's environmental ambitions. As announced by Orea on December 31, 2020, the French Court had found in favor of the JV, and had ordered the State to extend the mining concessions for a duration to be set within a period of six months from the notification of the court judgment. Orea remains of the opinion that the JV is entitled to the renewal of the Montagne d'Or Concessions and both Orea and the JV intend to exercise all available rights to defend themselves vigorously in the appeal. The Montagne d'Or project has been the subject to comprehensive environmental studies of high standard. Orea will update the market in due course.

In French Guiana, there are currently 16 expired historical mining concessions held by four separate mining companies up for renewal, including the JV's Concessions. At the date of this MD&A, to the knowledge of management, no decision has been rendered by the Minister in charge of mines on any of them.

Bankable Feasibility Study

On March 20, 2017, the Company announced the results of the independent bankable feasibility study ("BFS") prepared in accordance with National Instrument 43-101. Highlights of the BFS are as follows (*figures are in Canadian and US Dollars, not in thousands*):

- Net present value of US\$370 million (~C\$500 million at 1.35 USD-CAD exchange rate) after tax (at a 5% discount rate);
- Internal rate of return of 18.7% after tax, at an assumed gold price of US\$1,250 per ounce ("oz");
- Reserves calculated at a gold price of US\$1,200/oz;
- Proven & Probable Mineral Reserves of 2,745,000 oz gold ("Au") (54.1 million tonnes ("Mt") at 1.58 grams per tonne ("g/t") Au), a subset of the Measured and Indicated Resources of 3,850,000 oz Au (85.1 Mt at 1.41 g/t Au, using a cut-off grade of 0.4 g/t and a US\$1,300/oz Au price);
- Life-of-mine ("LOM") production of approximately 2,572,000 oz Au; 214,000 oz per year, over a 12-year mine life, using an average overall gold recovery of 93.8% that results in an average LOM Total Cash Cost of US\$666/oz and LOM All-In Sustaining Costs ("AISC") of US\$779/oz;
- Average annual gold production of 237,000 oz over the first ten years of mine life at an average grade of 1.73 g/t Au that results in an average AISC of US\$749/oz; and
- Total Net Initial Capital Costs (including pre-stripping and contingency, less surplus tax credit refunds) of US\$361 million (table below for Capital Costs breakdown), with an After-tax Payback Period of 4.1 years, and LOM Sustaining Capital Costs of US\$231 million. LOM contingency rate of 9.5% is included in the estimate.

Additional information can be found in the press release dated March 20, 2017 on the Company's website.

Permitting Update

Additional engineering and environmental studies launched in early 2019 principally addressed mine design, access road layout, hybrid on-site power generation and quarry development for construction material. They also include additional fauna and flora inventories, geotechnical drilling, ground geophysical surveys, geochemical analysis and laboratory test work. These studies involved a number of international and French (including local) consulting firms. The principal components of the studies include:

- Tailings storage facility redesign, lowering the height of retainment dams and dam break study;
- On-site hybrid solar power generation, eliminating the environmental impacts of connecting the mine to the local power grid, which involved the construction of a 106-km aerial power line, reducing the overall carbon emissions of the project by 80%;
- Waste management plan and waste rock storage redesign to avoid acid drainage;
- Hydrogeological modelling, detailed water management, water balance and contact water pond design;
- Quarry development for construction material and multi-criterion comparative analysis of the studied quarry site alternatives;
- Detailed redesign of the 125 km access road from Saint-Laurent du Maroni, stormwater and safety devices, bridges, watercourse crossings, retaining walls and rehabilitation of abandoned sections;
- Hazardous material transport study and supply, transport and storage of explosives;
- Overall project mass balance and site closure plan; and
- Natural Compensation Site development.

The complementary studies are substantially complete with final fauna and flora surveys over the selected Natural Compensation Site to be conducted in February 2021. The current schedule is to have final dossiers completed in the first calendar quarter of 2021.

Qualified Person

The technical information contained in this MD&A has been reviewed and approved by the Orea's President & CEO, Rock Lefrancois, P.Geo (OGQ), who is a Qualified Person under NI 43-101.

Summary of Quarterly Information

	Q1 2021 (\$)	Q4 2020 (\$)	Q3 2020 (\$)	Q2 2020 (\$)	Q1 2020 (\$)	Q4 2019 (\$)	Q3 2019 (\$)	Q2 2019 (\$)
Net income (loss) for the period	(914)	(1,705)	1,141	(1,074)	(69)	(1,082)	(1,169)	(1,163)
Basic earnings (loss) per share	(0.00)	(0.01)	0.01	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)
Diluted earnings (loss) per share	(0.00)	(0.01)	0.01	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)

	Dec 31, 2020 (\$)	Sep 30, 2020 (\$)	Jun 30, 2020 (\$)	Mar 31, 2020 (\$)	Dec 31, 2019 (\$)	Sep 30, 2019 (\$)	Jun 30, 2019 (\$)	Mar 31, 2019 (\$)
Cash	1,005	2,602	1,586	2,169	682	503	704	1,321
Total assets	43,355	44,448	44,640	44,324	39,595	37,929	39,848	41,221
Total non-current financial liabilities	(7)	(30)	(7)	(7)	(11)	-	-	-

Q1 2021 Compared with Q2 2020, Q4 2019, Q3 2019, and Q2 2019

During the three months ended December 31, 2020, the Company recorded a net loss of \$914, generally consistent with Q2 2020, Q4 2019, Q3 2019 and Q2 2019.

Q1 2021 Compared with Q4 2020

During Q4 2020, the Company incurred a loss of \$1,705. The higher loss during Q4 2020 was mainly a result of a loss on marketable securities (realized and unrealized) of \$493 compared to an unrealized gain on marketable securities of \$195 this quarter.

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Q1 2021 Compared with Q3 2020

During Q3 2020, the Company earned net income of \$1,141. The change from a net income to a net loss position this quarter is a result of recognizing a loss on settlement of note receivable of \$272 this quarter, and Q3 2020 recognizing an unrealized gain on marketable securities of \$1,656.

Q1 2021 Compared with Q1 2020

The Company recorded a net loss of \$69 during Q1 2020. The variance is mainly attributable to recording a loss on settlement of note receivable of \$272 this quarter and an unrealized gain on marketable securities of \$641 was recorded during Q1 2020.

Liquidity and Capital Resources

The Company does not currently own or have an interest in any producing resource properties and does not derive any significant revenues from operations. The Company's activities have been funded primarily through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it develops cash flow from operations. The Company has been successful in its fund raising efforts in the past, but there can be no assurance that the Company will continue to be successful in the future. If such funds are not available or other sources of finance cannot be obtained, then the Company will be required to curtail its activities to a level for which funding is available and can be obtained. The Company's ability to access funding is also contingent on the ongoing demand for commodities and also a function of the demand for gold, both of which are subject to macroeconomic conditions and market fluctuations.

	Three Months Ended	
	December 31, 2020	December 31, 2019
	(\$)	(\$)
Cash used in operating activities	(793)	(573)
Cash used in investing activities	(773)	(427)
Cash from (used in) financing activities	(28)	1,180
Cash, end of the period	1,005	682

As at December 31, 2020, the Company had working capital of \$2,198, compared to \$3,767 at September 30, 2020. Working capital decreased from September 30, 2020 mainly as a result of cash used in operating activities of \$793 and \$773 invested in Maripa.

During the current quarter, the Company used \$793 in operating activities, compared to \$573 during same quarter in the prior year. The increased is primarily attributable to changes in non-cash working capital.

During the three months ended December 31, 2020, the Company invested \$773 directly in Maripa, compared to \$430 during the same quarter in the prior year, corresponding to increased exploration and evaluation activity on Maripa.

There were no significant financing activities during the three months ended December 31, 2020, whereas during the same quarter in the prior year, the company raised proceeds of \$1,208 from a private placement of its common shares.

As at December 31, 2020, the Company had cash of \$1,005, and current liabilities of \$583. The Company has sufficient cash and access to capital to meet working capital requirements and obligations as they become due.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

The Company had a note receivable of \$1,604 (the "Grid Note") from Allegiant, a company with certain directors in common, originally due on the later of March 1, 2019 or when Allegiant has completed one or more equity financings with collective proceeds of a minimum

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of \$4,000 subsequent to the date on which Allegiant lists on the TSX-V. On March 5, 2019, the Company received 1,000,000 common shares (the "Extension Shares") of Allegiant in exchange for extending the due date of the Grid Note to December 31, 2020 (the "Extended Grid Note"). The fair value of the Extension Shares was \$190 at the time of issuance. The fair value of the Extended Grid Note is \$1,220, based on a 15% discount rate. The fair value of the Grid Note has been further reduced by the fair value of the Extension Shares, resulting in a carrying value of \$1,030 on initial recognition. The Extended Grid Note was to be accreted to its face value of \$1,604 by the due date. The Grid Note was non-interest bearing and unsecured.

On October 21, 2020 the Extended Grid Note was settled in exchange for 3,201,766 shares (the "Settlement Shares") of Allegiant. Consequently, the Company impaired the carrying value of the Extended Grid Note to \$1,345, and recorded an impairment charge of \$166 which corresponds to the fair value of the Settlement Shares as at September 30, 2020. The market value of the Settlement Shares received on October 21, 2020 was \$1,073, resulting in a loss of \$272 on settlement.

A summary of the Grid Note is presented in the following table:

	(\$)
Balance, October 1, 2019	1,142
Finance income	369
Impairment	(166)
Balance, September 30, 2020	1,345
Settlement	1,073
Loss on settlement	(272)
Balance, December 31, 2020	-

The Company entered into a cost sharing agreement (the "Xebra Cost Sharing Agreement") with Xebra Brands Ltd. ("Xebra") effective October 1, 2019, whereby certain overhead and administration costs are shared, which Xebra reimburses to the Company on a periodic basis and is included in cost recoveries. The Xebra Cost Sharing Agreement was terminated effective August 31, 2020 and replaced with a fixed fee agreement (the "Xebra Services Agreement"), whereby the Company provides certain overhead and administration services in exchange for a fixed fee of \$10 per month and a reduction in compensation of \$8 per month to a certain officer in common. The Xebra Services Agreement was terminated on November 30, 2020 and replaced with a reduced services agreement (the "Reduced Services Agreement") effective January 1, 2021 for \$2 per month. The Company and Xebra has a director and certain officers in common.

The following is a summary of related party transactions:

	Three Months Ended	
	December 31, 2020 (\$)	December 31, 2019 (\$)
Management fees paid to Columbus Capital Corporation, a company controlled by the Chairman of the Company	23	23
Management fees paid to the President and CEO of the Company	66	60
Accounting fees paid to the CFO of the Company	48	64
Directors fees paid or accrued	36	36
Finance income from Grid Note	-	(118)
Administration cost recoveries received or accrued from Xebra	(18)	(98)
Administration cost recoveries received or accrued from Allegiant	(5)	(17)
	150	(50)

The following summarizes advances or amounts that remain receivable from or payable to each related party:

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	December 31, 2020 (\$)	September 30, 2020 (\$)
Note receivable from Allegiant	-	1,345
Advances to the Chairman of the Company	8	20
Advances to Columbus Capital Corporation	8	-
Directors fees payable	(103)	(91)
	(87)	1,274

Commitments

The Company has commitments as follows:

	1 year (\$)	2-3 years (\$)	4-5 years (\$)	Total (\$)
Office lease payments	95	-	-	95
Vehicles	3	-	-	3
Equipment	4	8	-	12
	102	8	-	110

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is risk of material adjustments to assets and liabilities in future accounting periods include estimates of useful lives of depreciated and amortized assets, the recoverability of the carrying value of exploration and evaluation assets, assumptions used in determination of share-based payments, the recoverability and measurement of deferred tax assets, decommissioning, restoration and similar liabilities and contingent liabilities.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the classification of expenditures as exploration and evaluation expenditures or operating expenses and the classification of financial instruments.

New Accounting Standards Adopted During the Period

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Changes in Accounting Standards

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Risk and Capital Management

Financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at December 31, 2020 are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Credit risk

The credit risk exposure on cash is limited to its carrying amount at the date of the statements of financial position. Cash is held as cash deposits with creditworthy banks and an investment firm. The Company has receivables consisting of goods and services tax due from the Federal Government of Canada and trade receivables. Management believes that the credit risk with respect to cash and receivables as it relates to goods and services tax are low, and medium as it relates to remaining other receivables.

(b) Liquidity Risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. As at September 30, 2020, the Company has working capital of \$2,198 (September 30, 2020 – \$3,767).

(c) Market Risks

(i) Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company is exposed to the currency risk related to the fluctuation of foreign exchange rates in its French subsidiary, Orea Guyane SAS. The Company also has assets and liabilities denominated in US dollars and the European Euro. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar or European Euro could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

(ii) Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

(iii) Interest Rate Risk

The Company does not have any interest-bearing debt and is therefore not exposed to interest rate risk.

Sensitivity Analysis

A 1% change in interest rates does not have a material effect on the Company's profit or loss and equity.

The Company has certain cash balances, receivables and accounts payables in US Dollars and European Euros, currencies other than the functional currency of Company. The Company estimates that a +/-10% change in the value of the Canadian dollar relative to the US dollar and European Euro would have a corresponding effect of approximately \$30 to profit or loss.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration and development stage, its principal source of funds is from the issuance of common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors approves the annual and updated budgets. There have been no changes to the Company's capital management policies and procedures since the end of the most recent fiscal year.

Fair Value

The fair value of the Company's financial instruments including cash, receivables, and accounts payable approximates their carrying value due to the immediate or short-term maturity of these financial instruments.

The fair value of marketable securities is based on quoted market prices for publicly traded shares.

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease or the incremental borrowing rate if the interest rate cannot be readily determined. Subsequently, the lease liability is measured at amortized cost using the effective interest rate method, and accreted accordingly.

IFRS 7, Financial Instruments: Disclosure establishes a fair value hierarchy that prioritizes the input 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).

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. Marketable securities are classified as Level 1. At December 31, 2020, there were no financial assets or liabilities measured and recognized in the statement of position that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

Financial Instrument	Measurement Method	Associated Risks	Fair value at December 31, 2020 (\$)
Cash	FVTPL (Level 1)	Credit and currency	1,005
Marketable securities	FVTPL (Level 1)	Exchange	1,429
Receivables	Amortized cost	Credit and concentration	8
Accounts payable	Amortized cost	Currency	(369)
			2,073

Other Information

Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents Orea's capital structure as at the date of this MD&A and December 31, 2020:

	As at date of this MD&A	December 31, 2020
Common shares issued and outstanding	204,704,925	195,921,160
Share purchase options outstanding	14,457,500	6,932,500
Share purchase warrants	14,135,632	9,743,750

Risk and Uncertainties

Risk Factors

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but do not represent all of the risks associated with an investment in securities of the Company. Some of the following statements are forward-looking and actual results may differ materially from the results anticipated in these forward-looking statements. Please refer to the section titled "Caution Regarding Forward-Looking Statements" in this report. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects could be materially and adversely affected.

Foreign Operations and Political Risk

The Company's material property is located in French Guiana and is subject to changes in political conditions and regulations in French Guiana, which is an overseas department and region of France, and as such, are exposed to various levels of political, economic, and other risks and uncertainties.

Changes, if any, in mining or investment policies or shifts in political attitude in France and French Guiana could adversely affect the Company's operations or profitability and could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and/or financial condition. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, price controls, export controls, currency remittance, changes in taxation policies, renewal of or securing all of concessions, licenses, permits and authorizations required to conduct exploration of mineral projects, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety. Other risks may include, but are not limited to: fluctuations in currency exchange rates, labour unrest, illegal mining, corruption, and social unrest.

These risks may limit or disrupt the Company's projects, restrict the movement of funds, cause the Company to have to expend more funds than previously expected or required, or result in the deprivation of contractual rights or the seizure of property by nationalization or expropriation without fair compensation, and may materially adversely affect the Company's financial position and/or results of operations. In addition, the enforcement by the Company of its legal rights, including rights to exploit its properties or utilize its permits and licenses and contractual rights may not be recognized by the court systems in French Guiana or enforced in accordance with the rule of law. As French Guiana has a developing economy it is difficult to predict its future political, social and economic direction, and the impact that government decisions may have on its business. Any political or economic instability in French Guiana could have a material and adverse effect on its business and results of operations.

Title to Mining Interests, Permits and Licenses

The operations of the Company require licenses, concessions and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses, concessions and permits that may be required to carry out the exploration and development of its projects. The validity of the mining interests held by the Company could be uncertain and may be contested. No assurance can be given that applicable governmental authorities will not revoke or significantly alter the conditions of the applicable exploration and mining titles or interests. The acquisition and renewal of title to mineral properties is a very detailed and time-consuming process, and the Company's title to its properties may be affected by prior unregistered agreements or transfers, or undetected defects. Several of the Company's licenses and permits will need to be renewed, and on renewal the license may cover a smaller area. There is a risk that the Company may not have clear title to all its mineral property interests, or that they may be subject to challenge or impugned in the future. Although the Company has attempted to acquire satisfactory title to all of its properties, the risk exists that some titles may be defective or that the necessary conditions for renewal of title may not be met. A successful challenge to the Company's title to its properties or the failure to renew such title could result in the Company being unable to operate on its properties as anticipated or being unable to enforce its rights with respect to its properties which could have a material and adverse effect on the Company.

In particular, the validity of mining interests held by the JV in the Montagne d'Or project may be uncertain. Although renewal applications for the Montagne d'Or gold project concessions have been filed, there is no guarantee that such concessions will be renewed and this should not be construed as a guarantee of title. The renewal applications for the concessions involved a national public enquiry, which was carried out in November and December 2018. The Commission of Mines in French Guiana was expected

to provide a non-binding opinion to the French Minister of Economy in charge of mines, which makes a renewal decision. The renewal of the Concessions was on the agenda of the Commission of Mines on October 16, 2019, but was removed from the agenda prior to the Commission's meeting and the Prefect of French Guiana indicated that it would be considered at a future meeting following some complementary legal analysis.

The Mining Code provides that there is an implicit (deemed) refusal of the renewal applications if no response is received by the Minister in charge of mines within two years of the date the applications were submitted. On December 21, 2018, the Minister informed the JV, and all other holders of former historical concessions in French Guiana, that the assessment of their application might not be finalized upon the deadline and notified each applicant that exceeding this deadline will not preclude an explicit (formal) decision at a later date. The letter stated further that the French Supreme Administrative Court (Conseil d'État) had provided that the operator "may continue its works until an explicit (formal) decision of its request for renewal." Conditions for renewal include the requirement that the concessions be exploited on December 31, 2018, and the examination by the administrative authority of the technical and financial capacities of the title holder as well as the foreseeable duration of the exploitation of the deposit. There is a risk that the French authorities could take the view that the conditions for renewal were not met by the JV and that renewal application for the concessions will be rejected.

In order to protect its rights to the Montagne d'Or concessions, in February and March 2019, the JV filed proceedings in the Administrative Court of Cayenne in French Guiana to invalidate any implicit (deemed) refusal as a result of the French government having failed to respond within the prescribed deadline, and to expedite a clear and definitive formal written decision from the Minister in charge of mines. On December 24, 2020, the Administrative Court of Cayenne in French Guiana concluded the implicit refusals were cancelled and ordered the State to extend the Concessions and to set the duration of these extensions within a period of six months from the notification of the court judgement. The Minister of Economy, and a non-governmental organization (NGO) permitted to intervene in case, will have two months to appeal the decision.

The French Government issued a press release on February 3, 2021 announcing that it had filed an appeal with the Administrative Court of Appeal in Bordeaux on January 25, 2021 from the French Court ruling on December 24, 2020, which had ordered the renewal of the Montagne d'Or concessions. The press release also reaffirms the Government's view that the Montagne d'Or project, as it has been presented to it, is not compatible with the Government's environmental ambitions. As announced by Orea on December 31, 2020, the French Court had found in favor of the JV, and had ordered the State to extend the mining concessions for a duration to be set within a period of six months from the notification of the court judgment. Orea remains of the opinion that the JV is entitled to the renewal of the Montagne d'Or concessions and both Orea and the JV intends to exercise all available rights to defend itself vigorously in the appeal. The Montagne d'Or project has been the subject to comprehensive environmental studies of high standard. Orea will update the market in due course.

Regulatory Requirements

Mining operations, development and exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters. Changes in these regulations or in their application are beyond the control of the Company and could adversely affect its operations, business and results of operations.

Government approvals and permits are currently, and may in the future be, required in connection with the mineral projects in which the Company has an interest. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

Exploration, Development and Production Risks

An investment in the Company's shares is speculative due to the nature of the Company's involvement in the evaluation, acquisition, exploration and, if warranted, development and production of minerals. Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in new discoveries in commercial quantities.

While the Company has a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Company has no earnings record, no reserves and no producing resource properties.

The Company's resource projects are in the exploration stage. Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge will not eliminate. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company must rely upon consultants and contractors for exploration, development, construction and operating expertise. Substantial expenditures may be required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that surface rights agreements that may be necessary for future operations will be obtained when needed, on reasonable terms, or at all, which could adversely affect the business of the Company.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; the proximity and capacity of milling facilities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Additional Funding Requirements

From time to time, the Company may require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities, delay or indefinitely postpone further exploration and development of its projects with the possible loss of such properties, and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favorable terms.

Competition

The Company actively competes for acquisitions, leases, licenses, concessions, claims, skilled industry personnel and other related interests with a substantial number of other companies, many of which have significantly greater financial resources than the Company.

The Company's ability to successfully bid on and acquire additional property rights to participate in opportunities and to identify and enter into commercial arrangements with other parties will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

Joint Venture Risks in respect of the Montagne d'Or project and the Company's Minority Interest therein

The Montagne d'Or project is operated through a joint venture with Nordgold, CMMO. As such, the Company is subject to the risks and uncertainties inherent with incorporated joint ventures, including, but not limited to: the inability to exert control over strategic decisions made in respect of projects, disagreements with joint venture partners on how to develop and operate projects, inability of

joint venture partners to meet their obligations to the joint venture or third parties, and disputes or litigation between joint venture partners regarding joint venture matters.

Nordgold is the majority (55.01%) shareholder in the CMMO joint venture and is also the operator of the Montagne d'Or project. Although the Company has representation on the board of CMMO, the terms of the shareholders' agreement governing the operation of the Montagne d'Or project provide effective control to Nordgold. As the holder of a minority (44.99%) interest in the Montagne d'Or project, the Company neither serves as the mine's operator nor does the Company have significant input into how the operations are conducted and is therefore dependent on Nordgold to manage and operate the affairs of CMMO and to do so in compliance with the shareholders' agreement with the Company. As such, the Company has varying access to data on the operations and to the project itself and it is difficult or impossible for the Company to ensure that the Montagne d'Or project is operated in its best interest. Moreover, Nordgold may have divergent business objectives from the Company's objectives which may impact the Company's business and financial results. Management of the Montagne d'Or project may not comply with the Company's management and operating standards, controls and procedures. Failure to adopt equivalent standards, controls and procedures at these assets or improper management or ineffective policies, procedures or controls could not only adversely affect the value of the Montagne d'Or project and operations but could also lead to higher costs and adversely impact the Company's results and reputation and future access to new assets.

Although the Company expects its relations with Nordgold to remain positive, any failure of Nordgold to meet its obligations to the Company under the shareholders' agreement or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint venture or the Company's interests in the Montagne d'Or project. Furthermore, CMMO is incorporated under the laws of France. The laws of France do not provide all of the same protections that are available to shareholders of corporations that are formed under the laws of Canada. Accordingly, any dispute between the Company and Nordgold as the shareholders of CMMO could have a materially adverse effect on the Company's results of operations and financial condition.

Pandemic and COVID-19

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic and has adversely affected global workforces, financial markets, and the general economy. Certain drilling operations and permitting activities have been delayed due to COVID-19. It is not possible for the Company to determine the duration or magnitude of the adverse results of COVID-19 nor its effects on the Company's business or operations.

Prices, Markets and Marketing of Natural Resources

Gold is a commodity whose price is determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for gold have fluctuated widely in recent years. The marketability and price of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond its control. The Company has limited direct experience in the marketing of gold.

Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection are all factors which may affect the marketability and price of natural resources. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return on investment for shareholders.

Environmental Risks

All phases of the natural resources business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions, and national, state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that facility sites and mines be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Companies engaged in the exploration and development of mineral properties generally experience increased costs, and delays as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of natural resources companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in developments of new properties.

Dilution

In order to finance future operations and development efforts, the Company may raise funds through the issue of shares or securities convertible into shares. The constating documents of the Company allow it to issue, among other things, an unlimited number of shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of shares or securities convertible into shares or the effect, if any, that future issues and sales of shares will have on the price of the shares. Any transaction involving the issue of previously authorized but unissued shares or securities convertible into shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Reliance on Key Employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

The Market Price of Shares May be Subject to Wide Price Fluctuations

The market price of shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, changes in mineral reserve or resource estimates, results of exploration, changes in results of mining operations, legislative changes, and other events and factors outside of the Company's control.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the shares.

The Company is unable to predict whether substantial amounts of shares will be sold in the open market. Any sales of substantial amounts of shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the shares.

Availability of Equipment and Access Restrictions

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

Conflict of Interest of Management

Certain of the Company's directors and officers are also directors and officers of other natural resource companies, including Nordgold. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies.

Insurance

The Company's involvement in the exploration for and development of natural resource properties may result in the Company becoming subject to liability for certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Company will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable, or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer or such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

No assurance can be given that insurance to cover the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within the industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fund fully the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

Global Financial Conditions

Global financial conditions over the last few years have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of our shares may be adversely affected.

Credit Risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk will be primarily composed of cash and amounts receivable. While the Company will attempt to mitigate its exposure to credit risk, there can be no assurance that unexpected losses will not occur. Such unexpected losses could adversely affect the Company.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

Controls and Procedures

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. There have been no changes in the Company's internal control over financial reporting during the current quarter that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Enforcement of Civil Liabilities

Certain of the Company's directors and certain of the experts named herein reside outside of Canada and, similarly, a majority of the assets of the Company are located outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors and experts not residing in Canada. It may also not be possible to enforce against the Company and certain of its directors and experts named herein judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Caution Regarding Forward Looking Statements

Certain statements made in this and other Orea public disclosure documents, including statements relating to matters that are not historical facts and statements of the Company's beliefs, intentions and expectations about developments, results and events which will or may occur in the future, constitute "forward looking information" within the meaning of applicable Canadian securities legislation ("forward-looking statements"). Forward-looking statements relate to future events or future performance, reflect current expectations or beliefs regarding future events and are typically identified by words such as "anticipate", "could", "should", "expect", "seek", "may", "intend", "likely", "budget", "plan", "estimate", "continue", "forecast", "believe", "predict", "potential", "target", "would", "might", "will", and similar words, expressions or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. These include, but are not limited to, statements and information regarding: the Company's plans to construct and develop the Montagne d'Or project, including anticipated timing thereof; the satisfaction of regulatory requirements in respect of the permitting and construction of the Montagne d'Or project, including but not limited to, the submission and processing of mine permit applications, the timing thereof and the timing of completion of environmental and engineering studies; the Company's ability to renew the concessions for the Montagne d'Or project and to comply with the conditions thereof; economic analysis for the Montagne d'Or project and related exploration objectives and plans; the conversion of mineral resources into mineral reserves and the conversion of inferred mineral resources into higher resource classification categories; the Company's objective of become an emerging gold producer; the acquisition of exploration projects including terms of acquisition, exploration or development plans, intentions to acquire additional exploration or development interests and the implications thereof; future exploration and mine plans, objectives and expectations and corporate planning of the Company, future studies and environmental impact statements and the timetable for completion and content thereof and the matters and activities contemplated in this document.

Forward-looking statements are made based upon certain assumptions and other important factors that, if untrue, could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. Such assumptions and analyses are made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are reasonable and appropriate in the circumstances. There can be no assurance that such statements will prove to be accurate. Forward-looking statements are based on numerous assumptions regarding present and future business strategies, local and global economic conditions, and the environment in which the Company will operate in the future, including compliance by the Company with regulatory and permitting requirements applicable in French Guiana, the sufficiency of Company's working capital; the Company's ability to secure additional funding for the continued exploration and development of its properties; the price of gold and other metals; and the Company's ability to retain key personnel. You are hence cautioned not to place undue reliance on forward-looking statements.

Certain important factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, political and economic risks in France, political and economic risks in French Guiana, risks related to the renewal applications for the Concessions and the possible outcomes thereof; possible negative outcomes of the proceedings in the Administrative Court of Cayenne in French Guiana; regulatory risk including but not limited to unforeseen changes in regulatory requirements, the Company's ability to enforce its contractual and other legal rights to explore and exploit its properties, risks related to exploration and development, permitting and licensing risk, the estimation of mineral resources and mineral reserves and related interpretations and assumptions, future profitability of the Company, the ability to obtain additional financing on a timely basis, the price of gold and marketability thereof, government regulations including with respect to taxes, royalties, land tenure and land use, title to the Company's properties, currency exchange rates and fluctuations, environmental risks, dilution resulting from the issuance of additional securities of the Company, joint venture risks, reliance on Nord Gold SE as operator of the Montagne d'Or project, the availability of equipment, conflicts of interest, competition in the mining industry, uninsured risks, market fluctuations, global financial conditions, credit risk, changes in Canadian/US dollar exchange rates; management's strategies, objectives and expectations; the Company's tax position and the tax and royalty rates applicable; the Company's ability to acquire necessary permits and other authorizations in connection with its projects; risks associated with environmental compliance, including without limitation changes in legislation and regulation, and estimates of reclamation and other costs; the Company's financial and operating objectives; the Company's environmental, health and safety initiatives; the availability of qualified employees and labour for operations; risks that may affect operating or capital plans; risks created through competition for mining properties; risks associated with exploration projects, and

mineral reserve and resource estimates, including the risk of errors in assumptions and methodologies; risks associated with dependence on third parties for the provision of critical services; risks associated with non-performance by contractual counterparties; risks associated with title; and general business and economic conditions and statements as to management's expectations, and risks arising from pandemics and epidemics such as the COVID-19 pandemic. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. These statements, however, are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements.

Readers are cautioned not to place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes will not occur. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Important factors that could cause actual results to differ from these forward-looking statements are included in the "Risk Factors" section in Company's annual information form for the year ended September 30, 2020 ("AIF").

Readers are further cautioned that the list of factors enumerated in the "Risk Factors" section of the AIF that may affect future results is not exhaustive. When relying on the Company's forward-looking statements and information to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Furthermore, the forward-looking statements and information contained herein are made as of the date of this document and the Company does not undertake any obligation to update or to revise any of the included forward-looking statements or information, whether as a result of new information, future events or otherwise, except as required by applicable law. The forward-looking statements and information contained herein are expressly qualified by this cautionary statement.

Orea Mining Corp. (formerly Columbus Gold Corp.)



Management's Discussion and Analysis

For the Three Months Ended, December 31, 2020

(Expressed in thousands of Canadian Dollars, except per share amounts or where noted - Unaudited)

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Corporation Information

Head Office: 1090 Hamilton Street
Vancouver, BC V6B 2R9
Canada

Directors: Robert Giustra, Chairman
Marie-Hélène Bérard
Oleg Pelevin
Peter Gianulis

Officers: Rock Lefrançois, President & Chief Executive Officer
Andrew Yau, Executive Vice President & Chief Financial Officer
Jorge Martinez, Vice President, Corporate Operations
Daniela Freitas, Corporate Secretary

Auditor: DMCL LLP
1500 – 1140 West Pender Street
Vancouver, BC V6E 4G1

Legal Counsel: McMillan LLP
Suite 1500 - 1055 West Georgia Street
Vancouver, BC V6E 4N7

Transfer Agent: Computershare Investor Services Inc.
2nd Floor – 510 Burrard Street
Vancouver, BC V6C 3B9



(formerly Columbus Gold Corp.)

**1090 Hamilton Street
Vancouver, B.C.
V6B 2R9
Canada**

**Condensed Interim Consolidated Financial Statements
(Unaudited)**

**For the Three Months Ended
December 31, 2020**

(Stated in Canadian Dollars)

NOTICE OF NO REVIEW BY AUDITOR

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* of The Canadian Securities Administrators we hereby give notice that our condensed interim consolidated financial statements for the three months ended December 31, 2020, which follow this notice, have not been reviewed by an auditor.

Orea Mining Corp. (formerly Columbus Gold Corp.)
Condensed Interim Consolidated Statements of Financial Position (Unaudited)
(Expressed in thousands of Canadian Dollars)



	December 31, 2020 (\$)	September 30, 2020 (\$)
Assets		
Current Assets		
Cash	1,005	2,602
Marketable securities (note 3)	1,429	162
Receivables	8	6
Note receivable from Allegiant Gold Ltd. (note 8)	-	1,345
Prepaid expenses (note 8)	339	276
	2,781	4,391
Non-Current Assets		
Investment in Compagnie Minière Montagne d'Or SAS (note 4)	37,986	38,220
Exploration and evaluation asset (note 5)	2,472	1,701
Equipment (note 6)	116	136
	43,355	44,448
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable (notes 6 and 8)	369	232
Accrued liabilities (note 8)	214	392
	583	624
Non-Current Liabilities		
Lease liabilities (note 6)	7	30
	590	654
Shareholders' Equity		
Share capital (note 7)	70,974	70,974
Reserves (note 7e)	13,867	13,982
Deficit	(42,076)	(41,162)
	42,765	43,794
	43,355	44,448

Nature of operations and going concern (note 1)
Commitments (note 10)
Subsequent events (note 12)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Approved by the Board of Directors

"Robert Giustra"
Robert Giustra – Director

"Peter Gianulis"
Peter Gianulis - Director

Orea Mining Corp. (formerly Columbus Gold Corp.)

Condensed Interim Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

(Expressed in thousands of Canadian Dollars, except per share amounts)

	Three Months Ended	
	December 31, 2020 (\$)	December 31, 2019 (\$)
Operating Expenses		
Administration and office (note 8)	349	360
Directors fees (note 8)	36	36
General exploration	19	228
Investor relations	40	28
Management fees (note 8)	23	23
Professional fees	216	106
Share-based payments (note 7b)	3	9
Transfer agent and filing fees	28	28
Travel	12	23
Amortization (note 6)	21	10
Cost recoveries (note 8)	(23)	(115)
Loss before other items	(724)	(736)
Other Items		
Finance income (note 8)	-	121
Finance expense	(10)	(2)
Unrealized gain on marketable securities (note 3)	195	641
Loss from equity accounted investment (note 4)	(104)	(90)
Loss on settlement of note receivable	(272)	-
Foreign exchange gain (loss)	1	(3)
Net loss for the period	(914)	(69)
Other comprehensive income (loss):		
Foreign currency translation	(118)	473
Comprehensive income (loss) for the period	(1,032)	404
Loss per share (note 7d)		
Basic	(0.00)	(0.00)
Diluted	(0.00)	(0.00)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Orea Mining Corp. (formerly Columbus Gold Corp.)
Condensed Interim Consolidated Statements of Cash Flows (Unaudited)
(Expressed in thousands of Canadian Dollars)



	Three Months Ended	
	December 31, 2020 (\$)	December 31, 2019 (\$)
Operating Activities		
Net loss for the period	(914)	(69)
Items not involving cash		
Unrealized gain on marketable securities (note 3)	(195)	(641)
Loss from equity accounted investment (note 4)	104	90
Loss from settlement of note receivable	272	-
Finance income from note receivable	-	(118)
Finance expense from lease liabilities (note 6)	10	2
Share-based payments	3	9
Amortization	21	10
Unrealized foreign exchange loss	17	7
	(682)	(710)
Changes in non-cash working capital		
Receivables and prepaid expenses	(65)	120
Accounts payable and accrued liabilities	(46)	17
Cash used in operating activities	(793)	(573)
Investing Activities		
Exploration and evaluation asset	(773)	(430)
Interest received	-	3
Cash used in investing activities	(773)	(427)
Financing Activities		
Net proceeds from share offerings (note 7)	-	1,208
Payment of lease liabilities	(28)	(28)
Cash from (used in) financing activities	(28)	1,180
Effect of foreign exchange on cash	(3)	(1)
Increase (decrease) in cash	(1,597)	179
Cash, beginning of period	2,602	503
Cash, end of period	1,005	682

On October 21, 2020 the Company and Allegiant Gold Ltd. (“Allegiant”) agreed to settle a note receivable from Allegiant with a face value of \$1,604 in exchange for 3,201,766 shares of Allegiant (the “Settlement Shares”) (note 8). The market value of the Settlement Shares received on October 21, 2020 was \$1,073.

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Orea Mining Corp. (formerly Columbus Gold Corp.)

Condensed Interim Consolidated Statements of Shareholders' Equity (Unaudited)

(Expressed in thousands of Canadian Dollars except for share amounts)

	Share Capital		Reserves				Total	Deficit	Total
	Number of Shares (000's)	Share Capital (\$)	Share Options and Warrants (\$)	Accumulated Other Comprehensive Income (Loss) (\$)	Total (\$)	Deficit (\$)			
Balance, October 1, 2019	171,609	67,421	8,476	1,212	9,688	(39,456)	37,653		
Private placement of common shares – October 2019 (note 7a)	7,813	1,208	-	-	-	-	1,208		
Private placement of common shares – February 2020 (note 7a)	7,813	1,078	172	-	172	-	1,250		
Private placement of common shares – March 2020 (note 7a)	8,688	1,267	94	-	94	-	1,361		
Share-based payments (note 7b)	-	-	24	-	24	-	24		
Comprehensive income (loss)	-	-	-	4,004	4,004	(1,706)	2,298		
Rounding adjustment	(2)	-	-	-	-	-	-		
Balance, September 30, 2020	195,921	70,974	8,766	5,216	13,982	(41,162)	43,794		
Share-based payments (note 7b)	-	-	3	-	3	-	3		
Comprehensive loss	-	-	-	(118)	(118)	(914)	(1,032)		
Balance, December 31, 2020	195,921	70,974	8,769	5,098	13,867	(42,076)	42,765		

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. Nature of Operations and Going Concern

Orea Mining Corp. (the “Company” or “Orea”) was incorporated on May 14, 2003 under the laws of the Province of Saskatchewan, Canada and continued on to British Columbia, Canada on December 29, 2003. On May 14, 2020, the Company changed its name from Columbus Gold Corp. to Orea Mining Corp. The Company is currently listed on the Toronto Stock Exchange (the “TSX” or “Exchange”) and the OTCQX International.

The Company’s principal business activities are the exploration and development of resource properties in South America. The Company is in the process of exploring and developing its resource properties. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production or from proceeds of disposition. The Company’s exploration and evaluation activities are not dependent on seasonality and may operate year-round; however, the Company may adjust the level of exploration and evaluation activities to manage its capital structure in light of changes in global economic conditions. To date, the Company has not received any revenue from mining operations and is considered to be in the exploration stage.

These consolidated financial statements have been prepared on a going concern basis which implies that the Company will continue realizing assets and discharging liabilities in the normal course of business for the foreseeable future. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values of assets and liabilities may be required.

All figures in these consolidated financial statements are expressed in thousands of Canadian Dollars except for share, per share amounts, warrants, per warrant amounts, units, per unit amounts or noted otherwise. References to “US\$” are to thousands of US Dollars and COP are to thousands of Colombian Pesos. At December 31, 2020, the Company had working capital of \$2,198 (September 30, 2020 – \$3,767) and an accumulated deficit of \$42,076 (September 30, 2020 - \$41,162). Accordingly, the ability of the Company to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to raise additional debt or equity to fund ongoing costs of operations and/or secure new or additional partners in order to advance its projects. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic and has adversely affected global workforces, financial markets, and the general economy. It is not possible for the Company to determine the duration or magnitude of the adverse results of COVID-19. The Company may need to delay or suspend future field work if required by the French Government relating to COVID-19 measures.

The Company’s head office and principal address is located at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, Canada.

2. Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34, *Interim Financial Reporting* (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ending September 30, 2020. Certain amounts in the prior period have been reclassified to conform with the presentation in the current period.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on February 11, 2021.

Changes in Accounting Standards

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

3. Marketable Securities

	December 31, 2020 (\$)	September 30, 2020 (\$)
Allegiant Gold Ltd.	929	-
Organto Foods Inc. (“Organto”)	500	162
	1,429	162

During the three months ended December 31, 2020, the Company recorded an unrealized gain on marketable securities of \$195 (2019 – \$641).

4. Investment in Compagnie Minière Montagne d’Or SAS (“CMMO”)

The Company entered into an agreement with Nord Gold SE (“Nordgold”) on March 13, 2014 (the “Option Agreement”), under which Nordgold was granted the right to acquire a 50.01% interest in the Paul Isnard mining concessions in French Guiana, France, which includes the Montagne d’Or project, and the exploration permits (the “Paul Isnard Gold Project”), held by the Company’s subsidiary at the time, CMMO.

On January 12, 2016, the Company entered into an agreement with Nordgold to sell a 5% minority interest in the Paul Isnard Gold Project (the “5% Sale”) for \$7,870 (US\$6,000) (received). The formal acquisition and transfer of the 5% interest would not occur until Nordgold earned the initial 50.01% interest in the Paul Isnard Gold Project under the Option Agreement.

On September 14, 2017, the Company’s interest in CMMO was diluted to 49.99% through Nordgold’s successful Option Agreement earn-in, and an additional 5% interest in CMMO was transferred to Nordgold to complete the 5% Sale. A Shareholders’ Agreement was signed between the Company and Nordgold, with the Company retaining a 44.99% interest in CMMO, and Nordgold owning the remaining 55.01% interest.

Upon recognition of Nordgold’s earn-in, the Company recorded the carrying value of its investment in CMMO at its fair value of \$36,701, resulting in a gain on deconsolidation of \$14,116. The fair value of the Company’s investment in CMMO was determined using the consideration it received for an aggregate interest of 55.01%, which was \$44,875 (US\$36,000).

The Company accounts for its investment in CMMO as an equity accounted investment.

Investment in CMMO continuity table:

	(\$)
Balance, September 30, 2019	34,613
Proportionate share of losses	(261)
Foreign exchange gain	3,868
Balance, September 30, 2020	38,220
Proportionate share of losses	(104)
Foreign exchange gain	(130)
Balance, December 31, 2020	37,986

CMMO’s title to the Montagne d’Or gold project was initially held in 8 mining concessions (each, a “Concession”) plus 2 exclusive exploration permits covering a total area of 190 km². Historically, the Concessions were granted to the original applicant and all subsequent title holders in perpetuity, in accordance with a French Imperial Law of the year 1810. As such, when the Concessions were first granted, they had the benefit of never expiring.

4. Investment in Compagnie Minière Montagne d'Or SAS – continued

In 1994, the French Mining Code was amended to provide that all mining concessions granted under the Imperial Law of 1810 would expire on December 31, 2018, including CMMO's Concessions, but can be subject to successive extensions not exceeding 25 years. In accordance therewith, and after extensive exploration work, CMMO submitted renewal applications for a 25-year period for the core project Concessions (2 of the 8 Concessions), two years prior to the expiration date. Exploration results did not justify renewal applications for the other 6 Concessions.

Renewal of the two CMMO Concessions involved a national public enquiry, which was carried out in November and December 2018. The Commission of Mines in French Guiana was expected to provide a non-binding opinion to the French Minister of Economy in charge of mines, which makes a renewal decision. The renewal of the Concessions was on the agenda of the Commission of Mines on October 16, 2019, but was removed from the agenda prior to the Commission's meeting and the Prefect of French Guiana indicated that it would be considered at a future meeting following some complementary legal analysis.

The Mining Code provides that there is an implicit (deemed) refusal of the renewal applications if no response is received by the Minister in charge of mines within two years of the date the applications were submitted. On December 21, 2018, the Minister informed CMMO, and all other holders of former historical concessions in French Guiana, that the assessment of their application might not be finalized upon the deadline and notified each applicant that exceeding this deadline will not preclude an explicit (formal) decision at a later date. The letter stated further that the French Supreme Administrative Court (Conseil d'État) had provided that the operator "may continue its works until an explicit (formal) decision of its request for renewal." Conditions for renewal include the requirement that the concessions be exploited on December 31, 2018, and the examination by the administrative authority of the technical and financial capacities of the title holder as well as the foreseeable duration of the exploitation of the deposit.

In order to protect its rights to the Montagne d'Or Concessions, in February and March 2019, CMMO filed proceedings in the Administrative Court of Cayenne in French Guiana to invalidate any implicit (deemed) refusal as a result of the French government having failed to respond within the prescribed deadline, and to expedite a clear and definitive formal written decision from the Minister in charge of mines. On December 24, 2020, the Administrative Court of Cayenne in French Guiana concluded the implicit refusals were cancelled and ordered the State to extend the Concessions and to set the duration of these extensions within a period of six months from the notification of the court judgement. The Minister of Economy, and a non-governmental organization (NGO) permitted to intervene in case, will have two months to appeal the decision.

The French Government issued a press release on February 3, 2021 announcing that it had filed an appeal with the Administrative Court of Appeal in Bordeaux on January 25, 2021 from the French Court ruling on December 24, 2020, which had ordered the renewal of the CMMO Concessions. The press release also reaffirms the Government's view that the Montagne d'Or project, as it has been presented to it, is not compatible with the Government's environmental ambitions. As announced by Orea on December 31, 2020, the French Court had found in favor of CMMO, and had ordered the State to extend the mining concessions for a duration to be set within a period of six months from the notification of the court judgment. Orea remains of the opinion that CMMO is entitled to the renewal of the CMMO Concessions and both Orea and CMMO intends to exercise all available rights to defend itself vigorously in the appeal. The Montagne d'Or project has been the subject to comprehensive environmental studies of high standard. Orea will update the market in due course.

5. Exploration and Evaluation Asset

On July 19, 2018, the Company entered into an agreement (the "Maripa Option") with a subsidiary of IAMGOLD Corporation ("IAMGOLD") to acquire up to a 70% interest in two stages in the Maripa Gold Project ("Maripa"), located in French Guiana, France. The terms of the Maripa Option are as follows:

5. Exploration and Evaluation Asset – continued

- Option to earn up to a 70% interest in Maripa:
 - Initial option (the “First Option”) to acquire a 50% interest by incurring \$6,372 (US\$5,000) in expenditures within 5 years from the date of deemed non-objection of the French Government of the Maripa Option (the “Effective Date”), with Orea acting as Operator. The Effective Date was set to April 10, 2019, corresponding to the date on which the deemed non-objection of the agreement was received from the French Government.
 - Firm spending commitment of \$255 (US\$200) by December 31, 2018 (requirement met);
 - \$1,911 (US\$1,500) firm cumulative spending commitment by the 2nd anniversary of the Effective Date (requirement met);
 - \$3,504 (US\$2,750) cumulative spending by the 3rd anniversary of the Effective Date;
 - \$5,097 (US\$4,000) cumulative spending by the 4th anniversary of the Effective Date; and
 - \$6,372 (US\$5,000) cumulative spending and the completion of an internal scoping study by the 5th anniversary of the Effective Date.
 - Additional 20% interest:
 - Following exercise of the First Option, Orea may provide notice to IAMGOLD under certain conditions, of preparing a Preliminary Feasibility Study (“PFS”);
 - If IAMGOLD does not elect to contribute its pro-rata share of the cost of preparing the PFS, then Orea may elect to earn an additional 20% interest by completing the PFS within an additional 3 years; and
 - A 70:30 joint venture will be formed upon completion of the PFS by Orea within the 3 years period, otherwise a 50:50 joint venture will be formed.
 - If any party’s interest in the joint venture falls below 10% it will convert to a 2% NSR, of which 1% can be purchased by the other party for \$3,823 (US\$3,000).

On October 23, 2019, the Company closed the first tranche of a private placement fully subscribed by Sandstorm Gold Ltd. (“Sandstorm”), raising gross proceeds of \$1,250 through the issuance of 7,812,500 common shares of Orea, at a price of \$0.16 per share and granting to Sandstorm a 0.5% net smelter returns royalty from Orea’s ownership interest on gold production from Maripa, if and when Orea earns its interest in the project, and increasing up to 1% depending on Orea’s interest in the project.

A summary of the Company’s exploration and evaluation asset for the three months ended December 31, 2020 and year ended September 30, 2020 is set out below:

	Maripa Gold Project
	\$
Balance at October 1, 2019	573
Geology and geophysics	295
Salaries and consulting	506
Supplies	66
Equipment	63
Permitting	27
Transportation	30
Assays and analysis	20
Other	30
Foreign exchange	91
Balance at September 30, 2020	1,701
Drilling	294
Geology and geophysics	45
Salaries and consulting	239
Supplies	70
Equipment	5
Permitting	12
Assays and analysis	68
Other	40
Foreign exchange	(2)
Balance at December 31, 2020	2,472

6. Equipment

	Office Furniture and Equipment (\$)	Right of Use Assets (\$)	Total (\$)
Cost			
Balance, October 1, 2019	163	-	163
Adoption of IFRS 16	-	26	26
Additions	11	95	106
Foreign exchange	5	1	6
Balance, September 30, 2020	179	122	301
Foreign exchange	1	-	1
Balance, December 31, 2020	180	122	302
Accumulated Amortization			
Balance, October 1, 2019	(124)	-	(124)
Amortization	(20)	(18)	(38)
Foreign exchange	(2)	(1)	(3)
Balance, September 30, 2020	(146)	(19)	(165)
Amortization	(2)	(19)	(21)
Balance, December 31, 2020	(148)	(38)	(186)
Net book value, September 30, 2020	33	103	136
Net book value, December 31, 2020	32	84	116

Lease liability

The estimated fair value of lease liabilities is based on an incremental borrowing rate of 15%. Leases include an office lease, office equipment and vehicles.

Maturity Analysis

	(\$)
Contractual undiscounted cash flows:	
Less than one year	102
Two to three years	8
Four to five years	-
Total undiscounted lease liabilities as at December 31, 2020	110
Lease liabilities in Consolidated Statements of Financial Position as at December 31, 2020	
Current (included in accounts payable)	85
Non-current (included in lease liabilities)	7
	92

Amounts Recognized in Consolidated Statements of Comprehensive Income (Loss)

	Three Months Ended	
	December 31, 2020	December 31, 2019
Interest expense on lease liabilities	10	2
Expenses relating to short-term leases	-	28
	10	30

7. Share Capital

(a) Common Shares

Authorized - unlimited common shares without par value.

At December 31, 2020, the Company had 195,921,160 (September 30, 2020 – 195,921,160) common shares issued and outstanding.

On March 26, 2020, the Company closed a non-brokered private placement, raising gross proceeds of \$1,390 through the issuance of 8,687,500 units at a price of \$0.16 per unit. Each unit is comprised of one common share and a half warrant. Each full warrant entitles the holder to purchase one common share at a price of \$0.24, for a period of 18 months from the closing date of the private placement. The warrants have a fair value of \$94. OCIM Finance, a Company managed by a former director of Orea, Laurent Mathiot, was amongst the subscribers in the private placement. OCIM Finance acquired an aggregate of 7,812,500 units for total consideration of \$1,250. Share issue costs for this private placement totaled \$29.

On February 4, 2020, the Company closed a non-brokered private placement, raising gross proceeds of \$1,250 through the issuance of 7,812,500 units at a price of \$0.16 per unit. Each unit is comprised of one common share and a half warrant. Each full warrant entitles the holder, on exercise, to purchase one common share at a price of \$0.24, for a period of 18 months from the closing date of the private placement. The warrants have a fair value of \$172. The private placement was fully subscribed by OCIM Finance.

On October 23, 2019, the Company closed a non-brokered private placement fully subscribed by Sandstorm (the “Sandstorm Private Placement”), raising gross proceeds of \$1,250 through the issuance of 7,812,500 common shares, at a price of \$0.16 per share and granting to Sandstorm a 0.5% net smelter returns royalty from Orea’s ownership interest on gold production from the Maripa gold project in French Guiana, if and when Orea earns its interest in the project, and increasing up to 1% depending on Orea’s interest in the project. No finders’ fees have been paid in connection with this private placement. The Sandstorm Private Placement was closed on January 31, 2020 (note 5). Share issue costs for the Sandstorm Private Placement totaled \$42.

(b) Share Options

The Company has a share option plan to issue share options whereby the total share options outstanding may be up to 10% of its issued capital at the time of an applicable option grant. The Board of Directors may from time to time, grant options to directors, officers, employees or consultants. The exercise price of an option is not less than the closing price on the Exchange on the last trading day preceding the grant date.

The continuity of the Company's share options is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, October 1, 2019	8,007,500	0.42
Granted	1,000,000	0.25
Forfeited	(2,075,000)	0.37
Balance, September 30, 2020 and December 31, 2020	6,932,500	0.41

7. **Share Capital - continued**

A summary of the Company's options at December 31, 2020 is as follows:

Exercise Price (\$)	Options Outstanding		Options Exercisable		
	Number of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Number of Options Exercisable	Weighted Average Remaining Contractual Life (Years)	
0.25	700,000	3.20	483,333	3.20	
0.30	500,000	1.33	500,000	1.33	
0.30	100,000	2.27	100,000	2.27	
0.30	1,150,000	2.68	1,150,000	2.68	
0.40	200,000	0.12	200,000	0.12	
0.40	432,500	0.17	432,500	0.17	
0.48	3,750,000	2.13	3,750,000	2.13	
0.65	100,000	1.62	100,000	1.62	
0.25-0.65	6,932,500	2.08	6,715,833	2.04	

The fair value of vested share options recognized as an expense during the three months ended December 31, 2020 was \$3 (2019 - \$9).

The fair value of each share option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of share options granted represents the period of time that share options granted are expected to be outstanding. The risk-free rate of periods within the contractual life of the share option is based on the Canadian government bond rate. Assumptions used for share options granted during fiscal 2020 and 2019 are as follows:

Grant Date	Number of Share Options	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend Yield	Fair Value Per Option (\$)	Total Fair Value (\$)
March 30, 2020	1,000,000	75%	0.47%	2.96	-	0.03	34

(c) Warrants

In connection with the March 2020 Private Placement, 4,343,750 warrants were issued on March 26, 2020 with a fair value of \$94. In connection with the February 2020 Private Placement, 3,906,250 warrants were issued on February 4, 2020 with a fair value of \$172. In connection with the August 2019 Private Placement, 1,493,750 warrants were issued on August 16, 2019 with a fair value of \$31. In connection with the January 2019 Private Placement, 4,893,389 warrants were issued on January 16, 2019 with a fair value of \$153. All warrants are exercisable on the date of issuance.

The continuity of the Company's warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, October 1, 2019	6,387,139	0.38
Issued	8,250,000	0.24
Expired	(4,893,389)	0.40
Balance, September 30, 2020 and December 31, 2020	9,743,750	0.25

7. **Share Capital - continued**

The fair value of each warrant is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of warrants issued represents the period of time which those warrants are expected to be outstanding.

The risk-free rate of periods within the contractual life of the warrants is based on the Canadian government bond rate. Assumptions used for warrants issued during 2020 are as follows:

Issue Date	Number of Warrants	Expected Price Volatility	Risk Free Interest Rate	Expected Life (Years)	Expected Dividend per Warrant Yield	Fair Value (\$)	Total Fair Value (\$)
March 26, 2020	4,343,750	76%	0.64%	1.50	-	0.02	94
February 4, 2020	3,906,250	76%	1.51%	1.50	-	0.04	172

(d) Loss per Share

	Three Months Ended	
	December 31, 2020	December 31, 2019
	(\$)	(\$)
Basic loss per share	(0.00)	(0.00)
Diluted loss per share	(0.00)	(0.00)
Net loss for the period	(914)	(69)

	Three Months Ended	
	December 31, 2020	December 31, 2019
(in thousands)		
Shares outstanding, beginning of period	195,921	171,609
Effect of share offerings	-	5,944
Basic weighted average number of shares outstanding	195,921	177,553
Effect of dilutive share options	-	-
Effect of dilutive warrants	-	-
Diluted weighted average number of shares outstanding	195,921	177,553

As at December 31, 2020, there were 6,932,500 (December 31, 2019 – 8,007,500) share options and 9,743,750 (December 31, 2019 – 6,387,139) warrants that were potentially dilutive but not included in the diluted loss per share calculation as the effect would be anti-dilutive.

(e) Reserves

Share Options and Warrants

The share options and warrants reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Accumulated Other Comprehensive Income (Loss)

The accumulated other comprehensive income (loss) reserve records unrealized exchange differences arising from translation of foreign operations that have a functional currency other than the Company's reporting currency.

8. Related Party Transactions

The Company had a note receivable of \$1,604 (the “Grid Note”) from Allegiant, a company with certain directors in common, originally due on the later of March 1, 2019 or when Allegiant has completed one or more equity financings with collective proceeds of a minimum of \$4,000 subsequent to the date on which Allegiant lists on the TSX-V. On March 5, 2019, the Company received 1,000,000 common shares (the “Extension Shares”) of Allegiant in exchange for extending the due date of the Grid Note to December 31, 2020 (the “Extended Grid Note”). The fair value of the Extension Shares was \$190 at the time of issuance. The fair value of the Extended Grid Note is \$1,220, based on a 15% discount rate. The fair value of the Grid Note has been further reduced by the fair value of the Extension Shares, resulting in a carrying value of \$1,030 on initial recognition. The Extended Grid Note was to be accreted to its face value of \$1,604 by the due date. The Grid Note was non-interest bearing and unsecured.

On October 21, 2020 the Extended Grid Note was settled in exchange for 3,201,766 shares (the “Settlement Shares”) of Allegiant. Consequently, the Company impaired the carrying value of the Extended Grid Note to \$1,345, and recorded an impairment charge of \$166 which corresponds to the fair value of the Settlement Shares as at September 30, 2020. The market value of the Settlement Shares received on October 21, 2020 was \$1,073, resulting in a loss of \$272 on settlement.

A summary of the Grid Note is presented in the following table:

	(\$)
Balance, October 1, 2019	1,142
Finance income	369
Impairment	(166)
Balance, September 30, 2020	1,345
Settlement	1,073
Loss on settlement	(272)
Balance, December 31, 2020	-

The Company entered into a cost sharing agreement (the “Xebra Cost Sharing Agreement”) with Xebra Brands Ltd. (“Xebra”) effective October 1, 2019, whereby certain overhead and administration costs are shared, which Xebra reimburses to the Company on a periodic basis and is included in cost recoveries. The Xebra Cost Sharing Agreement was terminated effective August 31, 2020 and replaced with a fixed fee agreement (the “Xebra Services Agreement”), whereby the Company provides certain overhead and administration services in exchange for a fixed fee of \$10 per month and a reduction in compensation of \$8 per month to a certain officer in common. The Xebra Services Agreement was terminated on November 30, 2020 and replaced with a reduced services agreement (the “Reduced Services Agreement”) effective January 1, 2021 for \$2 per month. The Company and Xebra has a director and certain officers in common.

The following is a summary of related party transactions:

	Three Months Ended	
	December 31, 2020 (\$)	December 31, 2019 (\$)
Management fees paid to Columbus Capital Corporation, a company controlled by the Chairman of the Company	23	23
Management fees paid to the President and CEO of the Company	66	60
Accounting fees paid to the CFO of the Company	48	64
Directors fees paid or accrued	36	36
Finance income from Grid Note	-	(118)
Administration cost recoveries received or accrued from Xebra	(18)	(98)
Administration cost recoveries received or accrued from Allegiant	(5)	(17)
	150	(50)

8. Related Party Transactions - continued

The following summarizes advances or amounts that remain receivable from or payable to each related party:

	December 31, 2020	September 30, 2020
	(\$)	(\$)
Note receivable from Allegiant	-	1,345
Advances to the Chairman of the Company	8	20
Advances to Columbus Capital Corporation	8	-
Directors fees payable	(103)	(91)
	(87)	1,274

9. Segmented Disclosure

The Company has one reportable business segment, being mineral exploration and development. Assets by geographical area are as follows:

	December 31, 2020	September 30, 2020
	(\$)	(\$)
Current assets		
Canada	2,486	3,999
Luxembourg	23	8
France (French Guiana)	272	384
	2,781	4,391
Non-current assets		
Canada	87	106
France (French Guiana)	40,487	39,951
	40,574	40,057
Total assets		
Canada	2,573	4,105
Luxembourg	23	8
France (French Guiana)	40,759	40,335
	43,355	44,448

10. Commitments

The Company has commitments as follows:

	1 year	2-3 years	4-5 years	Total
	(\$)	(\$)	(\$)	(\$)
Office lease payments	95	-	-	95
Vehicles	3	-	-	3
Equipment	4	8	-	12
	102	8	-	110

11. Financial Risk and Capital Management

Financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at December 31, 2020 are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

(a) Credit risk

The credit risk exposure on cash is limited to its carrying amount at the date of the statements of financial position. Cash is held as cash deposits with creditworthy banks and an investment firm. The Company has receivables consisting of goods and services tax due from the Federal Government of Canada and trade receivables. Management believes that the credit risk with respect to cash and receivables as it relates to goods and services tax are low, and medium as it relates to remaining other receivables.

(b) Liquidity Risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. As at September 30, 2020, the Company has working capital of \$2,198 (September 30, 2020 – \$3,767).

(c) Market Risks

(i) Foreign Currency Risk

The Company's functional currency is the Canadian dollar. The Company is exposed to the currency risk related to the fluctuation of foreign exchange rates in its French subsidiary, Orea Guyane SAS. The Company also has assets and liabilities denominated in US dollars and the European Euro. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar or European Euro could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

(ii) Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

(iii) Interest Rate Risk

The Company does not have any interest-bearing debt and is therefore not exposed to interest rate risk.

Sensitivity Analysis

A 1% change in interest rates does not have a material effect on the Company's profit or loss and equity.

The Company has certain cash balances, receivables and accounts payables in US Dollars and European Euros, currencies other than the functional currency of Company. The Company estimates that a +/-10% change in the value of the Canadian dollar relative to the US dollar and European Euro would have a corresponding effect of approximately \$30 to profit or loss.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration and development stage, its principal source of funds is from the issuance of common shares.

11. Financial Risk and Capital Management - continued

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors approves the annual and updated budgets. There have been no changes to the Company's capital management policies and procedures since the end of the most recent fiscal year.

Fair Value

The fair value of the Company's financial instruments including cash, receivables, and accounts payable approximates their carrying value due to the immediate or short-term maturity of these financial instruments.

The fair value of marketable securities is based on quoted market prices for publicly traded shares.

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease or the incremental borrowing rate if the interest rate cannot be readily determined. Subsequently, the lease liability is measured at amortized cost using the effective interest rate method, and accreted accordingly.

IFRS 7, Financial Instruments: Disclosure establishes a fair value hierarchy that prioritizes the input 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).

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies. Marketable securities are classified as Level 1. At December 31, 2020, there were no financial assets or liabilities measured and recognized in the statement of position that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

Financial Instrument	Measurement Method	Associated Risks	Fair value at December 31, 2020 (\$)
Cash	FVTPL (Level 1)	Credit and currency	1,005
Marketable securities	FVTPL (Level 1)	Exchange	1,429
Receivables	Amortized cost	Credit and concentration	8
Accounts payable	Amortized cost	Currency	(369)
			2,073

12. Subsequent Events

On January 21, 2021, the Company closed an oversubscribed private placement, raising gross proceeds of \$1,400 through the issuance of 8,235,294 units at a price of \$0.17 per unit. Each unit is comprised of one common share of Orea (a "Share"), and a half warrant. Each full warrant entitles the holder, on exercise, to purchase one Share at a price of \$0.30 (per share) for a period of 18 months from the closing date of the Private Placement. An aggregate of 548,471 units has been paid in finders' fees. The securities issued in the Private Placement are subject to a hold period expiring on May 22, 2021.

On January 7, 2021, the Company announced the signing of a binding letter of intent (the "BLOI") to acquire extensive gold assets in Colombia (the "Project") through the acquisition of a Colombian Entity directly and indirectly. The key terms of the BLOI are as follows:

12. Subsequent Events - continued

- Stage 1
 - Acquisition of ~44% of the Colombian Entity in exchange for cash of ~US\$105, 6.6 million shares of Orea, and granting a 25% net profit interest of the Project mill output to the seller, capped at 300 tonnes per day ore feed and a maximum of 13.3 million Colombian pesos (~\$4,900) (the “NPI”); and
 - Issue 5 million shares of Orea to a third party for the assignment of the right to acquire the Colombian Entity.
- Stage 2
 - Upon the NPI being paid in full, or an equivalent amount advanced to the Seller, acquisition of 56% (the “Remaining Shares”) of the Colombian Entity in exchange for 20.4 million Orea shares.
- Upon closing of Stage 1, Orea will:
 - Have security of the Remaining Shares;
 - Be granted voting rights to the Remaining Shares;
 - Be appointed operator of the Project; and
 - Assume all economic benefits and risks to the Colombian Entity.