MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended September 30, 2020

(Expressed in Canadian dollars)

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Azarga Metals Corp. (the "Company" or "Azarga") for the year ended September 30, 2020 and up to the date of this MD&A and should be read in conjunction with the accompanying audited consolidated financial statements for the year ended September 30, 2020, together with the notes thereto (the "Financial Report").

All financial information in this MD&A is derived from the Company's financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

The effective date of this MD&A is January 26, 2021.

Description of the Business

Azarga is a publicly traded company incorporated under the laws of the Province of British Columbia. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") and trade under the symbol AZR.

The Company is engaged in the exploration and, if warranted, development of the Company's 100% owned Unkur Copper-Silver project located in eastern Russia. The Company is considered to be in the exploration stage as it has not placed any of its exploration and evaluation assets into production nor has it generated any revenues from operations.

Unkur Copper-Silver Project, eastern Russia

Azarga acquired control of the Unkur Copper-Silver Project, located in the Zabaikalsky administrative region of eastern Russia, in mid-2016 and then embarked on a successful initial exploration program. In 2016-2017, the Company completed 16 diamond core drill-holes at Unkur for 4,580 cumulative meters. A Maiden Resource was published in April 2017 and then in March 2018 the Resource was enlarged and a preliminary economic assessment ("PEA") was completed.

The PEA report was filed at the end of August 2018 (see: "Technical Report and Preliminary Economic Assessment for the Unkur Copper-Silver Project, Kodar-Udokan, Russian Federation" dated effective August 30, 2018 filed on SEDAR or the Company's website).

The PEA is based on the current Inferred Mineral Resource estimate of 62 million tonnes at 0.53% copper and 38.6 g/t silver, containing 328,600 tonnes (724 million pounds) of copper and 76.8 million troy ounces of silver. The PEA was positive, envisaging an 8-year mine life producing 13.2 kilo-tonnes of copper and 3.7 million ounces of silver per year and resulting in an estimated pre-tax net present value of US$203.6 million (post-tax US$147.5 million) and internal rate of return of 28.9% (post-tax 24.4%).

2019/2020 Drill program (Phase 2)

The 2019-2020 Phase 2 diamond drilling program was completed in April 2020. On May 11, 2020, the Company announced final assay results, consisting of 15 drill-holes for a total of 5,572 meters, with the following highlights:

- Copper-silver mineralization is drill confirmed over a strike length of 6.5 kilometers – an extension of 3.1 kilometers compared to 2016/2017 drilling
- Copper-silver mineralization remains open to the south, north and at depth
- Oxide copper-silver mineralization extends over a 4.5 kilometer strike length, to 180-190 meters depth and there appears to be no difference in grade between the sulphide and oxide zones

- A comparison of Phase 1 drill results (2016 – 2017) and Phase 2 drill results (2019 – 2020) shows similar copper-silver grades and widths but over a larger envelope

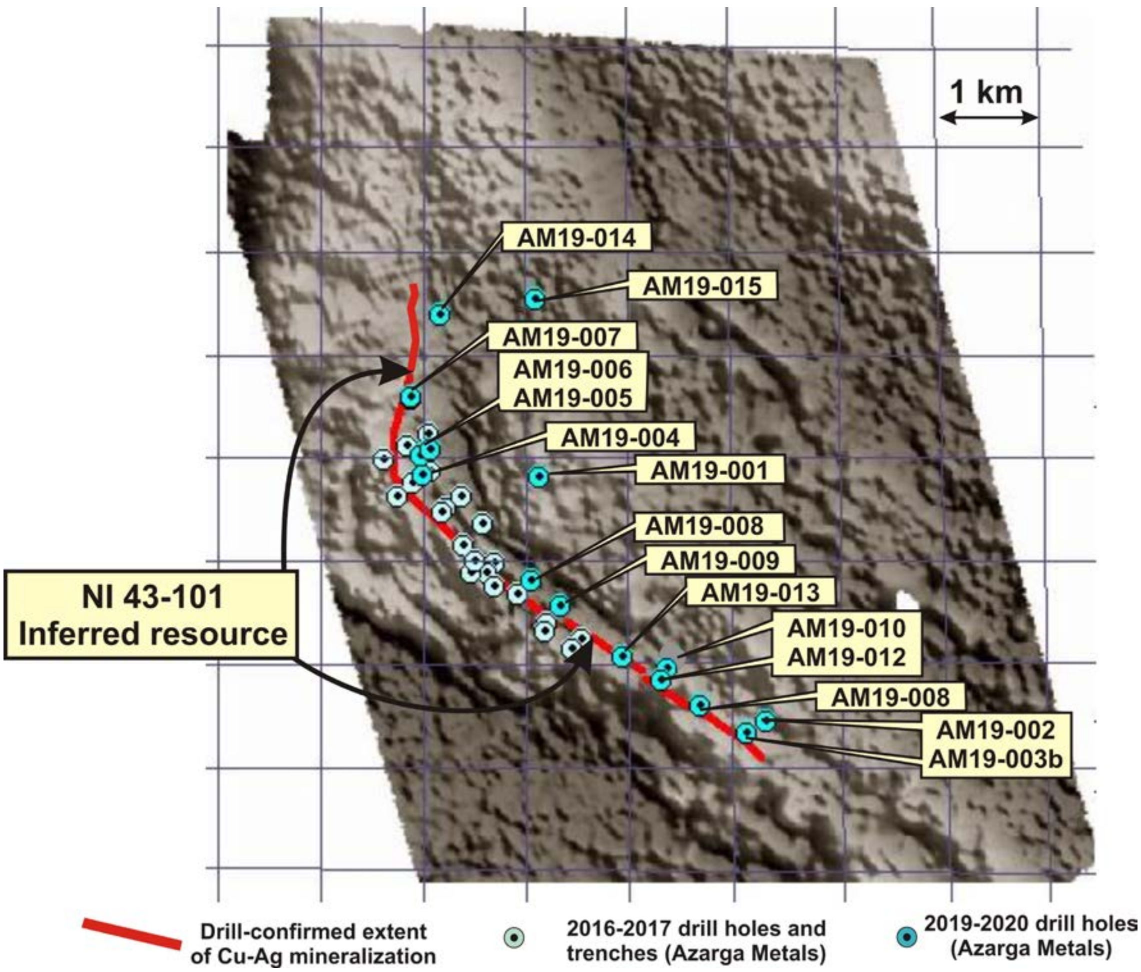

Figure 1. Drill-hole location map and position of copper-silver mineralization on reduced-to-pole grey-scale magnetic image of Unkur.

Unkur Mineral Resource Update

Azarga Metals' independent consultants continue to work on an updated NI 43-101 Mineral Resource estimate for the Unkur Project based on the 2016/2017 and 2019/2020 drilling programs. The results of the updated Mineral Resource estimate will be published when finalized.

Reconnaissance Geochemical Exploration

As announced on October 15, 2020, the Company started a reconnaissance geochemical exploration program with the object of identifying new areas of copper and silver mineralization outside of the known area of recent drilling by taking lithochemical samples just below the surface over widespread areas of the property and analyzing the -1mm fraction. Due to frost and snow on site, the original design of the program was reduced but despite this, 180 rock-chip samples and 28 channel samples were taken at 6 locations.

The results of this program were announced on January 19, 2021 which showed significant zones of copper mineralization at surface on the east side of the Kemen River (known as the Kemen area) as well as areas on the southwestern side of the property (Unkur SW) – see the table.

In the Kemen area, several lithochemical samples showed more than 0.05% copper in three anomalies extending over strike lengths of 2 km, 1.1 km, and 0.9 km (using the >25ppm Cu value), possibly at different stratigraphic levels. Copper mineralization in outcrops was also found at several locations on which channel samples were taken (see Table 1 below). This is an important finding and confirms, for the first time, that mineralization is present on the eastern limb of the Unkur syncline.

In addition, new mineralization was discovered over an area of 250x160 m at Unkur SW in four closely spaced outcrops on which channel samples were taken (see Table 1). This mineralization appears to be stratigraphically below the main Unkur mineralization and implies a second perhaps parallel zone of mineralization to the known body hosting the current resources at Unkur.

Table 1 shows results of channel sampling from the discovered outcrops at Kemen and Unkur SW with >0.1% Cu values. From experience the Company believes that the copper values in the channel samples are more indicative of underlying grade due to the greater mobility of silver over copper at surface.

Table 1. Results of 2020 channel sampling at Kemen and Unkur SW. All samples represent 1 m intervals.

Sampling site	WGS 84 coordinates	Pulkovo 42 coordinates	Sample ID	Cu ppm	Ag ppm	Intercept
AM200168 Kemen	56.841405	6303492.73	201681	461	0.2	2m @ 0.49% Cu 7.1 g/t Ag
	118.645723	20600384.87	201682	8045	11.0	
			201683	1760	3.1	
AM200064 Kemen	56.837931	6303112.086	200641	247	<0.2	1m @ 0.13% Cu 2.0 g/t Ag
	118.649904	20600649.32	200642	1280	2.0	
			200643	236	0.7	
AM200153 Unkur SW	56.815975	6300568.023	201531	2230	3.3	2m @ 0.19% Cu 2.8 g/t Ag
	118.580829	20596490.4	201532	1480	2.2	
AM200160 Unkur SW	56.81771	6300759.436	201601	526	<0.2	1m @ 0.64% Cu 3.2 g/t Ag
	118.57958	20596409.67	201602	6420	3.2	

Metallurgical testing

The Company has now received all the results from the metallurgical test work on samples taken from the drilling program. Previous metallurgical tests from Unkur used only oxidized material taken from a surface outcrop and it was therefore important to have metallurgical tests on more representative material taken from deeper parts of the Unkur mineralization (see news releases June 9, 2020 and August 4, 2020).

In the case of sulphide type mineralization, the best results were from core ground to ±80% -0.071 mm. Using various optimized two-stage cleaning locked cycle standard flotation tests on this material showed 87.8% to 89.1% recovery of copper producing a 25.8% to 30.9% copper concentrate. In this same test, silver showed an 81.6% to 82.7% recovery with concentrate grades ranging from 1633.6 g/t to 2034 g/t.

In the case of oxide type mineralization, tests were run on various size fractions: -20 mm, -10 mm, and -0.071 mm. The best recoveries were achieved by using the finest (-0.071 mm) fraction size. On this material, the best sulphuric acid leach test results achieved were 73.6% to 96.4% recoveries of copper. On the same fraction size, a cyanide leach over a 2-day period showed a 55.6% recovery for copper and 96.7%

for silver.

Qualified Person

The Company's President and Chief Executive Officer, Michael Hopley, a Qualified Person as defined by NI 43-101, has reviewed and approved the exploration information and resource disclosures contained in this MD&A.

Selected Annual Information

	Fiscal Year Ended September 30, 2020	Fiscal Year Ended September 30, 2019	Fiscal Year Ended September 30, 2018
Statement of Loss:			
Net revenues	$Nil	$Nil	$Nil
Net loss	$(3,266,328)	$(1,562,864)	$(1,165,199)
Basic and diluted loss per share	$(0.03)	$(0.02)	$(0.02)
Financial Position:			
Total assets	$8,861,401	$10,747,748	$8,042,578
Long term debt	$5,689,748	$5,176,444	$992,505
Dividends	$Nil	$Nil	$Nil

Results of Operations – year ended September 30, 2020

The consolidated net loss for the year ended September 30, 2020 was $3,266,328 (2019 - $1,562,864).

The significant changes between the current year and the comparative year are discussed below.

Exploration and evaluation expenditures for the year ended September 30, 2020 totalled $1,756,239 (2019 - $252,217) and relate to the Phase 2 exploration work on the Unkur project.

During the year ended September 30, 2020, the Company recorded the following related to the convertible loan with Baker Steel Resource Trust ("BSRT"):

- Gain in fair value of derivative liability of $869,805 (2019 – loss of $15,598). The derivative liability was a component of the convertible loan and was re-valued each reporting period using the Black-Scholes option pricing model by changing various assumptions including the share price, risk-free interest rate, expected volatility, and expected life, as at the end of the reporting period.
- Gain on de-recognition of derivative liability of $746,346. As amended in April 2020, the Company determined that the convertible loan no longer contained an embedded derivative as it satisfied the "fixed for fixed" requirement as the number of potential common shares to be issued is fixed at 46,925,500 common shares being the principal of $4,692,550 divided by the conversion price of $0.10.
- Loss on extinguishment of convertible loan liability of $1,551,554. The modification of the terms of the convertible loan was considered substantial and was accounted for as an extinguishment of the original loan and the recognition of a new loan.
- Interest expense on the convertible loan of $705,039 (2019 - $235,486), being $353,438 of interest expense, accretion of $225,477, and amortization of financing costs of $126,124.

Summary of Quarterly Results

	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019
	$	$	$	$
Revenue	-	-	-	-
Net gain (loss)	96,516	(1,473,463)	(1,525,365)	(364,016)
Net gain (loss) per share, basic and diluted	0.00	(0.02)	(0.02)	(0.00)

	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018
	$	$	$	$
Revenue	-	-	-	-
Net loss	(695,473)	(535,891)	(98,540)	(232,960)
Net loss per share, basic and diluted	(0.01)	(0.01)	(0.00)	(0.00)

Trends

The Company is an exploration company. At this time, issues of seasonality or market fluctuations have had a minor impact on the expenditure patterns. The Company expenses its exploration, project investigation and general and administration costs, and these amounts are included in the net income (loss) for each quarter. The Company's treasury, in part, determines the levels of exploration.

The level of the Company's exploration and evaluation expenditures is largely determined by the strength of resource capital and commodity markets and its ability to obtain investor support for its projects.

Liquidity and Capital Resources

Azarga began the fiscal year with $2,599,062 of cash. During the year ended September 30, 2020, the Company spent $2,512,340 on operating activities, net of working capital changes, and received $688,498 from financing activities to end at September 30, 2020 with $775,220 of cash.

In April 2020, the Company and BSRT executed an amendment to the secured convertible loan facility as follows:

- the principal amount of the convertible loan was increased from US$3,000,000 to US$3,500,000, and accordingly BSRT advanced the Company US$500,000 ($709,350);

- the principal amount of US$3,500,000 was fixed at $4,692,550 (effective April 1, 2020) for the purposes of conversion to shares but remains payable in US dollars;

- the conversion price at which the principal amount of the convertible loan may be converted into common shares of the Company was reduced from $0.14 to $0.10;

- the Company issued BSRT 6,950,500 additional share purchase warrants exercisable at $0.10 until December 31, 2022: and

- the exercise price and expiry date of the 13,490,414 share purchase warrants previously issued to BSRT was amended from $0.17 and April 21, 2021 to $0.10 and December 31, 2022, respectively.

On closing, the Company issued 277,083 common shares as a finder's fee valued at $30,479. The Company also paid cash financing costs of $20,852.

On September 30, 2020, the Company had working capital of $585,451. Management estimates that its working capital will not provide the Company with sufficient financial resources to carry out currently planned operations and exploration through the next twelve months. Additional financing will be required by the Company to complete its strategic objectives and continue as a going concern. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

Fourth Quarter

The Company began the fourth quarter with $923,476 of cash. During the fourth quarter, the Company spent $148,256 on operating activities, net of working capital changes, to end the quarter and the year with $775,220 of cash.

Related Party Transactions

a) Compensation of key management personnel

Key management includes members of the Board of Directors, the Chief Executive Officer, the VP Exploration, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid or accrued to key management personnel during the years ended September 30, 2020 and 2019 were as follows:

		Year ended September 30, 2020	2019
Consulting fees			
Michael Hopley	Chief Executive Officer	$ 67,248	$ 24,823
Alexander Yakubchuk	VP Exploration	96,853	35,764
Golden Oak *	Officers	100,000	72,917
Dorian Nicol	Former Chief Executive Officer	-	73,595
Share-based compensation		-	282,695
		$ 264,101	$ 489,794

* Golden Oak Corporate Services Ltd. ("Golden Oak") is a consulting company controlled by the Chief Financial Officer and Corporate Secretary of the Company. Golden Oak provides the services of a Chief Financial Officer, Corporate Secretary, and accounting and administrative staff to the Company.

b) Due to related parties

As at September 30, 2020, the Company owed $14,654 (2019 – $14,813) to related parties of which $321 (2019 - $480) was owing to Golden Oak for the reimbursement of expenditures and $14,333 (2019 - $14,333) was owing to a former director for director fees. All amounts are unsecured and non-interest bearing.

c) Shareholder loans

Shareholders	Relationship	September 30, 2020	September 30, 2019
Principal payable			
Alexander Molyneux	Director	$ 324,662	$ 322,325
Eugene McCarthy	greater than 10% shareholder	325,197	322,857
Blake Steele	Director	72,207	71,687
OC Management Group Ltd.	Principal is a Director	146,913	145,855
Serhii Stefanovych *		153,735	152,629
		1,022,714	1,015,353
Interest payable		409,198	284,077
Total		$ 1,431,912	$ 1,299,430

* assigned from Insignia Partners Limited to Serhii Stefanovych in September 2019

On acquisition of the Unker Project, the Company assumed the obligation to repay certain existing loans. The amounts due are unsecured, bear interest at the rate of 12% per annum, and are payable by May 31, 2023. Accrued interest was due annually but as part of the financing with BSRT, all accrued interest is now payable once the BSRT convertible loan is settled.

During the year ended September 30, 2020, the Company accrued interest of $125,526 (2019 – $122,348) on the shareholder loans.

d) Other shareholder loans

During the year ended September 30, 2019, the Company was advanced $232,650 by certain shareholders of the Company. During the year ended September 30, 2019, the Company accrued interest of $23,576 on the amounts advanced by these shareholders. On April 15, 2019, the Company paid $526,758, being the outstanding principal of $491,400 and the outstanding interest of $35,358, in full and final settlement of these shareholders loans.

Additional Disclosure for Venture Issuers without Significant Revenue

The components of exploration and evaluation assets are described in Note 7 to the Financial Report.

Outstanding Share Data as at the date of this MD&A

Authorized: an unlimited number of common shares without par value

	Common Shares Issued and Outstanding	Share Purchase Warrants	Stock Options
Balance as at September 30, 2020	95,942,780	20,440,914	7,215,000
Issuance of shares to BSRT to settle the third semi-annual interest payment	2,747,575	-	-
Balance as at the date of this MD&A	98,690,355	20,440,914	7,215,000

Use of accounting estimates, judgments and assumptions

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

<u>Carrying value and recoverability of exploration and evaluation assets</u>

Management has determined that acquisition costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, preliminary economic assessment, accessibility of facilities and existing permits.

Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model which incorporates market data and which involves uncertainty and subjectivity in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations on an ongoing basis and its expansionary plans. The key inputs used by the Company in this process include the results from the exploration and development of its properties, forecasted capital deployment, and general industry conditions. Changes in these inputs may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent Company as well as the functional currency of the Company's BVI, Cyprus, Slovakian, and Russian subsidiaries is the Canadian dollar.

Convertible loan

The terms and conditions of financial liabilities may contain embedded derivatives. In April 2019, the Company completed a secured convertible loan facility. The Company evaluated whether the convertible loan contained an embedded derivative and determined that the conversion feature did not qualify as equity as it did not satisfy the "fixed for fixed" requirement. The number of potential common shares to be issued was contingent on a variable carrying amount for the financial liability. The liability was variable because the functional currency of the Company is Canadian dollars and the convertible loan was denominated in US dollars, therefore the amount to be settled depended on the foreign exchange rate at the date of settlement. Consequently, the conversion feature was classified as a derivative liability recorded at fair value and was separated from the debt host instrument. The derivative value was determined using the Black-Scholes option pricing model and the residual value was attributed to the host loan component.

In April 2020, the Company amended the terms of the convertible loan to fix the number of potential common shares to be issued on conversion. As a result, the conversion feature now satisfies the "fixed for fixed" requirement and is no longer classified as a derivative liability.

The modification of the terms of the convertible loan is considered substantial and is accounted for as an extinguishment of the original loan and the recognition of a new loan. Transaction costs associated with the modification of the loan have been expensed as incurred and included in loss on extinguishment of the convertible loan.

New Accounting Standards

A number of new standards, amendments to standards and interpretations are not yet effective as of September 30, 2020 and have not been applied in preparing the Financial Report. In addition, none of these standards are applicable to the Company.

Financial Instruments and Risk Management

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); fair value through other comprehensive income ("FVTOCI"); or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instruments	Category	September 30, 2020	September 30, 2019
Cash	FVTPL	$ 775,220	$ 2,599,062
Receivables	Amortized cost	62,939	42,751
Trade and other payables	Amortized cost	263,833	205,928
Convertible loan - liability component	Amortized cost	4,257,836	2,260,863
Convertible loan - derivative component	FVTPL	-	1,616,151
Shareholder loans	Amortized cost	1,431,912	1,299,430

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values for receivables and trade and other payables approximate their fair value due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost. The carrying value of cash is determined based on Level 1 of the fair value hierarchy.

The carrying values of convertible loans (liability component) and shareholders loans are measured at amortized cost. The carrying value of convertible loans (derivative component) is determined based on Level 3 of the fair value hierarchy.

Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits the exposure to credit risk in its cash by only investing its cash with high credit quality financial institutions in business and savings accounts. The Company's receivables primarily include balances receivable from government agencies. The Company is exposed to some risk on amounts due from these government agencies; however, to date the Company has been successful on collecting on its receivables.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that there is sufficient capital in order to meet short-term business requirements. The Company is exposed to liquidity risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk: The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant. The interest rates on the Convertible Loan and amounts due to shareholders are fixed.

(b) Foreign Currency Risk: The Company expects to raise equity predominately in Canadian dollars; however, transactions are transacted in Canadian dollars, US dollars, and Russian Rubles. As such, the Company is subject to fluctuations in the exchange rate between the Canadian dollar and the US dollar and Russian Ruble. As at September 30, 2020, the Company holds 97% of its cash in foreign currencies. Management believes the foreign exchange risk related to currency conversions is minimal and therefore, does not hedge its foreign exchange risk. The effect of a 10% change in the foreign exchange rate on cash held in US dollars and Russian Rubles at September 30, 2020 would be approximately $75,000. In addition, the Company holds its Convertible Loan and shareholder loans in US dollars and is therefore subject to fluctuations in the exchange rate between the US dollar and the Canadian dollar. The effect of a 10% change in the foreign exchange rate on the Convertible Loan and shareholder loans held in US dollars at September 30, 2020 would be approximately $569,000.

(c) Commodity Price Risk: While the value of the Company's exploration and evaluation assets is related to the price of copper and silver and the outlook for these minerals, the Company currently does not have any operating mines and hence does not have any hedging or other commodity-based risks in respect to its operational activities.

Historically, the price of copper and silver has fluctuated significantly and is affected by numerous factors outside of the Company's control, including but not limited to industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities, and certain other factors related specifically to copper and silver.

(d) Political Uncertainty: In conducting operations in Russia, the Company is subject to considerations and risks not typically associated with companies operating in North America. These include risks such as the political, economic and legal environments. Among other things, the Company's results may be adversely affected by changes in the political and social conditions in Russia and by changes in governmental policies with respect to mining laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation.

COVID-19

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse impacts of the outbreak and its effects on the Company's business or ability to raise funds. To date, the COVID-19 pandemic has not affected the progress of the exploration program on the Unkur Project.

Cautionary Note Regarding Forward-looking Statements

This MD&A may include or incorporate by reference certain statements or disclosures that constitute "forward-looking information" under applicable securities laws. All information, other than statements of historical fact, included or incorporated by reference in this MD&A that address activities, events or developments that Azarga or its management expects or anticipates will or may occur in the future constitute forward-looking information. Forward-looking information is provided through statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur or continue. These forward-looking statements are based on certain assumptions and analyses made by Azarga and its management in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

Although Azarga believes such forward-looking information and the expectations expressed in them are based on reasonable assumptions, investors are cautioned that any such information and statements are not guarantees of future realities and actual realities or developments may differ materially from those projected in forward-looking information and statements. Whether actual results will conform to the expectations of Azarga is subject to a number of risks and uncertainties, including those risk factors discussed under "Risk Management" in the above documents incorporated herein by reference. In particular, if any of the risk factors materialize, the expectations, and the predictions based on them, of Azarga may need to be re-evaluated. Consequently, all of the forward-looking information in this MD&A and the documents incorporated herein by reference is expressly qualified by these cautionary statements and other cautionary statements or factors contained herein or in documents incorporated by reference herein, and there can be no assurance that the actual results or developments anticipated by Azarga will be realized or, even if substantially realized, that they will have the expected consequences for Azarga.

Forward-looking statements are based on the beliefs, estimates and opinions of Azarga's management on the date the statements are made. Unless otherwise required by law, Azarga expressly disclaims any intention and assumes no obligation to update or revise any forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, whether as a result of new information, future events or otherwise, and Azarga does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

Other Information

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and at the Company's website www.azargametals.com.