

**IMPACT Silver Corp.**  
**Form 51-102F1**  
**Management's Discussion and Analysis**  
**For the Three Months Ended March 31, 2018**

**INTRODUCTION**

*This Management's Discussion and Analysis ("MD&A") is for the three months ended March 31, 2018 of IMPACT Silver Corp. ("IMPACT" or the "Company") prepared as at May 25, 2018 and should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended December 31, 2017 and the related notes contained therein. All amounts referred to herein are in Canadian dollars unless otherwise specified. Additional information relating to the Company including material change notices, certifications of annual and interim filings and press releases are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).*

*This document contains forward-looking statements. Please refer to "NOTE REGARDING FORWARD-LOOKING STATEMENTS."*

**CORPORATE OVERVIEW**

IMPACT controls the majority of two large mineral districts totalling 357 km<sup>2</sup> in central Mexico: the **Royal Mines of Zacualpan Silver District** and the **Capire Mineral District** adjacent to and southwest of Zacualpan. IMPACT has been in continuous production at the Royal Mines of Zacualpan Silver District for over eleven years.

Since 2006, the Company has carried out programs of exploration, development and mine production in both districts, bringing eight sites from exploration drilling to development and mining, including all mines currently in production. Most recently, due to the unpredictability in silver prices and to offset the effects of low prices of silver, the Company has been focused on improving the capacity of its Guadalupe processing plant. Looking ahead in 2018, the Company is excited to take advantage of higher zinc prices and is actively working on accessing higher grade zinc zones of ore, reopening its zinc concentrate circuit and establishing a zinc concentrate sales contract with a refiner.

IMPACT is considered one of the purest silver producers in Mexico. IMPACT's primary metal is silver and the majority of its revenues are generated by silver. The Company's revenues were affected by weak silver prices, lower silver grades and a weakening US dollar. However, a new refining contract for 2018 resulted in significantly lower refining fees and helped to offset many of these factors. The Company has also been focused on controlling costs and operating expenses were \$3.6 million in Q1 2018, just a nominal increase from Q1 2017 at \$3.5 million and an improvement over Q4 2017 at \$4.0 million. With funding currently in place, IMPACT is actively focused on maintaining production; strategically accessing ore to control costs and reopen the zinc concentrate circuit; and pursuing key exploration targets.

In 2016, IMPACT raised \$7.1 million (net) through private placements. These funds have allowed the Company to accelerate exploration and re-start drilling on higher priority targets. The initial results have led to the San Felipe discovery, the discovery of a new extension at the San Ramon mine and the start of field work on the gold/copper target of Santa Teresa as detailed in respective news releases.

IMPACT's key objectives for development of the Company are as follows:

1. Continue to expand, upgrade and optimize production with a focus on higher grade zones, including a number of zinc bearing zones, to optimize cash flows.
2. Exploration including drilling key targets across the large 357 km<sup>2</sup> land package, focusing on discovery and definition of additional high grade mineral for future mining.
3. Continue exploration with plans for eventual development of gold and copper from Carlos Pacheco South and San Juan, and re-evaluate the Capire open pit silver mine when silver prices improve sufficiently.
4. In the longer term, the objective is to become a multi-million ounce per year producer of silver either through development of current properties or by acquisition or merger.

IMPACT has no long-term debt. The Company may consider additional opportunities to improve its balance sheet and fund future developments.

IMPACT is proud to have been named to the 2017 TSX Venture 50, a ranking of the top performers on the TSX Venture exchange. IMPACT is a reporting issuer in British Columbia and Alberta. The Company's shares trade on the TSX Venture Exchange as a Tier 1 Issuer under the symbol **IMP** and on the Frankfurt Stock Exchange under the symbol **IKL**.

### **Financial Overview**

- Revenue for Q1 2018 was \$3.9 million, an improvement of 26% over Q4 2017 revenues of \$3.1 million.
- Operating expenses for Q1 2018 were \$3.6 million, a marginal increase from Q1 2017 at \$3.5 million and an improvement of 10% over Q4 2017 operating expenses of \$4.0 million.
- Mine operating loss for Q1 2018 was \$0.1 million and mine operating earnings before amortization and depletion<sup>1</sup> were \$0.3 million.
- Net loss for the quarter was \$0.5 million which included \$0.2 million of foreign exchange loss and non-cash expenses of \$0.3 million for amortization, depletion, share based compensation, and deferred income taxes. This compares to a \$0.4 million net loss for the same period in 2017, which included \$0.3 million of foreign exchange loss and non-cash expenses of \$0.8 million for amortization, depletion, share based compensation and deferred income taxes.
- The Company's cash position at March 31, 2018 remains strong at \$3.8 million, with net working capital of \$4.8 million (March 2017 - \$9.8 million).

### **Production Overview**

- Production at the Guadalupe mill during the first quarter of 2018 came primarily from the San Ramon Deeps Mine (54% of total mill feed), the Cuchara Mine (30% of mill feed), and the San Patricio (Chivo) Mine (16% of mill feed). The grade at San Ramon is highly variable and provided lower grades than in the comparable quarter of 2017. The mining grades at the new San Patricio (Chivo) Mine had lower grades than the Mirasol mine that closed towards the beginning of Q3 2017. These factors contributed to a lower grade mill feed in the first quarter of 2018 compared to 2017.
- Average mill feed grade for silver was 160 grams per tonne (g/t) in 2018, down 9% from 177 g/t in 2017.
- Silver production decreased to 203,199 ounces in 2018 from 230,299 ounces in 2017.
- Throughput at the mill decreased slightly to 46,602 tonnes milled in 2018 from 48,743 in 2017.

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<sup>1</sup> Mine operating earnings before amortization and depletion is a non-IFRS measure which the Company believes provides meaningful information about the Company's financial performance.

## PRODUCTION AND SALES: GUADALUPE MILL

	For the Three Months Ended March 31		
	2018	2017	% Change
Total tonnes (t) milled	<b>46,602</b>	48,743	-4%
Tonnes milled per day	<b>518</b>	542	-4%
Silver production (oz)	<b>203,199</b>	230,299	-12%
Lead production (t)	<b>94</b>	99	-5%
Gold production (oz)	<b>123</b>	132	-7%
Silver sales (oz)	<b>201,075</b>	232,358	-13%
Lead sales (t)	<b>96</b>	103	-7%
Gold sales (oz)	<b>141</b>	141	-
Average mill head grade –silver g/t	<b>160</b>	177	-9%
Revenue per tonne sold <sup>2</sup>	<b>\$86.73</b>	\$94.13	-8%
Direct costs per production tonne <sup>2</sup>	<b>\$78.80</b>	\$71.76	10%

### Production and Sales Highlights for the Three Months Ended March 31

The Company has continued to focus on utilising its capacity at its Guadalupe processing plant and milled 46,602 tons in Q1 2018 compared to 48,743 tons in Q1 2017. This slight decrease of 4% was due to an electrical outage at the plant which resulted in three days of reduced production. Production tonnes are being drawn from several of its mines with different feed grades; therefore, mine production can vary from quarter to quarter. The average mill head silver grade decreased to 160 g/t in Q1 2018 compared to 177 g/t in Q1 2017.

Despite weaker silver prices, lower silver grades and a weakening US dollar, revenue per tonne sold decreased only 8% to \$86.73 in Q1 2018 from \$94.13 in Q1 2017. This is largely due to a more favourable refining contract offsetting many of these factors. Silver sales decreased 13% to 201,075 ounces from 232,358 ounces sold in the same period of 2017 as a result of lower grades and tonnes produced. Direct costs per production tonne increased 10% to \$78.80 in Q1 2018 from \$71.76 in Q1 2017 as a result of a new contract which increased hauling costs as well as increased development costs to access ore. The Company has been working to maintain cost levels and the Q1 2018 cost is nearly equivalent to Q4 2017's cost per production tonne of \$78.59.

Looking to next quarter, the Company anticipates reaching 2017 levels of production with a focus on controlling costs. Further, the Company looks forward to continued positive results from its new refining contract as well as the opportunity to reopen its zinc circuit with potential zinc concentrate sales later in the year.

<sup>2</sup> Revenue per tonne sold and direct costs per production tonne are measures which the Company believes provide useful information on the revenues and direct costs. See "SUPPLEMENTARY INFORMATION".

## **MINE PRODUCTION**

### **Royal Mines of Zacualpan District**

Since acquiring the Royal Mines of Zacualpan, there has been extensive work done to upgrade operations and expand production. Expanding the tailings capacity is an ongoing process. Additional surface lands near the Guadalupe mill were also purchased to address the need for additional tailings capacity in the future which is in the process of design and permitting.

#### **San Ramon Silver Mine**

The San Ramon Mine is located 5 kilometres south of the Guadalupe mill. San Ramon has been a significant contributor to production since 2008. During 2014, the Company discovered new high grade silver zones in the nearby San Ramon Deeps area and mining of this area began in Q3 2014. During the first quarter of 2018, the San Ramon Deeps Mine provided 54% (Q1 2017 – 40%) of feed to the Guadalupe mill. To date this vein has been exposed in mine workings on Levels 16.5, 18, 19, 20, 21, 22, 23 and 24 over a length of 180 metres and widths of 2 to 17 metres. Diluted mining grades at San Ramon during the quarter ranged from 169 to 193 g/t silver. Underground drilling outlined the vein over a vertical distance of 10 to 60 metres below the current mine workings where the size and grade are decreasing. Drilling of the southeast extension has begun with completion of a new underground drill station. IMPACT has also expanded the main mine ramp to accommodate surface truck access down to Level 22 to increase efficiencies of extracting mineral from the mine. In Q3 2017, IMPACT signed an agreement to mine on a neighbouring claim in return for royalty payments of MXN\$75 per dry tonne of mineral extracted. During the first quarter, IMPACT carried out additional mining and exploration work in this area including some drilling from surface to outline zones for mining (see also Exploration below).

#### **Cuchara Silver Mine**

The Cuchara mine is located 2.5 kilometres east of the Guadalupe mill and commenced production in the second quarter of 2013. During the first quarter of 2018, the Cuchara Mine provided 30% (Q1 2017 – 39%) of feed to the Guadalupe mill. The mine contributes a silver-lead-zinc feed to the Guadalupe mill from a corridor of veins. Current production is from the Marqueza, Santa Lucia, and Millmaravillas veins. Diluted mining grades at Cuchara during the quarter ranged from 144 to 149 g/t silver.

#### **Mirasol Silver Mine**

The Mirasol Mine is located 5.5 kilometres southeast of the Guadalupe mill and mining began in Q3 2014. In Q3 2017, production from Mirasol was put on standby as the remaining tonnes are at depth and require some development in order to access them. During the quarter, there were no tonnes mined at Mirasol (Q1 2017 – 17%).

#### **San Patricio (Chivo) Silver Mine**

The new San Patricio (Chivo) Mine is located three kilometres southeast of the Guadalupe mill and is accessed through the former Chivo Mine entrance. The mine produces from the San Patricio vein and the Los Reyes vein. During the first quarter of 2018, the San Patricio (Chivo) Mine provided 16% (Q1 2017 – 4%) of feed to the Guadalupe mill. Diluted mining grades at San Patricio during the quarter ranged from 145 to 156 g/t silver.

#### **Capire Processing Plant and Mine**

Capire is located 16 kilometres southwest of the Guadalupe Production Center. It is a volcanogenic massive sulphide (“VMS”) base and precious metal deposit. VMS mineralization in the Capire district is predominantly silver-rich with zinc and lead credits.

In Q2 2013, IMPACT announced the commissioning of the Capire open pit mine and completion of construction of the 200-tpd pilot plant. The purpose of the open pit silver test mining and processing

operations at Capire was to determine production costs and optimize mining and processing methods in planning for a potentially larger operation in the future. The work performed has increased the Company's knowledge about the metallurgy of minerals in both districts and has helped define the operating costs at Capire. Most of this test work was completed; however, in light of lower silver prices, Mexican mining tax changes, hauling costs and low overall silver grade being mined at Capire, the Company recognized that the open pit test mining operation was not presently economical. In February 2014, after processing approximately 33,000 tonnes of material, the open pit operations were suspended. The Capire plant is currently on care and maintenance. Production from the Capire open pit may restart in the future with higher metal prices and/or lower unit production costs associated with a potential larger operation.

After the shut-down, the Capire plant was reconfigured as a bulk test processing facility for gold and copper mineralization from the Carlos Pacheco South Zone in the Noche Buena Mine. The results of this test work at Capire and later at the Guadalupe mill, demonstrated good gold recoveries from Carlos Pacheco South mineral when mixed with Zacualpan silver mineral.

### *Capire Mineral Resource*

On January 18, 2016, IMPACT announced new NI43-101 compliant mineral resources for the Capire Zone as follows and then filed a supporting technical report on [www.sedar.com](http://www.sedar.com) on March 3, 2016.

Total Resource at US Dollar per Tonne Cutoffs - Inferred and Unoxidized								
Cutoff	Inferred Mineral Resources							
US\$/t	Tonnes	US\$/t	g Ag/t	%Zn	%Pb	Oz Ag	lbs Zn	lbs Pb
10	4,465,000	36.20	44.21	0.72	0.31	6,346,000	71,183,000	30,212,000
15	3,450,000	43.24	53.03	0.85	0.37	5,881,000	64,914,000	28,072,000
20	2,707,000	50.37	62.22	0.98	0.43	5,414,000	58,444,000	25,755,000
25	2,177,000	57.19	71.06	1.10	0.49	4,974,000	52,766,000	23,522,000
<b>30</b>	<b>1,786,000</b>	<b>63.74</b>	<b>79.49</b>	<b>1.22</b>	<b>0.54</b>	<b>4,563,000</b>	<b>47,975,000</b>	<b>21,423,000</b>
35	1,490,000	69.96	87.65	1.33	0.59	4,199,000	43,692,000	19,504,000
40	1,242,000	76.47	96.20	1.45	0.65	3,842,000	39,596,000	17,666,000
45	1,035,000	83.30	105.37	1.56	0.70	3,507,000	35,693,000	15,905,000
50	859,000	90.69	115.49	1.69	0.75	3,189,000	31,983,000	14,203,000
60	636,000	103.31	133.60	1.88	0.84	2,732,000	26,339,000	11,793,000
70	489,000	114.89	150.72	2.04	0.92	2,370,000	22,034,000	9,909,000
80	381,000	126.33	167.97	2.20	0.99	2,057,000	18,455,000	8,338,000
90	294,000	138.53	187.15	2.34	1.07	1,772,000	15,194,000	6,966,000

The reported resource ("Base Case") cutoff grade is US\$30/tonne in the table. The mineral resources in this disclosure were estimated by Mine Development Associates ("MDA") of Reno, Nevada. The resources were estimated using Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards, definitions and guidelines. The resources were estimated by inverse distance cubed ("ID<sup>3</sup>") and checked the estimate with inverse distance to the 4<sup>th</sup> power, kriging, and nearest neighbour.

The table presents the inferred diluted resources at Capire using total-metal (silver, zinc and lead) dollar-value cutoffs. The model block size is 3m by 3m by 3m. The diluted resources are displayed at multiple cutoffs, but the resource is reported at a cutoff of US\$30/t lying within a pit optimized using \$31/oz Ag, \$1.51/lb Zn, and \$1.69/lb Pb. MDA considered a US\$30/t cutoff to be appropriate for production using IMPACT's 200t/d mill and recoveries around 80%, 50%, and 65% for silver, zinc and lead, respectively. The resources were generated within an optimized pit shell on the Capire zone that best conveyed "reasonable prospects for eventual economic extraction" which is a requirement of the 2014 CIM Definition Standards, incorporated into Canadian National Instrument 43-101. There is additional mineralization too deep to fulfill the criteria of

“reasonable prospects for eventual economic extraction” within an open pit, but that may be available for potential underground development. For further details on the Capire mineral resource see IMPACT’s news release dated January 18, 2016.

## **EXPLORATION**

Mines on epithermal veins that were discovered and built by the IMPACT team include the Cuchara Silver Mine (currently in operation), San Ramon Deeps Silver Mine (currently in operation), San Patricio (Chivo) Silver Mine (currently in operation), Carlos Pacheco Gold-Copper Mine (on care and maintenance), Chivo Silver Mine (operated 2007-2012), the Noche Buena Silver Mine (operated 2010-2014) and the Mirasol Silver Mine (operated 2014-July 2017), as well as the Capire VMS open pit mine (on care and maintenance). Exploration is continuing with the goal of finding and developing new mines for the Company. Recent exploration highlights were as follows:

### *Drilling Results*

During the first quarter, IMPACT announced results from surface drilling above the San Ramon Deeps area which included 627 g/t silver over 3.26 metres. Drilling has begun again with completion of a new underground drill station.

### *Exploration Field Work*

IMPACT crews have been sampling some of the 5,000+ old mine workings and prospects in the districts. They have also trenched areas of mineralization and carried out extensive soil sampling on 100-metre x 25-metre grids. During the quarter, fieldwork was mainly focused on the Santa Teresa target area where a new possible bulk tonnage gold target has been identified. Chip, channel and grab samples of bedrock returned grades ranging up to 114.5 g/t Au with 17 samples having more than 10 g/t Au and 197 samples greater than 1 g/t Au. Sampling continues at Santa Teresa. In addition, compilation of historical maps and other mining data from the districts into a large computer database continues and is being used to plan future exploration programs.

## **FUTURE PLANS**

### **Mining Plans**

In the longer term, management intends to continue exploration and development of gold and copper from Carlos Pacheco South, San Juan, and to re-evaluate the Capire open pit silver mine when silver prices improve sufficiently.

### **Exploration Plans**

The Company is continuing exploration with the goal of putting some of the 5,000+ compiled old mine workings in the Zacualpan and Capire districts on a faster track to drilling and potential production, and building mineral inventories for mining. The Company is continuing surface and underground drilling programs to build tonnes for mining. Currently, exploration work is focused on larger and higher grade targets. Drilling is next being planned on the El Angel silver and gold target north of the Capire plant.

IMPACT has a track record of successful exploration and rapid mine development. The Company’s long term vision sees potential for establishing multiple mills throughout the two districts, each fed by multiple mines producing silver-lead-zinc as well as gold and copper.

*George Gorzynski, P. Eng., Vice President and Director of IMPACT Silver Corp., and a Qualified Person as defined under Canadian National Instrument 43-101, is responsible for the technical information in this MD&A for the Royal Mines of Zacualpan Silver Project and the Capire Mineral District (except the mineral resources). Steven Ristorcelli, C.P.G. (U.S.A.), Principal Geologist for Mine Development Associates and a Qualified Person under the meaning of Canadian National Instrument 43-101, is responsible for the Capire mineral resource estimate and directly related information in this MD&A.*

*Details of the technical information in this MD&A are available in Company news releases posted on the Company website at [www.IMPACTSilver.com](http://www.IMPACTSilver.com) and on [www.sedar.com](http://www.sedar.com).*

*Cautionary Statement: The Company's decision to place a mine into production, expand a mine, make other production related decisions or otherwise carry out mining and processing operations, is largely based on internal non-public Company data and reports based on exploration, development and mining work by the Company's geologists and engineers. The results of this work are evident in the discovery and building of multiple mines for the Company, and in the track record of mineral production and financial returns of the Company since 2006. Under NI43-101 the Company is required to disclose that it has not based its production decisions on NI43-101-compliant mineral resource or reserve estimates, preliminary economic assessments or feasibility studies, and historically such projects have increased uncertainty and risk of failure.*

## **SAFETY, SOCIAL AND ENVIRONMENTAL POLICY**

Exploration and mining create a physical change within the area of work. The Company believes in its responsibility to ensure that it minimizes the environmental impact of its efforts and effects reclamation on sites disturbed by its activities.

The Company has educated its employees and contract personnel to maintain high standards related to environmental and safety issues and they are continually reminded to uphold this standard. In 2016, IMPACT received recognition for its compliance to health and safety standards at the San Ramon Mine, the La Cuchara Mine and the Guadalupe mill by the Secretary of Labour and Social Welfare in Mexico. This recognition acknowledges that the Company:

- Ensured a working environment that allows effectiveness and competence.
- Emphasized a strong relationship between employees and employer.
- Reduced workplace accidents and illnesses.
- Reduced absenteeism.
- Had no fines or work stoppages.

The Company keeps community members informed of its activities and works with the community to address concerns. The employment of workers from the local communities fosters understanding, direct involvement in the Company's operations, and financial and recreational benefits to the local communities.

The Company has social, environmental and other policies related to its operations and promotes a culture for working safely. Work conducted by or on behalf of the Company is planned with a focus on safety and concern for the environment and communities. The Company has established a mine safety committee and employs a safety officer to implement and supervise the safety program. In the event of an emergency, the Company keeps a paramedic and onsite ambulance on standby. In 2017, the Company's mine rescue team competed in a safety and rescue competition for the first time and placed fifth overall.

## **INVESTOR RELATIONS**

The Company builds investor awareness and shareholder value by conducting institutional presentations and attends investment and mining related conferences in Canada and internationally. To date this year, the Company participated in investor and mining related conferences and conducted institutional presentations. Beyond this, the Company continues to strengthen its presence via social media and online advertisements.

## FINANCIAL DISCUSSION

### Summary of Quarterly Results

In thousands except for earnings per share	Three months ended March 31		
	2018	2017	2016
Revenue	\$ 3,876	\$ 4,599	\$ 3,762
Net loss	\$ (510)	\$ (352)	\$ (311)
Loss per share – basic and diluted	\$ (0.01)	\$ 0.00	\$ 0.00

Net loss for the first quarter of 2018 was impacted by the following factors:

- Mine operating loss was \$0.1 million in Q1 2018 compared to earnings of \$0.5 million in the first quarter of 2017. Amortization and depletion expenses decreased to \$0.4 million during the first quarter of 2018 from \$0.5 million in the comparable quarter of 2017.
- Revenue for Q1 2018 was \$3.9 million, a 16% decrease from \$4.6 million in Q1 2017. Revenue per tonne sold decreased 8% to \$86.73 in Q1 2018 compared to \$94.13 in Q1 2017. The decrease in revenue in the quarter was a result of lower production and silver grades, weaker silver prices and a weakening US dollar.
- Direct costs per tonne at the Guadalupe mill increased to \$78.80 in Q1 2018 from \$71.76 in Q1 2017. However, the change in direct costs per tonne compared to Q4 2017 was nominal, an increase of only \$0.21 from \$78.59. The Company saw operating costs increase in Q2 2017 with a new hauling contract, a focus on increased throughput at the mill, and increased development costs to access ore. As a result, the Company has been focused on actively controlling costs.
- General and administrative costs decreased to \$0.3 million in Q1 2018 from \$0.5 million in Q1 2017, due to a decrease of \$0.2 million in share-based compensation expense.
- The Company had a \$0.2 million foreign exchange loss in the first quarter of 2018 compared to \$0.3 million in the comparable period of 2017.
- The Company had deferred and current income tax recovery of \$0.04 million in the first quarter of 2018 compared to an expense of \$0.1 million in the first quarter of 2017.



## OTHER FINANCIAL INFORMATION

### Summary of Quarterly Results

The following table presents our unaudited quarterly results of operations for each of the last eight quarters.

	<b>For the Three Months Ended</b>							
	(\$ in thousands except for earnings per share)							
	Mar 31 2018	Dec 31 2017	Sep 30 2017	Jun 30 2017	Mar 31 2017	Dec 31 2016	Sep 30 2016	Jun 30 2016
Revenue	3,876	3,150	4,024	3,592	4,599	3,801	4,728	4,393
Net loss	(510)	(2,267)	(990)	(1,027)	(352)	(803)	(678)	(147)
Loss per share – Basic and Diluted*	(0.01)	(0.03)	(0.01)	(0.01)	0.00	(0.01)	(0.01)	0.00
Total assets	53,216	50,195	54,835	57,320	57,454	54,661	56,828	58,450
Total liabilities	7,198	7,212	7,107	7,308	7,064	7,029	7,250	7,301

\* Loss per share numbers have been rounded to two decimal places.

### Liquidity, Financial Position and Capital Resources

#### Working Capital and Cash Flow

During the first quarter of 2018, the Company used cash flows from operating activities of \$0.5 million compared to generating cash flows from operating activities of \$0.7 million in the first quarter of 2017.

The Company invested \$0.5 million in the first quarter of 2018 (2017 - \$0.9 million) in exploration and evaluation assets and \$0.3 million (2017 - \$0.3) in property, plant and equipment. The Company also generated proceeds of \$0.3 million on the sale of investments in the quarter (2017 - \$nil).

The Company has working capital of \$4.8 million. Working capital remains strong as IMPACT continues to be strategic with its investing and exploration activities.

#### Outstanding Share Data

The following common shares and convertible securities were outstanding at May 25, 2018:

	# of Shares	Exercise Price	Expiry Date
Issued and outstanding common shares	85,566,840		
Stock options	1,210,000	\$0.55	January 6, 2019
Warrants	2,220,000	\$0.90	May 26, 2019
Warrants	697,600	\$0.90	June 2, 2019
Warrants	1,250,150	\$0.90	June 9, 2019
Warrants	218,215	\$0.90	June 16, 2019
Stock options	1,780,000	\$0.98	July 27, 2021
Stock options	1,720,000	\$0.35	September 20, 2022
Fully diluted	<u>94,662,805</u>		

All of the 4,710,000 options outstanding have vested.

## **FINANCIAL INSTRUMENTS AND MANAGEMENT OF FINANCIAL RISK**

### **Financial assets and liabilities**

The Company's financial instruments consist of cash, concentrate trade receivables, other receivables, investments, and trade payables. Cash and other receivables are measured at amortized cost. Concentrate trade receivables are measured at FVTPL. Investments are designated as FVTOCI and measured at fair value as determined by reference to quoted market prices. Trade payables are measured at amortized cost.

### **Financial instrument risk exposure**

The Company's financial instruments are exposed to a number of financial and market risks including credit, liquidity, currency, interest rate and price risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks, since the Company's management does not believe that the current size, scale and pattern of cash flow of its operations would warrant such hedging activities.

#### **Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk include cash, trade and other receivables and investments. The Company deposits its cash with high credit quality financial institutions as determined by ratings agencies, with the majority deposited with a Canadian Tier 1 bank. As is customary in the mining industry, the Company has entered into contracts with Mexican refining and smelting companies for the refining and sale of its silver, lead, zinc and gold contained in its lead and zinc concentrates. All contracts are with Trafigura Mexico S.A. de C.V. ("Trafigura"). As a result, the Company has a significant concentration of credit risk exposure to this company at any one time but is satisfied that this company has an adequate credit rating as determined by Standard and Poor's. The Company's maximum exposure to credit risk at the reporting date is the carrying value of its cash (\$3.8 million) and trade and other receivables (\$2.2 million).

#### **Interest rate risk**

The Company is exposed to interest rate risk on its cash. Generally, the Company's interest income will be reduced during sustained periods of lower interest rates as higher yielding cash equivalents and any short-term investments mature and the proceeds are invested at lower interest rates.

#### **Currency risk**

Foreign exchange rate fluctuations may affect the costs that the Company incurs in its operations. Silver, lead, zinc and gold are sold in US dollars and the Company's costs are principally in Mexican pesos and Canadian dollars. At March 31, 2018, the Company is exposed to currency risk through the cash, trade and other receivables, and trade payables held in US dollars and Mexican pesos. Based on these foreign currency exposures at March 31, 2018, a 10% depreciation or appreciation of all the above currencies against the Canadian dollar would result in an approximate \$55,000 decrease or increase in the Company's net loss for the three months ended March 31, 2018.

#### **Commodity price risk**

Due to the recent volatility in silver prices, the Company is assessing the impact and direction in silver prices over the short and long term. Should the prices decline, the Company's operating results could be adversely impacted and potentially the Company may have to recognize an impairment on the carrying value of its non-financial assets. To date, the Company has been addressing these issues with the objective of lowering production costs and mining higher grade mineralization.

The only financial instrument affected by commodity price risk for the Company is trade accounts receivable. Assuming the same rate of production, a 10% change in commodity prices from actual realized prices would have increased or decreased the Company's trade accounts receivable balance at March 31, 2018 by \$0.2 million (2017 - \$0.2 million).

## **OPERATIONAL RISK**

The profitability and operating cash flow of the Company are affected by numerous factors, including but not limited to, the tonnes and grade of material mined and milled, the amount of metal concentrates produced, the level of operating costs, and general and administrative charges. Operating results are also influenced by factors over which the Company has less direct control, such as refining and smelting charges and other factors such as commodity prices and foreign exchange rates which are largely outside the Company's control. The nature of the Company's business is demanding of capital for property acquisition costs, exploration commitments and holding costs. The Company's liquidity is affected by the results of its own acquisition, exploration and development activities. The acquisition or discovery of an economic mineral deposit on one of its mineral properties may have a favourable effect on the Company's liquidity. Conversely, the failure to acquire or find one may have a negative effect. Historically, the major sources of liquidity have been the capital markets and project financing. The Company has been and will continue to be dependent upon adequate financing and investor support to meet its long-term growth objectives.

## **POLITICAL, REGULATORY AND SECURITY ISSUES**

The Company's operations are subject to control and scrutiny by several levels of government, various departments within each level, and corporate, environmental and mining regulations. Permission must also be secured from local peoples for exploration and drilling permits, water and land surface use rights. Consequently, in carrying out its mining and exploration activities, the Company may be exposed to a large array of conditions to satisfy on a daily basis in its activities. Risk exists that the Company might fail to be fully compliant in all respects in this political and regulatory environment or that permits might not be issued on a timely basis to facilitate the Company's planned development activities. Furthermore, social, criminal, and political unrest may exist within a region covered by the Company's operations and such events may affect the feeling of safety and security of the local peoples and may affect the operating activities of the Company. From time-to-time, government regulatory agencies may review the books and records of the Company which may result in changes in the Company's operating results.

## **APPROVAL**

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of IMPACT have approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

## SUPPLEMENTARY INFORMATION

Revenue per tonne sold and direct costs per tonne produced are measures which the Company believes are key indicators of performance and allow for more direct comparison of revenues and costs than comparing gross amounts. These measures are calculated as follows:

	For the Three Months Ended March 31	
	2018	2017
Operating expenses	\$ 3,560,513	\$ 3,537,008
Deduct: operating expenses for Capire	(40,182)	(39,596)
Add: inventory change	151,699	276
Direct costs	\$ 3,672,030	\$ 3,497,688
Tonnes milled	46,602	48,743
Direct costs per tonne	\$ 78.80	\$ 71.76
Revenue for Guadalupe	\$ 3,876,116	\$ 4,598,984
Tonnes sold	44,694	48,857
Revenue per tonne sold	\$ 86.73	\$ 94.13

## NON-IFRS MEASURES

The non-IFRS measures presented do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be directly comparable to similar measures presented by other issuers. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The Company uses both IFRS and non-IFRS measures to assess performance and believes the non-IFRS measures provide useful information to investors to help in evaluating the Company's performance. Following are the non-IFRS measures the Company uses in assessing performance:

Mine operating earnings (loss) before amortization and depletion is a measure which the Company believes provides additional information regarding how the Company's operations are performing. This measure is calculated as revenues less operating expenses, excluding amortization and depletion.

	For the Three Months Ended March 31	
	2018	2017
Revenue	\$ 3,876,116	\$ 4,598,984
Operating expenses	(3,560,513)	(3,537,008)
Mine operating earnings before amortization and depletion	\$ 315,603	\$ 1,061,976

The Company's method of calculating these non-IFRS measures may differ from other entities, and accordingly, may not be comparable to measures used by other entities. Investors are cautioned, however, that these measures should not be construed as an alternative to measures determined in accordance with IFRS as an indicator of the Company's performance.

## **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Except for historical information, this MD&A may contain forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.

The factors that could cause actual results to differ materially include, but are not limited to, the following: general economic conditions; changes in financial markets; the impact of exchange rates; political conditions and developments in countries in which the Company operates; changes in the supply, demand and pricing of the metal commodities which the Company mines or hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the ability to properly and efficiently staff the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. This list is not exhaustive and these and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements.

Additional information relating to IMPACT is on the Company website at [www.IMPACTSilver.com](http://www.IMPACTSilver.com) and on SEDAR at [www.sedar.com](http://www.sedar.com).

On behalf of the Board of Directors,

"Frederick W. Davidson"

President and Chief Executive Officer

May 25, 2018