UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

☐ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934
or
☒ Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended June 30, 2022
Commission File Number 001-40381

New Pacific Metals Corp.

(Exact name of Registrant as specified in its charter)

British Columbia	**1040**	**Not Applicable**
(Province or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code)	(I.R.S. Employer Identification No.)

1066 West Hastings Street
Suite 1750
Vancouver BC
Canada V6C 3X1
(604) 633-1368
(Address and telephone number of Registrant's principal executive offices)

DL Services Inc.
Columbia Center
701 Fifth Avenue, Suite 6100
Seattle, WA 98104-7043
(206) 903-8800
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol:	Name of Each Exchange On Which Registered:
Common shares, no par value	**NEWP**	**NYSE American LLC**

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this form:

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 156,631,827

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging Growth Company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its

Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the Registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

EXPLANATORY NOTE

New Pacific Metals Corp. ("we", "us", "our", the "Company" or the "issuer") is a Canadian corporation that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this annual report on Form 40-F ("Annual Report") pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in accordance with disclosure requirements in effect in Canada, which are different from those of the United States.

FORWARD LOOKING STATEMENTS

This Annual Report, including the Exhibits incorporated by reference into Annual Report, contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and U.S. securities legislation. The forward-looking statements herein are made as of the respective dates set forth in the Exhibits incorporated by reference into this Annual Report, and the Company does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable law. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budgets", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Estimates of mineral reserves and mineral resources are also forward-looking statements because they represent estimates of mineralization that will be encountered if a property is mined, in addition to involving projection relating to future economic conditions. Forward-looking statements and information are based on forecasts of future results, estimates of amounts not yet determinable and assumptions that, while believed by management to be reasonable, are inherently subject to significant business, economic and competitive uncertainties, and contingencies. Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Company to control or predict, that may cause the Company's actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein, including but not limited to: the Company's ability to carry on current and future operations, including: the duration and effects of COVID-19 on our operations and workforce; development and exploration activities; the timing, extent, duration and economic viability of such operations; the accuracy and reliability of estimates, projections, forecasts, studies and assessments; the Company's ability to meet or achieve estimates, projections and forecasts; the stabilization of the political climate in Bolivia and/or other jurisdictions where the Company operates; the availability and cost of inputs; the price and market for outputs; foreign exchange rates; taxation levels; the timely receipt of necessary approvals or permits; including the ratification and approval of the mining production contract by the Plurinational Legislative Assembly of Bolivia; the ability of the Company's Bolivian partner to convert the exploration licenses at the Carangas Project to an administrative mining contract; the ability to meet current and future obligations; the ability to obtain timely financing on reasonable terms when required; the current and future social, economic and political conditions; silver and gold price volatility; uncertainty related to mineral exploration properties; lack of infrastructure at mineral exploration properties; risks and uncertainties relating to the interpretation of drill results and the geology, grade and continuity of mineral deposits; uncertainties related to title to mineral properties and the acquisition of surface rights; risks related to governmental regulations, including environmental laws and regulations and liability and obtaining permits and licenses; future changes to environmental laws and regulations; unknown environmental risks from past activities; commodity price fluctuations; risks related to reclamation activities on mineral properties; risks related to political instability and unexpected regulatory change; currency fluctuations; influence of third party stakeholders; conflicts of interest; risks related to dependence on key individuals; risks related to the involvement of some of the directors and officers of the Company with other natural resource companies; enforceability of claims; the ability to maintain adequate control over financial reporting; disruptions or changes in the credit or security markets; actual results of current exploration activities; mineral reserve and mineral resource estimate risk; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of production; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; the ability to renew existing licenses or permits or obtain required licenses and permits; increased infrastructure and/or operating costs; risks of not meeting production and cost targets; discrepancies between actual and estimated production; metallurgical recoveries; mining operational and development risk; litigation risks; speculative nature of silver exploration; global economic climate; dilution; environmental risks; community and nongovernmental actions; regulatory risks; U.S. securities laws; and cyber-security risks;] and other assumptions and factors generally associated with the mining industry. The Company undertakes no obligation to update forward-looking information except as required by applicable law. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed, and actual future results may vary materially. Accordingly, readers are advised not to place undue reliance on forward-looking statements or information. Some of the disclosure in this Annual Report and the Exhibits incorporated by reference to this Annual Report is based on information publicly disclosed by the owners or operators of these properties and information/data available in the public domain as at the date hereof, and none of this information has been independently verified by the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance. All of the forward-looking statements made in this Annual Report and the Exhibits incorporated by reference to this Annual Report are qualified by these cautionary statements.

DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this Annual Report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company prepares its financial statements, which are filed with this Annual Report in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Therefore, they are not comparable in all respects to financial statements of United States companies that are prepared in accordance with United States generally accepted accounting principles.

MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

Unless otherwise indicated, all mineral resource and mineral reserve estimates included in the documents incorporated by reference into this Annual Report have been prepared in accordance with Canadian National Instrument 43-101 ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian securities administrators, which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC"). Accordingly, mineral resource and mineral reserve estimates, and other scientific and technical information, contained in the documents incorporated by reference into this Annual Report may not be comparable to similar information disclosed by U.S. companies.

PRINCIPAL DOCUMENTS

The following documents, filed as Exhibits 99.1, 99.2, 99.3 and 99.14 to this Annual Report, are hereby incorporated by reference into this Annual Report on Form 40-F:

(a) Annual Information Form for the fiscal year ended June 30, 2022;

(b) Management's Discussion and Analysis for the fiscal year ended June 30, 2022;

(c) Audited Consolidated Financial Statements for the fiscal year ended June 30, 2022 and notes thereto, together with the report of the independent registered public accounting firm thereon; and

(d) Technical Report titled "Silver Sand Deposit Mineral Resource Report (Amended)" dated June 3, 2020 (effective date January 16, 2020).

CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures. See Exhibit 99.2, under the heading "Disclosure Controls and Procedures".

(b) Management's Annual Report on Internal Control Over Financial Reporting. See Exhibit 99.2, under the heading "Management's Report on Internal Control Over Financial Reporting".

(c) Attestation Report of the Independent Registered Public Accounting Firm. This Annual Report does not include a an attestation report of the Company's registered public accounting firm due to a transition period established by rules of the SEC for emerging growth companies.

(d) Changes in Internal Control Over Financial Reporting. See Exhibit 99.2, under the heading "Changes in Internal Control Over Financial Reporting".

NOTICES PURSUANT TO REGULATION BTR

The Company was not required by Rule 104 of Regulation BTR to send any notices to any of its directors or executive officers during the fiscal year ended June 30, 2022.

AUDIT COMMITTEE FINANCIAL EXPERT

See Exhibit 99.1, under the heading "11.3 Relevant Education and Experience".

CODE OF ETHICS

The Board has adopted a written code of ethics entitled, "Code of Business Conduct and Ethics" (the "Code"), by which it and all officers and employees of the Company, including the Company's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions, are required to abide. There were no amendments to the Code, or waivers of the Code that apply to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions during the fiscal year ended June 30, 2022, except that on May 10, 2022 the Code was amended and restated following a general review of the Code. The changes to the Code included, without limitation:

- Clarifying that references to the Company include its subsidiaries;

- Clarifying that compliance with laws includes compliance with rules and regulations;
- Requiring that any political contributions on behalf of the Company receive prior written approval of the Chief Executive Officer;
- Clarifying that only the Board, and not the Audit Committee, is authorized to approve a waiver of the Code for directors and officers of the Company (however, the Code of Ethical Conduct for Financial Managers, which is a portion of the Code applying to certain officers and employees of the Company, continues to require Audit Committee approval of any waiver of that portion of the Code); and
- Other clarifications and typographical corrections.

The Code is also posted on the Company's website at https://newpacificmetals.com/corporate-governance, and a copy of the Code may be obtained, without charge, by contacting the Corporate Secretary of the Company at the address or telephone number indicated on the cover page of this Annual Report. If there is an amendment to the Code, or if a waiver of the Code is granted to any of the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, the Company intends to disclose any such amendment or waiver by posting such information on the Company's website. Unless and to the extent specifically referred to herein, the information on the Company's website shall not be deemed to be incorporated by reference in this Annual Report on Form 40-F.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

See Exhibit 99.1, under the heading "11.6 External Auditor Services Fees".

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

See Exhibit 99.1, under the heading "11.5 Pre-Approval Policies and Procedures". All audit-related fees, tax fees, or all other fees were approved by the Audit Committee pursuant to Rule 2-01(c)(7)(i) of Regulation S-X. However, none of such fees were approved pursuant to the exemption provided in Rule 2-01(c)(7)(i)(C) of Regulation S-X.

OFF BALANCE ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CURRENCY

Unless otherwise indicated, all dollar amounts in this Annual Report are in Canadian dollars.

CONTRACTUAL AND OTHER OBLIGATIONS

Information regarding our contractual and other obligations is included in the Management Discussion and Analysis incorporated herein by reference to Exhibit 99.2, under the heading "Liquidity and Capital Resources" and "Financial Instruments".

IDENTIFICATION OF THE AUDIT COMMITTEE

The Company's Board has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Company's Audit Committee is comprised of David Kong, Jack Austin and Maria Tang. The Board has determined that each of the members of the Audit Committee is independent as determined under Rule 10A-3 of the Exchange Act and Section 803 of the NYSE American company guide.

MINE SAFETY DISCLOSURE

The Company does not operate any mine in the United States and has no mine safety incidents to report for the year ended June 30, 2022.

DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

NYSE AMERICAN STATEMENT OF CORPORATE GOVERNANCE DIFFERENCES

The common shares of the Company are listed on the NYSE American. Section 110 of the NYSE American company guide permits NYSE American to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE American listing criteria, and to grant exemptions from NYSE American listing criteria based on these considerations. A description of the significant ways in which the Company's governance practices differ from those followed by domestic companies pursuant to NYSE American standards is provided on the Company's website at https://newpacificmetals.com/corporate-governance.

UNDERTAKINGS

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file this Form 40-F arises. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

EXHIBITS

EXHIBIT INDEX

The following documents are being filed with the SEC as exhibits to this Registration Statement on Form 40-F.

Exhibit	Description
99.1	Annual Information Form of the Company for the year ended June 30, 2022
99.2	Management's Discussion and Analysis for the fiscal year ended June 30, 2022
99.3	Audited Consolidated Financial Statements for the fiscal year ended June 30, 2022
99.4	Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.5	Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act
99.6	Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.7	Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.8	Consent of Deloitte LLP, Independent Registered Public Accounting Firm (Vancouver, Canada, PCAOB ID No. 1208)
99.9	Consent of Genoa K. Vartell (Formerly Adrienne Ross)
99.10	Consent of Dinara Nussipakynova
99.11	Consent of Andrew Holloway
99.12	Consent of Simeon Robinson
99.13	Consent of Alex Zhang
99.14	Technical Report titled "Silver Sand Deposit Mineral Resource Report (Amended)" dated June 3, 2020 (effective date January 16, 2020) (filed on SEDAR June 3, 2020) (incorporated by reference from Exhibit 99.69 to the Company's Registration Statement on Form 40-F filed with the SEC on May 4, 2021)
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page from this Annual Report on Form 40-F, formatted as Inline XBRL

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

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101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page from this Annual Report on Form 40-F, formatted as Inline XBRL

Exhibit 99.1

ANNUAL INFORMATION FORM
For the year ended June 30, 2022



Dated as at September 28, 2022

NEW PACIFIC METALS CORP.
Suite 1750 - 1066 West Hastings Street
Vancouver, BC, Canada V6E 3X1
Tel: (604) 633-1368
Fax: (604) 669-9387
Email: info@newpacificmetals.com
Website: www.newpacificmetals.com

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ITEM 1: GENERAL

1.1 Date of Information

All information in this Annual Information Form ("**AIF**") is as of June 30, 2022, unless otherwise indicated.

1.2 Forward-Looking Statements

Except for statements of historical fact relating to New Pacific Metals Corp. (the " **Company**" or "**New Pacific**"), certain information contained herein constitutes "**forward-looking statements**" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian provincial securities laws (collectively, "forward-looking statements"). Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "goals", "forecast", "budget", "potential" or variations thereof and other similar words, or statements that certain events or conditions "may", "could", "would", "might", "will" or "can" occur. Forward-looking statements include, but are not limited to: statements regarding anticipated exploration, drilling, development, construction, and other activities or achievements of the Company; timing of receipt of permits and regulatory approvals; anticipated contents and timing of the preliminary economic assessment ("PEA"); and estimates of the Company's revenues and capital expenditures.

Forward-looking statements are based on the opinions and estimates of management on the date the statements are made and 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. These factors include global economic and social impact of COVID-19; fluctuating equity prices, bond prices and commodity prices; calculation of resources, reserves and mineralization; general economic conditions; foreign exchange risks; interest rate risk; foreign investment risk; loss of key personnel; conflicts of interest; dependence on management; uncertainties relating to the availability and costs of financing needed in the future; environmental risks; operations and political conditions; the regulatory environment in Bolivia and Canada; risks associated with community relations and corporate social responsibility; and other factors described under section 4.2 "Risk Factors" in this AIF. The foregoing is not an exhaustive list of the factors that may affect any of the Company's forward-looking statements or information.

The forward-looking statements are necessarily based on a number of estimates, assumptions, beliefs, expectations and opinions of management as of the date of this AIF that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates, assumptions, beliefs, expectations and opinions include, but are not limited to, those related to the Company's ability to carry on current and future operations, including: the duration and effects of COVID-19 on our operations and workforce; development and exploration activities; the timing, extent, duration and economic viability of such operations; the accuracy and reliability of estimates, projections, forecasts, studies and assessments; the Company's ability to meet or achieve estimates, projections and forecasts; the stabilization of the political climate in Bolivia; the availability and cost of inputs; the price and market for outputs; foreign exchange rates; taxation levels; the timely receipt of necessary approvals or permits; including the ratification and approval of the mining production contract ("MPC") by the Plurinational Legislative Assembly of Bolivia; the ability of the Company's Bolivian partner to convert the exploration licenses at the Carangas Project to an administrative mining contract ("AMC"); the ability to meet current and future obligations; the ability to obtain timely financing on reasonable terms when required; the current and future social, economic and political conditions; and other assumptions and factors generally associated with the mining industry.

Although the forward-looking statements contained in this AIF are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. All forward-looking statements in this AIF are

qualified by these cautionary statements. Accordingly, readers should not place undue reliance on such statements. Other than specifically required by applicable laws, the Company is under no obligation and expressly disclaims any such obligation to update or alter the forward-looking statements whether as a result of new information, future events or otherwise except as may be required by law. These forward-looking statements are made as of the date of this AIF.

1.3 Cautionary Note to U.S. Investors Concerning Preparation of Mineral Resource and Mineral Reserve Estimates

This AIF has been prepared in accordance with the requirements of the securities laws in effect in Canada which differ from the requirements of the United States of America ("U.S." or "United States") securities laws. All mining terms used herein but not otherwise defined have the meanings set forth in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Unless otherwise indicated, the technical and scientific disclosure herein has been prepared in accordance with NI 43-101, which differs significantly from the requirements adopted by the U.S. Securities and Exchange Commission (the "SEC") under subpart 1300 of Regulation S-K (the "SEC Modernization Rules"). The Company is not currently subject to the SEC Modernization Rules. Accordingly, the Company's disclosure of mineralization and other technical information herein may differ significantly from the information that would be disclosed had the Company prepared such information under the standards adopted under the SEC Modernization Rules.

Readers are cautioned not to assume that all or any part of mineral resources will ever be converted into reserves. Pursuant to Canadian Institute of Mining Definition Standards on Mineral Resources and Reserves (the "CIM Standards"), inferred mineral resources are that part of a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Such geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An inferred mineral resource has a lower level of confidence than that applying to an indicated mineral resource and must not be converted to a mineral reserve. However, it is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource is economically or legally mineable.

1.4 Currency

All sums of money which are referred to herein are expressed in U.S. dollars, unless otherwise specified. The symbol "CAD$" denotes lawful money of Canada. The following table sets forth, for each of the periods indicated, the year-end exchange rate, the average closing rate and the high and low closing exchange rates for one Canadian dollar expressed in U.S. dollars, as quoted by the Bank of Canada:

	Year Ended June 30,		
	2022	**2021**	**2020**
High	0.8111	0.8306	0.7710
Low	0.7669	0.7344	0.6898
Average	0.7902	0.7807	0.7453
Period End	0.7760	0.8068	0.7338

The exchange rate for one Canadian dollar expressed in U.S. dollars based upon the daily average exchange rate on June 30, 2022 provided by the Bank of Canada was $0.7760.

ITEM 2: CORPORATE STRUCTURE

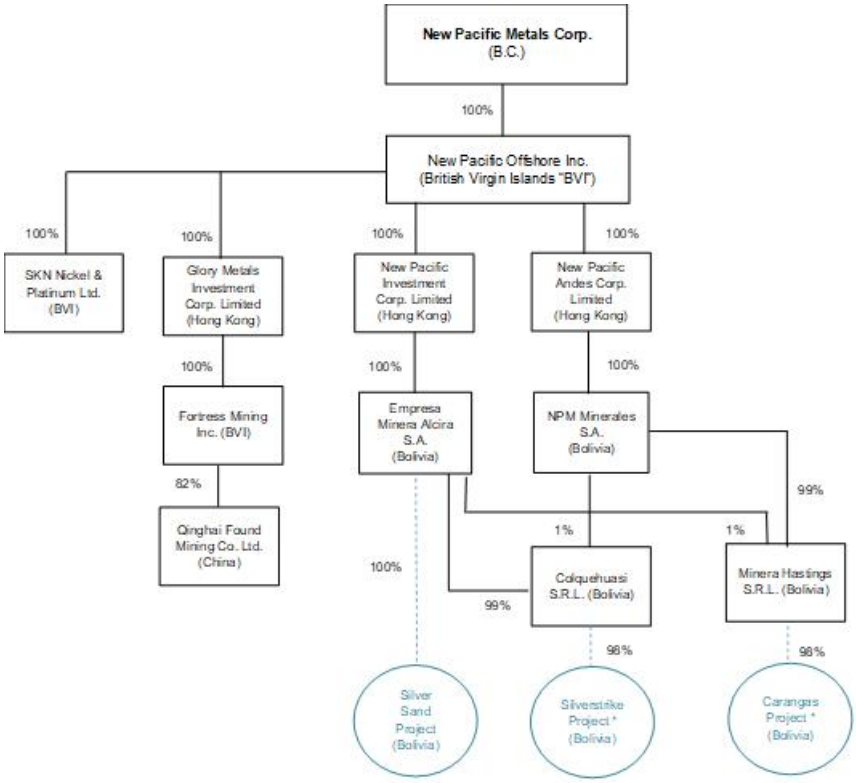
2.1 Names, Current Address and Incorporation

The Company was formed as a special limited company under the *Company Act* (British Columbia) on April 19, 1972. By special resolution of its shareholders dated July 21, 1983, the Company converted itself from a special limited company to a limited company. Subsequently, on November 6, 1997, the Company continued in Bermuda by way of continuation as a foreign corporation. On November 5, 2003, the Company continued in British Columbia under the *Company Act* (British Columbia). In 2004, the Company adopted new Articles consistent with the transition to the *Business Corporations Act* (British Columbia). On July 1, 2016, the Company's name was changed to "New Pacific Holdings Corp." On July 20, 2017, the Company's name was changed back to "New Pacific Metals Corp." The head office, principal address, and registered and records office of the Company is located at Suite 1750 – 1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X1.

The Company is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland. The common shares of the Company (the "Shares") trade on the Toronto Stock Exchange ("TSX") under the symbol "NUAG" and on the NYSE American, LLC (the "NYSE American") under the symbol "NEWP".

2.2 Intercorporate Relationships

The corporate structure of the Company and its subsidiaries, as of June 30, 2022, is as follows:



Note:

* Project owned by the Company's Bolivian partner.

ITEM 3: GENERAL DEVELOPMENT OF THE BUSINESS

3.1 Business of New Pacific

New Pacific is a Canadian mining issuer engaged in exploring and developing mineral properties in Bolivia. The Company's precious metal projects include the Company's flagship Silver Sand Project, the Carangas Project and the Silverstrike Project. With experienced management and sufficient technical and financial resources, management believes the Company is well positioned to create shareholder value through exploration and resource development.

3.2 Three Year History

(a) Year ended June 30, 2022 ("Fiscal 2022")

On September 19, 2022, the Company announced the receipt of assay results for all of the 86 drill holes completed under the 2022 resource infill and step-out drill program at the Silver Sand Project (the "2022 Silver Sand Drill Program"). The 2022 Silver Sand Drill Program of 19,323 metres ("m") in 86 drill holes, together with the 55 drill holes completed in 2021, intended to expand and improve the confidence in the geological model and Mineral Resource Estimate ("MRE") released in April 2020 and to be used for the PEA. The MRE update with all drill hole data is expected to be completed by October 2022 and the PEA is on track for completion by the end of 2022. For further details, please refer to the Company's news release dated September 19, 2022, filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

On June 14, 2022, the Company announced the commencement of a 6,000 m one rig drill program at the Silverstrike Project with the objective to test a broad gold zone identified by the Company and by historical drilling.

On June 7, 2022, the Company announced the commencement of a 2,000 m one rig drill program at the Jisas prospect, a satellite concession located in the north block, approximately 3 kilometres north of the Silver Sand Project. The Jisas prospect had undergone small scale underground mining prior to the acquisition by the Company. Silver mineralization in bleached sandstones is similar to that at the Silver Sand Project. Chip samples from surface outcrops and underground workings as well as grab samples from mining dumps taken by the Company returned silver grades ranging from tens of grams up to nine hundreds of grams per tonne. For further details, please refer to the Company's news release dated June 7, 2022, filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

On May 17, 2022, the Company announced the receipt of assay results for all of the 35 drill holes completed under the Company's 2021 discovery drill program at the Carangas Project (the "2021 Carangas Drill Program"). Results from the 2021 Carangas Drill Program confirmed the broad silver-rich polymetallic mineralization near surface and intersected a wide zone of gold mineralization below it. Following the success

of the 2021 discovery drill program, the Company has commenced a 2022 resource definition drill program (the "2022 Carangas Drill Program") with a planned meterage of up to 40,000 m if ongoing drill results continue to be encouraging. For further details, please refer to the Company's news release dated May 17, 2022, filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

On February 8, 2022, the Company reported on the status and plan for the ongoing work on the PEA study for the Silver Sand Project. A MRE update is to be incorporated into the PEA. Once the MRE update is finalized, the PEA study is expected to be completed by the end of 2022. To support the development of the MRE and PEA, the Company planned to complete a further 15,000 m of exploration and in-fill drilling, including 2,500 m within the MPC properties and 12,500 m at the Silver Sand Project. With the 2022 Silver Sand Drill Program, the Company may push part of the potential open-pit boundary onto the MPC ground to include the MRE for the Silver Sand Project and MPC MRE in a total combined MRE.

On January 24, 2022, the Company announced that the board of directors (the "Board") has accepted the resignation of Dr. Mark Cruise as Chief Executive Officer ("CEO") and as a director of New Pacific. The Board has appointed Dr. Rui Feng as the CEO. Dr. Feng is the founder of the Company and served as CEO until April 27, 2020. Dr. Feng has stepped down as the Chairman of the Board and Terry Salman has been appointed as the Chairman of the Board.

On October 26, 2021, the Company announced the expansion of its 2021 Carangas Drill Program by adding two drill rigs to complete an additional minimum of 7,500 m of drilling by the end of 2021.

On August 12, 2021, the Company announced that Bolivia's Autoridad Jurisdictional Administrativa Minera ("AJAM") granted an AMC for the Silver Sand Project. All required registration, notarization and publication steps to perfect the title of the AMC in favour of Empresa Minera Alcira S.A. ("Alcira"), the Company's wholly-owned Bolivian subsidiary, were completed. The AMC established a clear title to the Silver Sand Project mineral rights.

On July 27, 2021, the Company announced the commencement of a planned 38,000 m diamond drill program at the Silver Sand Project with the objectives to expand the existing resource, which remains open along strike and at depth, and to complete geotechnical drilling to support the PEA study.

(b) Year ended June 30, 2021 ("Fiscal 2021")

On June 29, 2021, the Company announced that, following receipt of exploration licenses and environmental permits, it commenced the 2021 Carangas Drill Program.

On July 15, 2021, the Company filed a final short form base shelf prospectus (the "Prospectus") with the securities regulatory authorities in each of the provinces in Canada and a corresponding registration statement on Form F-10 with the SEC (the "Registration Statement"). The Prospectus and the Registration Statement enable the Company to make offerings of up to US$200,000,000 of Shares, preferred shares, debt securities, warrants, units or subscription receipts of the Company or any combination thereof from time to time, separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the offering and as set out in an accompanying prospectus supplement, during the 25-month period that the Prospectus is effective. The specific terms of any future offering will be established in a supplement to the Prospectus, which will be filed with the applicable Canadian securities regulatory authorities.

On May 20, 2021, the Shares commenced trading on the NYSE American and ceased trading on the OTCQX Market on May 19, 2021.

On April 12, 2021, the Company signed a mining association agreement with a private Bolivian company to acquire a 98% interest in the Carangas Project.

On November 18, 2020, the Company distributed all of the spin-out shares held by it to the Company's shareholders on a pro rata basis by way of a plan of arrangement under the *Business Corporations Act* (British Columbia). Assets and liabilities of Whitehorse Gold Corp. ("Whitehorse Gold") and the Tagish Lake Gold Project were disposed upon completion of the spin-out (the "Spin-Out"). On November 15, 2020, Whitehorse Gold's common shares were listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "WHG". As a result of the Spin-Out, the Company no longer holds an interest in the Tagish Lake Gold Project.

On August 11, 2020, the Shares graduated from the TSX-V to the TSX.

(c) Year ended June 30, 2020 ("Fiscal 2020")

In Fiscal 2020, the Company strengthened the treasury by raising net proceeds of CAD$38.9 million through two bought deal financings to fund exploration and development studies.

On June 3, 2020, the Company announced the filing of an amended and restated technical report entitled " *Silver Sand Deposit Mineral Resource Report (Amended)*" with an effective date of January 16, 2020 (the "Amended and Restated Silver Sand Technical Report") prepared by AMC Mining Consultants (Canada) Ltd. ("AMC Consultants") under the Company's profile on SEDAR at www.sedar.com and available on the Company's website at www.newpacificmetals.com. The Amended and Restated Silver Sand Technical Report includes additional disclosure regarding the assumed mining costs, processing costs and metallurgical recoveries used to establish the cut-off grade selected, but otherwise contains no material differences to the original technical report released on April 14, 2020.

In response to the COVID-19 pandemic, the Company's Health & Safety Team implemented Companywide safety protocols such as 14-day self-isolation where necessary, travel restrictions, remote working and enhanced hygiene controls. The Company also continues to provide assistance to the communities neighbouring our projects by donating medical, hygiene, personal protective equipment, and food supplies as part of the Company's ongoing social responsibility program.

On December 19, 2019, the Company expanded the Silver Sand Project land package by acquiring a 100% interest in a Special Temporary Authorization ("ATE") named "El Bronce" located approximately 4 kilometres ("km") north of the property for $200,000 to arm's length private owners. The El Bronce ATE is six hectares but will total approximately 0.50 km^2 once it has been consolidated to an AMC.

In December 2019, the Company acquired a 98% interest in the Silverstrike Project from a private Bolivian corporation by making a one-time cash payment of $1,350,000. Under the agreement, the Company's Bolivian subsidiary will cover 100% of the future expenditures including exploration, development and mining production activities. The agreement has a term of 30 years and is renewable for another 15 years.

PROJECT OVERVIEW

Bolivian Licence Tenure

A summary of current Bolivian mining laws with respect to the AMC and exploration license is presented below.

Exploration and mining rights in Bolivia are granted by the Ministry of Mines and Metallurgy through the AJAM. Under Bolivian mining laws, tenure is granted as either an AMC or an exploration license. Tenure held under the previous legislation was converted to ATEs which are required to be consolidated into new 25-hectare sized cuadriculas (concessions) and converted to AMCs. AMCs created by conversion recognize existing rights of exploration and/or exploitation and development, including treatment, metal refining, and/or trading. AMCs have a fixed term of 30 years and can be extended for an additional 30 years if certain conditions are met. Each AMC requires ongoing work and the submission of plans to AJAM.

Exploration licenses allow exploration activities only and must be converted to AMCs to conduct exploitation and development activities. Exploration licenses are valid for a maximum of five years and provide the holder with the preferential right to request an AMC. In specific areas, mineral tenure is owned by the Bolivian state mining corporation, *Corporación Minera de Bolivia* ("COMIBOL"). In these areas, development and production agreements can be obtained by entering into a MPC with COMIBOL.

Silver Sand Project

The Silver Sand Project is located in the Colavi District of Potosí Department in southwestern Bolivia at an elevation of 4,072 m above sea level, 35 km northeast of Potosí City, the department capital.

The Silver Sand Project is comprised of two claim blocks, the south and north blocks, which covers a total area of 5.42 km^2. The south block of the Silver Sand Project (the "Silver Sand South Block"), covering an area of 3.17 km^2, hosts the Silver Sand deposit. On August 12, 2021, the Company announced the receipt of an AMC for the Silver Sand South Block from AJAM. The AMC establishes a clear title to the Silver Sand South Block. The north block of the Silver Sand Project (the "Silver Sand North Block") covers an area of 2.25 km^2 and is comprised of three ATEs (Jisas, Jardan and El Bronce). The Company is in the process of converting these ATEs to an AMC.

Since acquiring the Silver Sand Project in 2017, the Company has carried out extensive exploration and resource definition drill programs. On April 14, 2020, the Company released its inaugural NI 43-101 Mineral Resource estimate for the Silver Sand Project. Based on the NI 43-101 report, the Silver Sand Project has an estimated Measured and Indicated Mineral Resource of 155.86 million ounces ("oz") of silver at 137 g/t and an estimated Inferred Mineral Resource of 35.55 million oz of silver at 112 g/t. For further details, please refer to the Company's news release dated June 3, 2020 and the Amended and Restated Silver Sand Technical Report filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com.

In 2021, the Company completed a drill program of 13,313.7 m in 55 holes (the "2021 Silver Sand Drill Program"). The 2021 Silver Sand Drill Program comprised structure orientation drilling, step-out and infill drilling as well as exploration drilling. Assay results of all drill holes have been received. Detailed structural logging and assay of the oriented drill cores confirmed previous understanding of the orientation of mineralized structures and resource model which are dominantly striking in the direction of north and northwest and dipping in direction of west at high angles which are also evidenced at surface outcrops and historical underground workings. Step-out drilling was carried out mainly outside of the major mineralized trends with results indicating the existence of multiple smaller satellite mineralized zones between the major mineralized trends. For details of the 2021 Silver Sand Drill Program, please refer to the Company's news release dated April 6, 2022 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

In the first half of 2022, the Company commenced the 2022 Silver Sand Drill Program. The resource infill drilling aims to improve the confidence in the continuity of mineralization in the core area of the Silver Sand Project and upgrade resource categories, while the step-out drilling is designed to test the extension of the mineralized zones up and down dip as well as on strike. The results of the infill and step-out drilling will be included in the MRE and will be incorporated into the PEA expected to be completed by the end of 2022. As of the date of this AIF**,** a total of 19,323 m in 86 drill holes have been completed with all assay results received. For details of the 2022 Silver Sand Drill Program, please refer to the Company's news releases dated September 19, 2022, May 31, 2022 and April 6, 2022 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

Advanced studies have commenced on the Silver Sand Project with a PEA, environmental and socio-economic baseline studies in progress.

Mining Production Contract

On January 11, 2019, New Pacific announced that its 100% owned subsidiary, Alcira, entered into an MPC with COMIBOL granting Alcira the right to carry out exploration, development and mining production activities in ATEs and cuadriculas owned by COMIBOL adjoining the Silver Sand Project. The MPC is comprised of two areas. The first area is located to the south and west of the Silver Sand Project. The second area includes additional geologically prospective ground to the north, east and south of the Silver Sand Project, wherein COMIBOL is expected to apply for exploration and mining rights with AJAM. Upon granting of the exploration and mining rights, COMIBOL will contribute these additional properties to the MPC.

There are no known economic mineral deposits, nor any previous drilling or exploration discoveries within the MPC area. The MPC presents an opportunity to explore and evaluate the possible extensions and/or satellites of mineralization outside of the currently defined Silver Sand Project.

The MPC was approved by Bolivia's Ministry of Mining and Metallurgy but remains subject to ratification and approval by the Plurinational Legislative Assembly of Bolivia. As of the date of this AIF, the MPC has not been ratified nor approved by the Plurinational Legislative Assembly of Bolivia. The Company cautions that there is no assurance that the Company will be successful in obtaining ratification of the MPC in a timely manner or at all, or that the ratification of the MPC will be obtained on reasonable terms. The Company cannot predict the Bolivia government's positions on foreign investment, mining concessions, land tenure, environmental regulation, community relations, taxation or otherwise. A change in the government's position on these issues could adversely affect the ratification of the MPC and the Company's business.

Carangas Project

In April 2021, the Company signed an agreement with a private Bolivian company to acquire a 98% interest in the Carangas Project. The Carangas Project is located approximately 180 km southwest of the city of Oruro and within 50 km from Bolivia's border with Chile. The private Bolivian company is 100% owned by Bolivian nationals and holds title to the two exploration licenses that cover an area of 6.25 km^2.

Under the agreement, the Company is required to cover 100% of the future expenditures on exploration, mining, development and production activities for the Carangas Project. The agreement has a term of 30 years and is renewable for another 15 years.

In 2021, the Company completed the 2021 Carangas Drill Program of 13,209 m in 35 drill holes. Assay results of all drill holes have been received. Results from the 2021 Carangas Drill Program confirmed the broad silver-rich polymetallic mineralization near surface and intersected a wide zone of gold mineralization below it. For details of the 2021 Carangas Drill Program, please refer to the Company's news releases dated May 17, 2022, February 23, 2022, and February 10, 2022 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com

Following the success of the 2021 Carangas Drill Program, the Company has commenced the 2022 Carangas Drill Program. As of the date of this AIF, a total of 21,980 m in 43 drill holes have been completed, of which assay results of 12 drill holes have been received. The assay results continue to show near surface silver horizons stacking over a broad bulk gold mineralization below. Currently, there are five drill rigs deployed at the Carangas Project, of which the three larger drill rigs with a capacity of 1,000 m depth are focusing on both near surface silver and at depth gold zones, while the other two smaller drill rigs are focusing on near surface silver zone. For details of the 2022 Carangas Drill Program, please refer to the Company's news releases dated July 13, 2022 and August 8, 2022 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com.

Silverstrike Project

The Silverstrike Project is located approximately 140 km southwest of La Paz, Bolivia. In December 2019, the Company signed a mining association agreement and acquired a 98% interest in the Silverstrike Project from a private Bolivian corporation that is owned 100% by Bolivian nationals and holds the title to the nine ATEs (covering an area of approximately 13 km^2) that comprise the Silverstrike Project.

Under the mining association agreement, the Company is required to cover 100% of future expenditures, including exploration, contingent on results of development and subsequent mining production activities at the Silverstrike Project. The agreement has a term of 30 years and is renewable for another 15 years.

During 2020, the Company's exploration team completed reconnaissance and detailed mapping and sampling programs on the northern portion of the Silverstrike Project. The results to date identified near surface broad zones of silver mineralization in altered sandstones to the north, with similarities to that at the Silver Sand Project; and in the Silverstrike Project's central area, a near surface broad silver zone that occurs near the top of a 900 m diameter volcanic dome of ignimbrite (volcaniclastic sediments) units with intrusion of rhyolite dyke swarm and andesite flows; and a broad gold zone occurs half-way from the top of the dome. For details, please refer to the Company's news releases dated September 29, and November 19, 2020 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com.

On June 14, 2022, the Company announced the commencement of a 6,000 m initial discovery drill program at the Silverstrike Project. The program will focus on testing a broad gold zone identified by the Company and by historical drilling. As of the date of this AIF, a total of 2,030 m in seven drill holes have been completed, of which assay results of the first drill hole was received. The drill hole intersected broad gold mineralization starting at near-surface. For details, please refer to the Company's news release dated June 14, 2022 filed under the Company's profile on SEDAR at www.sedar.com, with the SEC on EDGAR at www.sec.gov/edgar, and on the Company's website at www.newpacificmetals.com.

Frontier Area – Carangas and Silverstrike Projects

The Carangas Project and the Silverstrike Project are located within 50 km of the Bolivian border with Chile. In line with many South American countries, Bolivia does not permit foreign entities to own property within 50 km of international borders (the "Frontier Area"). Property owners in the Frontier Area are, however, permitted to enter into mining association agreements with third parties, including foreign entities, for the development of mining activities under Bolivian Law No. 535 on Mining and Metallurgy. Although the Company believes the mining association agreements for the Carangas Project and the Silverstrike Project are legally compliant with the Frontier Area requirements and Bolivian mining laws, there is no assurance that the Company's Bolivian partners will be successful in obtaining the approval of AJAM to convert the exploration licenses to AMC in the case of the Carangas Project, or that even if approved, that such relationships and structures will not be challenged by other Bolivian organizations or communities.

RZY Silver-Lead-Zinc Project

The Company's RZY project (the "RZY Project"), located in Qinghai, China was an early-stage silver-lead-zinc exploration project. The RZY Project was located approximately 237 km from the city of Yushu Tibetan Autonomous Prefecture. In 2016, the Qinghai Government issued a moratorium which suspended exploration for 26 mining projects in the region, including the RZY Project, and classified the region as a National Nature Reserve Area.

During Fiscal 2020, the Company's subsidiary, Qinghai Found Mining Co., Ltd. ("Qinghai Found"), reached a compensation agreement with the Qinghai Government for the RZY Project. Pursuant to the agreement, Qinghai Found will surrender its title to the RZY Project to the Qinghai Government for one-time cash compensation of $2.99 million (RMB ¥20 million) (the "RZY Compensation Transaction").

On June 25, 2022, the Qinghai Government completed its approval process of the RZY Compensation Transaction. As a result, the Company disposed its RZY Project for cash consideration of $2,986,188 (RMB ¥20 million), which is included in the receivables balance as of June 30, 2022. As of the date of this AIF, the Company received the cash compensation in full.

3.3 Significant Acquisitions

The Company made no significant acquisitions in its most recently completed financial year.

ITEM 4: DESCRIPTION OF THE BUSINESS

4.1 General

Specialized Skill and Knowledge

All aspects of the Company's business activities require specialized skills and knowledge. Such skills and knowledge include the fields of geology, mining, metallurgy, engineering, environment issues, permitting, social issues, and accounting. While competition in the resource mining industry has made it more difficult to locate and retain competent employees in such fields, the Company has been successful in finding and retaining experts for its key activities.

Competitive Conditions

Competition in the mineral exploration industry is intense. The Company competes with other mining companies, many of which have greater financial resources and technical facilities for the acquisition and development of mineral concessions, claims, leases and other interests, as well as for the recruitment and retention of qualified employees and consultants.

Business Cycles

The mining business is subject to mineral price and investment climate cycles. The marketability of minerals is also affected by worldwide economic and demand cycles. It is difficult to assess if the current commodity prices are long-term trends, and there is uncertainty as to the recovery, or otherwise, of the world economy. If global economic conditions weaken and commodity prices decline as a consequence, a continuing period of lower prices could significantly affect the economic potential of the Company's projects.

Economic Dependence

The Company's business is not substantially dependent on any contract such as a contract to see the major part of its products or services or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise, license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends.

Bankruptcy and Similar Procedures

There is no bankruptcy, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There have not been any voluntary bankruptcy, receivership or similar proceedings by the Company within the three most recently

completed financial years or currently proposed for the current financial year.

Foreign Operations

Our principal operations and assets are located in Bolivia. Our operations are exposed to various levels of political, economic, social and other risks and uncertainties. These risks and uncertainties include, but are not limited to, government regulations (or changes to such regulations) with respect to restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, local ownership requirements and land claims of local people, regional and national instability and mine safety. The effect of these factors cannot be accurately predicted. See “Risk Factors”.

Reorganizations

Other than the Spin-Out, there have been no material reorganizations of the Company or its subsidiaries within the three most recently completed financial years nor any material reorganizations proposed for the current financial year.

Social Policies

The Board has adopted a written code of business conduct and ethics (the “Code”). A copy of the Code may be obtained by contacting the Company at the address on the cover of this AIF. Alternatively, a copy of the Code can be found on the Company's website at www.newpacificmetals.com. When proposed transactions or agreements in which directors or officers may have an interest, material or not, are presented to the Board, the directors are required to disclose any such interest and the persons who have such an interest are excluded from all discussion on the matter and are not permitted to vote on the proposal. All such interests in transactions or agreements involving senior Management are dealt with by the Board, regardless of apparent immateriality.

Employees

As at June 30, 2022, the Company had 68 employees.

4.2 Risk Factors

Mining Business

An investment in the Shares of the Company involves a significant degree of risk and ought to be considered a highly speculative investment. Shareholders of the Company may lose their entire investment. The market price of the Shares may be affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its Shares. The effect of these and other factors on the market price of the Shares in the future cannot be predicted. The lack of an active public market could also have a material adverse effect on the price of the Shares.

In addition, risk factors identified in this AIF, as well as risks not currently known to the Company, could materially adversely affect the Company’s future business, operations and financial condition and could cause actual results to differ materially from the estimates described in the forward-looking statements and information relating to the Company.

The Company is currently in the business of acquiring and exploring mineral properties and is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The following is a brief discussion of those factors which may have a material impact on, or constitute risk factors in respect of, the Company’s future financial performance.

COVID-19

The current outbreak of the COVID-19 pandemic could have a material adverse effect on the Company’s business and operations, as well as impacting global economic conditions. COVID-19 and its variants have spread to regions where the Company has operations and offices. Government efforts to control the spread of the virus have resulted in temporary suspensions of our operations in Bolivia, delays and/or deferrals of field work including consultant site work and laboratory results and reduced corporate activities in Canada. The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock and financial market volatilities, labour shortage and delay in logistics, and a general reduction in consumer activities. All of these could affect commodity prices, interest rates, credit risk, social security and inflation. Such public health crisis at the moment or in the future may negatively affect the Company's operations along with the operations of its suppliers, contractors, service providers and local communities.

While the COVID-19 pandemic has already had significant, direct impacts on the Company’s operations and business, the extent to which the pandemic will continue to impact our operations is highly uncertain and cannot be predicted with confidence as at the date of this AIF. These uncertainties include, but are not limited to, the duration of the outbreak, Bolivian and Canadian governments’ mandates to curtail the spreading of the virus, community and social stabilities and the Company’s ability to resume operations efficiently or economically. It is also uncertain whether the Company will be able to maintain an adequate financial condition and have sufficient capital or have the ability to raise capital. Any of these uncertainties, and others, could have further material adverse effects on the Company’s business and operations.

The Company may experience additional business interruptions, including suspended (whether government mandated or otherwise) or reduced operations relating to COVID-19 and any other such events could have a material adverse impact on the Company’s business, operations and operating results, financial condition and liquidity.

No Revenues or Ongoing Mining Operations

The Company is an exploration and development stage mining company that has no revenue from operations and no ongoing mining production of any kind. The Company has not developed or operated any mines and has no operating history upon which an evaluation of the Company's future success or failure can be made. The Company's ability to achieve and maintain profitable mining operations is dependent upon a number of factors, including the Company's ability to successfully obtain essential permits, build and operate mines, processing plants, and related infrastructure. The Company may not successfully establish mining operations or profitably produce metals at its properties. As such, the Company does not know if it will ever generate revenues.

Mineral Deposits Not Economic

The determination of whether any mineral deposits on the Company's mineral projects are economical is affected by numerous factors beyond the control of the Company. These factors include: (a) the metallurgy of the mineralization forming the mineral deposit; (b) market fluctuations for metal prices; (c) the proximity and capacity of natural resource markets and processing equipment; and (d) government regulations governing prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection.

Political and Economic Risks in Bolivia

The Company's projects are located in Bolivia and, therefore, the Company's current and future mineral exploration and mining activities are exposed to various levels of political, economic, and other risks and uncertainties. There has been a significant level of political and social unrest in Bolivia in recent years resulting from a number of factors, including Bolivia's history of political and economic instability under a variety of governments and high rate of unemployment.

The Company's exploration and development activities may be affected by changes in government, political instability, and the nature of various government regulations relating to the mining industry. Bolivia's fiscal regime has historically been favourable to the mining industry, but there is a risk that this could change. The Company cannot predict the government's positions on foreign investment, mining concessions, land tenure, environmental regulation, or taxation. A change in government positions on these issues could adversely affect the Company's business and/or its holdings, assets, and operations in Bolivia. Any changes in regulations or shifts in political conditions are beyond the control of the Company. Moreover, protestors and cooperatives have previously targeted foreign companies in the mining sector, and as a result there is no assurance that future social unrest will not have an adverse impact on the Company's operations. Labour in Bolivia is customarily unionized and there are risks that labour unrest or wage agreements may impact operations.

The Company's operations in Bolivia may also be adversely affected by economic uncertainty characteristic of developing countries. In addition, operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, and safety factors.

The MPC remains subject to ratification and approval by the Plurinational Legislative Assembly of Bolivia. As of the date of this AIF, the MPC has not been ratified nor approved by the Plurinational Legislative Assembly of Bolivia. The Company cautions that there is no assurance that the Company will be successful in obtaining ratification of the MPC in a timely manner or at all, or that the ratification of the MPC will be obtained on reasonable terms. The Company cannot predict the new government's positions on foreign investment, mining concessions, land tenure, environmental regulations, community relations, taxation or otherwise.

Community Relations and Social Licence to Operate

Mining companies are increasingly required to operate in a sustainable manner and to provide benefits to affected communities and there are risks associated with the Company failing to acquire and subsequently maintain a "social licence" to operate on its mineral properties. "Social licence" does not refer to a specific permit or licence, but rather is a broad term used to describe community acceptance of a company's plans and activities related to exploration, development or operations on its mineral projects.

The Company places a high priority on, and dedicates considerable efforts and resources toward, its community relationships and responsibilities. Despite its best efforts, there are factors that may affect the Company's efforts to establish and maintain social licence at any of its projects, including national or local changes in sentiment toward mining, evolving social concerns, changing economic conditions and challenges, and the influence of third-party opposition toward mining on local support. There can be no guarantee that social licence can be earned by the Company or if established, that social licence can be maintained in the long term, and without strong community support the ability to secure necessary permits, obtain project financing, and/or move a project into development or operation may be compromised or precluded. Delays in projects attributable to a lack of community support or other community-related disruptions or delays can translate directly into a decrease in the value of a project or into an inability to bring the Company's projects to, or maintain, production. The cost of measures and other issues relating to the sustainable development of mining operations may result in additional operating costs, higher capital expenditures, reputational damage, active community opposition (possibly resulting in delays, disruptions and stoppages), legal suits, regulatory intervention and investor withdrawal.

Obstacles Implementing Capital Expenditure Projects

The Company's mineral projects are subject to a number of risks that may make it less successful than anticipated, including: (a) delays or higher than expected costs in implementing recommendations contained in the Amended and Restated Silver Sand Technical Report or other technical reports that may be prepared for the Company's mineral projects; (b) negative technical results and/or technical results that fail to deliver the required returns to render the ongoing development of the Silver Sand Project or the Company's other mineral projects; (c) delays in receiving environmental permits and/or social licenses; (d) delays in receiving construction and operating permits; (e) delays or higher than expected costs in obtaining the necessary equipment or services to build and operate the Silver Sand Project and the Company's other mineral projects; and (f) adverse mining conditions may delay and hamper the ability of the Company to produce the expected quantities of minerals.

General Market Events and Conditions

The unprecedented events in global financial markets in the past several years which have been heightened due to emerging risks relating to the spread of COVID-19 have had a profound impact on the global economy. Many industries, including the mining industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's business and industry. A number of issues related to economic conditions could have a material adverse effect on financial condition and results of operations of the Company, specifically: (a) the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity; (b) the volatility of metal prices would impact the revenues, profits, losses and cash flow of the Company; (c) continued recessionary pressures could adversely impact demand for the production from the Company's mineral projects, if any; and (d) volatile energy, commodity and consumables prices and currency exchange rates would impact the Company's production costs, if any.

No Known Commercial Mineral Deposits

Neither the Silver Sand Project nor any of the Company's other mineral projects currently contain known amounts of commercial mineral deposits. The Company's program is exploratory only and there is no certainty that the expenditures to be made by the Company will result in the development of any commercial mineral deposits.

Changes in Market Price of Metals

The potential of the Company's mineral projects to be economically mined is significantly affected by changes in the market price of metals. The market price of metals is volatile and is impacted by numerous factors beyond the control of the Company, including: (a) expectations with respect to the rate of inflation; (b) the relative strength of the U.S. dollar and certain other currencies; (c) interest rates; (d) global or regional political or economic conditions; (e) supply and demand for jewellery and industrial products containing metals; and (f) sales by central banks, other holders, speculators, and producers of gold and other metals in response to any of the above factors. A decrease in the market price of metals could make it difficult or impossible to finance the exploration or development of the Company's mineral projects or cause the Company to determine that it is impractical to continue development of such projects, which would have a material adverse effect on the financial condition and results of operations of the Company. There can be no assurance that the market price of metals will not decrease.

Mining Operations May Not be Established or Profitable

The Company has no history of production and the Company's mineral projects are currently in the exploration stage. The future development of the Company's mineral projects will require additional financing, permits, design, construction, processing plant, and related infrastructure. As a result, the Company will be subject to all of the risks associated with establishing new mining operations and business enterprises, including: (a) the timing and cost, which will be considerable, of obtaining all necessary permits including environmental, construction, and operating permits; (b) the timing and cost, which will be considerable, of the construction of mining and processing facilities; (c) the availability and costs of skilled labour, power, water, transportation, and mining equipment; (d) the availability and cost of appropriate smelting and/or refining arrangements; (e) the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and (f) the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during permitting, construction, development, and mine start-up. In addition, delays in the commencement of mineral production often occur, and once commenced, the production of a mine may not meet expectations or the estimates set forth in feasibility or other studies. Accordingly, there are no assurances that the Company will successfully establish mining operations or become profitable.

Estimates of Mineralization Figures

The mineralization figures presented in the Amended and Restated Silver Sand Technical Report are based upon estimates made by qualified persons. These estimates are imprecise and depend upon interpretation of geologic formations, grade, and metallurgical characteristics and upon statistical inferences drawn from drilling and sampling analysis, any or all of which may prove to be unreliable. Material changes in mineral resources or mineral reserves, grades, stripping ratios, or recovery rates may affect the economic viability of any project. Estimates can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, and work interruptions. There can be no assurance that: (a) the estimates made by qualified persons upon which the mineralization figures presented in the Amended and Restated Silver Sand Technical Report are based will be accurate; (b) mineral resource or other mineralization figures will be accurate; or (c) this mineralization could be mined or processed profitably.

Mineralization estimates for the Silver Sand Project may require adjustments or downward revisions based upon further exploration or development work. It is possible that the following may be encountered: unusual or unexpected geologic formations or other geological or grade problems, unanticipated changes in metallurgical characteristics and silver recovery, and unanticipated ground or earth conditions. If mining operations are commenced, the grade of mineralization ultimately mined, if any, may differ from that indicated by drilling results. Estimates of mineral recovery rates used in mineral reserve and mineral resource estimates are uncertain and there can be no assurance that mineral recovery rates in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale.

Acquisition and Maintenance of Permits and Government Approvals

Exploration and development of, and production from, any deposit at the Company's mineral projects require permits from various government authorities. There can be no assurance that any required permits will be obtained in a timely manner or at all, or that they will be obtained on reasonable terms. Delays or failure to obtain, expiry of, or a failure to comply with the terms of such permits could prohibit development of the Company's mineral projects and have a material adverse impact on the Company.

While the Company believes the contractual relationships and the structures it has in place with private Bolivian companies owned 100% by Bolivian nationals for the Silverstrike Project and the Carangas Project are legally compliant with Bolivian laws related to the Frontier Areas, there is no assurance that the Company's Bolivian partner will be successful in obtaining approval of AJAM to convert the exploration licenses to AMCs in the case of Carangas Project, or that even if approved, that such contractual relationship and structure will not be challenged by other Bolivian organizations or communities.

The Company's current and future operations, including development activities and commencement of production, if warranted, require permits from government authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in property exploration and the development or operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations, and permits. The Company cannot predict if all permits which it may require for continued exploration, development, or construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms, if at all. Time delays and associated costs related to applying for and obtaining permits and licenses may be prohibitive and could delay planned exploration and development activities. Failure to comply with or any violations of the applicable laws, regulations, and permitting requirements may result in enforcement actions, 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 impacted by mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations, and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company's operations and cause increases in capital expenditures or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in the development of new mining properties.

Operations and Exploration Subject to Governmental Regulations

The Company's operations and exploration and development activities are subject to extensive laws and regulations governing various matters, including: (a) environmental protection; (b) management and use of toxic substances and explosives; (c) management of natural resources; (d) management of tailings and other wastes; (e) mine construction; (f) exploration, development of mines, production and post-closure reclamation; exports; (g) price controls; (h) taxation and mining royalties; (i) regulations concerning business dealings with indigenous groups; (j) labour standards and occupational health and safety, including mine safety; and (k) historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities, enjoining or curtailing operations, or requiring corrective measures, installation of additional equipment, or remedial actions, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations, or permitting requirements. It is also possible that future laws and regulations, or a more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's exploration activities, if any, and delays in the development of the Silver Sand Project.

The Company conducts operations in Bolivia. The laws of Bolivia differ significantly from those of Canada and all such laws are subject to change. Mining is subject to potential risks and liabilities associated with environment and disposal of waste products occurring as a result of mineral exploration and production.

Failure to comply with applicable laws and regulations may result in enforcement actions and may also 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 mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws and regulations.

New laws and regulations, amendments to existing laws and regulations, administrative interpretation of existing laws and regulations, or more

stringent enforcement of existing laws and regulations could have a material adverse impact on future cash flow, results of operations and the financial condition of the Company.

While the Company believes the contractual relationships and the structures it has in place with private Bolivian companies owned 100% by Bolivian nationals for the Silverstrike Project and the Carangas Project are legally compliant with Bolivian laws related to the Frontier Area, there is no assurance that the Bolivian companies will be successful in obtaining approval of (i) the mining association agreement from AJAM in the case of the Silverstrike Project or (ii) the conversion of the exploration licenses to AMCs in the case of Carangas Project, or that even if approved, that such contractual relationship and structure will not be challenged by other Bolivian organizations or communities.

Impact of Environmental Laws and Regulations

The Company's mineral projects are subject to regulation by governmental agencies under various environmental laws. These laws address emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species, and reclamation of lands disturbed by mining operations. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. There can be no assurance that future changes in environmental regulations will not adversely affect the Company's business, and it is possible that future changes in these laws or regulations could have a significant adverse impact on some portion of the Company's business, causing the Company to re-evaluate those activities at that time.

Mining is Inherently Dangerous

The business of mining is subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, cave-ins, pit wall failures, flooding, fires, rock bursts, explosions, power outages, periodic interruptions due to inclement or hazardous weather conditions, and other acts of God or unfavourable operating conditions. Such risks could result in damage to, or destruction of, mineral properties or processing facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, increased production costs, monetary losses, and possible legal liability.

Where considered practical to do so, the Company will maintain insurance against risks in the operation of its business in amounts which it believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage. There can be no assurance that such insurance will continue to be available, will be available at economically acceptable premiums, or will be adequate to cover any resulting liability. In some cases, coverage is not available or is considered too expensive relative to the perceived risk. The Company may suffer a material adverse effect on its business if it incurs losses related to any significant events that are not covered sufficiently or at all by its insurance policies.

Financing

The continuing development of the Company's mineral projects will depend upon the Company's ability to obtain financing on reasonable terms. There is no assurance the Company will be successful in obtaining the required financing. The failure to obtain such financing could have a material adverse effect on the Company's results of operations and financial condition.

Competition

The mining industry is intensely competitive. The Company will compete with other mining companies, many of which have greater financial resources for the acquisition of mineral claims and concessions, as well as for the recruitment and retention of qualified employees. Increased competition could adversely affect the Company's ability to attract necessary capital funding.

Specialized Skill and Knowledge

All aspects of the Company's business activities require specialized skills and knowledge. Such skills and knowledge include the fields of geology, mining, metallurgy, engineering, environment issues, permitting, social issues, and accounting. While competition in the resource mining industry has made it more difficult to locate and retain competent employees in such fields, the Company has been successful in finding and retaining experts for the majority of its key activities in the past.

Environmental Protection

The Company is currently in compliance with all material environmental regulations applicable to its exploration, development, construction and operating activities. The financial and operational effects of environmental protection requirements on capital expenditures, earnings and non-capital expenditures during the most recently completed financial year were not material.

Title to Mineral Properties

Establishing title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. While the Company has investigated title to all of its mineral claims and, to the best of its knowledge, title to all of its properties are in good standing, the Company's mineral properties may be subject to prior unregistered agreements or transfers and title may be affected by such undetected defects. There may be valid challenges to the title of the Company's properties which, if successful, could impair exploration, development and/or operations. The Company's mineral properties may be subject to indigenous land claims, prior unregistered agreements or transfers and title may be affected by undetected defects. The Company cannot give any assurance that title to its properties will not be challenged. None of the Company's mineral properties have been surveyed, and the precise location and extent thereof may be in doubt.

Conflicts of Interest

Certain officers and directors of the Company are also directors, officers, employees, consultants or shareholders of other companies that are engaged in the business of acquiring, developing, and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. Such a conflict poses the risk that the Company may enter into a transaction on terms which place the Company in a worse position than if no conflict existed. The directors are required by law to act honestly and in good faith with a view to the best interest of the Company, and to disclose any interest which they may have in any project or opportunity of the Company. However, each director has a similar obligation to other companies for which such director serves as an officer or director. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his/her interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the Board will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Internal control over financial reporting as per the requirements of the Sarbanes-Oxley Act

Management of the Company is responsible for establishing and maintaining an adequate system of internal control over financial reporting, and used the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate, with the participation of the CEO and CFO, the effectiveness of internal controls. The Company's internal control over financial reporting includes:

- maintaining records, that in reasonable detail, accurately and fairly reflect our transactions and dispositions of the assets of the Company;
- providing reasonable assurance that transactions are recorded as necessary for preparation of our consolidated financial statements in accordance with generally accepted accounting principles;
- providing reasonable assurance that receipts and expenditures are made in accordance with authorizations of management and the directors of the Company; and
- providing reasonable assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on the Company's consolidated financial statements would be prevented or detected on a timely basis.

Based on this evaluation, management concluded that the Company's internal control over financial reporting based on the criteria set forth in Internal Control – Integrated Framework (2013) issued by COSO was effective as of June 30, 2022 and provided a reasonable assurance of the reliability of the Company's financial reporting and preparation of the financial statements.

No matter how well a system of internal control over financial reporting is designed, any system has inherent limitations. Even systems determined to be effective can provide only reasonable assurance of the reliability of financial statement preparation and presentation. Also, controls may become inadequate in the future because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

The failure to achieve and maintain the adequacy of our internal control over financial reporting on a timely basis could result in the loss of investor confidence in the reliability of the financial statements, which in turn could harm the business and negatively impact the trading price of shares or market value of other securities. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the operating results or cause to fail to meet the reporting obligations. There can be no assurance that the Company will be able to remediate material weaknesses, if any, identified in future periods, or maintain all of the controls necessary for continued compliance, and there can be no assurance that the Company will be able to retain sufficient skilled finance and accounting personnel, especially in light of the increased demand for such personnel among publicly traded companies. Future acquisitions of companies may provide the Company with challenges in implementing the required processes, procedures and controls in the acquired operations. Acquired companies may not have disclosure controls and procedures or internal control over financial reporting that are as thorough or effective as those required by securities laws currently applicable to the Company.

Outcome of Future Litigation or Regulatory Actions

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the discovery of evidence process, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurances that these matters will not have a material adverse effect on the Company's business.

No assurance can be given with respect to the ultimate outcome of future litigation or regulatory proceedings, and the amount of any damages awarded or penalties assessed in such a proceeding could be substantial. In addition to monetary damages and penalties, the allegations made in connection with the proceedings may have a material adverse effect on the reputation of the Company and may impact its ability to conduct operations in the normal course.

Litigation and regulatory proceedings also require significant resources to be expended by the directors, officers and employees of the Company and as a result, the diversion of such resources could materially affect the ability of the Company to conduct its operations in the normal course of business. Significant fees and expenses may be incurred by the Company in connection with the investigation and defense of litigation and regulatory proceedings. The Company may also be obligated to indemnify certain directors, officers, employees and experts for additional legal and other expenses pursuant to such proceedings, which additional costs may be substantial and could have a negative effect on the Company's future operating results. The Company may be able to recover certain costs and expenses incurred in connection with such matters

from its insurer. However, there can be no assurance regarding when or if the insurer will reimburse the Company for such costs and expenses.

Bringing actions and enforcing judgments under U.S. securities laws

Investors in the U.S. or in other jurisdictions outside of Canada may have difficulty bringing actions and enforcing judgments against the Company, its directors, its executive officers and some of the experts named in this AIF based on civil liabilities provisions of the U.S. federal securities laws, other laws in the U.S. state(s) in or the equivalent laws of other jurisdictions of residence.

Foreign Currency Exchange Fluctuations

Operations in Bolivia are subject to foreign currency exchange fluctuations. The Company raises its funds through equity issuances which are priced in Canadian dollars, and the majority of the exploration costs of the Company are denominated in U.S. dollars and/or the Bolivian boliviano. The Company may suffer losses due to adverse foreign currency fluctuations. The Company does not actively hedge against foreign currency fluctuations.

Dependence on Certain Key Personnel

The Company is highly dependent upon its senior management and other key personnel, and the loss of any such individuals could have a materially adverse effect on the business of the Company. In addition, there can be no assurance that the Company will be able to maintain the services of its officers or other key personnel required in the operation of the business. Failure to retain these individuals could adversely impact the Company's business and prospects.

Recent and Current Market Conditions

Over recent years worldwide securities markets, including those in the U.S. and Canada, have experienced a high level of price and volume volatility. Accordingly, the market price of securities of many mining companies, particularly those considered exploration or development-stage companies, have experienced unprecedented shifts and/or declines in price which have not necessarily been related to the underlying asset values or prospects of such companies. As a consequence, despite the Company's past success in securing equity financing, market forces may render it difficult or impossible for the Company to secure investors to participate in new share issues at an attractive price for the Company, or at all. Therefore, there can be no assurance that significant fluctuations in the trading price of the Shares will not occur, or that such fluctuations will not have a material adverse impact on the Company's ability to raise equity funding.

Dividends

To date, the Company has not paid dividends on any of its Shares and the Company is not required to pay any dividends on the Shares in the foreseeable future. Any decision to pay dividends will be made on the basis of the Company's earnings, financial requirements and other conditions.

Company Risk

Economic factors affecting the Company

Many industries, including the mining industry, are impacted by market conditions. Some of the key impacts of the recent financial market turmoil include emerging risks relating to the spread of COVID-19, contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metals markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. Specifically: the volatility of silver, lead and zinc prices may impact the Company's revenues, profits, losses and cash flow; volatile energy prices, commodity and consumable prices and currency exchange rates would impact the Company's production costs; and the devaluation and volatility of global stock markets may impact the valuation of the Company's equity and other securities. These factors could have a material adverse effect on the Company's financial condition and results of operations.

Loss of Investment Risk

An investment in the Company is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high-risk investments and who can afford to lose a substantial portion of their investment should consider an investment in the Company.

No Guaranteed Return

There is no guarantee that an investment in the Company will earn any positive return in the short term or long term.

Cybersecurity Risks

The Company is subject to cybersecurity risks including unauthorized access to privileged information, destroy data or disable, degrade or sabotage our systems, including through the introduction of computer viruses. Although we take steps to secure our configurations and manage our information system, including our computer systems, internet sites, emails and other telecommunications, and financial/geological data, there can be no assurance that measures we take to ensure the integrity of our systems will provide protection, especially because cyberattack techniques used change frequently or are not recognized until successful. The Company has not experienced any material cybersecurity incident in the past, but there can be no assurance that the Company would not experience in the future. If our systems are compromised, do not operate properly or are disable, we could suffer financial loss, disruption of business, loss of geology data which could affect our ability to conduct effective mine planning and accurate mineral resources estimates, loss of financial data which could affect our ability to provide accurate and timely financial reporting.

ITEM 5: MINERAL PROPERTY

As at June 30, 2022, the Company considers the Silver Sand Project to be a material property for the purposes of NI 43-101.

5.1 Silver Sand Project

(1) Current Technical Report

The current technical report of the Silver Sand Project is the Amended and Restated Silver Sand Technical Report, which was prepared for the Company by A. Ross, P.Geo., B.Sc., Ph.D., D. Nussipakynova, P.Geo., B.Sc., M.Sc., and S. Robinson, P.Geo., B.Sc. of AMC Consultants, and A. Holloway, P.Eng. B.Eng.(Hons).

Interpretation

Except as otherwise stated, the information in this AIF is based on the Amended and Restated Silver Sand Technical Report and the results of resource drilling program of the Company which commenced in late October 2017.

The Amended and Restated Silver Sand Technical Report contains more detailed information and qualifications than as set out below and readers are encouraged to review the Amended and Restated Silver Sand Technical Report in its entirety. The following summary is subject to all of the assumptions, information and qualifications set forth in the Amended and Restated Silver Sand Technical Report and the detailed disclosure contained in the Amended and Restated Silver Sand Technical Report is hereby incorporated by reference. The Amended and Restated Silver Sand Technical Report is available for review under the Company's SEDAR profile at www.sedar.com.

Within the excerpted information below, the Silver Sand Project is also referred to as the "Property". Further, any references cited within this excerpted information (including tables and figures which are not reproduced and renumbered herein) are provided in the Amended and Restated Silver Sand Technical Report and all other defined terms that are not otherwise defined herein will have the definitions ascribed to them in the Amended and Restated Silver Sand Technical Report.

The remaining information provided below in respect of the Company’s projects is based on information prepared by or information which has been reviewed and approved by Alex Zhang, P. Geo., Vice President of Exploration, who is a Qualified Person for the purposes of NI 43-101.

(2) Project Description, Location and Access

(a) Location and Access

The Silver Sand Property is situated in the Colavi District of Potosí Department in southwestern Bolivia, 25 km north east of Potosí city, the department capital. The approximate geographic center of the Property is 19°22' 4.97" S latitude and 65°31' 22.93" W longitude at an elevation of 4,072 m above sea level.

The Silver Sand Property is located approximately 30 km north-east of the Cerro Rico de Potosí silver and base metal mine, 46 km south-west of the city of Sucre, and 25 km north-east of city of Potosí. The Silver Sand Property is accessed from Sucre and Potosí by travelling along a paved highway to the community of Don Diego, and then north from Don Diego along a 27 km, maintained, all weather gravel road. Don Diego is accessed by driving 129 km to south-west from Sucre, or 29 km to the north east from Potosí along paved Highway 5.

Sucre has a population of 250,000 and is the constitutional capital of Bolivia and the capital city of Chuquisaca department (a department is the largest administrative division in Bolivia). Potosí has a population of 141,000 and is the capital city of Potosí department. Sucre is connected to major Bolivian cities and beyond by highways and commercial air flights. From Potosí, the Pan American highway provides access to La Paz, the capital city of Bolivia. Chilean port cities of Arica and Iquique can be accessed from Potosí via all-weather roads.

Exploration and mining rights in Bolivia are granted by the Ministry of Mines and Metallurgy through AJAM. Under Mining and Metallurgy Law No. 535 (the “2014 Mining Law”), as modified by the Law No. 845 (the "2016 Mining Law", together with the 2014 Mining Law, the "New Mining Laws"), tenure is granted as either an AMC or an exploration license. Tenure held under previous legislation was converted to Temporary Special Authorizations ("ATEs"), formerly known as "mining concessions", under the new Mining Laws. These ATEs are required to be consolidated to new 25-hectare sized cuadriculas (concessions) and converted to AMCs. AMCs created by conversion recognize existing rights of exploration and / or exploitation and development, including treatment, foundry refining, and / or trading.

AMCs have a fixed term of 30 years and can be extended for a further 30 years if certain conditions are met. Each contract requires ongoing work and the submission of plans to AJAM.

Exploration licenses are valid for a maximum of five years and provide the holder with the first right of refusal for an AMC.

In specific areas, mineral tenure is owned by the Bolivian state mining corporation, COMIBOL. In these areas development and production agreements can be obtained by entering into a MPC with COMIBOL.

Depending on the nature and scope of the activities to be conducted, the operator may need specific licenses or dispensations from the environmental authorities under the Ministry of Environment and Water or the Departmental Governorships. This applies to projects that may require consultation with a population that could be affected by the Silver Sand Project.

(b) Mineral Concessions

The Company, through its three wholly-owned subsidiaries, Alcira, Empresa Jisas-Jardan SRL, and Empresa El Cateador SRL, collectively holds exploration and mining agreements over an approximate 60 km^2 contiguous area. The total area under 100% control of the Company is 5.42 km^2 after the claim consolidation and conversion procedures are complete. This process is completed for the Silver Sand South Block, which hosts the Mineral Resource area. Table 1 summarizes the Silver Sand Property mineral tenure. The remaining area incorporates MPC claims consisting of 29 ATEs and 201 cuadriculas for a total area of about 57 km^2 surrounding the Silver Sand Project core area. The AMC-covered and MPC-covered areas comprise the Silver Sand Property.

Table 1 Mineral Tenure controlled by New Pacific

Concession number	National registry	Name	Concession type	Size of original ATE (hectares)	Titleholder	Duration
4694	503 - 01271	La Sombra	ATE	66		30 years
4695	503 - 01275	San Marcos Evangelista	ATE	16		30 years
4696	503 - 02424	El Carmen	ATE	6		30 years
4697	503 - 01276	Escuadra	ATE	35		30 years
4698	503 - 02423	Perfecta	ATE	16		30 years
4699	503 - 01270	Reintegrante	ATE	3		30 years
4700	503 - 01269	Félix	ATE	10		30 years
4701	502 - 01266	Seis de Agosto	ATE	6		30 years
4702	503 - 02425	Olvidada	ATE	15	Empresa	30 years
4703	503 - 01267	Moria	ATE	20	Minera Alcira	30 years
4704	503 - 01268	El Rodero	ATE	37	S.A.	30 years
4705	503 - 01272	Kirigin	ATE	10		30 years
4706	503 - 02426	San Antonio	ATE	8		30 years
4707	503 - 02427	Nieves	ATE	8		30 years
4708	503 - 02428	Londres	ATE	8		30 years
4709	503 - 01273	Santa Micaela	ATE	31		30 years
4710	503 - 01274	Bertha	ATE	20		30 years
13235	503 - 02753	Jisas	ATE	125	Emrespa Jisas – Jardan SRL	30 years from signing AMC
13257	503 - 02734	Jardan	ATE	50		30 years from signing AMC
11313	503 - 03740	El Bronce	ATE	6	Empresa El Cateador SRL	30 years from signing AMC
20	**Totals**			**496**		

Notes:

- There is no expiry date for the previously issued mineral permits in Bolivia.
- Once the ATEs are fully converted to AMCs, they will be valid for 30 years and can be extended for an additional 30 years.
- The size of claims listed in the table are the original ATE size. The size of claims can change during the conversion process to AMCs. The Amended and Restated Silver Sand Technical Report text refers to the AMC size.
- As of the date of the Amended and Restated Silver Sand Technical Report, the Quota Purchase agreement with the former shareholders of Cateador still needed to be registered with Registry of Commerce.

In accordance with the new Mining Laws, the Company (through Alcira) submitted all required documents for the consolidation and conversion of the original 17 concessions, which comprise the core of the Silver Sand Project, to cuadriculas and AMC to AJAM. Conversion was initially approved by AJAM in February 2018. On 6 January 2020, Alcira signed an AMC with AJAM pursuant to which the 17 ATEs were consolidated into one concession with an area of 3.1656 km2. The AMC was published in AJAM's Mining Gazette on July 15, 2021 and was registered and notarized before Bolivia's National Mining Registry on June 17, 2021.

Mining production contract

The Company, through Alcira, entered into an MPC with COMIBOL on 11 January 2019. The MPC covers 29 ATEs and 201 cuadriculas for a total area of about 57 km^2 surrounding the Silver Sand Project core area. For COMIBOL to obtain mining rights over such areas, AJAM will have to grant them by way of AMCs in accordance with Bolivian mining laws. In addition, the MPC must be ratified by the Congress of Bolivia ("Congress") to be valid and enforceable.

Once the MPC has been ratified by Congress, the MPC with COMIBOL will be valid for 15 years which may be automatically renewed for an additional 15 year term and potentially, subject to submission of an acceptable work plan, for an additional 15 year term for a total of 45 years. According to the terms of the MPC, the Company has an investment commitment of US$6 million during the first five years of exploration. The Company will pay COMIBOL a 6% gross sales value if the mineral concessions covered by the MPC are commercially exploited at a future date.

Environmental permits

The Company has successfully obtained environment permits from local authorities to conduct mineral exploration and drilling activities in the mineral concessions fully owned by the Company and the MPC areas owned by COMIBOL. There are no known significant factors or risks that might affect access or title, or the right or ability to perform work on the Property, including permitting and environmental liabilities to which the project is subject.

Land holding costs

AJAM employs a special tax unit ("STU"), that is indexed to the "Unidad de Fomento a la Vivienda", to calculate the annual fee which mineral concession holders have to pay to the government. Depending on the type and size of mineral concessions, the number of STUs varies between 375 and 692 STUs per cuadricula. In 2019, each STU was equivalent to two Bolivianos. Note that the STU may change slightly year by year.

For the year 2019, the Company paid to the government the annual fees of 11,644 Bolivianos (US$1,687) for the 17 ATEs of the original Silver Sand concession, 6,468 Bolivianos (US$937) for the 7 cuadriculas of Jisas Jardan concessions, and 3,215 Bolivianos, (US$466) for 7 ATEs of the 29 ATEs covered by the MPC with COMIBOL. The Company does not have to pay any fees to the government for the remaining 22 ATEs owned by COMIBOL and covered by the MPC as the 22 ATEs are nationalized concessions. However, according to the terms of MPC, the Company will have to pay the annual fees to the government when COMIBOL is granted the 201 cuadriculas by AJAM. In addition, the Company will pay COMIBOL a management fee of US$10,000 per month for all the concessions covered by the MPC upon ratification.

Surface rights

As per the 2014 Mining Law, holders of mining rights may obtain surface rights through administrative agreements entered into with AJAM. In addition, surface rights may be obtained on third-party contract areas and by neighbouring properties by the following means: (i) agreement between parties; (ii) payment of compensation; and (iii) compliance with the regulations and procedures for authorization. Once surface rights are obtained, holders of mining rights may build treatment plants, dams and tailings, infrastructure and other infrastructure necessary to carry out mining activities. The Company has not yet obtained surface land rights.

Royalties and encumbrances

For the MPC, if commercial production commences, the Company will pay COMIBOL a 6% gross sales value of all minerals produced from the MPC areas.

AMCs are subject to the following royalties and duties:

(i) Mining royalty: The royalty is applicable to all mining actors and applies to the exploitation of mineral resources and non-renewable metals pursuant to the New Mining Laws. The royalty is established according to the status of the mineral (raw, refined, etc.), on whether the mineral will be exported, and international mineral prices. The royalty applicable to silver pre-concentrates, concentrates, complexes, precipitates, bullion or molten bar and refined ingot is as shown in Table 2.

Table 2 Royalty applicable to silver in MPC

Official silver price per troy ounce (US$)	**Aliquot (%)**
Greater than $8.00	6
From $4.00 to $8.00	0.75 * official silver price
Less than $4.00	3

(ii) Mining Patent: Is a requirement for the mining operator to continue holding mining rights over the mining area. Patents are calculated according to the size of the area under the exploration license or contract, as set out in the 2014 Mining Law. Failure to pay for the patents will trigger the loss of the underlying exploration or mining rights.

With the exception of political risk discussed in Section 14 of the Amended and Restated Silver Sand Technical Report and the need for final execution of some land agreements, AMC Consultants is not aware of other significant factors and risks which may affect access, title or right to perform work on the Silver Sand Property.

(3) History

In 2009, Ningde Jungie Mining Industry Co. Ltd. ("NJ Mining") purchased Alcira, owner of the Silver Sand Project, from Empresa Minera Tirex Ltda, a private Bolivia mining company. The Company entered into an agreement to acquire Alcira from NJ Mining, pursuant to the terms announced on 10 April 2017. The acquisition was finalized on the 20 July 2017.

The Company subsequently acquired 100% interests of a local private company who owns the mineral rights of two additional concessions (Jisas and Jardan) in July 2018. No exploration work was completed on the two concessions.

In January 2019, an MPC was signed between Alcira and COMIBOL securing access to an additional 57 km^2 of prospective property surrounding the original Silver Sand Project concessions.

In December 2019, the Company acquired 100% interests of Empresa El Cateador SRL, a local company which owns the mineral rights to a single ATE (El Bronce) located to the north of the Silver Sand Property. No exploration work was ever completed on this concession.

Mining activity has been carried out on the Silver Sand Property and adjacent areas by various operators intermittently since the early 16 th century. There are widespread small mine workings and numerous abandoned miners' villages on the Silver Sand Property. Machacamarca, a historic silver mine on the Silver Sand Property, was mined from colonial times until the price declined in about 1890. Since then, local mining activities have focused on tin mineralization at the adjacent Colavi and Canutillos mines.

Historical mining activities on the Silver Sand Property mainly targeted high-grade vein structures.

Records of historical mine production are not available.

Despite the long history of mining on the Silver Sand Property and its adjacent areas, there has been little modern systematic exploration work recorded prior to 2009. The only documented exploration campaign was completed by NJ Mining between 2009 and 2015.

NJ Mining carried out a comprehensive exploration program across the Silver Sand Property. Exploration work comprised geological mapping, surface and underground sampling, trenching and drilling as shown in Table 3. All exploration samples were analyzed at NJ Mining's lab facilities near Potosí, Bolivia for silver and, in some cases, tin.

Table 3 Exploration work completed by NJ Mining from 2009 to 2015

Type of exploration	Work completed
1:5,000 geological mapping	3.15 km2
1:1,000 geological traverse surveying	7,272 m in 15 NE-SW exploration lines
Topographic survey	8 survey points
Mapping historic workings	208 m
Diamond core drilling and logging	2,334 m in 8 holes
Trenching	40 m
Reconnaissance mapping	292 points
Reconnaissance sampling	1,202 samples
Mineralogy and lithology identification	19 thin sections
Petrography study	9 thin sections
Channel sampling	1,628 m with 546 samples
Core sampling	504 samples
Specific gravity measurement	31 samples
QA/QC	215 samples

Six silicified mineralization zones (Zone I, II, III, IV, IX, and X) were defined from results of the previous exploration program. Zone I mineralization was defined over an area 1,500 m in length and up to 125 m in width.

There are no known historical estimates of Mineral Resources or Mineral Reserves at the Silver Sand Property.

(4) Geological Setting, Mineralization and Deposit Types

The regional geological and tectonic framework of Bolivia can be divided into six geotectonic belts. From east to west these comprise: the Precambrian Shield, the Chaco-Beni Plains, the Subandean Zone, the Eastern Cordillera, the Altiplano, and the Western Cordillera.

The Bolivian Central Andes is characterized by a diverse series of deposits and metallogenic belts. These include the Miocene to Pliocene red-bed copper deposits, epithermal Ag-Au-Pb-Zn-Cu deposits in the Altiplano and Western Cordillera, the Mesozoic and Cenozoic tin belt, the Paleozoic gold antimony belt and the lead-zinc belt in the Eastern Cordillera.

The Bolivian Tin Belt is a 900 km long, north-west to north-south trending belt containing significant deposits of tin, silver and tungsten related to

orogenic and magmatic processes which occurred between the late Paleozoic and late Tertiary. Pluton related Sb-W mineralization occurs within Triassic-Jurassic and Miocene aged rocks in the northern portion of the belt. Pluton related Sn-W and volcanic rock associated Sn-Ag-Pb-Zn mineralization occur within Miocene to Pliocene aged rocks in the central and southern portion of the belt.

The Silver Sand Property is located in the south section of the polymetallic tin belt in the Eastern Cordillera of the Central Andes, Bolivia. Evidence of historical mining activities such as abandoned mining adits and mining villages can be seen across the Property. Four of these geotectonic belts form part of the Central Andes and are discussed in more detail in the Amended and Restated Silver Sand Technical Report.

Bedrock in the Silver Sand Property area mainly consists of weakly deformed Cretaceous continental sandstone, siltstone, and mudstone and strongly deformed Paleozoic marine sedimentary rocks. The Cretaceous sedimentary sequence forms an open syncline which plunges gently north-northwest and is bound to the southwest and northeast by northwest trending faults.

The dominant Cretaceous sedimentary sequence within the Silver Sand Property is divided into the lower La Puerta Formation and the upper Tarapaya Formation. The La Puerta Formation consists of sandstones and unconformably overlies the highly folded Paleozoic marine sedimentary rocks. The Tarapaya Formation conformably overlies the La Puerta sandstones in the central part of the Property and comprises siltstones and mudstones intercalated with minor sandstone.

Both the Cretaceous and Paleozoic sedimentary sequences are intruded by numerous small Miocene subvolcanic dacitic porphyry intrusions.

Silver mineralization is hosted by faults, fractures, fissures, and crackle breccia zones in the Cretaceous La Puerta brittle sandstone and porphyritic dacitic dikes, laccolith, and stocks. In the mineralized sandstone, open spaces are filled with silver-containing sulphosalts and sulphides in forms of sheeted veins, stockworks, and veinlets, as well as breccia fillings and minor disseminations. Most silver mineralization in the Silver Sand Property is structurally controlled with secondary rheological controls. The intensity of mineralization is dependent on the density of various mineralized vein structures developed in the brittle host rocks.

The most common silver-bearing minerals include freibergite, miargyrite, polybasite, bournonite, andorite and boulangerite. The mineralized zones have been irregularly oxidized which in areas can result in significant mixed oxide and sulphide zones due to the strong local influence of sub-vertical fractures. Oxide minerals are dominated by jarosite, goethite and minor hematite resulting pervasive staining within sandstones, and pseudomorphing of sulphide minerals within veins.

A total of ten mineralized prospects have been identified across the Silver Sand Property to date. These include the Silver Sand deposit and the El Fuerte, Snake Hole, North Plain, San Antonio, Esperanza, Jisas, El Bronce, Mascota, and Aullagas occurrences. Silver Sand and Snake Hole have been defined or tested by drilling. The other eight prospects have been defined by rock chip and grab sampling of ancient and more recent artisanal mine workings and dumps.

Four mineralization types have been recognized in the Silver Sand Property, including (1) sandstone-hosted silver mineralization, (2) dacitic porphyry-hosted silver mineralization, (3) hydrothermal breccia-hosted silver mineralization, and (4) manto-type tin and base metal mineralization. The first three mineralization types are considered to have been developed in an epithermal environment during the late stage of the Cenozoic orogenic movement in the Eastern Cordillera. They are typical of the Bolivian polymetallic vein-type deposits represented by the giant Cerro Rico de Potosí silver mine in Potosí. The manto-type tin and base metal mineralization was formed by metosomatic replacement associated with a mesothermal environment during the early stage of the Cenozoic orogenic event.

(5) Exploration

Before the acquisition of the Silver Sand Property by the Company in 2017, the previous owner drilled eight diamond drillholes for a total of 2,334 m of HQ size core between 2012 and 2015 at the Silver Sand deposit, within the core area of the Silver Sand Property. Limited surface and underground sampling were also conducted by the previous owner. Since October 2017, the Company has carried out an extensive property-scale reconnaissance investigation program by surface and underground sampling of the mineralization outcrops and the accessible ancient underground mine works across the Silver Sand Property. A total of 904 rock chip samples were collected from 19 separate outcrops by the Company since 2017. Continuous chip samples were collected at 1.5 m intervals along lines roughly perpendicular to the strike direction of the mineralization zones. Sample lines covered a total length of 1,340 m. Most of the sampled outcrops are located above or near old mine works.

The Company has also mapped and sampled 42 historical mine workings comprising 4,912 m of mine tunnel. A total of 964 continuous chip samples have been collected at 1 m intervals along walls of available tunnels that cut across the mineralized zones. Mine dumps from historical mining activities are scattered across a significant portion of the Property. The Company has collected a total of 1,339 grab samples from historical mine dumps. The majority of samples collected were remnants of high-grade narrow veins extracted from underground mining activity. Of the 1,339 samples collected from historical mine dumps to date, 572 samples (43%) returned assay results between 32 and 3,290 grams per ton ("g/t") silver ("Ag") with an average grade of 190 g/t Ag. Assay results of underground chip samples and surface mine dump grab samples show that silver mineralization widely occurs in the wall rocks of the previously mined-out high-grade veins in the abandoned ancient underground mining works.

Exploration results collected to date show comparable average grades between the underground chip samples and the grab samples from historical waste dumps. Surface rock chip sample grades are consistently lower. The significant difference of silver grades between underground and surface chip samples may be the result of oxidation and leaching of silver sulphides and sulphosalts from the host rocks.

(6) Drilling

From October 2017 to December 2019, the Company conducted intensive diamond drilling programs over the Silver Sand Project core area to define the spatial extension of the mineralization. It drilled 386 HQ diamond holes for a total metreage of 97,610 m in the core area of the Silver Sand Property. Holes were first drilled at 50 m-by-50 m grid to delineate the spatial extensions of the major mineralized zones defined by surface and underground sampling. Later drilling, on a nominal 25 m-by-25 m grid, infilled defined areas of mineralization.

All holes were drilled from the surface. Drillholes were drilled up to 545 m deep at inclinations between -45° and -80° towards azimuths of 060° (~NE) and 220° (~SW) to intercept the principal trend of mineralized vein structures.

The drilling programs have covered an area of approximately 1,600 m long in the north south direction and 800 m wide in the east-west direction and have defined silver mineralization at the Silver Sand deposit over an oblique strike length of 2 km, a collective width of 650 m and to a depth of 250 m below surface.

Drill coring was completed using conventional HQ (64 mm diameter) equipment and 3 m drill rods. Core recovery from the Company's drill programs varies between 0% (voids and overburden) and 100%, averaging 97%. More than 92% of core intervals have a core recovery of greater than 95%. Drill core containing visible mineralization is wrapped in paper to minimize damage during transport.

Drill programs completed between October 2017 and December 2019 have defined silver mineralization at the Silver Sand deposit over an oblique strike length of 2 km, a collective width of 650 m and to a depth of 250 m below surface. Silver mineralization occurs predominantly associated with sheeted veins, stockworks and veinlets within altered La Puerta sandstone. Within the core of the system, where vein intensity is greatest, mineralized zones are relatively continuous along strike and to depth, reaching thicknesses of up to 300 m. The core portion of the system shows strong continuity. Mineralization outside of the core occurs as discontinuous pods and lenses often only multiple metres thick.

As of January 16, 2020, assay results for 19 of 24 drillholes were received by the Company. Fifteen of 19 drillholes contain significant, structurally controlled, sandstone hosted silver mineralization. Silver mineralization occurs as coarse silver sulphosalts (freibergite) which is hosted in fractures of bleached sandstones associated with disseminated pyrite. The grade and thickness of mineralization appears to increase towards the north.

At this time there are no known drilling, sampling or recovery factors that could impact the accuracy and reliability of the results. Due to fine-grained mineralization occurring on fractures, there is the possibility of loss of mineralization during the drilling, transportation and core handling processes, which may lead underestimation of the grade. This is further supported in Sections 11 and 13 of the Amended and Restated Silver Sand Technical Report.

AMC recommends that the Company consider drilling twin holes using triple tube diamond core or RC drilling to evaluate whether loss of vein material is also occurring during drilling and sampling processes.

(7) Sampling, Analysis and Data Verification

The Company has developed and implemented good standard procedures for sample preparation, analytical, and security protocols. The Company manages all aspects of sampling from the collection of samples to sample delivery to the laboratory. All samples are stored and processed at the Company's Betanzos facility located approximately 1.5 hours drive from the Silver Sand deposit. This facility is surrounded by a brick wall, has a locked gate and is monitored by video surveillance and security guard 24 hours a day, seven days a week. Within the facility, there are separate and locked areas for core logging, sampling, and storage.

Core, chip, and grab samples are shipped in securely sealed bags to ALS Global ("ALS") – an independent commercial laboratory specializing in analytical geochemistry services – in Oruro, Bolivia for preparation. At the preparation lab, samples are processed using the following procedures: (1) crush to 70% less than 2 mm; (2) riffle split off 250 grams; and (3) pulverize split to better than 85% passing a 75-micron sieve. The pulverized pulps are shipped to ALS Global in Lima, Peru for geochemical analysis. Sample analysis in 2017 and 2018 comprised an aqua regia digest followed by Inductively Coupled Plasma ("ICP") Atomic Emission Spectroscopy analysis of silver, lead, and zinc (ALS code OG46). Assay results greater than 1,500g/t Ag were sent for fire assay and gravimetric finish analysis. The Company changed its analysis protocol in 2019 to include systematic multielement analysis. All samples were sent for an initial 51 element ICP mass spectroscopy analysis (ALS code ME-MS41) with over limit procedures in place.

Drill programs completed on the Silver Sand Property between 2017 and 2019 have included Quality Assurance / Quality Control ("QA/QC") monitoring programs which have incorporated the insertion of certified reference materials ("CRMs"), blanks, and duplicates into the sample streams, and umpire (check) assays at a separate laboratory. AMC Consultants has compiled and reviewed the available QA/QC data for 345 drillholes where assays have been received. The Company has included CRMs, blank, and coarse reject umpire (check) assays as part of routine analysis at slightly less than the preferred rates of 5%. Field duplicate samples consisting of quarter core have also been included but comprise less than 1% of all samples.

The Company has used four different CRMs throughout the project history. Three CRMs were used in the 2019 program, which monitored the approximate cut-off grade and grades below and above the average grade. In previous years, CRMs did not monitor the cut-off grade. CRMs generally show reasonable analytical accuracy; however, two of the four CRMs do not perform within certified control limits, with an excessive number of failures. AMC Consultants postulates that poor CRM performance may be due to the CRMs being certified using a four-acid digest but analyzed using aqua-regia. AMC Consultants recommends that follow up work be completed prior to further use of these CRMs. Blank sample results are considered acceptable and show that no significant contamination has occurred during sample preparation and analysis. Quarter core field duplicate samples show sub-optimal performance which suggest that mineralization is heterogeneous, that sample errors are occurring during the sampling process, or a combination of both factors. Duplicate samples are biased on average 11% lower than the original sample.

AMC Consultants speculates that the friable nature of silver sulphosalts may result in sample loss during the core cutting and sampling process, resulting in progressive decrease in sample grade with each successive stage of processing, and an overall net underestimation of metal. AMC Consultants recommends that this be investigated. Umpire (check) coarse reject samples have been sent to a third-party laboratory to confirm the accuracy of the primary laboratory. Umpire assay results show sub-optimal precision however this may be in part due to additional sub-sampling variance incurred during sampling of the coarse rejects. AMC Consultants recommends future umpire samples be sent as pulp samples.

The Qualified Person ("QP") who prepared this portion of the Amended and Restated Silver Sand Technical Report considers sample preparation, analytical and security protocols employed by the Company to be acceptable. The QP has reviewed the QA/QC procedures used by the Company including CRMs, blank, duplicate and umpire data and has made some recommendations. The QP does not consider these to have a material impact on the Mineral Resource estimate and considers the assay database to be adequate for Mineral Resource estimation.

The QP completed a site visit to the Project between August 8-11, 2019, and during the inspection the following activities were carried out:

- Review of field site of Silver Sand Project.
- Review of drilling and core processing procedures.
- Review of New Pacific QA/QC procedures.
- Review of randomly selected core from two drillholes (DSS422501 and DSS522506).
- Inspected the core processing facility and core storage in Betanzos.
- Held discussions with several staff on site.
- Held discussions on database management procedures.
- Observed two operating drill rigs.
- Reviewed the drill management process adopted by New Pacific.

After the site visit, the QP undertook random cross-checks of assay results in the database with original assay results on the assay certificates returned from ALS (Bolivia) and Actlabs Skyline (Peru) – an independent geochemical laboratory certified according to ISO 9001:215. This verification consisted of comparing 3,616 of the 58,420 assay results in the database to those in the certificates. This is approximately 6.2% of the total samples. One typing error was detected. The QP also undertook a random cross check of the original collar and survey measurements for 18 drillholes and compared them to the database. This represented 5.5% of the total drillholes. No errors were detected.

The QP considers the database fit-for-purpose and in the QP's opinion, the geological data provided by the Company for the purposes of Mineral Resource estimation were collected in line with industry best practice as defined in the CIM Exploration Best Practice Guidelines and the CIM Mineral Resource, Mineral Reserve Best Practice Guidelines. As such, the data are adequate for use in the estimation of Mineral Resources.

(8) Mineral Processing and Metallurgical Testing

A metallurgical testwork program started in 2018 examined several metallurgical composites of Oxide, Transition, and Sulphide mineralization from two areas of the Silver Sand deposit. The composites were prepared from samples of available half-core. A geometallurgical sampling approach was used and was designed to highlight the effect of differences in silver grade, degree of oxidation, and lithology.

Four independent geometallurgical testwork programs (mineral characterization, comminution, froth flotation, and cyanide leaching) were carried out on the different metallurgical composites. Six metallurgical domains were identified for the flotation and leaching testwork and six geological domains were branded for the comminution work. Comminution, flotation, and leaching programs were completed by SGS Mineral Services in Lima, Peru, while the mineral characterization work was completed by the Research Center for Mining and Metallurgy and Oruro Technical University both in Bolivia.

The results of the testwork suggest that the mineralized materials from the Silver Sand Project would be amenable to processing using conventional flotation or large-scale whole ore cyanidation at atmospheric pressure. This preliminary metallurgical testing program has demonstrated that good silver extraction rates are possible using these simple extraction methods and that further improvements and refinements should be possible in future programs after fine-tuning the various test parameters. Highlights of the completed test program are as follows:

- Composite samples of Sulphide, Transition, and Oxide mineralization were submitted for laboratory-scale rougher-scavenger flotation testing and this achieved up to 96.0%, 86.8%, and 92.0% silver recovery respectively.

- Composite samples of Sulphide, Transition, and Oxide mineralization were submitted for bottle roll cyanidation testing and this achieved up to 96.7%, 97.0%, and 96.3% silver extraction respectively.

- Samples of oxide mineralization were submitted for coarse column leach cyanidation testing and this achieved up to 88.3% silver extraction.

- High recoveries achieved during cyanidation tests indicate that silver-bearing minerals within the sulphide and transition composite samples tested can be considered non-refractory in nature.

- Composite samples were found to be mostly in the soft to medium grindability range with low to medium values of Abrasion Index.

(9) Mineral Resources and Mineral Reserves Estimates

(a) Mineral Resources

The Mineral Resource estimate was completed using 330 drillholes on the Silver Sand Property comprising 85,391 m of diamond core and 58,420 assays. Grade interpolation was completed using ordinary kriging. Silver, lead, zinc, gallium, and indium were estimated but only silver is reported below as metallurgical work has yet to be done on the other metals.

The mineralization domain was built by the Company using Leapfrog Geo 4.0 software. The mineralization domain was reviewed and accepted by the QP who prepared this portion of the Amended and Restated Silver Sand Technical Report with some changes, including separating the domain into two areas based on vein orientation. The QP estimated into these domains and also estimated a background block model that was combined with the domain mineralization to form the final block model. The Company performed 4,033 density measurements on the core drilled on the Property. As the mineralization is hosted in one rock type, after reviewing the density data, the QP assigned two density measurements to the block model based on the mean density inside and outside of the mineralized domains. The mineralized sandstone was assigned a bulk density of 2.54 tonnes per cubic metre (t/m3) and the unmineralized sandstone was assigned a bulk density of 2.50 t/m3.

The pit-constrained Mineral Resources are reported for blocks above a conceptual pit shell based on a US$18.70/ounce silver price and within the AMC claim boundary. Pit optimization allowed minor waste to extend outside the Company's 100% owned claim boundary to the NE and SW. The cut-off applied for reporting the pit-constrained Mineral Resources is 45 g/t Ag. Assumptions made to derive a cut-off grade included mining costs, processing costs and recoveries, and were obtained from comparable industry situations. The model is depleted for historical mining activities.

The Mineral Resource for the Silver Sand deposit has been estimated by Ms Dinara Nussipakynova, P.Geo., Principal Geologist of AMC Consultants, who takes responsibility for the estimate. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

Table 5 Conceptual pit-constrained Mineral Resource as of 31 December 2019

Resource category	Tonnes (Mt)	Ag (g/t)	Ag (Moz)
Measured	8.40	159	43.05
Indicated	26.99	130	112.81
Measured & Indicated	35.39	137	155.86
Inferred	9.84	112	35.55

Notes:

- CIM Definition Standards (2014) were used for reporting the Mineral Resources.
- The QP is Dinara Nussipakynova, P.Geo. of AMC Consultants.
- Mineral Resources are constrained by an optimized pit shell developed at a metal price of US$18.70/oz Ag and recovery of 90% Ag (costs and other assumptions shown in Table 1.2 below).

- Cut-off grade is 45 g/t Ag.
- Mineral Resources are reported inside the AMC claim boundary.
- Pit optimization allows waste to extend outside the claim to the NE and SW.
- Mineral resources that are not mineral reserves do not have demonstrated economic viability.
- Drilling results up to 31 December 2019.
- The numbers may not compute exactly due to rounding.
- See “Cautionary Note to U.S. Investors Concerning Preparation of Mineral Resource and Mineral Reserve Estimates”.
- Source: AMC Mining Consultants (Canada) Ltd.

Table 6 Cut-off grade and conceptual pit parameters

Input	Units	Value
Silver price	US$/oz Ag	18.70
Silver process recovery	%	90
Payable silver	%	97
Dilution factor	%	10
Mining recovery factor	%	100
Mining cost	US$/t mined	2.00
Process cost	US$/t minable material > COG	10.00

G&A cost	US$/t minable material > COG	2.00
Slope angle	degrees	45

Notes:

- Sustaining capital cost has not been included.
- Measured, Indicated and Inferred Mineral Resources included.
- Source: AMC Mining Consultants (Canada) Ltd.

The QP is not aware of any known environmental, permitting, legal, taxation, socioeconomic, marketing, or other similar factors that could materially affect the stated Mineral Resource estimates. Regarding title, the QP is aware that the ATEs, where the Mineral Resource is located, were, as of the date of the Amended and Restated Silver Sand Technical Report in the process of being consolidated and converted into one concession. An AMC with AJAM has been signed but is yet to be registered with the mining register, notarized, and published in the mining gazette. AMC Consultants sees no reason for these final conversion steps not to occur. Regarding political risk, during previous elections in Bolivia, civil unrest across the country resulted in road blockages, including blockages of the roads leading to the Silver Sand Property, and strikes by local groups. In the past, former political leaders have caused Bolivia to nationalize privately owned mines. Globally mining laws are subject to change from time to time.

(b) Mineral Reserves

There are neither historical nor current Mineral Reserves on the Property.

(10) Exploration, Development, and Production

There are no mining or metal recovery operations underway by the Company or the prior owner at the Silver Sand Property. There are a few local contract miners conducting underground, small scale, artisanal mining intermittently on the Silver Sand Property. Evidence of historic mining, commencing in Spanish Colonial times, is demonstrated by numerous adits, declines, pits and drifts, rail tracks, and small scale dumps scattered around the Silver Sand Property. There are no known records of past production from these activities.

(11) Conclusions

Silver mineralization at the Silver Sand Property occurs in ten areas: Silver Sand, El Fuerte, Snake Hole, North Plain, San Antonio, Esperanza, Jisas, El Bronce, Mascota, and Aullagas. The mineralization identified in the Silver Sand Property belongs to the Bolivian polymetallic vein-type deposits represented by the giant Cerro Rico de Potosí silver mine in Potosí.

The Silver Sand deposit is defined by exploration drilling and has a conceptual pit-constrained Mineral Resource using a 45 g/t Ag cut-off of Measured and Indicated Resources of 35.39 million tonnes grading 137 g/t silver; and Inferred Mineral Resource of 9.84 million tonnes grading 112 g/t silver. Ms Dinara Nussipakynova, P.Geo. of AMC Consultants takes responsibility for these estimates.

Logging, mapping, sampling, and analyzing procedures of the Company's on-going exploration programs follow common industry practice. Results of QA/QC programs are deemed acceptable by the QP. The results of a preliminary metallurgical test program suggest that the mineralized materials from the Silver Sand Property would be amenable to processing using conventional flotation or whole ore cyanidation at atmospheric pressure at a large scale.

Risks and opportunities relating to this project are discussed below.

(a) Risks

Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is a degree of uncertainty attributable to the estimation of Mineral Resources. Until Mineral Resources are actually mined and processed, the quantity of mineralization and grades must be considered as estimates only. The QP notes that the current Mineral Resource is constrained within a conceptual open pit that allows minor waste, but not mineralization, to extend onto the MPC area. Constraining both the waste and mineralization to the AMC ground reduces the contained silver ounces in the Measured and Indicated category from 155.9 Moz to 142.2 Moz and in the Inferred category from 35.6 Moz to 27.4 Moz. Engineering, geotechnical and hydrogeological studies, at a sufficient level to convert Mineral Resources to Mineral Reserves, are necessary before the impact of these risks and uncertainties to the project's potential economic viability can be reasonably quantified. Operating in South America can be associated with political risk. In the past, former political leaders have caused Bolivia to nationalize privately owned mines. Global mining laws are subject to change from time to time.

(b) Opportunities

Potential opportunities for the Silver Sand Project include:

- The current Mineral Resource is constrained within an open pit that allows waste, but not mineralization, to extend onto the MPC area. Extending the pit to allow for the extraction of both waste and mineralization in the MPC area increases the contained silver ounces in the Measured and Inferred category from 155.9 Moz to 170.3 Moz and in the Inferred category from 35.6 Moz to 49.7 Moz.

- Expansion and upgrading of the Silver Sand deposit through additional drilling.

- Significant exploration potential within an emerging silver district, which contains numerous showings and evidence of silver-rich, polymetallic mineralization including historic workings.

ITEM 6: DIVIDENDS AND DISTRIBUTIONS

The Company has not paid dividends on its Shares since incorporation. The Company has no present intention of paying dividends on its Shares. Payment of dividends of distributions in the future will be dependent on the earnings and financial condition of the Company and other factors which the directors may deem appropriate at that time.

ITEM 7: DESCRIPTION OF CAPITAL STRUCTURE

The Company has an authorized capital of an unlimited number of Shares without par value, of which 156,631,827 Shares were issued and outstanding as fully paid and non-assessable as of June 30, 2022. A further 5,139,383 Shares have been reserved and allotted for issuance upon the due and proper exercise of certain incentive options and restricted share units ("RSU") outstanding as of June 30, 2022. All Shares rank equally as to dividends, voting powers and participation in assets and in all other respects. Each Share carries one vote per share at meetings of the shareholders of the Company. There are no indentures or agreements limiting the payment of dividends and there are no conversion rights, special liquidation rights, pre-emptive rights or subscription rights attached to the Shares. The Shares presently issued are not subject to any calls or assessments.

The Company's amended and restated share-based compensation plan (the "Omnibus Plan") was prepared by the Company in accordance with the applicable stock exchange rules and is in the form of a "rolling 10% plan" reserving for issuance upon the exercise of options granted pursuant to the Omnibus Plan a maximum of 10% of the issued and outstanding Shares. Furthermore, no more than 3,500,000 Shares may be granted in the form of RSUs and no more than 780,000 Shares may be granted in the form of performance share units of the Company (each, a "PSU"). As of June 30, 2022, the Company has (a) stock options outstanding to purchase 3,662,167 Shares at exercise prices ranging from CAD$1.15 to CAD$4.00 per share with original terms of 5 years, with the last options expiring on June 5, 2027; (b) 1,477,216 RSUs issued outstanding; and (c) nil PSUs issued and outstanding.

As at June 30, 2022, the Company had no outstanding warrants .

ITEM 8: MARKET FOR SECURITIES

8.1 Trading Price and Volume

The following table provides the high and low prices, and average daily volume for the Shares traded on the TSX for the period indicated (stated in Canadian dollars):

Period	High	Low	Volume
Jul 2021	6.19	4.28	50,700
Aug 2021	5.20	3.75	71,095
Sep 2021	5.30	3.67	89,757
Oct 2021	4.89	3.58	57,010
Nov 2021	5.30	3.77	65,564
Dec 2021	4.35	3.08	119,376
Jan 2022	4.06	3.09	76,905
Feb 2022	4.34	3.28	78,126
Mar 2022	5.58	3.44	118,496
Apr 2022	4.74	3.53	85,060
May 2022	4.46	3.55	172,481
Jun 2022	4.72	3.67	83,495

The following table provides the high and low prices, and average daily volume for the Shares traded on the NYSE American for the period indicated (stated in U.S. dollars):

Period	High	Low	Volume
Jul 2021	5.02	3.42	152,310
Aug 2021	4.21	2.86	138,555
Sep 2021	4.15	2.96	116,814
Oct 2021	3.97	2.83	127,819
Nov 2021	4.20	2.93	131,971
Dec 2021	3.57	2.38	222,991
Jan 2022	3.31	2.43	185,700
Feb 2022	3.42	2.59	144,700
Mar 2022	4.35	2.75	212,843
Apr 2022	3.77	2.77	171,460
May 2022	3.52	2.75	162,129
Jun 2022	3.64	2.84	165,062

8.2 Prior Sales

Options

The following table sets forth the date and number of options that were granted by the Company during Fiscal 2022:

Date of Grant	Number
Feb 4, 2022	1,112,000
Feb 22, 2022	66,000
Jun 6, 2022	1,524,000

RSUs

The following table sets forth the date and number of RSUs that were granted by the Company during Fiscal 2022:

Date of Grant	Number
Feb 4, 2022	373,000
Feb 22, 2022	35,000
Jun 6, 2022	891,000

PSUs

The Company did not grant any PSUs during Fiscal 2022.

ITEM 9: ESCROWED SECURITIES

The Company has no securities currently held in escrow.

ITEM 10: DIRECTORS AND OFFICERS

10.1 Name, Occupation and Security Holding

The Company's directors are elected by shareholders at each annual general meeting and typically hold office until the end of the next annual meeting at which time they will be re-elected or replaced. The following table sets out the names of the directors and officers, all offices in the Company each now holds, each person's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of Shares beneficially owned by each, directly and indirectly, or over which each exercised control or direction as at the date of this AIF.

Name, Position, Province & Country of Residence[1]	Principal Occupations During Last Five Years[1]	Date of Appointment As a Director and/or Officer	Shares Beneficially Owned or Controlled[1]
Dr. Rui Feng *Director and Chief Executive Officer* British Columbia, Canada	Director and CEO of the Company; Chairman, CEO, and Director of Silvercorp Metals Inc. since September 2003; CEO of New Pacific from May 2010 to April 2020.	May 12, 2004	10,527,400
Terry Salman *Chairman and Director*[3][4] British Columbia, Canada	Chairman and Director of the Company; President and Chief Executive Officer at Salman Capital Inc. and Salman Partners Inc. the Chairman Emeritus of the Vancouver Public Library Foundation.	December 3, 2021	26,733
The Honourable Jack Austin *Director*[2][3][4] British Columbia, Canada	Director of the Company; Advisor to Stern Partners Inc.; Honorary Professor and Senior Fellow at the Institute of Asian Research at the University of British Columbia.	May 13, 2008	652,758[5]
David Kong *Director*[2][3] British Columbia, Canada	Partner at Ernst & Young LLP from 2005 to 2010. Director of Silvercorp Metals Inc., Uranium Energy Corp., and Gold Mining Inc.	November 29, 2010	615,000[6]
Maria Tang *Director*[2] British Columbia, Canada	President, Chief Financial Officer and Director of HempNova LifeTech Corp.; Directors of Minco Silver Corporation.; Director of Finance at Revery Architect until 2019.	December 3, 2021	4,167

Martin G. Wafforn Director[4] British Columbia, Canada	Senior Vice President of Pan American Silver Corp.	November 27, 2017	42,066
Jalen Yuan *Chief Financial Officer* British Columbia, Canada	Chief Financial Officer of the Company	February 7, 2015	304,333
Alex Zhang *Vice President, Exploration* British Columbia, Canada	Vice President, Exploration of the Company	June 16, 2016	414,533

Notes:

(1) The information as to residence, principal occupation or employment and Shares beneficially owned, directly or indirectly, or controlled is not within the knowledge of the management of the Company and has been furnished by the respective director or officer.
(2) Denotes member of the audit committee of the Company (the "Audit Committee").
(3) Denotes member of the compensation committee of the Company.
(4) Denotes member of the corporate governance committee of the Company.
(5) Of these Shares, 10,000 are held in the name of Mr. Austin's spouse.
(6) Of these Shares, 174,000 are held in the name of Mr. Kong's spouse.

As of the date of this AIF, all of the directors, officers and control persons of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over 12,586,990 Shares representing 8.03% of the 156,661,827 Shares issued and outstanding.

10.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Company, within the 10 years prior to the date of this AIF, is or has been, a director, chief executive officer or chief financial officer of any company (including the Company) that: (a) while that person was acting in that capacity was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after that person ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in that capacity.

No director or executive officer of the Company or a shareholder holding a sufficient number of securities to affect materially the control of the Company, within the 10 years prior to the date of this AIF, is or has been, a director or executive officer of any company (including the Company) that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No director or executive officer of the Company or a shareholder holding a sufficient number of securities to affect materially the control of the Company has, within the 10 years prior to this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company or a shareholder holding a sufficient number of securities to affect materially the control of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable making an investment decision.

10.3 Conflicts of Interest

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resource properties. These associations to other public companies in the resource sector may give rise to conflicts of interest from time to time. Under the laws of the Province of British Columbia, the directors and senior officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will disclose such interest in a contract or transaction and will abstain from voting on any resolution in respect of such contract or transaction. See also "Item 4.2: Risk Factors".

ITEM 11: AUDIT COMMITTEE

11.1 Audit Committee Charter

A copy of the Audit Committee Charter is attached hereto as Schedule "A". A description of the responsibilities, powers and operation of the Audit Committee can be found therein.

11.2 Composition of the Audit Committee

The Audit Committee consists of David Kong (Chair), Jack Austin, and Maria Tang. All of the members are considered independent and financially literate pursuant to National Instrument 52-110 *Audit Committees*. The Audit Committee will be re-constituted after the 2022 annual general meeting.

11.3 Relevant Education and Experience

The Audit Committee currently consists of David Kong, (Chair), Jack Austin, and Maria Tang. The directors of the Company have determined that all members of the Audit Committee are "independent" and "financially literate" for the purposes of applicable laws and the rules of the TSX and NYSE American. The directors of the Company have also determined that David Kong, Jack Austin, and Maria Tang is each an "Audit Committee Financial Expert" for the purposes of applicable laws and the rules of the TSX and NYSE American. The designation of a member of the Audit Committee as an "Audit Committee Financial Expert" does not make the member an "expert" for any purpose, impose any duties, obligations or liability on the member that are greater than those imposed on members of the Board who do not carry this designation or affect the duties, obligations or liability of any other member of the Audit Committee.

The Audit Committee operates under the guidelines of the charter of the Audit Committee (the "Audit Committee Charter") which is reproduced later in this AIF. The Audit Committee, among other things, reviews the annual financial statements of the Company for recommendation to the Board, reviews and approves the quarterly financial statements, oversees the annual audit process, the Company's internal accounting controls and the resolution of issues identified by the Company's auditors, and recommends to the Board the firm of independent auditors to be nominated for appointment by the shareholders at the next annual general meeting. In addition, the Audit Committee meets annually with the Company's auditors both with and without the presence of any members of the Company's management.

David Kong, Director

Mr. Kong most recently served as a partner of Ernst & Young from 2005 to 2010. He previously served as a partner of Ellis Foster, Chartered Professional Accountants of Vancouver, British Columbia from 1982 to 2004. His professional practice focused on serving Canadian public companies doing business in China and Chinese public companies listed on the North American stock exchanges. Currently, Mr. Kong is a director of Silvercorp Metals Inc., GoldMining Inc., and Uranium Energy Corp.

Jack Austin, Director

The Honourable Jack Austin has over 40 years of experience in law, business, public service and politics. Mr. Austin has had a diversified career and has expertise in cross-cultural communications and business development. He has been a barrister and solicitor in the Province of British Columbia since 1958, practiced law for over 20 years and served as legal counsel to various corporations.

Mr. Austin served as a senator in the Senate of Canada, representing British Columbia from August 1975 to March 2007. Mr. Austin served in the Cabinets of each of Prime Minister Pierre Trudeau and Prime Minister Paul Martin.

Since May 2008, Mr. Austin has served as a director and Chairman of New Pacific. Mr. Austin was a director and Chairman of Naikun Wind Energy Group Inc. from April 1989 to December 2003 and a director of Allied Pacific Properties & Hotels Inc. from May 1996 to December 2003. Mr. Austin was also a director of Act 360 Solutions Ltd. from May 2003 to December 2003, a director of China Education Resources Inc. from July 2000 to December 2003 and director and President of Austpro Energy Corporation from November 1990 to December 2003. Each of these companies was listed on the TSX-V.

Mr. Austin obtained a degree in Economics (B.A.) in 1954 and a Bachelor of Laws (LL.B.) degree in 1955 from the University of British Columbia, and a Master of Laws (LL.M.) degree in 1957 from the Harvard Law School in International Trade Law.

Maria Tang, Director

Ms. Tang has over 20 years of experience in accounting with focus on the mining industry. She has held a number of executive and board leadership positions within this period. Ms. Tang is the President, Chief Financial Officer and Director of HempNova LifeTech Corp. She sits on the Board of Directors of Minco Silver Corporation. Previously, Ms. Tang served as the Director of Finance at Revery Architect until 2019 as well as the Chief Financial Officer at Silvercorp Metals Inc. and the Chief Financial Officer at New Pacific until 2015. Prior to that, Ms. Tang held positions with Ernst & Young LLP, where she focused on public company audits of mining, pharmaceutical and manufacturing companies. Ms. Tang holds a Bachelor of Science degree from the Nankai University and the Chartered Accountancy and the American Institute of Certified Public Accountant designations.

11.4 Audit Committee Oversight

During the last year, recommendations of the Audit Committee to nominate or compensate an external auditor were adopted by the Board.

11.5 Pre-Approval Policies and Procedures

The Audit Committee has adopted a specific policy and procedure for the engagement of non-audit services as described in Section 4 of the Audit Committee Charter. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.

11.6 External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the services provided by Deloitte LLP, auditors to the Company, to ensure independence. Fees billed by external auditors for audit services in the last two fiscal years are outlined below:

Nature of Services	Year Ended June 30, 2022 (CAD)	Year Ended June 30, 2021 (CAD)
Audit Fees[1]	$247,000	$229,000[5]
Audit-Related Fees[2]	-	-
Tax- Fees[3]	-	-
All Other Fees[4]	-	-
Total	**$247,000**	**$229,000**

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include the aggregate fees billed for services provided by the principal accountant, other than the services reported in the above items.
(5) $90,000 of attest service fees related to the Company's graduation to TSX and listing on NYSE for the year ended June 30, 2021 is reclassified from "All Other Fees" to "Audit Fees".

ITEM 12: PROMOTERS

The Company did not retain the services of any promoters within the two most recently completed financial years.

ITEM 13: LEGAL PROCEEDINGS AND REGULATORY ACTIONS

13.1 Legal Proceedings

The Company is not aware of any actual or pending material legal proceedings to which the Company is or is likely to be party or of which any of its business or property is or is likely to be subject.

13.2 Regulatory Actions

There are no (a) penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during its most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision in the Company; or (c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during its most recently completed financial year.

ITEM 14: INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this AIF, during the three most recently completed financial years, no director or executive officer, insider, or any associate or affiliate of such insider, or director, or executive officer has had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

The following summarizes the Company's relationship with related parties since July 1, 2021:

Transactions with related parties	Year ended June 30, 2022
Silvercorp Metals Inc. ("Silvercorp")[1]	$726,387

Related Party Transactions are entered into based on normal market conditions at the amounts agreed on by the parties. As at June 30, 2022, the balances with related parties, which are unsecured, non-interest bearing, and due on demand, are as follows:

Due to related parties	Year ended June 30, 2022
Silvercorp Metals Inc.[1]	$377,031

Note:

(1) Silvercorp has two directors and one officer in common with the Company and shares office space with and provides various general and administrative services to the Company. During the year ended June 30, 2022, the Company recorded total expenses of $726,387 (year ended June 30, 2020 - $616,030) for services rendered and expenses incurred by Silvercorp on behalf of the Company.

ITEM 15: TRANSFER AGENTS AND REGISTRARS

The Company's transfer agent and registrar for the Shares is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

ITEM 16: MATERIAL CONTRACTS

There are no other contracts, other than those herein disclosed in this AIF and other than those entered into in the ordinary course of the Company's business, that are material to the Company and which were entered into in the most recently completed financial year ended June 30, 2022, or before the most recently completed financial year but are still in effect as of the date of this AIF.

ITEM 17: INTERESTS OF EXPERTS

Names of Experts

Amended and Restated Silver Sand Technical Report

AMC Consultants was commissioned by the Company to prepare the Amended and Restated Silver Sand Technical Report. Qualified Persons who prepared, or contributed to, the Amended and Restated Silver Sand Technical Report are identified in that report as follows: A. Ross, P.Geo., B.Sc., Ph.D.; D. Nussipakynova, P.Geo., B.Sc., M.Sc.; and S. Robinson, P.Geo., B.Sc.; and A. Holloway, P.Eng. B.Eng.(Hons).

Interests of Experts

None of the independent consulting geologists and independent "Qualified Persons" named in "Item 17 Names of Experts", when or after they prepared the statement, report or valuation, has received any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of one of the Company's associates or affiliates or is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company except as disclosed below. This information has been provided to the Company by the individual experts.

The Qualified Persons who were responsible for the preparation of the Amended and Restated Silver Sand Technical Report beneficially own, directly or indirectly, less than 1% of the Shares.

Auditor

Deloitte LLP is the independent registered public accounting firm of the Company and is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia and within the meaning of the United States Securities Act of 1933, as amended and the applicable rules and regulations adopted by the SEC and the Public Company Accounting Oversight Board (United States).

ITEM 18: ADDITIONAL INFORMATION

Additional information on the Company may be found on the Company's website at www.newpacificmetals.com or under the Company's profile on SEDAR at www.sedar.com. Additional financial information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company's information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional financial information is provided in the Company's most recent financial statements and the management discussion and analysis for its most recently completed financial year.

SCHEDULE "A"
CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF NEW PACIFIC METALS CORP.

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors, each of whom shall be "independent" as defined in accordance with Canadian National Instrument 52-110 and all applicable securities laws and regulations and all applicable stock exchange rules; provided, however, that one or more members of the Committee may be non-independent if permitted by all applicable regulations and stock exchange rules.

2.2 The members of the Committee shall be selected annually by the Board and serve at the pleasure of the Board. Each member of the Audit Committee shall be "financially literate" as defined under Canadian National Instrument 52-110, be able to read and understand fundamental financial statements and satisfy all applicable financial literacy requirements of all applicable regulations. Additionally, if the Company is subject to applicable requirements, at least one member of the Committee shall: be financially sophisticated, in that he or she shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, which may include being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities; and be an "audit committee financial expert" within the meaning of U.S. federal securities laws.

2.3 None of the members of the Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years.

3.0 Meeting Requirements

3.1 The Committee will meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically, and shall be at such times and places as the Committee determines. The Committee may also act by unanimous written consent of all members of the Committee.

3.2 A majority of the members of the Committee shall constitute a quorum.

4.0 Duties and Responsibilities

The Audit Committee's function is one of oversight and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

(a) be directly responsible, subject to any authority reserved by law to the Company's shareholders, for the appointment, compensation, retention, oversight (including resolution of any disagreements between management and the auditors regarding financial reporting) and discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit and any other audit, review or other services for the Company in accordance with applicable securities laws;

(b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;

(c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;

(d) obtain from the external auditors a formal written statement delineating all relationships between the external auditors and the Company in a manner consistent with the requirements of applicable securities laws and regulations and applicable stock exchange rules; actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that impact the objectivity and independence of the external auditor;

(e) review and discuss with management and the auditors the Company's audited financial statements and accompanying Management's Discussion and Analysis of Financial Conditions ("MD&A"), including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;

(f) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;

(g) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;

(h) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;

(i) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;

(j) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;

(k) oversee and annually review the Company's Code of Business Conduct and Ethics;

(l) approve material contracts where the Board of Directors determines that it has a conflict;

(m) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the auditing matters, internal accounting controls or other accounting matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;

(n) engage independent counsel and/or other advisors as it determines necessary to carry out its duties;

(o) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;

(p) review and monitor all related party transactions which may be entered into by the Company; and

(q) annually review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

5.2 The Company shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any registered public accounting firm engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

New Pacific Metals
TSX: NUAG NYSE-A: NEWP

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended June 30, 2022
(Expressed in US Dollars)

NEW PACIFIC METALS CORP.

Management's Discussion and Analysis
For the year ended June 30, 2022
(Expressed in US dollars, unless otherwise stated)

DATE OF REPORT: August 24, 2022

This MD&A for New Pacific Metals Corp. and its subsidiaries (collectively, "New Pacific" or the "Company") should be read in conjunction with the Company's audited consolidated financial statements for year ended June 30, 2022 and the related notes contained therein. The Company prepares its financial position, financial performance, and cash flow in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's significant accounting policies are set out in Note 2 of the audited consolidated financial statements for the year ended June 30, 2022. All dollar amounts are expressed in United States dollars ("USD") unless otherwise stated. Certain amounts shown in this MD&A may not add exactly to total amounts due to rounding differences. This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained at the end of this MD&A. All information contained in this MD&A is current and has been approved by the Board of Directors of the Company (the "Board") as of August 24, 2022.

BUSINESS OVERVIEW AND STRATEGY

The Company is a Canadian mining issuer engaged in exploring and developing mineral properties in Bolivia. The Company's precious metal project include the flagship Silver Sand Project, the Carangas Project and the Silverstrike Project. With experienced management and sufficient technical and financial resources, management believes the Company is well positioned to create shareholder value through exploration and resource development.

The Company is publicly listed on the Toronto Stock Exchange ("TSX") under the symbol "NUAG" and on the NYSE American stock exchange ("NYSE-A") under the symbol "NEWP". The head office, registered address and records office of the Company are located at 1066 West Hastings Street, Suite 1750, Vancouver, British Columbia, Canada, V6E 3X1.

FISCAL 2022 HIGHLIGHTS

§ Commenced the 2022 drill program at the Silver Sand Project which includes resource infill drilling to improve the confidence in the continuity of mineralization and step-out drilling to test the extension of the major mineralized zones up and down dip as well as on strike. To date, a total of 21,309 metres ("m") in 94 drill holes have been completed, of which assay results for 35 drill holes have been received;

§ Completed the 2021 drill program of 13,313.7 m in 55 drill holes and received assay results for all drill holes at the Silver Sand Project;

§ Commenced the 2022 drill program at the Carangas Silver-Gold Project, a total of 21,980 m in 43 drill holes have been completed so far, of which assay results for 12 drill holes have been received. The assay results continue to show near surface silver horizons stacking over a broad bulk of gold mineralization below;

§ Completed the 2021 initial discovery drill program at the Carangas Silver-Gold Project for a total of 13,209 m in 35 drill holes and received assay results for all drill holes. All assay results intersected silver-rich polymetallic mineralization near surface, with some deep holes intersecting a wide zone of gold mineralization below;

NEW PACIFIC METALS CORP.
Management's Discussion and Analysis

§ Commenced a 6,000 m initial discovery drill program at the Silverstrike Project and a 2,000 m initial discovery drill program at the Jisas prospect, a satellite concession located in the north block of the Silver Sand Project;

§ Continue to advance the preliminary economic assessment ("PEA") study for the Silver Sand Project, including a mineral resource estimate ("MRE"). The PEA is expected to be completed by the end of 2022; and

§ Maintained working capital of $29.3 million, sufficient to advance the existing exploration projects and other regional exploration initiatives.

PROJECTS OVERVIEW

Bolivian Licence Tenure

A summary of Bolivian mining laws with respect to the Administrative Mining Contract ("AMC") and exploration license is presented below.

Exploration and mining rights in Bolivia are granted by the Ministry of Mines and Metallurgy through the *Autoridad Jurisdictional Administrativa Minera* ("AJAM"). Under Bolivian mining laws, tenure is granted as either an AMC or an exploration license. Tenure held under the previous legislation was converted to *Autorización Transitoria Especiales* ("ATEs") which are required to be consolidated into new 25-hectare sized cuadriculas (concessions) and converted to AMCs. AMCs created by conversion recognize existing rights of exploration and/or exploitation and development, including treatment, metal refining, and/or trading. AMCs have a fixed term of 30 years and can be extended for an additional 30 years if certain conditions are met. Each AMC requires ongoing work and the submission of plans to AJAM.

Exploration licenses allow exploration activities only and must be converted to AMCs to conduct exploitation and development activities. Exploration licenses are valid for a maximum of five years and provide the holder with the preferential right to request an AMC. In specific areas, mineral tenure is owned by the Bolivian state mining corporation, *Corporación Minera de Bolivia* ("COMIBOL"). In these areas, development and production agreements can be obtained by entering into a Mining Production Contract ("MPC") with COMIBOL.

Silver Sand Project

The Silver Sand Project is located in the Colavi District of Potosí Department in southwestern Bolivia at an elevation of 4,072 m above sea level, 35 kilometres ("km") northeast of Potosí City, the department capital.

The project is comprised of two claim blocks, the Silver Sand south and north blocks, which covers a total area of 5.42 km ^{2}. The Silver Sand south block, covering an area of 3.17 km^2 hosts the Silver Sand deposit. On August 12, 2021, the Company announced the receipt of an AMC for the Silver Sand south block from AJAM. The AMC establishes a clear title to the Company's Silver Sand south block. The Silver Sand north block covers an area of 2.25 km^2 and is comprised of three ATEs (Jisas, Jardan and El Bronce). The Company is in the process of converting these ATEs to an AMC.

Since acquiring the project in 2017, the Company has carried out extensive exploration and resource definition drill programs. On April 14, 2020, the Company released its inaugural *National Instrument 43-101 - Standards of Disclosure for Mineral Projects* ("NI 43-101") Mineral Resource estimate for the Silver Sand Project. Based on the NI 43-101 report, the project has an estimated Measured and Indicated Mineral Resource of 155.86 million ounces ("oz") of silver at 137 g/t and an estimated Inferred Mineral Resource of 35.55 million oz of silver at 112 g/t. For further details, please refer to the Company's news release dated April 14, 2020 and the technical report entitled "*Silver Sand Deposit Mineral Resource Report (Amended)*" prepared by certain qualified persons associated with AMC Consultants (Canada) Ltd. with an effective date of January 16, 2020 and filed under the Company's profile on SEDAR at www.sedar.com, with the United States Securities and Exchange Commission on EDGAR at www.sec.gov, and on the Company's website at www.newpacificmetals.com.

In 2021, the Company completed a drill program of 13,313.7 m in 55 holes. The 2021 drill program comprised structure orientation drilling, step-out and infill drilling as well as exploration drilling. Assay results of all drill holes have been received. Detailed structural logging and assay of the oriented drill cores confirmed previous understanding of the orientation of mineralized structures and resource model which are dominantly striking in the direction of north and northwest and dipping in direction of west at high angles which are also evidenced at surface outcrops and historical underground workings. Step-out drilling was carried out mainly outside of the major mineralized trends with results indicating the existence of multiple smaller satellite mineralized zones between the major mineralized trends. For details of the 2021 drill program, please refer to the Company's news release dated April 6, 2022.

In the first half of 2022, the Company commenced a resource infill drilling and step-out drilling program. The resource infill drilling aims to improve the confidence in the continuity of mineralization in the core area of the project and upgrade resource categories, while the step-out drilling is designed to test the extension of the mineralized zones up and down dip as well as on strike. The results of the infill and step-out drilling will be included in the MRE and will be incorporated into the PEA expected to be completed by the end of 2022. As of the date of this MD&A**,** a total of 21,309 m in 94 drill holes have been completed, of which assay results for 35 drill holes have been received . For details of the 2022 drill program, please refer to the Company's news releases dated May 31, 2022 and April 6, 2022.

Advanced studies have commenced on the project with a PEA, environmental and socio-economic baseline studies in progress.

Project Expenditures

For the three months and year ended June 30, 2022, total expenditures of $3,198,033 and $7,639,287, respectively (three months and year ended June 30, 2021 - $1,125,702 and $3,357,104, respectively) were capitalized under the project.

Mining Production Contract

On January 11, 2019, New Pacific announced that its 100% owned subsidiary, Minera Alcira S.A. ("Alcira"), entered into an MPC with COMIBOL granting Alcira the right to carry out exploration, development and mining production activities in ATEs and cuadriculas owned by COMIBOL adjoining the Company's Silver Sand Project. The MPC is comprised of two areas. The first area is located to the south and west of the Silver Sand Project. The second area includes additional geologically prospective ground to the north, east and south of the Silver Sand Project, wherein COMIBOL is expected to apply for exploration and mining rights with AJAM. Upon granting of the exploration and mining rights, COMIBOL will contribute these additional properties to the MPC.

There are no known economic mineral deposits, nor any previous drilling or exploration discoveries within the MPC area. The MPC presents an opportunity to explore and evaluate the possible extensions and/or satellites of mineralization outside of the currently defined Silver Sand Project.

The MPC was approved by Bolivia's Ministry of Mining and Metallurgy but remains subject to ratification and approval by the Plurinational Legislative Assembly of Bolivia. As of the date of this MD&A, the MPC has not been ratified nor approved by the Plurinational Legislative Assembly of Bolivia. The Company cautions that there is no assurance that the Company will be successful in obtaining ratification of the MPC in a timely manner or at all, or that the ratification of the MPC will be obtained on reasonable terms. The Company cannot predict the Bolivia government's positions on foreign investment, mining concessions, land tenure, environmental regulation, community relations, taxation or otherwise. A change in the government's position on these issues could adversely affect the ratification of the MPC and the Company's business.

Carangas Project

In April 2021, the Company signed an agreement with a private Bolivian company to acquire a 98% interest in the Carangas Project. The project is located approximately 180 km southwest of the city of Oruro and within 50 km from Bolivia's border with Chile. The private Bolivian company is 100% owned by Bolivian nationals and holds title to the two exploration licenses that cover an area of 6.25 km^2.

Under the agreement, the Company is required to cover 100% of the future expenditures on exploration, mining, development and production activities for the project. The agreement has a term of 30 years and is renewable for another 15 years.

In 2021, the Company completed an initial discovery drill program of 13,209 m in 35 drill holes. Assay results of all drill holes have been received. Results from the 2021 discovery drill program confirmed the broad silver-rich polymetallic mineralization near surface and intersected a wide zone of gold mineralization below it. For details of the 2021 discovery drill program, please refer to the Company's news releases dated May 17, 2022, February 23, 2022, and February 10, 2022.

Following the success of the 2021 discovery drill program, the Company has commenced a 2022 resource definition drill program with a planned meterage of up to 40,000 m if ongoing drill results continue to be encouraging. As of the date of this MD&A, a total of 21,980 m in 43 drill holes have been completed, of which assay results of 12 drill holes have been received. The assay results continue to show near surface silver horizons stacking over a broad bulk gold mineralization below. Currently, there are five drill rigs deployed at the project, of which the three larger drill rigs with a capacity of 1,000 m depth are focusing on both near surface silver and at depth gold zones, while the other two smaller drill rigs are focusing on near surface silver zone. For details of the 2022 drill program, please refer to the Company's news release dated July 13, 2022 and August 8, 2022.

Project Expenditures

For the three months and year ended June 30, 2022, total expenditures of $2,097,824 and $5,224,138, respectively (three months and year ended June 30, 2021 - $nil and $250,427, respectively) were capitalized under the project.

Silverstrike Project

The Silverstrike Project is located approximately 140 km southwest of La Paz, Bolivia. In December 2019, the Company signed a mining association agreement and acquired a 98% interest in the Silverstrike Project from a private Bolivian corporation. The private Bolivian corporation is owned 100% by Bolivian nationals and holds the title to the nine ATEs (covering an area of approximately 13 km^2) that comprise

the project. Under the mining association agreement, the Company is required to cover 100% of future expenditures including exploration, contingent on results of development and subsequent mining production activities at the Silverstrike Project. The agreement has a term of 30 years and is renewable for another 15 years.

During 2020, the Company's exploration team completed reconnaissance and detailed mapping and sampling programs on the northern portion of the project. The results to date identified near surface broad zones of silver mineralization in altered sandstones to the north, with similarities to that at the Silver Sand Project; and in the Silverstrike Project's central area, a near surface broad silver zone that occurs near the top of a 900 m diameter volcanic dome of ignimbrite (volcaniclastic sediments) units with intrusion of rhyolite dyke swarm and andesite flows; and a broad gold zone occurs half way from the top of the dome.

On June 14, 2022, the Company announced to commence a 6,000 m initial discovery drill program at the Silverstrike Project. The program will focus on testing a broad gold zone identified by the Company and by historical drilling.

Project Expenditures

For the three months and year ended June 30, 2022, total expenditures of $100,677 and $142,078, respectively (three months and year ended June 30, 2021 - $15,026 and $1,293,907, respectively) were capitalized under the project.

Frontier Area – Carangas and Silverstrike Projects

The Carangas and the Silverstrike projects are located within 50 km of the Bolivian border with Chile. In line with many South American countries, Bolivia does not permit foreign entities to own property within 50 km of international borders (the "Frontier Area"). Property owners in the Frontier Area are, however, permitted to enter into mining association agreements with third parties, including foreign entities, for the development of mining activities under Bolivian Law No. 535 on Mining and Metallurgy. While the Company believes the mining association agreements for the Carangas and the Silverstrike projects are legally compliant with the Frontier Area requirements and Bolivian mining laws, there is no assurance that the Company's Bolivian partners will be successful in obtaining the approval of AJAM to convert the exploration licenses to AMC in the case of the Carangas Project, or that even if approved, that such relationships and structures will not be challenged by other Bolivian organizations or communities.

RZY Project

The RZY Project, located in Qinghai, China was an early stage silver-lead-zinc exploration project. The RZY Project was located approximately 237 km from the city of Yushu Tibetan Autonomous Prefecture. In 2016, the Qinghai Government issued a moratorium which suspended exploration for 26 mining projects in the region, including the RZY Project, and classified the region as a National Nature Reserve Area.

During Fiscal 2020, the Company's subsidiary, Qinghai Found Mining Co., Ltd. ("Qinghai Found"), reached a compensation agreement with the Qinghai Government for the RZY Project. Pursuant to the agreement, Qinghai Found will surrender its title to the RZY Project to the Qinghai Government for one-time cash compensation of $2.99 million (RMB ¥20 million) (the "RZY compensation transaction").

On June 25, 2022, the Qinghai Government completed its approval process of the RZY compensation transaction. As a result, the Company disposed its RZY Project for cash consideration of $2,986,188 (RMB ¥20 million), which is included in the receivables balance as of June 30, 2022. For the year ended June 30, 2022, a loss of $85,052 (year ended June 30, 2021 - $nil) was recognized upon disposal of the RZY Project. Subsequent to June 30, 2022, the Company received the cash compensation in full.

Overall Expenditure Summary

The continuity schedule of mineral property acquisition costs, deferred exploration and development costs are summarized as follows:

Cost	Silver Sand	Silverstrike	Carangas	RZY Project	Total
Balance, July 1, 2020	$ 65,300,994	$ 1,821,190	$ -	$ 2,623,616	$ 69,745,800
Capitalized exploration expenditures					
Reporting and assessment	482,355	4,119	-	-	486,474
Drilling and assaying	78,201	169,102	21,952	-	269,255
Project management and support	2,505,338	996,005	178,753	-	3,680,096
Camp service	225,016	113,666	49,569	-	388,251
Camp construction	53,199	-	-	-	53,199
Permitting	12,995	11,015	153	-	24,163
Foreign currency impact	587,402	48,207	4,823	247,752	888,184
Balance, June 30, 2021	$ 69,245,500	$ 3,163,304	$ 255,250	$ 2,871,368	$ 75,535,422
Capitalized exploration expenditures					
Reporting and assessment	353,109	40	-	-	353,149
Drilling and assaying	4,990,082	1,625	3,752,094	-	8,743,801
Project management and support	1,917,060	45,773	1,020,422	-	2,983,255
Camp service	364,507	61,578	443,810	-	869,895
Geological surveys	-	25,508	-	-	25,508
Permit and license	14,529	7,554	7,812	-	29,895
Reclamation	-	-	-	-	-

Disposition	-	-	-	(3,071,240)	(3,071,240)
Foreign currency impact	(316,189)	(36,150)	(18,442)	199,872	(170,909)
Balance, June 30, 2022	**$ 76,568,598**	**$ 3,269,232**	**$ 5,460,946**	**$ -**	**$ 85,298,776**

FINANCIAL RESULTS

Selected Annual Information

	Fiscal 2022	Fiscal 2021	Fiscal 2020
Operating expense	**$ (6,777,399)**	$ (5,945,985)	$ (4,608,589)
Income from Investments	**220,112**	395,543	1,311,921
Impairment recovery (loss) of mineral property interests	**-**	-	8,724,915
Other (loss) income	**85,619**	(1,023,932)	465,021
Net (loss) income	**(6,471,668)**	(6,574,374)	5,893,268
Net (loss) income attributable to equity holders	**(6,420,885)**	(6,566,440)	5,907,726
Basic and diluted (loss) earnings per share	**(0.04)**	(0.04)	0.04
Total current assets	**33,188,094**	47,452,145	54,127,165
Total non-current assets	**90,890,161**	79,366,979	77,085,086
Total current liabilities	**3,869,300**	1,094,567	1,499,501
Total non-current liabilities	**-**	-	-

Net loss attributable to equity holders of the Company for the year ended June 30, 2022 was $6,420,885 or $0.04 per share (year ended June 30, 2021 – net loss of $6,566,440 or $0.04 per share). The Company's financial results were mainly impacted by the following: (i) operating expenses of $6,777,399 compared to $5,945,985 in the prior year; (ii) income from investments of $220,112 compared to $395,543 in the prior year; and (iii) foreign exchange gain of $185,475 compared to loss of $1,021,628 in the prior year.

For the three months ended June 30, 2022, net loss attributable to equity holders of the Company was $2,337,826 or 0.01 per share (three months ended June 30, 2021 - net loss of $1,972,372 or 0.01 per share).

Operating expenses for the three months and year ended June 30, 2022 were $2,291,704 and $6,777,399, respectively (three months and year ended June 30, 2021 - $1,567,955 and $5,945,985, respectively). Items included in operating expenses were as follows:

(i) **Project evaluation and corporate development expenses** for the three months and year ended June 30, 2022 of $92,103 and $582,253, respectively (three months and year ended June 30, 2021 - $154,252 and $822,864, respectively). The expenses in this area decreased in the current periods after the Company's latest discovery of the Carangas Project. The Company is focusing on the exploration and development of its existing projects.

(ii) **Filing and listing fees** for the three months and year ended June 30, 2022 of $90,795 and $296,370, respectively (three months and year ended June 30, 2021 - $122,243 and $393,814, respectively). Filing fees for the current periods were normal and incurred in the ordinary course of business. Comparative periods' fees were higher as a result of the Company's graduation from the TSX Venture Exchange to the TSX and listing application on NYSE-A.

(iii) **Investor relations expenses** for the three months and year ended June 30, 2022 of $348,549 and $698,146, respectively (three months and year ended June 30, 2021 - $80,009 and $337,714, respectively). The Company resumed normal investor relation activities during the current periods. Comparative periods' expenses were low as a result of cancellations of conferences and events due to the COVID-19 pandemic.

NEW PACIFIC METALS CORP.
Management's Discussion and Analysis
For the year ended June 30, 2022
(Expressed in US dollars, unless otherwise stated)

(iv) **Professional fees** for the three months and year ended June 30, 2022 of $163,107 and $540,371, respectively (three months and year ended June 30, 2021 - $102,755 and $498,207, respectively). Professional fees for both current and prior periods were normal and incurred in ordinary course of business.

(v) **Salaries and benefits expense** for the three months and year ended June 30, 2022 of $399,650 and $1,828,059, respectively (three months and year ended June 30, 2021 - $514,501 and $1,688,687, respectively). The increase in salaries and benefits in the current year was a result of severance payments.

(vi) **Office and administration expenses** for the three months and year ended June 30, 2022 of $683,606 and $1,716,546, respectively (three months and year ended June 30, 2021 - $184,114 and $678,529, respectively). Office and administrative expenses increased in the current periods as a result of the inclusion of the Company's La Paz office expenses as it transitioned to a regional office overseeing multiple projects. Previously, the La Paz office expenses were capitalized under the Silver Sand Project as its sole function was to serve that project.

(vii) **Share-based compensation** for the three months and year ended June 30, 2022 of $462,375 and $941,647, respectively (three months and year ended June 30, 2021 - $398,797 and $1,482,170, respectively). The decrease in share-based compensation was a result of cancellation and forfeiture of certain stock options and restricted share units during the current year.

Income from investments for the year ended June 30, 2022 was $220,112 (year ended June 30, 2021 – $395,543) and is comprised of a $19,517 gain on the Company's equity investments (year ended June 30, 2021 – gain of $455,597), a $48,484 gain on bonds (year ended June 30, 2021 – loss of $318,915), $nil income from dividends (year ended June 30, 2021 – income of $110,293), and $152,111 interest earned from cash accounts (year ended June 30, 2021 - $148,568).

For the three months ended June 30, 2022, income from investments was $11,700 (three months ended June 30, 2021 – loss of $210,861).

Foreign exchange gain for the year ended June 30, 2022 was $185,475 (year ended June 30, 2021 – loss of $1,021,628). The Company holds a portion of cash and short-term investments in USD to support its operations in Bolivia. Revaluation of these USD-denominated financial assets to their Canadian dollar ("CAD") functional currency equivalents resulted in unrealized foreign exchange gain or loss for the relevant reporting periods. For the year ended June 30, 2022, the USD appreciated by 4.0% against the CAD (from 1.2394 to 1.2886) while in the prior year the USD depreciated by 9.1% against the CAD (from 1.3628 to 1.2394).

For the three months ended June 30, 2022, foreign exchange gain was $21,070 (three months ended June 30, 2021 – loss of $195,411).

Selected Quarterly Information

	For the Quarters Ended			
	Jun. 30, 2022	Mar. 31, 2022	Dec. 31, 2021	Sep. 30, 2021
Operating expense	$ (2,291,704)	$ (1,524,374)	$ (1,364,790)	$ (1,596,531)
Income (loss) from Investments	11,700	124,860	131,471	(47,919)
Other (loss) income	(78,786)	(36,439)	(63,527)	264,371
Net loss	(2,358,790)	(1,435,953)	(1,296,846)	(1,380,079)
Net loss attributable to equity holders	(2,337,826)	(1,408,892)	(1,295,940)	(1,378,227)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)
Total current assets	33,188,094	37,075,018	40,250,158	43,821,937
Total non-current assets	90,890,161	88,171,122	85,318,722	82,251,766
Total current liabilities	3,869,300	2,353,255	2,150,602	2,165,146
Total non-current liabilities	-	-	-	-

	For the Quarters Ended			
	Jun. 30, 2021	Mar. 31, 2021	Dec. 31, 2020	Sep. 30, 2020
Operating expense	$ (1,567,955)	$ (1,604,319)	$ (1,251,752)	$ (1,521,959)
(Loss) income from Investments	(210,861)	71,747	(98,800)	633,457
Other loss	(195,483)	(159,261)	(425,463)	(243,725)
Net loss	(1,974,299)	(1,691,833)	(1,776,015)	(1,132,227)
Net loss attributable to equity holders	(1,972,372)	(1,689,401)	(1,774,420)	(1,130,247)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)
Total current assets	47,452,145	48,511,033	50,497,592	53,157,010
Total non-current assets	79,366,979	78,164,236	76,719,133	79,236,381
Total current liabilities	1,094,567	811,042	1,180,315	1,518,961
Total non-current liabilities	-	-	-	-

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

Cash used in operating activities for the three months and year ended June 30, 2022 was $1,821,805 and $4,563,997, respectively (three months and year ended June 30, 2021 – $886,287 and $4,602,952, respectively). Cash flow from operating activities are mainly driven by the Company's operating expenses discussed in the previous sections. The decrease during the current periods was mainly due to the positive impact from the change in non-cash operating working capital.

Cash used in investing activities for the year ended June 30, 2022 was $13,047,208 (year ended June 30, 2021 – cash provided by investing activities of $17,601,781). Cash flows from investing activities were mainly impacted by: (i) capital expenditures for mineral properties and equipment of $11,633,612 on the exploration projects in Bolivia compared to $4,427,631 in the prior year; (ii) proceeds of $19,942,610 from maturity and disposal of short-term and equity investments in the prior year; (iii) cash consideration of $2,201,350 received upon the completion of the Whitehorse Gold spin-out in the prior year; and (iv) value-added tax of $1,415,404 paid in Bolivia in the current year compared to $115,960 paid in the prior year.

For the three months ended June 30, 2022, cash used in investing activities was $4,157,035 (three months ended June 30, 2021 – cash used in investing activities of $1,076,265).

Cash provided by financing activities for the three months and year ended June 30, 2022 was $486,687 and $1,782,895, respectively (three months and year ended June 30, 2021 – $303,294 and $1,076,157, respectively). Cash flows from financing activities for all periods were from the proceeds arising from stock option exercises.

Liquidity and Access to Capital

As of June 30, 2022, the Company had working capital of $29,318,794 (June 30, 2021 – $46,357,578), comprised of cash of $29,322,504 (June 30, 2021 - $46,441,482), short term investments of $192,398 (June 30, 2021 - $143,914), and other current assets of $3,673,192 (June 30, 2021 - $866,749) offset by current liabilities of $3,869,300 (June 30, 2021 - $1,094,567). Management believes that the Company has sufficient funds to support its normal exploration and operating requirements on an ongoing basis.

The Company does not have unlimited resources and its future capital requirements will depend on many factors, including, among others, cash flow from interest, dividends, and realized gains on investments. To the extent that its existing resources and the funds generated by future income are insufficient to fund the Company's operations, the Company may need to raise additional funds through public or private debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders may be diluted and such equity securities may have rights, preferences or privileges senior to those of the holders of the Company's common shares. No assurance can be given that additional financing will be available or that, if available, it can be obtained on terms favourable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay, limit or eliminate some or all of its proposed operations. The Company believes it has sufficient capital to meet its cash needs for the next 12 months, including the costs of compliance with continuing reporting requirements.

Use of Proceeds of Prior Financings

On October 25, 2019 and June 9, 2020, the Company successfully closed two bought deal financings underwritten by BMO Capital Markets that raised net proceeds of $11,927,767 and $17,375,441, respectively. The following table sets out a comparison between the Company's planned and actual use of these net proceeds as of June 30, 2022.

OCTOBER 25, 2019 BMO BOUGHT DEAL FINANCING	PLANNED USE OF PROCEEDS	ACTUAL USE OF PROCEEDS FROM OCTOBER 25, 2019 to SEPTEMBER 30, 2021	VARIANCE	EXPLANATION OF VARIANCE AND IMPACT ON BUSINESS OBJECTIVE
PROCEEDS				
Offering	**$ 11,299,435**	**$ 12,994,785**	**$ 1,695,350**	Actual funds raised was more than planned due to high market demand.
Underwriter's fee and offering related expense	(964,218)	(1,067,018)	(102,800)	
Net proceeds	**$ 10,335,217**	**$ 11,927,767**	**$ 1,592,550**	
USE OF PROCEEDS				
2019 Drill Program for the Silver Sand Project				
Drilling of 55,000 meters	**$ 6,152,000**	**$ 5,266,437**	**$ (885,563)**	42,604 meters of drilling completed. Less than planned work but sufficient for inaugural NI43-101 report.
Assaying and sampling of 53,854 samples	2,000,000	1,881,369	(118,631)	34,563 assay samples tested. Quantity was less than planned but testing procedures per sample was more extensive than planned to achieve more comprehensive results for NI43-101 purpose.
Equipment	525,000	263,360	(261,640)	Less equipment was used than planned to achieve the results.
Site expenses	312,000	1,784,525	1,472,525	Unspent funds from other categories were allocated to site expenditures throughout 2020 and 2021.
Community relations	111,000	28,818	(82,182)	Some planned programs such as building soccer fields etc. were postponed to be commenced in the second half of 2022.

Concession renewal	1,500	1,926	426	
Metallurgical testing	203,000	207,610	4,610	
Technical report	255,000	187,390	(67,610)	Slightly less than budgeted amount.
Overhead office costs	2,301,000	2,315,634	14,634	
TOTAL	**$ 11,860,500**	**$ 11,937,069**	**$ 76,569**	Net proceeds from this financing were fully used.

JUNE 9, 2020 BMO BOUGHT DEAL FINANCING	PLANNED USE OF PROCEEDS	ACTUAL USE OF PROCEEDS FROM JUNE 9, 2020 to June 30, 2022	VARIANCE	EXPLANATION OF VARIANCE AND IMPACT ON BUSINESS OBJECTIVE
PROCEEDS				
Offering	**$ 18,835,556**	**$ 18,836,190**	**$ 634**	
Underwriter's fee and offering related expense	(1,416,386)	(1,460,749)	(44,363)	
Net proceeds	**$ 17,419,170**	**$ 17,375,441**	**$ (43,729)**	
USE OF PROCEEDS				
2020-2021 Exploration Program for Silver Sand Project				
Drilling of 26,000 meters	**$ 3,200,000**	**$ 4,430,218**	**$ 1,230,218**	The original 26,000 metre drilling program was postponed due to COVID-19 pandemic. Drilling activities resumed on July 27, 2021 with 13,314 m completed in 2021 and 21,309 m completed in 2022 so far. Actual drilling meterage has significantly surpassed the original plan as of the date of this MD&A. The delay of the program added marginal overhead costs which is expected to have minimal long-term impact on the Company's objective.
Assaying and sampling of 21,000 samples	1,100,000	1,820,459	720,459	
Other field operation expenditures	1,600,000	2,405,073	805,073	
Advanced studies	1,100,000	835,464	(264,536)	PEA study commenced according to plan and is expected to be completed by the end of 2022. Environmental baseline study has been resumed since the second quarter of 2022.
Community relations and social studies	500,000	580,030	80,030	Donations of medical and living supplies to local communities. Planned community programs and socio-economic baseline study resumed during the first quarter of 2022 after being delayed due to COVID-19 pandemic.
Exploration camp construction	3,800,000	54,933	(3,745,067)	Camp design completed and down-sized from original plan.
Subtotal for Silver Sand Project	**$ 11,300,000**	**$ 10,126,177**	**$ (1,173,823)**	
2020-2021 Exploration Program for Other Regions and Projects in Bolivia				
Drilling of 34,000 meters	**$ 4,300,000**	**$ 3,595,560**	**$ (704,440)**	13,209 meters of drilling was completed for Carangas Project in 2021 and 16,754 m of drilling was completed in 2022 as of the date of this MD&A.
Assaying and sampling of 34,000 samples	1,700,000	1,567,848	(132,152)	
Other field operating expenditures	119,170	2,495,792	2,376,622	Unspent funds from other categories were allocated to camp, exploration and management services related to Carangas Project, Silverstrike Project, and other regional exploration activities.
Subtotal for other exploration programs	**$ 6,119,170**	**$ 7,659,200**	**$ 1,540,030**	
TOTAL	**$ 17,419,170**	**$ 17,785,377**	**$ 366,207**	Net proceeds from this financing were fully used.

The Company has fully utilized the net proceeds raised from the October 25, 2019 and June 9, 2020 financing as of June 30, 2022.

FINANCIAL INSTRUMENTS

The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk, credit risk, and equity price risk in accordance with its risk management framework. The Board has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis.

(a) Fair Value

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of inputs used in making the measurements as defined in IFRS 13 – Fair Value Measurement ("IFRS 13").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The following table sets forth the Company's financial assets that are measured at fair value on a recurring basis by level within the fair value hierarchy as at June 30, 2022 and June 30, 2021 that are not otherwise disclosed. As required by IFRS 13, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair value as at June 30, 2022			
Recurring measurements	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets				
Cash	$ 29,322,504	$ -	$ -	$ 29,322,504
Short-term investments - bonds	192,398	-	-	192,398
Common shares	496,741	-	-	496,741

	Fair value as at June 30, 2021			
Recurring measurements	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 46,441,482	$ -	$ -	$ 46,441,482
Short-term investments - bonds	143,914	-	-	143,914
Common or preferred shares	461,635	-	-	461,635
Warrants	-	34,891	-	34,891

Fair value of other financial instruments excluded from the table above approximates their carrying amount as of June 30, 2022, and June 30, 2021, respectively.

There were no transfers into or out of Level 3 during the year ended June 30, 2022.

(b) Liquidity Risk

The Company has a history of losses and no operating revenues from its operations. Liquidity risk is the risk that the Company will not be able to meet its short term business requirements. As at June 30, 2022, the Company had a working capital position of $29,318,794 and sufficient cash resources to meet the Company's short-term financial liabilities and its planned exploration expenditures on various projects in Bolivia for, but not limited to, the next 12 months.

NEW PACIFIC METALS CORP.
Management's Discussion and Analysis
For the year ended June 30, 2022
(Expressed in US dollars, unless otherwise stated)

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Company's financial liabilities:

	June 30, 2022		June 30, 2021
	Due within a year	**Total**	Total
Accounts payable and accrued liabilities	**$ 3,492,269**	**$ 3,492,269**	$ 1,044,189
Due to a related party	**377,031**	**377,031**	50,378
	$ 3,869,300	**$ 3,869,300**	$ 1,094,567

(c) Foreign Exchange Risk

The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies. The functional currency of the head office, Canadian subsidiaries and all intermediate holding companies is CAD. The functional currency of all Bolivian subsidiaries is USD. The functional currency of the Chinese subsidiary is RMB. The Company currently does not engage in foreign exchange currency hedging. The Company's exposure to foreign exchange risk that could affect net income is summarized as follows:

Financial assets denominated in foreign currencies other than relevant functional currency	**June 30, 2022**	June 30, 2021
United States dollars	**$ 468,714**	$ 11,079,194
Bolivianos	**886,188**	285,267
Total	**$ 1,354,902**	$ 11,364,461

Financial liabilities denominated in foreign currencies other than relevant functional currency				
Bolivianos		**1,619,261**		333,405
Total	**$**	**1,619,261**	$	333,405

As at June 30, 2022, with other variables unchanged, a 1% strengthening (weakening) of the USD against the CAD would have increased (decreased) net income by approximately $4,700.

As at June 30, 2022, with other variables unchanged, a 1% strengthening (weakening) of the Bolivianos against the USD would have increased (decreased) net income by approximately $7,300.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds a portion of cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have significant impact on the fair values of the financial instruments as of June 30, 2022. The Company, from time to time, also owns guaranteed investment certificates ("GICs") and bonds that earn interest payments at fixed rates to maturity. Fluctuation in market interest rates usually will have an impact on bond's fair value. An increase in market interest rates will generally reduce bond's fair value while a decrease in market interest rates will generally increase it. The Company monitors market interest rate fluctuations closely and adjusts the investment portfolio accordingly.

(e) Credit Risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is primarily associated with cash, bonds, and receivables. The carrying amount of financial assets included on the statement of financial position represents the maximum credit exposure.

The Company has deposits of cash that meet minimum requirements for quality and liquidity as stipulated by the Board. Management believes the risk of loss to be remote, as the majority of its cash are held with major financial institutions. Bonds by nature are exposed to more credit risk than cash. The Company manages its risk associated with bonds by only investing in large globally recognized corporations from diversified industries. As at June 30, 2022, the Company had a receivables balance of $3,193,926 (June 30, 2021 - $343,608). There were no material amounts in receivables which were past due on June 30, 2022 (June 30, 2021 - $nil).

(f) Equity Price Risk

The Company holds certain marketable securities that will fluctuate in value as a result of trading on global financial markets. Based upon the Company's portfolio at June 30, 2022, a 10% increase (decrease) in the market price of the securities held, ignoring any foreign exchange effects would have resulted in an increase (decrease) to net income of approximately $50,000.

RELATED PARTY TRANSACTIONS

Related party transactions are made on terms agreed upon by the related parties. The balances with related parties are unsecured, non-interest bearing, and due on demand. Related party transactions not disclosed elsewhere in this MD&A are as follows:

Due to a related party		**June 30, 2022**		June 30, 2021
Silvercorp Metals Inc.	**$**	**377,031**	$	50,378

(a) Silvercorp Metals Inc. ("Silvercorp") has two directors (Dr. Rui Feng and David Kong) and one officer (Dr. Rui Feng as CEO) in common with the Company. Silvercorp and the Company share office space and Silvercorp provides various general and administrative services to the Company. The Company expects to continue making payments to Silvercorp in the normal course of business. Expenses in general and administrative services rendered and incurred by Silvercorp on behalf of the Company for the year ended June 30, 2022 were $726,387 (year ended June 30, 2021 - $616,030).

During the year ended June 30, 2022, the Company's subsidiary Qinghai Found borrowed a loan of $283,688 (RMB ¥1.9 million) from one of Silvercorp's subsidiary in China to help facilitating the closure of the RZY compensation transaction. Subsequent to June 30, 2022, the loan plus interest of $23,422 were repaid in full.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel for the years ended June 30, 2022 and 2021 are as follows:

	Years ended June 30,	
	2022	2021
Director's cash compensation	**$ 82,608**	290,463
Director's share-based compensation	**338,702**	604,970
Key management's cash compensation	**988,753**	859,394
Key management's share-based compensation	**461,947**	1,709,004
	$ 1,872,010	$ 3,463,831

Other than as disclosed above, the Company does not have any ongoing contractual or other commitments resulting from transactions with related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet financial arrangements.

PROPOSED TRANSACTIONS

As at the date of this MD&A, there are no proposed acquisitions or disposals of assets or business, other than those in the ordinary course of business, approved by the Board.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the consolidated financial statements in accordance with IFRS as issued by IASB requires management to make estimates and assumptions that affect the amounts reported on the consolidated financial statements. These critical accounting estimates represent management's estimates that are uncertain and any changes in these estimates could materially impact the Company's consolidated financial statements. Management continuously reviews its estimates and assumptions using the most current information available. The Company's critical accounting policies and estimates are described in Note 2 of the audited consolidated financial statements for the year ended June 30, 2022.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the following securities were outstanding:

(a) Share Capital

- Authorized – unlimited number of common shares without par value.
- Issued and outstanding – 156,715,093 common shares with a recorded value of $153.9 million.
- Shares subject to escrow or pooling agreements – nil.

(b) Options

The outstanding options as at the date of this MD&A are summarized as follows:

Options Outstanding	Exercise Price CAD$	Expiry Date
200,000	1.57	December 7, 2022
989,167	2.15	February 21, 2024
813,000	3.33	February 4, 2027
56,000	3.89	February 22, 2027
1,524,000	4.00	June 6, 2027
3,582,167	$ 3.20	

(c) Restricted Share Units ("RSUs")

The outstanding RSUs as at the date of this MD&A are summarized as follows:

RSUs Outstanding	Weighted average grant date closing price per share (CAD$)

	1,406,617	$	4.09

RISK FACTORS

The Company is subject to many risks which are outlined in this MD&A and in the Company's Annual Information Form, NI 43-101 technical report and other public filings which are available under the Company's profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. In addition, please refer to the "Financial Instruments" section of this MD&A for an analysis of financial risk factors.

COVID-19

The current outbreak of the COVID-19 pandemic could have a material adverse effect on the Company's business and operations, as well as impacting global economic conditions. COVID-19 and its variants have spread to regions where the Company has operations and offices. Government efforts to control the spread of the virus have resulted in temporary suspensions of our operations in Bolivia, delays and/or deferrals of field work including consultant site work and laboratory results and reduced corporate activities in Canada. The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock and financial market volatilities, labour shortage and delay in logistics, and a general reduction in consumer activities. All of these could affect commodity prices, interest rates, credit risk, social security and inflation. Such public health crisis at the moment or in the future may negatively affect the Company's operations along with the operations of its suppliers, contractors, service providers and local communities.

While the COVID-19 pandemic has already had significant, direct impacts on the Company's operations and business, the extent to which the pandemic will continue to impact our operations is highly uncertain and cannot be predicted with confidence as at the date of this MD&A. These uncertainties include, but are not limited to, the duration of the outbreak, Bolivian and Canadian governments' mandates to curtail the spreading of the virus, community and social stabilities and the Company's ability to resume operations efficiently or economically. It is also uncertain whether the Company will be able to maintain an adequate financial condition and have sufficient capital or have the ability to raise capital. Any of these uncertainties, and others, could have further material adverse effects on the Company's business and operations.

The Company may experience additional business interruptions, including suspended (whether government mandated or otherwise) or reduced operations relating to COVID-19 and any other such events could have a material adverse impact on the Company's business, operations and operating results, financial condition and liquidity.

Political and Economic Risks in Bolivia

The Company's projects are located in Bolivia and, therefore, the Company's current and future mineral exploration and mining activities are exposed to various levels of political, economic, and other risks and uncertainties. There has been a significant level of political and social unrest in Bolivia in recent years resulting from a number of factors, including Bolivia's history of political and economic instability under a variety of governments and high rate of unemployment.

The Company's exploration and development activities may be affected by changes in government, political instability, and the nature of various government regulations relating to the mining industry. Bolivia's fiscal regime has historically been favourable to the mining industry, but there is a risk that this could change. The Company cannot predict the government's positions on foreign investment, mining concessions, land tenure, environmental regulation, or taxation. A change in government positions on these issues could adversely affect the Company's business and/or its holdings, assets, and operations in Bolivia. Any changes in regulations or shifts in political conditions are beyond the control of the Company. Moreover, protestors and cooperatives have previously targeted foreign companies in the mining sector, and as a result there is no assurance that future social unrest will not have an adverse impact on the Company's operations. Labour in Bolivia is customarily unionized and there are risks that labour unrest or wage agreements may impact operations.

The Company's operations in Bolivia may also be adversely affected by economic uncertainty characteristic of developing countries. In addition, operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, and safety factors.

The MPC remains subject to ratification and approval by the Plurinational Legislative Assembly of Bolivia. As of the date of this MD&A, the MPC has not been ratified nor approved by the Plurinational Legislative Assembly of Bolivia. The Company cautions that there is no assurance that the Company will be successful in obtaining ratification of the MPC in a timely manner or at all, or that the ratification of the MPC will be obtained on reasonable terms. The Company cannot predict the new government's positions on foreign investment, mining concessions, land tenure, environmental regulations, community relations, taxation or otherwise.

Community Relations and Social Licence to Operate

Mining companies are increasingly required to operate in a sustainable manner and to provide benefits to affected communities and there are risks associated with the Company failing to acquire and subsequently maintain a "social licence" to operate on its mineral properties. "Social licence" does not refer to a specific permit or licence, but rather is a broad term used to describe community acceptance of a company's plans and activities related to exploration, development or operations on its mineral projects.

The Company places a high priority on, and dedicates considerable efforts and resources toward, its community relationships and responsibilities. Despite its best efforts, there are factors that may affect the Company's efforts to establish and maintain social licence at any of its projects, including national or local changes in sentiment toward mining, evolving social concerns, changing economic conditions and challenges, and the influence of third-party opposition toward mining on local support. There can be no guarantee that social licence can be earned by the Company or if established, that social licence can be maintained in the long term, and without strong community support the ability to secure necessary permits, obtain project financing, and/or move a project into development or operation may be compromised or precluded. Delays in projects attributable to a lack of community support or other community-related disruptions or delays can translate directly into a decrease in the value of a project or into an inability to bring the project to, or maintain, production. The cost of measures and other issues relating to the sustainable development of mining operations may result in additional operating costs, higher capital expenditures, reputational damage, active community opposition (possibly resulting in delays, disruptions and stoppages), legal suits, regulatory intervention and investor withdrawal.

Acquisition and Maintenance of Permits and Governmental Approvals

Exploration and development of, and production from, any deposit at the Company's mineral projects require permits from various government authorities. There can be no assurance that any required permits will be obtained in a timely manner or at all, or that they will be obtained on reasonable terms. Delays or failure to obtain, expiry of, or a failure to comply with the terms of such permits could prohibit development of the Company's mineral projects and have a material adverse impact on the Company.

While the Company believes the contractual relationships and the structures it has in place with private Bolivian companies owned 100% by Bolivian nationals for the Silverstrike Project and the Carangas Project are legally compliant with Bolivian laws related to the Restricted Areas, there is no assurance that the Company's Bolivian partner will be successful in obtaining approval of AJAM to convert the exploration licenses to AMCs in the case of Carangas Project, or that even if approved, that such contractual relationship and structure will not be challenged by other Bolivian organizations or communities.

The Company's current and future operations, including development activities and commencement of production, if warranted, require permits from government authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety, and other matters. Companies engaged in property exploration and the development or operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations, and permits. The Company cannot predict if all permits which it may require for continued exploration, development, or construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms, if at all. Time delays and associated costs related to applying for and obtaining permits and licenses may be prohibitive and could delay planned exploration and development activities. Failure to comply with or any violations of the applicable laws, regulations, and permitting requirements may result in enforcement actions, 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 impacted by mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations, and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company's operations and cause increases in capital expenditures or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in the development of new mining properties.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that material information related to the Company is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions about the Company's public disclosure.

Management, including the CEO and CFO, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in the rules of the U.S. Securities and Exchange Commission and the national instrument of the Canadian Securities Administrators. The evaluation included documentation review, enquiries and other procedures considered by management to be appropriate in the circumstances. Based on this evaluation, management concluded that as of June 30, 2022, the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 and National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings) are effective.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

(a) Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining an adequate system of internal control over financial reporting and

used the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate, with the participation of the CEO and CFO, the effectiveness of the Company's internal controls. The Company's internal control over financial reporting includes:

- maintaining records, that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- providing reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles;

- providing reasonable assurance that receipts and expenditures are made in accordance with authorizations of management and the directors of the Company; and
- providing reasonable assurance that unauthorized acquisition, use or disposition of company assets that could have a material effect on the Company's consolidated financial statements would be prevented or detected on a timely basis.

Based on this evaluation, management concluded that as of June 30, 2022, the Company's internal control over financial reporting based on the criteria set forth in Internal Control – Integrated Framework (2013) issued by COSO was effective and provided a reasonable assurance of the reliability of the Company's financial reporting and preparation of the financial statements.

No matter how well a system of internal control over financial reporting is designed, any system has inherent limitations. Even systems determined to be effective can provide only reasonable assurance of the reliability of financial statement preparation and presentation. Also, controls may become inadequate in the future because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

Emerging growth companies are exempt from Section 404(b) of the Sarbanes-Oxley Act, which generally requires public companies to provide an independent auditor attestation of management's assessment of the effectiveness of their internal control over financial reporting. The Company qualifies as an emerging growth company and therefore has not included an independent auditor attestation of management's assessment of the effectiveness of its internal control over financial reporting in its audited annual consolidated financial statements for the year ended June 30, 2022.

(b) Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the three months and year ended June 30, 2022 that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

TECHNICAL INFORMATION

The scientific and technical information contained in this MD&A has been reviewed and approved by Alex Zhang, P. Geo., Vice President of Exploration of the Company, who is a Qualified Person for the purposes of NI 43-101.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain information contained herein constitutes "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian provincial securities laws (collectively, "forward-looking statements"). Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "goals", "forecast", "budget", "potential" or variations thereof and other similar words, or statements that certain events or conditions "may", "could", "would", "might", "will" or "can" occur. Forward-looking statements include, but are not limited to: statements regarding anticipated exploration, drilling, development, construction, and other activities or achievements of the Company; timing of receipt of permits and regulatory approvals; anticipated contents and timing of the PEA; and estimates of the Company's revenues and capital expenditures.

Forward-looking statements are based on the opinions and estimates of management on the date the statements are made and 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. These factors include global economic and social impact of COVID-19; fluctuating equity prices, bond prices and commodity prices; calculation of resources, reserves and mineralization; general economic conditions; foreign exchange risks; interest rate risk;

foreign investment risk; loss of key personnel; conflicts of interest; dependence on management; uncertainties relating to the availability and costs of financing needed in the future; environmental risks; operations and political conditions; the regulatory environment in Bolivia and Canada; risks associated with community relations and corporate social responsibility; and other factors described in this MD&A, under the heading "Risk Factors" in the Company's Annual Information Form for the year ended June 30, 2021 and its other public filings. The foregoing is not an exhaustive list of the factors that may affect any of the Company's forward-looking statements or information.

The forward-looking statements are necessarily based on a number of estimates, assumptions, beliefs, expectations and opinions of management as of the date of this MD&A that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates, assumptions, beliefs, expectations and opinions include, but are not limited to, those related to the Company's ability to carry on current and future operations, including: the duration and effects of COVID-19 on our operations and workforce; development and exploration activities; the timing, extent, duration and economic viability of such operations; the accuracy and reliability of estimates, projections, forecasts, studies and assessments; the Company's ability to meet or achieve estimates, projections and forecasts; the stabilization of the political climate in Bolivia; the availability and cost of inputs; the price and market for outputs; foreign exchange rates; taxation levels; the timely receipt of necessary approvals or permits; including the ratification and approval of the MPC by the Plurinational Legislative Assembly of Bolivia; the ability of the Company's Bolivian partner to convert the exploration licenses at the Carangas Project to AMC; the ability to meet current and future obligations; the ability to obtain timely financing on reasonable terms when required; the current and future social, economic and political conditions; and other assumptions and factors generally associated with the mining industry.

Although the forward-looking statements contained in this MD&A are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. All forward-looking statements in this MD&A are qualified by these cautionary statements. Accordingly, readers should not place undue reliance on such statements. Other than specifically required by applicable laws, the Company is under no obligation and expressly disclaims any such obligation to update or alter the forward-looking statements whether as a result of new information, future events or otherwise except as may be required by law. These forward-looking statements are made as of the date of this MD&A.

CAUTIONARY NOTE TO U.S. INVESTORS

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada which differ from the requirements of United States securities laws. All mining terms used herein but not otherwise defined have the meanings set forth in NI 43-101. Unless otherwise indicated, the technical and scientific disclosure herein has been prepared in accordance with NI 43-101, which differs significantly from the requirements adopted by the U.S. Securities and Exchange Commission.

Accordingly, information contained in this MD&A containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of United States federal securities laws and the rules and regulations thereunder.

Additional information relating to the Company, including the Company's Annual Information form, can be obtained under the Company's profile on SEDAR at www.sedar.com, on EDGAR at www.sec.gov, and on the Company's website at www.newpacificmetals.com.

Exhibit 99.3



New Pacific Metals

TSX: NUAG NYSE-A: NEWP

CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2022 and 2021

(Expressed in US Dollars)

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
New Pacific Metals Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of New Pacific Metals Corp. and subsidiaries (the "Company") as of June 30, 2022 and 2021, the related consolidated statements of (loss) income, comprehensive (loss) income, changes in equity, and cash flows, for each of the two years in the period ended June 30, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and its financial performance and its cash flows for each of the two years in the period ended June 30, 2022, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte LLP

Chartered Professional Accountants
Vancouver, Canada
August 24, 2022

We have served as the Company's auditor since 2004.

New Pacific Metals Corp.

Consolidated Statements of Financial Position

(Expressed in US dollars)

	Notes	June 30, 2022	June 30, 2021
ASSETS			
Current Assets			
Cash		**$ 29,322,504**	$ 46,441,482
Short-term investments	4	**192,398**	143,914
Receivables	9	**3,193,926**	343,608
Deposits and prepayments		**479,266**	523,141
		33,188,094	47,452,145
Non-current Assets			
Other tax receivable	5	**3,631,796**	2,216,392
Equity investments	6	**496,741**	496,526
Plant and equipment	8	**1,462,848**	1,118,639
Mineral property interests	9	**85,298,776**	75,535,422
TOTAL ASSETS		**$ 124,078,255**	$ 126,819,124
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	10	**$ 3,492,269**	$ 1,044,189
Due to a related party	11	**377,031**	50,378
		3,869,300	1,094,567
Total Liabilities		**3,869,300**	1,094,567
Equity			
Share capital	12	**153,707,576**	149,629,543
Share-based payment reserve		**15,395,486**	16,564,197
Accumulated other comprehensive income		**11,704,949**	13,641,379
Deficit		**(60,527,857)**	(54,106,972)
Total equity attributable to the equity holders of the Company		**120,280,154**	125,728,147
Non-controlling interests	13	**(71,199)**	(3,590)
Total Equity		**120,208,955**	125,724,557
TOTAL LIABILITIES AND EQUITY		**$ 124,078,255**	$ 126,819,124

Approved on behalf of the Board:

(Signed) David Kong
Director

(Signed) Rui Feng
Director

See accompanying notes to the consolidated financial statements

New Pacific Metals Corp.

Consolidated Statements of (Loss) Income

(Expressed in US dollars)

	Notes	Years Ended June 30, 2022	2021
Operating expense			
Project evaluation and corporate development		**$ (582,253)**	$ (822,864)
Depreciation		**(174,007)**	(44,000)
Filing and listing		**(296,370)**	(393,814)
Investor relations		**(698,146)**	(337,714)
Professional fees		**(540,371)**	(498,207)
Salaries and benefits		**(1,828,059)**	(1,688,687)
Office and administration		**(1,716,546)**	(678,529)
Share-based compensation	12(b)	**(941,647)**	(1,482,170)
		(6,777,399)	(5,945,985)
Other income (expense)			
Income from investments	7	**$ 220,112**	$ 395,543
Loss on disposal of plant and equipment	8	**(14,804)**	(1,944)
Loss on disposal of mineral property interest	9	**(85,052)**	-
Foreign exchange gain (loss)		**185,475**	(1,021,628)
Other expense		**-**	(360)
		305,731	(628,389)
Net loss		**$ (6,471,668)**	$ (6,574,374)
Attributable to:			
Equity holders of the Company		**$ (6,420,885)**	$ (6,566,440)
Non-controlling interests	13	**(50,783)**	(7,934)
Net loss		**$ (6,471,668)**	$ (6,574,374)
Loss per share attributable to the equity holders of the Company			
Loss per share - basic and diluted		**$ (0.04)**	$ (0.04)
Weighted average number of common shares - basic and diluted		**155,626,128**	153,294,454

See accompanying notes to the consolidated financial statements

New Pacific Metals Corp.

Consolidated Statements of Comprehensive (Loss) Income

(Expressed in US dollars)

	Notes	Years Ended June 30, 2022	2021
Net loss		**$ (6,471,668)**	$ (6,574,374)
Other comprehensive (loss) income, net of taxes:			
Items that may subsequently be reclassified to net income or loss:			
Currency translation adjustment, net of tax of $nil		**(1,953,256)**	6,017,205
Other comprehensive (loss) income, net of taxes		**$ (1,953,256)**	$ 6,017,205
Attributable to:			
Equity holders of the Company		**$ (1,936,430)**	$ 5,971,491
Non-controlling interests	13	**(16,826)**	45,714
Other comprehensive (loss) income, net of taxes		**$ (1,953,256)**	$ 6,017,205
Total comprehensive loss, net of taxes		**$ (8,424,924)**	$ (557,169)
Attributable to:			
Equity holders of the Company		**$ (8,357,315)**	$ (594,949)
Non-controlling interests		**(67,609)**	37,780
Total comprehensive loss, net of taxes		**$ (8,424,924)**	$ (557,169)

See accompanying notes to the consolidated financial statements

New Pacific Metals Corp.

Consolidated Statements of Cash Flows

(Expressed in US dollars)

	Notes	Years Ended June 30, 2022	2021
Operating activities			
Net loss		**$ (6,471,668)**	$ (6,574,374)
Add (deduct) items not affecting cash:			
Income from investments	7	**(220,112)**	(395,543)
Depreciation		**174,007**	44,000
Loss on disposal of mineral property interest	9	**85,052**	-
Loss on disposal of plant and equipment	8	**14,804**	1,944
Share-based compensation	12(b)	**961,484**	1,596,526
Unrealized foreign exchange (gain) loss		**(185,475)**	1,021,628
Changes in non-cash operating working capital	18	**925,800**	(558,356)
Dividends and interests received		**152,111**	261,223
Net cash used in operating activities		**(4,563,997)**	(4,602,952)
Investing activities			
Mineral property interest			
Capital expenditures		**(11,095,064)**	(4,314,465)
Plant and equipment			
Additions		**(538,548)**	(113,166)
Proceeds on disposals	8	**1,808**	1,418
Short-term investments			
Proceeds on disposals	4	**-**	15,596,974
Equity investments			
Proceeds on disposals	6	**-**	4,345,636
Consideration received for transfer of TLG	3	**-**	2,201,350
Changes in other tax receivable		**(1,415,404)**	(115,960)
Net cash (used in) provided by investing activities		**(13,047,208)**	17,601,787
Financing activities			
Proceeds from issuance of common shares		**1,782,895**	1,076,157
Net cash provided by financing activities		**1,782,895**	1,076,157
Effect of exchange rate changes on cash		**(1,290,668)**	2,542,344
(Decrease) increase in cash		**(17,118,978)**	16,617,336
Cash, beginning of the year		**46,441,482**	29,824,146
Cash, end of the year		**$ 29,322,504**	$ 46,441,482
Supplementary cash flow information	18		

See accompanying notes to the consolidated financial statements

New Pacific Metals Corp.

Consolidated Statements of Changes in Equity

(Expressed in US dollars)

	Notes	Share capital: Number of common shares issued	Share capital: Amount	Share-based payment reserve	Accumulated other comprehensive income	Deficit	Total equity attributable to the equity holders of the Company	Non-controlling interests	Total equity
Balance, July 1, 2020		152,298,778	$145,904,310	$16,813,907	$ 7,669,888	$(40,633,984)	$ 129,754,121	$ (41,370)	$129,712,751
Options exercised		1,396,935	1,623,221	(547,064)	-	-	1,076,157	-	1,076,157
Restricted share units vested		464,550	1,751,533	(1,751,533)	-	-	-	-	-
Share-based compensation		-	-	2,399,366	-	-	2,399,366	-	2,399,366
Common shares issued to acquire mineral property interest		291,000	350,479	(350,479)	-	-	-	-	-
Spin-out distribution	3	-	-	-	-	(6,906,548)	(6,906,548)	-	(6,906,548)
Net loss		-	-	-	-	(6,566,440)	(6,566,400)	(7,934)	(6,574,374)
Currency translation adjustment		-	-	-	5,971,491	-	5,971,491	45,714	6,017,205
Balance, June 30, 2021		**154,451,263**	**$149,629,543**	**$16,564,197**	**$ 13,641,379**	**$(54,106,972)**	**$ 125,728,147**	**$ (3,590)**	**$125,724,557**
Options exercised	12(b)	1,838,331	2,677,895	(895,000)	-	-	1,782,895	-	1,782,895
Restricted share units vested	12(b)	342,233	1,400,138	(1,400,138)	-	-	-	-	-
Share-based compensation	12(b)	-	-	1,126,427	-	-	1,126,427	-	1,126,427
Net loss		-	-	-	-	(6,420,885)	(6,420,885)	(50,783)	(6,471,668)
Currency translation adjustment		-	-	-	(1,936,430)	-	(1,936,430)	(16,826)	(1,953,256)
Balance, June 30, 2022		**156,631,827**	**$153,707,576**	**$15,395,486**	**$ 11,704,949**	**$(60,527,857)**	**$ 120,280,154**	**$ (71,199)**	**$120,208,955**

See accompanying notes to the consolidated financial statements

1. CORPORATE INFORMATION

New Pacific Metals Corp. along with its subsidiaries (collectively, the "Company" or "New Pacific") is a Canadian mining issuer engaged in exploring and developing mineral properties in Bolivia. The Company is in the stage of exploring and advancing the development of its mineral properties and has not yet determined if they contain economically recoverable Mineral Reserves. The underlying value and the recoverability of the amounts shown for mineral properties are entirely dependent upon the existence of recoverable Mineral Reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the mineral properties, and future profitable production or proceeds from the disposition of the mineral property interests.

The Company is publicly listed on the Toronto Stock Exchange ("TSX") under the symbol "NUAG" and on the NYSE American stock exchange ("NYSE-A") under the symbol "NEWP". The head office, registered address and records office of the Company are located at 1066 Hastings Street, Suite 1750, Vancouver, British Columbia, Canada, V6E 3X1.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). The policies applied in these consolidated financial statements are based on IFRS in effect as of June 30, 2022.

These consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements of the Company as at and for the year ended June 30, 2022 were authorized for issue in accordance with a resolution of the Board of Directors (the "Board") dated on August 24, 2022.

(b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly or partially owned subsidiaries.

Subsidiaries are consolidated from the date on which the Company obtains control up to the date of the disposition of control. Control is achieved when the Company has power over the subsidiary, is exposed or has rights to variable returns from its involvement with the subsidiary; and has the ability to use its power to affect its returns. For non-wholly-owned subsidiaries over which the Company has control, the net assets attributable to outside equity shareholders are presented as "non-controlling interests" in the equity section of the consolidated statements of financial position. Net income or loss for the period that is attributable to the non-controlling interests is calculated based on the ownership of the non-controlling interest shareholders in the subsidiary.

Balances, transactions, income and expenses between the Company and its subsidiaries are eliminated on consolidation.

Details of the Company's significant subsidiaries which are consolidated are as follows:

Name of subsidiaries	Principal activity	Country of incorporation	Proportion of ownership interest held **June 30, 2022**	June 30, 2021	Mineral properties
New Pacific Offshore Inc.	Holding company	BVI (i)	**100%**	100%	
SKN Nickel & Platinum Ltd.	Holding company	BVI	**100%**	100%	
Glory Metals Investment Corp. Limited	Holding company	Hong Kong	**100%**	100%	
New Pacific Investment Corp. Limited	Holding company	Hong Kong	**100%**	100%	
New Pacific Andes Corp. Limited	Holding company	Hong Kong	**100%**	100%	
Fortress Mining Inc.	Holding company	BVI	**100%**	100%	
Minera Alcira S.A.	Mining company	Bolivia	**100%**	100%	Silver Sand
NPM Minerales S.A.	Mining company	Bolivia	**100%**	100%	
Colquehuasi S.R.L.	Mining company	Bolivia	**100%**	100%	Silverstrike
Minera Hastings S.R.L.	Mining company	Bolivia	**100%**	100%	Carangas
Qinghai Found Mining Co., Ltd.	Mining company	China	**82%**	82%	RZY

(i) British Virgin Islands ("BVI")

(c) Foreign Currency Translation

The functional currency for each subsidiary of the Company is the currency of the primary economic environment in which the entity operates. The functional currency of the head office, Canadian subsidiaries and all intermediate holding companies is the Canadian dollar ("CAD"). The functional currency of all Bolivian subsidiaries is the US dollar ("USD"). The functional currency of the Chinese subsidiary is the Chinese Renminbi ("RMB").

Foreign currency monetary assets and liabilities are translated into the functional currency using exchange rates prevailing at the balance sheet date. Foreign currency non-monetary assets are translated using exchange rates prevailing at the transaction date. Foreign exchange gains and losses are included in the determination of net income.

The consolidated financial statements are presented in USD. The financial position and results of the Company's entities are translated from functional currencies to USD as follows:
- assets and liabilities are translated using exchange rates prevailing at the reporting date;
- income and expenses are translated using average exchange rates prevailing during the period; and
- all resulting exchange gains or losses are included in other comprehensive income or loss.

The Company treats inter-company loan balances, which are not intended to be repaid in the foreseeable future, as part of its net investment. When a foreign entity is sold, the historical exchange differences plus the foreign exchange impact that arises on the transaction are recognized in the consolidated statement of (loss) income as part of the gain or loss on sale.

(d) Plant and Equipment

Plant and equipment are initially recorded at cost, including all directly attributable costs to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Plant and equipment are subsequently measured at cost less accumulated depreciation and applicable impairment losses. Depreciation is computed using the straight-line method based on the nature and estimated useful lives as follows:

Land	Not depreciated
Buildings	20 Years
Machinery	5 Years

Motor vehicles	5 Years
Office equipment and furniture	5 Years
Computer software	5 Years

Subsequent costs that meet the asset recognition criteria are capitalized while costs incurred that do not extend the economic useful life of an asset are considered repair and maintenance, which are accounted for as an expense recognized during the period. The Company conducts an annual assessment of the residual balances, useful lives, and depreciation methods being used for plant and equipment and any changes are applied prospectively.

Assets under construction are capitalized as construction-in-progress. The cost of construction-in-progress comprises its purchase price and any costs directly attributable to bringing it into working condition for its intended use. Construction-in-progress assets are not depreciated until they are completed and available for use.

(e) Mineral Property Interests

The cost of acquiring mineral rights and properties either as an individual asset purchase or as part of a business combination is capitalized and represents the property's fair value at the date of acquisition. Fair value is determined by estimating the value of the property's reserves, resources and exploration potential.

Exploration and evaluation costs, incurred associated with specific mineral rights and properties prior to demonstrable technical feasibility and commercial viability of extracting a mineral resource, are capitalized.

The Company determines that a property is in the development stage when it has completed a positive economic analysis of the mineral deposit. Costs incurred in the development stage prior to commercial production are capitalized and included in the carrying amount of the related property in the period incurred. Proceeds from sales during this period, if any, are offset against costs capitalized.

(f) Impairment of Long-lived Assets

Long-lived assets, including mineral property interests, plant and equipment are reviewed and tested for impairment when indicators of impairment are considered to exist. Impairment assessments are conducted at the level of cash-generating units ("CGU") or at the individual asset level, whichever is the lowest level for which identifiable cash inflows are largely independent of the cash flows of other assets. An impairment loss is recognized for any excess of carrying amount of a CGU over its recoverable amount, which is the greater of its fair value less costs to sell and value in use. For mineral properties, the recoverable amount is estimated as the discounted future net cash inflows expected to be derived from expected future production, metal prices, and net proceeds from the disposition of assets on retirement, less operating and capital costs. Impairment losses are recognized in the period they are incurred.

For exploration and evaluation assets, indication of impairment includes but is not limited to expiration of the right to explore, substantive expenditures in the specific area are neither budgeted nor planned, and exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources.

Impairment losses are reversed if there is evidence the loss no longer exists or has decreased. This reversal is recognized in net income in the period the reversal occurs limited by the carrying value that would have been determined, net of any depreciation, had no impairment charge been recognized in prior years.

(g) Share-based Payments

The Company grants share-based awards, including restricted share units ("RSUs") and stock options to directors, officers, employees, and consultants.

For share-based awards, the fair value is charged to the consolidated statements of income and credited to equity, on a straight-line basis over the vesting period, after adjusting for the estimated number of awards that are expected to vest. The fair value of share units is determined based on quoted market price of the Company's common shares at the date of grant. The fair value of the stock options granted to employees, officers, and directors is determined at the date of grant using the Black-Scholes option pricing model with market related input. The fair value of stock options granted to consultants is measured at the fair value of the services delivered unless that fair value cannot be estimated reliably, which then is determined using the Black-Scholes option pricing model. Stock options with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values.

At each statement of financial position date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed (after adjusting for non-market performance conditions). The movement in cumulative expense is recognized in the consolidated statements of income with a corresponding entry within equity. The amount recognized as expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met.

(h) Income Taxes

Current tax for each taxable entity is based on the local taxable income at the local substantively enacted statutory tax rate at the balance sheet date and includes adjustments to taxes payable or recoverable in respect to previous periods.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes. Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, can be utilized, except:

- where the deferred tax asset or liability relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been substantively enacted by the end of the reporting period.

Deferred tax relating to items recognized outside profit or loss is recognized in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(i) Earnings (loss) per Share

Earnings (loss) per share is computed by dividing net income (loss) attributable to equity holders of the Company by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if additional common shares are assumed to be issued under securities that entitle their holders to obtain common shares in the future. For RSUs, the full outstanding numbers as at the end of the period are included in the calculation of diluted earnings per share. For stock options, the number of additional shares for inclusion in diluted earnings per share calculations is determined when the exercise price is less than the average market price of the Company's common shares; the stock options are assumed to be exercised and the proceeds are used to repurchase common shares at the average market price for the period. The incremental number of common shares issued under stock options and repurchased from proceeds is included in the calculation of diluted earnings per share. When loss per share is presented in the period, the Company's calculation of diluted loss per share excludes any incremental shares from the assumed calculation of RSUs and stock options as they would be anti-dilutive.

(j) Financial Instruments

Initial recognition:
On initial recognition, all financial assets and financial liabilities are recorded at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as fair value through profit or loss ("FVTPL"), in which case transaction costs are expensed as incurred.

Subsequent measurement of financial assets:
Subsequent measurement of financial assets depends on the classification of such assets.

I. Non-equity instruments:
IFRS 9 includes a single model that has only two classification categories for financial instruments other than equity instruments: amortized cost and fair value. To qualify for amortized cost accounting, the instrument must meet two criteria:
i. The objective of the business model is to hold the financial asset for the collection of the cash flows; and
ii. All contractual cash flows represent only principal and interest on that principal.
All other instruments are mandatorily measured at fair value.

II. Equity instruments:
At initial recognition, for equity instruments other than held for trading, the Company may make an irrevocable election to designate it as either FVTPL or fair value through other comprehensive income ("FVTOCI").

Financial assets classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization from the effective interest method is included in finance income.

Financial assets classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss.

Impairment of financial assets carried at amortized cost:
The Company assesses at the end of each reporting period whether there is objective evidence that financial assets or group of financial assets measured at amortized cost are impaired. Impairment losses and reversal of impairment losses, if any, are recognized in profit or loss in the period they are incurred.

Subsequent measurement of financial liabilities:
Financial liabilities classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization using the effective interest method is included in finance costs.

The Company classifies its financial instruments as follows:
- Financial assets classified as FVTPL: cash, short-term investments – bonds, and equity investments;
- Financial assets classified as amortized cost: receivables and short-term investments – guaranteed investment certificates; and
- Financial liabilities classified as amortized cost: trade and other payables, and due to related parties.

Bonds:
The Company acquired bonds issued by other companies from various industries through the open market. These bonds are held to receive coupon interest payments and to realize potential gains. The bonds may also be disposed on demand through the open market should the Company require funds for other operational or investment needs. Bonds are classified as FVTPL and are measured at fair value on initial recognition and subsequent measurement.

Equity investments:
Equity investments represent equity interests of other publicly-traded or privately-held companies that the Company has acquired through the open market or through private placements. These equity interests consist of common shares and warrants. Equity investments are classified as FVTPL and are measured at fair value on initial recognition and subsequent measurement. The fair value of warrants was determined using the Black-Scholes pricing model as at the acquisition date as well as at each period end.

Derecognition of financial assets and financial liabilities:
A financial asset is derecognized when:
- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Gains and losses on derecognition of financial assets and liabilities classified as amortized cost are recognized in profit or loss when the instrument is derecognized or impaired, as well as through the amortization process.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability. In this case, a new liability is recognized, and the difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting of financial instruments:
Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position if and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle liabilities simultaneously.

Fair value of financial instruments:
The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without deduction for transaction costs. For financial instruments that are not traded in active markets, the fair value is determined using appropriate valuation techniques, such as using a recent arm's length market transaction between knowledgeable and willing parties, discounted cash flow analysis, reference to the current fair value of another instrument that is substantially the same, or other valuation models.

(k) Significant Judgments and Estimation Uncertainties

Many amounts included in the consolidated financial statements require management to make judgments and/or estimates. These judgments and estimates are continuously evaluated and are based on management's experience and knowledge of relevant facts and circumstances. Actual results may differ from the amounts included in the consolidated statement of financial position.

Areas of significant judgment include:
- Capitalization of expenditures with respect to exploration, evaluation and development costs to be included in mineral rights and properties.
- Determination of functional currency.
- Recognition, measurement and impairment or impairment reversal assessment for mineral rights and properties.
- Accounting assessment and classification for equity investments and short-term investments.
- Determination of asset acquisition or business combination.

Areas of significant estimates include:
- The estimated fair values of CGUs for impairment or impairment reversal tests, including estimates of future costs to produce proven and probable reserves, future commodity prices, discount rates, probabilities of expected cash flows from disposal and salvage value of plant and equipment.

- Valuation input and forfeiture rates used in calculation of share-based compensation.
- Valuation of securities that do not have a quoted market price.

The Company estimates its ore reserves and mineral resources based on information compiled by qualified persons as defined in accordance with National Instrument 43-101.

3. WHITEHORSE GOLD CORP. SPIN-OUT TRANSACTION

During Fiscal 2020, the Company established Whitehorse Gold Corp. ("Whitehorse Gold") to acquire the Tagish Lake Gold Project ("TLG Project") located in Yukon Territory, Canada from the Company for consideration of $ 2,201,350 (CAD$3,000,000) via a promissory note plus 20,000,000 Whitehorse Gold common shares ("spin-out shares") as a result of a strategic review on the TLG Project.

On November 18, 2020, the Company received the consideration of $ 2,201,350 and distributed all of the spin-out shares held by it to the Company's shareholders on a *pro rata* basis by way of a plan of arrangement under the *Business Corporations Act* (British Columbia). The spin-out shares were valued at $6,906,548 upon distribution.

4. SHORT-TERM INVESTMENTS

Short-term investments consist of the following:

	June 30, 2022	June 30, 2021
Bonds	**$ 192,398**	$ 143,914

The Company acquired bonds issued by other corporations from various industries through the open market. These bonds were held to receive coupon interest payments and to realize potential gains. The bonds may also be disposed on demand through the open market should the Company require funds for operational or investment needs. The Company accounts for the bonds at fair value at each reporting date.

The continuity of short-term investments is summarized as follows:

	Amount
Balance, July 1, 2020	$ 15,140,719
Interest earned	69,206
Interest received	(70,964)
Loss on fair value change	(318,915)
Disposition	(15,596,974)
Foreign currency translation impact	920,842
Balance, June 30, 2021	$ 143,914
Gain on fair value change	48,484
Balance, June 30, 2022	**$ 192,398**

5. OTHER TAX RECEIVABLE

Other tax receivable is composed of value-added tax ("VAT") imposed by the Bolivian government. The Company had VAT outputs through its exploration costs and general expenses incurred in Bolivia. These VAT outputs are deductible against future VAT inputs that will be generated through sales.

6. EQUITY INVESTMENTS

The equity investments are summarized as follows:

	June 30, 2022	June 30, 2021
Common shares		
Public companies	**$ 496,741**	$ 461,635
Warrants		
Public companies	**-**	34,891
	$ 496,741	$ 496,526

The fair values of the warrants were estimated using the Black Scholes options pricing model with the following assumptions:

	June 30, 2022	June 30, 2021
Risk free interest rate	**-**	0.97%
Expected volatility	**-**	114%
Expected life of warrants in years	**-**	0.19

The continuity of equity investments is summarized as follows:

	Fair value	**Accumulated mark-to-market gain included in net income**
Balance, July 1, 2020	$ 4,111,822	$ 3,515,548
Proceeds on disposal	(4,345,636)	-
Change in fair value	455,597	455,597
Foreign exchange impact	274,743	-
Balance, June 30, 2021	$ 496,526	$ 3,971,145
Change in fair value	19,517	19,517
Foreign exchange impact	(19,302)	-
Balance, June 30, 2022	**$ 496,741**	**$ 3,990,662**

7. INCOME FROM INVESTMENTS

Income from investments consist of:

	Years Ended June 30,	
	2022	2021
Fair value change on equity investments	**$ 19,517**	$ 455,597
Fair value change on bonds	**48,484**	(318,915)
Dividend income	**-**	110,293
Interest income	**152,111**	148,568
Income from investments	**$ 220,112**	$ 395,543

8. PLANT AND EQUIPMENT

Cost	Land and building	Machinery	Motor vehicles	Office equipment and furniture	Computer software	Total
Balance, July 1, 2020	$ 1,283,620	$ 1,059,037	$ 295,565	$ 228,374	$ 183,500	$ 3,050,096
Additions	-	2,232	-	110,935	-	113,167
Disposals	(653,620)	(859,519)	(54,146)	(37,327)	(31)	(1,604,643)
Foreign currency translation impact	-	497	1,163	13,259	18,266	33,185
Balance, June 30, 2021	$ 630,000	$ 202,247	$ 242,582	$ 315,241	$ 201,735	$ 1,591,805
Additions	-	135,450	349,929	53,171	-	538,550
Disposals	-	(5,768)	(13,486)	(21,292)	(269)	(40,815)
Reclassifed among asset groups	-	76,426	-	(76,426)	-	-
Foreign currency translation impact	-	3	7	(4,330)	(7,692)	(12,012)
Balance, June 30, 2022	**$ 630,000**	**$ 408,358**	**$ 579,032**	**$ 266,364**	**$ 193,774**	**$ 2,077,528**
Accumulated depreciation and amortization						
Balance, July 1, 2020	$ (653,620)	$ (867,007)	$ (145,814)	$ (162,617)	$ (94,004)	$ (1,923,062)
Depreciation	-	(24,538)	(45,820)	(38,080)	(23,769)	(132,207)
Disposals	653,620	819,698	54,556	73,376	31	1,601,281
Foreign currency translation impact	-	(224)	(506)	(8,270)	(10,178)	(19,178)
Balance, June 30, 2021	$ -	$ (72,071)	$ (137,584)	$ (135,591)	$ (127,920)	$ (473,166)
Depreciation	-	(44,169)	(66,854)	(38,907)	(24,077)	(174,007)
Disposals	-	2,602	5,869	15,502	230	24,203
Foreign currency translation impact	-	(2)	(3)	2,996	5,299	8,290
Balance, June 30, 2022	**$ -**	**$ (113,640)**	**$ (198,572)**	**$ (156,000)**	**$ (146,468)**	**$ (614,680)**
Carrying amount						
Balance, June 30, 2021	$ 630,000	$ 130,176	$ 104,998	$ 179,650	$ 73,815	$ 1,118,639
Balance, June 30, 2022	**$ 630,000**	**$ 294,718**	**$ 380,460**	**$ 110,364**	**$ 47,306**	**$ 1,462,848**

During the year ended June 30, 2022, certain plant and equipment were disposed for proceeds of $ 1,808 (year ended June 30, 2021, $1,418) and loss of $14,804 (year ended June 30, 2021, loss of $ 1,944).

9. MINERAL PROPERTY INTERESTS

(a) Silver Sand Project

On July 20, 2017, the Company acquired the Silver Sand Project. The Project is located in the Colavi District of the Potosí Department, in Southwestern Bolivia, 35 kilometres ("km") northeast of Potosí City, the department capital. The project covers an area of approximately 5.42 km^2 at an elevation of 4,072 metres ("m") above sea level.

For the year ended June 30, 2022, total expenditures of $ 7,639,287 (year ended June 30, 2021 - $ 3,357,104) were capitalized under the project.

(b) Carangas Project

In April 2021, the Company signed an agreement with a private Bolivian company to acquire a 98% interest in the Carangas Project. The project is located approximately 180 km southwest of the city of Oruro and within 50 km from Bolivia's border with Chile. The private Bolivian company is 100% owned by Bolivian nationals and holds title to the two exploration licenses that cover an area of 6.25 km^2.

Under the agreement, the Company is required to cover 100% of the future expenditures on exploration, mining, development, and production activities for the project. The agreement has a term of 30 years and is renewable for an additional 15 years.

For the year ended June 30, 2022, total expenditures of $ 5,224,138 (year ended June 30, 2021- $ 250,427) were capitalized under the project.

(c) Silverstrike Project

In December 2019, the Company acquired a 98% interest in the Silverstrike Project from a private Bolivian corporation. The project covers an area of approximately 13 km^2 and is located approximately 140 km southwest of the city of La Paz, Bolivia.

For the year ended June 30, 2022, total expenditures of $ 142,078 (year ended June 30, 2021 - $ 1,293,907) were capitalized under the project.

(d) RZY Project

The RZY Project, located in Qinghai, China is an early stage silver-lead-zinc exploration project. The RZY Project is located approximately 237 km from the city of Yushu Tibetan Autonomous Prefecture. In 2016, the Qinghai Government issued a moratorium which suspended exploration for 26 mining projects in the region, including the RZY Project, and classified the region as a National Nature Reserve Area.

During Fiscal 2020, the Company's subsidiary, Qinghai Found Mining Co., Ltd. ("Qinghai Found"), reached a compensation agreement with the Qinghai Government for the RZY Project. Pursuant to the agreement, Qinghai Found will surrender its title to the RZY Project to the Qinghai Government for one-time cash compensation of $2.99 million (RMB ¥20 million) (the "RZY compensation transaction").

On June 25, 2022, the Qinghai Government completed its approval process of the RZY compensation transaction. As a result, the Company disposed its RZY Project for cash consideration of $2,986,188 (RMB ¥20 million), which is included in the receivables balance as at June 30, 2022. For the year ended June 30, 2022, a loss of $85,052 (year ended June 30, 2021 - $ nil) was recognized upon disposal of the RZY Project. Subsequent to June 30, 2022, the Company received the cash compensation in full.

The continuity schedule of mineral property acquisition costs and deferred exploration and development costs is summarized as follows:

Cost	Silver Sand	Silverstrike	Carangas	RZY Project	Total
Balance, July 1, 2020	$ 65,300,994	$ 1,821,190	$ -	$ 2,623,616	$ 69,745,800
Capitalized exploration expenditures					
Reporting and assessment	482,355	4,119	-	-	486,474
Drilling and assaying	78,201	169,102	21,952	-	269,255
Project management and support	2,505,338	996,005	178,753	-	3,680,096
Camp service	225,016	113,666	49,569	-	388,251
Camp construction	53,199	-	-	-	53,199
Permitting	12,995	11,015	153	-	24,163
Foreign currency impact	587,402	48,207	4,823	247,752	888,184
Balance, June 30, 2021	$ 69,245,500	$ 3,163,304	$ 255,250	$ 2,871,368	$ 75,535,422
Capitalized exploration expenditures					
Reporting and assessment	353,109	40	-	-	353,149
Drilling and assaying	4,990,082	1,625	3,752,094	-	8,743,801
Project management and support	1,917,060	45,773	1,020,422	-	2,983,255
Camp service	364,507	61,578	443,810	-	869,895
Geological surveys	-	25,508	-	-	25,508
Permit and license	14,529	7,554	7,812	-	29,895
Reclamation	-	-	-	-	-
Disposition	-	-	-	(3,071,240)	(3,071,240)
Foreign currency impact	(316,189)	(36,150)	(18,442)	199,872	(170,909)
Balance, June 30, 2022	**$ 76,568,598**	**$ 3,269,232**	**$ 5,460,946**	**$ -**	**$ 85,298,776**

10. TRADE AND OTHER PAYABLES

Trade and other payables consist of:

	June 30, 2022	June 30, 2021
Trade payable	**$ 2,087,599**	$ 626,683
Accrued liabilities	**1,404,670**	417,506
	$ 3,492,269	$ 1,044,189

11. RELATED PARTY TRANSACTIONS

Related party transactions are made on terms agreed upon by the related parties. The balances with related parties are unsecured, non-interest bearing, and due on demand. Related party transactions not disclosed elsewhere in the consolidated financial statements are as follows:

Due to a related party	June 30, 2022	June 30, 2021
Silvercorp Metals Inc.	**$ 377,031**	$ 50,378

(a) Silvercorp Metals Inc. (“Silvercorp”) has two directors and one officer in common with the Company. Silvercorp and the Company share office space and Silvercorp provides various general and administrative services to the Company. The Company expects to continue making payments to Silvercorp in the normal course of business. Expenses in general and administrative services rendered and incurred by Silvercorp on behalf of the Company for the year ended June 30, 2022 were $726,387 (year ended June 30, 2021 - $616,030).

During the year ended June 30, 2022, the Company's subsidiary Qinghai Found borrowed a loan of $ 283,688 (RMB ¥1.9 million) from one of Silvercorp's subsidiary in China to help facilitating the closure of the RZY compensation transaction. Subsequent to June 30, 2022, the loan plus interest of $23,422 were repaid in full.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel for the years ended June 30, 2022 and 2021 are as follows:

	Years ended June 30,	
	2022	2021
Director's cash compensation	**$ 82,608**	290,463
Director's share-based compensation	**338,702**	604,970
Key management's cash compensation	**988,753**	859,394
Key management's share-based compensation	**461,947**	1,709,004
	$ 1,872,010	$ 3,463,831

Other than as disclosed above, the Company does not have any ongoing contractual or other commitments resulting from transactions with related parties.

12. SHARE CAPITAL

(a) Share Capital - authorized share capital

The Company's authorized share capital consists of an unlimited number of common shares without par value.

(b) Share-based compensation

The Company has a share-based compensation plan (the "Plan") under which the Company may issue stock options and restricted share units ("RSUs"). The maximum number of common shares to be reserved for issuance on any share-based compensation under the Plan is a rolling 10% of the issued and outstanding common shares from time to time.

For the year ended June 30, 2022, a total of $ 941,647 (year ended June 30, 2021 - $ 1,482,170) was recorded as share-based compensation expense.

For the year ended June 30, 2022, a total of $ 19,837 (year ended June 30, 2021 - $ 114,356) was included in the project evaluation and corporate development expense.

For the year ended June 30, 2022, a total of $ 164,943 (year ended June 30, 2021 - $ 802,839) was capitalized under mineral property interests.

(i) Stock Options

The continuity schedule of stock options, as at June 30, 2022, is as follows:

	Number of options	Weighted average exercise price (CAD$)
Balance, July 1, 2020	4,662,767	1.36
Options exercised	(1,396,935)	0.98
Options cancelled/forfeited	(150,000)	0.82
Balance, June 30, 2021	3,115,832	1.56
Options Granted	2,702,000	3.72
Options exercised	(1,838,331)	1.23
Options cancelled/forfeited	(317,334)	3.13
Balance, June 30, 2022	**3,662,167**	**3.18**

During the year ended June 30, 2022, a total of 2,702,000 options with a life of five years were granted to directors, officers, and employees at an exercise price of CAD$3.33 to CAD$4.00 per share subject to a vesting schedule over a three-year term with 1/6 of the options vesting every 6 months after the date of grant until fully vested.

No stock options were granted during the year ended June 30, 2021.

The fair value of the options granted during the year ended June 30, 2022 were calculated as of the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Year ended June 30,
	2022
Risk free interest rate	**2.33%**
Expected volatility	**76.4%**
Expected life of options in years	**2.75**
Estimated forfeiture rate	**14.11%**

The weighted average grant date fair value of options granted during the year ended June 30, 2022, was CAD$ 1.80. Volatility was determined based on the historical volatility of the Company's shares over the estimated life of stock options.

The following table summarizes information about stock options outstanding as at June 30, 2022:

Exercise prices (CAD$)	Number of options outstanding as at 2022-06-30	Weighted average remaining contractual life (years)	Number of options exercisable as at 2022-06-30	Weighted average exercise price (CAD$)
$ 1.15	30,000	0.08	30,000	$1.15
1.57	200,000	0.44	200,000	$1.57
2.15	989,167	1.65	989,167	$2.15
3.33	863,000	4.60	-	-
3.89	56,000	4.65	-	-
4.00	1,524,000	4.93	-	-
$1.15 - $4.00	3,662,167	3.18	1,219,167	$2.03

Subsequent to June 30, 2022, a total of 30,000 options with exercise prices of CAD$ 1.15 were exercised.

Subsequent to June 30, 2022, a total of 50,000 options with exercise price of CAD$ 3.33 were forfeited.

(ii) RSUs

The continuity schedule of RSUs, as at June 30, 2022, is as follows:

	Number of shares	Weighted average grant date closing price per share (CAD$)
Balance, July 1, 2020	925,200	$ 4.70
Granted	360,500	6.46
Forfeited	(26,250)	4.80
Distributed	(464,550)	4.72
Balance, June 30, 2021	794,900	$ 5.48
Granted	1,299,000	3.80
Forfeited	(274,451)	5.25
Distributed	(342,233)	5.21
Balance, June 30, 2022	**1,477,216**	**$ 4.11**

Subsequent to June 30, 2022, a total of 53,266 RSUs were vested and distributed.

Subsequent to June 30, 2022, a total of 17,333 RUSs were forfeited.

During the year ended June 30, 2022, a total of 1,299,000 (year ended June 30, 2021 – 360,500) RSUs were granted to directors, officers, employees, and consultants of the Company at grant date closing price of CAD$3.33 to CAD$4.00 per share (year ended June 30, 2021 – CAD$6.46 per share) subject to a vesting schedule over a three-year term with 1/6 of the RSUs vesting every six months from the date of grant.

(c) Loss per share

	For the years ended June 30,						
	2022			2021			
	Loss (Numerator)	**Shares (Denominator)**	**Per-Share Amount**	Income (Numerator)	Shares (Denominator)	Per-Share Amount	
Net loss attributable to equity holders of the Company	**$ (6,420,885)**			$ (6,566,440)			
Basic loss per share	**(6,420,885)**	**155,626,128**	**$ (0.04)**	(6,566,440)	153,294,454	$	(0.04)
Effect of dilutive securities:							
Stock options and RSUs		**-**			-		
Diluted loss per share	**$ (6,420,885)**	**155,626,128**	**$ (0.04)**	$ (6,566,440)	153,294,454	$	(0.04)

Anti-dilutive options that are not included in the diluted loss per share calculation were nil for the year ended June 30, 2022 (year ended June 30, 2021 – nil).

13. NON-CONTROLLING INTEREST

		Qinghai Found
Balance, July 1, 2020	$	(41,370)
Share of net loss		(7,934)
Share of other comprehensive income		45,714
Balance, June 30, 2021	$	(3,590)
Share of net loss		(50,783)
Share of other comprehensive loss		(16,826)
Balance, June 30, 2022	**$**	**(71,199)**

As at June 30, 2022 and June 30, 2021, the non-controlling interest in the Company's subsidiary Qinghai Found was 18%.

14. FINANCIAL INSTRUMENTS

The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk, credit risk, and equity price risk in accordance with its risk management framework. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis.

(a) Fair Value

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of inputs used in making the measurements as defined in IFRS 13 – Fair Value Measurement ("IFRS 13").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The following table sets forth the Company's financial assets that are measured at fair value on a recurring basis by level within the fair value hierarchy as at June 30, 2022 and June 30, 2021 that are not otherwise disclosed. As required by IFRS 13, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Fair value as at June 30, 2022			
Recurring measurements	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Assets				
Cash	$ 29,322,504	$ -	$ -	$ 29,322,504
Short-term investments - bonds	192,398	-	-	192,398
Common shares	496,741	-	-	496,741

	Fair value as at June 30, 2021			
Recurring measurements	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 46,441,482	$ -	$ -	$ 46,441,482
Short-term investments - bonds	143,914	-	-	143,914
Common or preferred shares	461,635	-	-	461,635
Warrants	-	34,891	-	34,891

Fair value of other financial instruments excluded from the table above approximates their carrying amount as of June 30, 2022, and June 30, 2021, respectively.

There were no transfers into or out of Level 3 during the year ended June 30, 2022.

(b) Liquidity Risk

The Company has a history of losses and no operating revenues from its operations. Liquidity risk is the risk that the Company will not be able to meet its short term business requirements. As at June 30, 2022, the Company had a working capital position of $29,318,794 and sufficient cash resources to meet the Company's short-term financial liabilities and its planned exploration expenditures on various projects in Bolivia for, but not limited to, the next 12 months.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Company's financial liabilities:

	June 30, 2022		June 30, 2021
	Due within a year	**Total**	Total
Accounts payable and accrued liabilities	**$ 3,492,269**	**$ 3,492,269**	$ 1,044,189
Due to a related party	**377,031**	**377,031**	50,378
	$ 3,869,300	**$ 3,869,300**	$ 1,094,567

(c) Foreign Exchange Risk

The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies. The functional currency of the head office, Canadian subsidiaries and all intermediate holding companies is CAD. The functional currency of all Bolivian subsidiaries is USD. The functional currency of the Chinese subsidiary is RMB. The

Company currently does not engage in foreign exchange currency hedging. The Company's exposure to foreign exchange risk that could affect net income is summarized as follows:

Financial assets denominated in foreign currencies other than relevant functional currency	**June 30, 2022**	June 30, 2021
United States dollars	**$ 468,714**	$ 11,079,194
Bolivianos	**886,188**	285,267
Total	**$ 1,354,902**	$ 11,364,461

Financial liabilities denominated in foreign currencies other than relevant functional currency		
Bolivianos	**1,619,261**	333,405
Total	**$ 1,619,261**	$ 333,405

As at June 30, 2022, with other variables unchanged, a 1% strengthening (weakening) of the USD against the CAD would have increased (decreased) net income by approximately $4,700.

As at June 30, 2022, with other variables unchanged, a 1% strengthening (weakening) of the Bolivianos against the USD would have increased (decreased) net income by approximately $7,300.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds a portion of cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have significant impact on the fair values of the financial instruments as of June 30, 2022. The Company, from time to time, also owns guaranteed investment certificates ("GICs") and bonds that earn interest payments at fixed rates to maturity. Fluctuation in market interest rates usually will have an impact on bond's fair value. An increase in market interest rates will generally reduce bond's fair value while a decrease in market interest rates will generally increase it. The Company monitors market interest rate fluctuations closely and adjusts the investment portfolio accordingly.

(e) Credit Risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is primarily associated with cash, bonds, and receivables. The carrying amount of financial assets included on the statement of financial position represents the maximum credit exposure.

The Company has deposits of cash that meet minimum requirements for quality and liquidity as stipulated by the Board. Management believes the risk of loss to be remote, as the majority of its cash are held with major financial institutions. Bonds by nature are exposed to more credit risk than cash. The Company manages its risk associated with bonds by only investing in large globally recognized corporations from diversified industries. As at June 30, 2022, the Company had a receivables balance of $3,193,926 (June 30, 2021 - $343,608). There were no material amounts in receivables which were past due on June 30, 2022 (June 30, 2021 - $nil).

(f) Equity Price Risk

The Company holds certain marketable securities that will fluctuate in value as a result of trading on global financial markets. Based upon the Company's portfolio at June 30, 2022, a 10% increase (decrease) in the market price of the securities held, ignoring any foreign exchange effects would have resulted in an increase (decrease) to net income of approximately $50,000.

15. CAPITAL MANAGEMENT

The objectives of the capital management policy are to safeguard the Company's ability to support exploration and operating requirements on an ongoing basis, continue the investment in high quality assets along with safeguarding the value of its mineral properties, and support any expansionary plans.

The capital of the Company consists of the items included in equity less cash and bonds. Risk and capital management are primarily the responsibility of the Company's corporate finance function and is monitored by the Board. The Company manages the capital structure and makes adjustments depending on economic conditions. Significant risks are monitored and actions are taken, when necessary, according to the Company's approved policies.

16. INCOME TAXES

The provision for income taxes differs from the amount computed by applying the cumulative Canadian federal and provincial income tax rates to the loss before income tax provision due to the following:

	Years ended June 30,	
	2022	2021
Canadian statutory tax rate	**27.00%**	27.00%
Loss before income taxes	**$ (6,471,668)**	$ (6,574,374)
Income tax recovery computed at Canadian statutory rates	**(1,747,348)**	(1,775,081)
Foreign tax rates different from statutory rate	**234,160**	218,388
Permanent items and other	**459,813**	3,633,845
Change in unrecognized deferred tax assets	**1,053,375**	(2,078,112)
Adjustments in respect of prior years	**-**	960
	$ -	$ -

Deferred tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profit is probable. The ability to realize the tax benefits is dependent upon numerous factors, including the future profitability of operations in the jurisdiction in which the tax benefit arise. Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	June 30, 2022	June 30, 2021
Non-capital loss carry forward	**$ 13,633,304**	$ 9,184,009
Capital loss carry forward	**19,596,218**	23,435,600
Plant and equipment	**190,799**	155,152
Mineral property interests	**-**	3,519,176
Equity investments	**408,622**	572,253
Share issuance cost	**1,041,630**	1,624,469
	$ 34,870,573	$ 38,490,659

As of June 30, 2022, the Company has the following net operating losses, expiring various years to 2042 and available to offset future taxable income in Canada, Bolivia and China, respectively:

	Canada	Bolivia	China
2022	-	44,849	-
2023	-	22,571	-
2024	-	115,876	-
2026	-	763,735	-
2027	-	1,312,466	-
2032	-	-	271,929
2041	6,939,727	-	-
2042	4,162,151	-	-
	$ 11,101,878	$ 2,259,497	$ 271,929

As at June 30, 2022, the Company had capital loss carry forward of $ 19,596,218 that can be carried indefinitely in Canada (June 30, 2021 - $23,435,600).

17. SEGMENTED INFORMATION

As at and for the year ended June 30, 2022, the Company operates in three (as at and for the year ended June 30, 2021 – three) reportable operating segments, one being the corporate segment; the other two being the exploration and development segments focused on safeguarding the value of its mineral properties in Bolivia and China. These reportable segments are components of the Company where separate financial information is available that is evaluated regularly by the Company's Chief Executive Officer, the chief operating decision maker ("CODM").

(a) Segment information for assets and liabilities are as follows:

	June 30, 2022			
	Corporate	**Exploration and Development**		**Total**
	Canada and BVI	**Bolivia**	**China**	
Cash	**$ 27,575,127**	**$ 1,701,935**	**$ 45,442**	**$ 29,322,504**
Short-term investments	**192,398**	**-**	**-**	**192,398**
Equity investments	**496,741**	**-**	**-**	**496,741**
Plant and equipment	**73,532**	**1,389,316**	**-**	**1,462,848**
Mineral property interests	**-**	**85,298,776**	**-**	**85,298,776**
Other assets	**410,637**	**3,908,163**	**2,986,188**	**7,304,988**
Total Assets	**$ 28,748,435**	**$ 92,298,190**	**$ 3,031,630**	**$ 124,078,255**
Total Liabilities	**$ (762,968)**	**$ (2,610,317)**	**$ (496,015)**	**$ (3,869,300)**

	June 30, 2021			
	Corporate	Exploration and Development		Total
	Canada and BVI	Bolivia	China	
Cash	$ 46,259,720	$ 158,539	$ 23,223	$ 46,441,482
Short-term investments	143,914	-	-	143,914
Equity investments	496,526	-	-	496,526
Plant and equipment	115,340	988,503	14,796	1,118,639
Mineral property interests	-	72,664,054	2,871,368	75,535,422
Other assets	461,135	2,427,576	194,430	3,083,141
Total Assets	$ 47,476,635	$ 76,238,672	$ 3,103,817	$ 126,819,124
Total Liabilities	$ (573,163)	$ (333,405)	$ (187,999)	$ (1,094,567)

(b) Segment information for operating results are as follows:

	Year ended June 30, 2022			
	Corporate	Exploration and Development		Total
	Canada and BVI	Bolivia	China	
Project evaluation and corporate development	**$ (317,994)**	**$ (264,259)**	**$ -**	**$ (582,253)**
Salaries and benefits	**(1,382,662)**	**(429,169)**	**(16,228)**	**(1,828,059)**
Share-based compensation	**(941,647)**	**-**	**-**	**(941,647)**
Other operating expenses	**(2,795,640)**	**(619,033)**	**(10,767)**	**(3,425,440)**
Total operating expense	**(5,437,943)**	**(1,312,461)**	**(26,995)**	**(6,777,399)**
Income from investments	**219,900**	**-**	**212**	**220,112**
Loss on disposal of plant and equipment	**-**	**-**	**(14,804)**	**(14,804)**
Loss on disposal of mineral property interest	**-**	**-**	**(85,052)**	**(85,052)**
Foreign exchange gain	**186,053**	**-**	**(578)**	**185,475**
Net loss	**$ (5,031,990)**	**$ (1,312,461)**	**$ (127,217)**	**$(6,471,668)**
Attributed to:				
Equity holders of the Company	**$ (5,031,990)**	**$ (1,312,461)**	**$ (76,434)**	**$(6,420,885)**
Non-controlling interests	**-**	**-**	**(50,783)**	**(50,783)**
Net loss	**$ (5,031,990)**	**$ (1,312,461)**	**$ (127,217)**	**$(6,471,668)**

	Year ended June 30, 2021			
	Corporate	Exploration and Development		Total
	Canada	Bolivia	China	
Project evaluation and corporate development	$ (295,315)	$ (527,549)	$ -	$ (822,864)
Salaries and benefits	(1,465,709)	(188,340)	(34,638)	(1,688,687)
Share-based compensation	(1,482,170)	-	-	(1,482,170)
Other operating expenses	(1,897,162)	(47,846)	(7,256)	(1,952,264)
Total operating expense	(5,140,356)	(763,735)	(41,894)	(5,945,985)
Income from investments	395,421	-	122	395,543
Loss on disposal of plant and equipment	-	-	(1,944)	(1,944)
Foreign exchange loss	(1,021,628)	-	-	(1,021,628)
Other expense	-	-	(360)	(360)
Net loss	$ (5,766,563)	$ (763,735)	$ (44,076)	$ (6,574,374)
Attributed to:				
Equity holders of the Company	$ (5,766,563)	$ (763,735)	$ (36,142)	$ (6,566,440)
Non-controlling interests	-	-	(7,934)	(7,934)
Net loss	$ (5,766,563)	$ (763,735)	$ (44,076)	$ (6,574,374)

18. SUPPLEMENTARY CASH FLOW INFORMATION

Changes in non-cash operating working capital:	Years Ended June 30,	
	2022	2021
Receivables	**$ 30,117**	$ (22,615)
Deposits and prepayments	**27,796**	(340,059)
Accounts payable and accrued liabilities	**551,707**	(178,289)
Due to a related party	**316,180**	(17,393)
	$ 925,800	$ (558,356)

Non-cash capital transactions:	Years Ended June 30,	
	2022	2021
Capital expenditures of mineral property interest included in accounts payable and accrued liabilities	**$ 1,910,439**	$ -

Exhibit 99.4

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Dr. Rui Feng, certify that:

1. I have reviewed this Annual Report on Form 40-F of New Pacific Metals Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: September 28, 2022

/s/ *"Rui Feng"*
Name: Dr. Rui Feng
Title: Chief Executive Officer

Exhibit 99.5

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a), PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jalen Yuan, certify that:

1. I have reviewed this Annual Report on Form 40-F of New Pacific Metals Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: September 28, 2022

/s/ *"Jalen Yuan"*
Name: Jalen Yuan
Title: Chief Financial Officer

Exhibit 99.6

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

New Pacific Metals Corp. (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its Annual Report on Form 40-F for the fiscal year ended June 30, 2022 (the "Report").

I, Dr. Rui Feng, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

i. the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

ii. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 28, 2022

/s/ *"Rui Feng"*
Name: Dr. Rui Feng
Title: Chief Executive Officer

Exhibit 99.7

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ENACTED PURSUANT TO
SECTION 906 OF THE U.S. SARBANES-OXLEY ACT OF 2002

New Pacific Metals Corp. (the "Company") is filing with the U.S. Securities and Exchange Commission on the date hereof, its Annual Report on Form 40-F for the fiscal year ended June 30, 2022 (the "Report").

I, Jalen Yuan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as enacted pursuant to section 906 of the U.S. Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

i. the Report fully complies with the requirements of section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934; and

ii. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 28, 2022

/s/ *"Jalen Yuan"*
Name: Jalen Yuan
Title: Chief Financial Officer

Exhibit 99.8

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-257344 on Form F-10 and to the use of our report dated August 24, 2022 relating to the financial statements of New Pacific Metals Corp. appearing in this Annual Report on Form 40-F for the year ended June 30, 2022.

/s/ Deloitte LLP

Chartered Professional Accountants
Vancouver, Canada
September 28, 2022

Exhibit 99.9

CONSENT OF GENOA K. VARTELL (FORMERLY ADRIENNE ROSS)

I hereby consent to the use of my name and information derived from the Technical Report titled “Silver Sand Deposit Mineral Resource Report (Amended)” dated June 3, 2020 (effective date January 16, 2020), and other technical and scientific information, which is included in, or incorporated by reference into, the:

- Annual Report on Form 40-F of New Pacific Metals Corp. for the year ended June 30, 2022 being filed with the United States Securities and Exchange Commission; and
- Registration Statement on Form F-10 (Registration No. 333-257344) of New Pacific Metals Corp.

Dated: September 28, 2022

/s/ *"Genoa K. Vartell"*
Genoa K. Vartell (formerly Adrienne Ross)
P.Geo., B.Sc., Ph.D.

Exhibit 99.10

CONSENT OF DINARA NUSSIPAKYNOVA

I hereby consent to the use of my name and information derived from the Technical Report titled “Silver Sand Deposit Mineral Resource Report (Amended)” dated June 3, 2020 (effective date January 16, 2020), and other technical and scientific information, which is included in, or incorporated by reference into, the:

- Annual Report on Form 40-F of New Pacific Metals Corp. for the year ended June 30, 2022 being filed with the United States Securities and Exchange Commission; and
- Registration Statement on Form F-10 (Registration No. 333-257344) of New Pacific Metals Corp.

Dated: September 28, 2022

/s/ *"Dinara Nussipakynova"*
Dinara Nussipakynova, P.Geo., B.Sc., M.Sc.

Exhibit 99.11

CONSENT OF ANDREW HOLLOWAY

I hereby consent to the use of my name and information derived from the Technical Report titled “Silver Sand Deposit Mineral Resource Report (Amended)” dated June 3, 2020 (effective date January 16, 2020), and other technical and scientific information, which is included in, or incorporated by reference into, the:

- Annual Report on Form 40-F of New Pacific Metals Corp. for the year ended June 30, 2022 being filed with the United States Securities and Exchange Commission; and
- Registration Statement on Form F-10 (Registration No. 333-257344) of New Pacific Metals Corp.

Dated: September 28, 2022

/s/ *"Andrew Holloway"*
Andrew Holloway, P.Eng. B.Eng.(Hons)

Exhibit 99.12

CONSENT OF SIMEON ROBINSON

I hereby consent to the use of my name and information derived from the Technical Report titled “Silver Sand Deposit Mineral Resource Report (Amended)” dated June 3, 2020 (effective date January 16, 2020), and other technical and scientific information, which is included in, or incorporated by reference into, the:

- Annual Report on Form 40-F of New Pacific Metals Corp. for the year ended June 30, 2022 being filed with the United States Securities and Exchange Commission; and
- Registration Statement on Form F-10 (Registration No. 333-257344) of New Pacific Metals Corp.

Dated: September 28, 2022

/s/ *"Simeon Robinson"*
Simeon Robinson, P.Geo., B.Sc.

Exhibit 99.13

CONSENT OF YONGMING (ALEX) ZHANG

I hereby consent to the use of my name and information attributed to me included or incorporated by reference in the Annual Report on Form 40-F for the year ended June 30, 2022 of New Pacific Metals Corp. and the Registration Statement on Form F-10 (Registration No. 333-257344) of New Pacific Metals Corp. being filed with the United States Securities and Exchange Commission.

Dated: September 28, 2022

/s/ *"Yongming (Alex) Zhang"*
Yongming (Alex) Zhang, P.Geo.