



NEW OROPERU RESOURCES INC.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Expressed in Canadian dollars)

FOR THE THREE MONTHS ENDED MARCH 31, 2021 and 2020

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Notice to Reader:

These condensed consolidated interim financial statements of New Oropu Resources Inc. (the “Company”) have been prepared by management and reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

NEW OROPERU RESOURCES INC.
Condensed Consolidated Statements of Financial Position
(Expressed in Canadian dollars)
As at March 31, 2021 and December 31, 2020

	March 31	December 31
	2021	2020
Assets		
Current		
Cash and cash equivalents (Note 3e)	\$ 1,470,435	\$ 1,820,538
Receivables	59,521	43,151
Prepaid expenses	8,333	14,583
	1,538,289	1,878,272
Non-current		
Exploration and evaluation properties (Note 4)	502,721	365,870
	\$ 2,041,010	\$ 2,244,142
Liabilities		
Current		
Trade payables and accrued liabilities	\$ 43,449	\$ 125,368
Due to related parties (Note 6)	17,843	-
	61,292	125,368
Equity		
Share capital (Note 5)	35,701,029	35,701,029
Reserves - Stock option (Note 5c)	2,598,709	2,482,948
Deficit	(36,320,020)	(36,065,203)
	1,979,718	2,118,774
	\$ 2,041,010	\$ 2,244,142

Approved and Authorized for Issue by the Board on May 22, 2021:

"K. Wayne Livingstone"
..... Director

"Maynard E. Brown"
..... Director

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

NEW OROPERU RESOURCES INC.
Condensed Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
For the three months ended March 31, 2021 and 2020

	2021	2020
Expenses		
Consulting fees (Note 6)	\$ 32,000	30,836
Directors fees (Note 6)	13,500	9,000
General and administration	26,428	27,191
Insurance	6,250	3,125
Legal and audit	12,510	17,280
Property maintenance	194	195
Regulatory fees	13,420	6,700
Rent	1,500	1,500
Shareholders communications and conferences	34,895	-
Share-based payments (Notes 5c, 6)	115,761	-
	(256,458)	(95,827)
Other		
Foreign exchange gain	1,641	2,346
Net Loss and Comprehensive Loss for the Period	\$ (254,817)	\$ (93,481)
Loss Per Share, Basic and Diluted	\$ (0.01)	\$ (0.00)
Weighted Average Number of Common Shares Outstanding	27,887,962	25,250,971

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

NEW OROPERU RESOURCES INC.
Condensed Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)
For the three months ended March 31, 2021 and 2020

	Share Capital		Reserves			Total Equity
	Number of Shares	Amount	Stock options	Warrants	Deficit	
Balance, December 31, 2019	22,774,985	\$ 33,599,722	\$ 1,476,463	\$ 105,917	\$ (34,695,525)	\$ 486,577
Net loss for the period	-	-	-	-	(92,964)	(92,964)
Balance, March 31, 2020	22,774,985	\$ 33,599,722	\$ 1,476,463	\$ 105,917	\$ (34,788,489)	\$ 393,613
Share based payments (Note 5c)	-	-	1,074,318	-	-	1,074,318
Net loss for the period	-	-	-	-	(1,276,714)	(1,276,714)
Private placement financing (Note 5b)	1,857,143	1,300,000	-	-	-	1,300,000
Warrants exercised at \$0.20 (Note 5b)	2,118,334	529,584	-	(105,917)	-	423,667
Warrants exercised at \$0.85 (Note 5b)	37,500	31,875	-	-	-	31,875
Stock options exercised at \$0.17 (Note 5b)	1,100,000	254,833	(67,833)	-	-	187,000
Share issue costs (Note 5b)	-	(14,985)	-	-	-	(14,985)
Balance, December 31, 2020	27,887,962	\$ 35,701,029	\$ 2,482,948	\$ -	\$ (36,065,203)	\$ 2,118,774
Share based payments (Note 5c)	-	-	115,761	-	-	115,761
Net loss for the period	-	-	-	-	(254,817)	(254,817)
Balance, March 31, 2021	27,887,962	\$ 35,701,029	\$ 2,598,709	\$ -	\$ (36,320,020)	\$ 1,979,718

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

NEW OROPERU RESOURCES INC.
Condensed Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
For the three months ended March 31, 2021 and 2020

	2021	2020
Operating Activities		
Net loss	\$ (254,817)	\$ (93,481)
Items not involving cash:		
Share-based payments (Note 5c)	115,761	-
Changes in non-cash working capital:		
Receivables	(16,370)	8,626
Prepaid expenses	6,250	3,125
Due to related parties (Note 6)	17,843	(8,285)
Trade payables and accrued liabilities	(52,104)	7,592
Cash Used in Operating Activities	(183,437)	(82,423)
Investing Activities		
Exploration and evaluation property expenditures (Note 4a)	(166,666)	-
Cash Used in Investing Activities	(166,666)	-
Decrease in Cash and Cash Equivalents	(350,103)	(82,423)
Cash and Cash Equivalents, Beginning of Year	1,820,538	487,128
Cash and Cash Equivalents, End of Period	\$ 1,470,435	\$ 404,705
Composed of:		
Cash	\$ 312,546	\$ 404,705
Cash Equivalents	1,157,889	-
	1,470,435	\$ 404,705
Supplemental Cash Flow Information		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
Accounts payable related to exploration and evaluation property	\$ 29,815	\$ -

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

NEW OROPERU RESOURCES INC.
Notes to Condensed Consolidated Financial Statements
(Expressed in Canadian dollars)
For the three months ended March 31, 2021 and 2020

1. NATURE OF OPERATIONS

New Oroperu Resources Inc. (the “Company”) was incorporated under the laws of British Columbia on October 12, 1994. The Company is in the business of acquiring and exploring mineral properties in Peru and Canada, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The Company is listed on the TSX Venture Exchange under the symbol ‘ORO.V’ and is a reporting issuer in Ontario, Alberta and British Columbia.

The head office and principal address of the Company is situated at Suite 320 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is not generating any operating revenue, has never paid any dividends, and is uncertain if it will pay dividends or generate earnings from operations in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain the necessary financing to continue operations, determine the existence and successful exploitation of economically recoverable reserves in its exploration and evaluation properties, confirmation of the Company’s interests in the underlying properties and the attainment of profitable operations, or the realization of proceeds from their sale.

The Company is dependent on raising funds through the issuance of shares and/or obtaining debt financing. Management believes that additional financing is available and may be sourced in time to allow the Company to continue its current planned activities in the normal course. There can, however, be no assurance the Company will be able to raise funds in the future on acceptable terms. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated financial statements should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS issued by the IASB.

These condensed interim financial statements have been prepared on a historical cost basis. In addition, these condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the December 31, 2020 annual financial report.

b) Approval of consolidated financial statements

These condensed consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 22, 2021.

NEW OROPERU RESOURCES INC.
Notes to Condensed Consolidated Financial Statements
(Expressed in Canadian dollars)
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3. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss (“FVTPL”), which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

b) Basis of consolidation

The consolidated financial statements include the accounts of the Company and entities over which it has control. Details of controlled entities are as follows:

		Percentage owned	
		March 31 2021	December 31 2020
S.A. Mining Ventures Ltd.	Canada (BC)	100%	100%
Angelica Mining Inc.	Canada (BC)	100%	100%
T.C. Mining Inc.	Canada (BC)	100%	100%
687211 B.C. Ltd.	Canada (BC)	100%	100%
Aurifera Tres Cruces S.A.	Peru	100%	100%
Minera Angelica S.A.C.	Peru	100%	100%

All intercompany balances and transactions are eliminated on consolidation.

c) Functional and presentation currency

The functional and presentation currency of the Company and its subsidiaries is the Canadian dollar.

d) Judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

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Critical accounting estimates

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

Share-based payments

The fair value of share-based payments are subject to the limitations of the Black-Scholes option pricing model, which incorporates market data and involves the input of highly subjective assumptions, including the volatility of share prices, and changes in subjective input assumptions which can materially affect the fair value estimate.

Critical accounting judgments

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

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiaries. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property, the future plans with respect to finding commercial reserves, and indicators of impairment. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

e) Cash equivalents

Cash equivalents include deposits, such as cashable guaranteed investment certificates ("GICs") that are convertible into a known amount of cash within 90 days or less. As at March 31, 2021, the Company had a cashable GIC of \$1,150,000 and accrued interest of \$7,889 (2020 - \$Nil), readily convertible into cash, maturing on May 18, 2021, with an annual interest rate of 1.15%

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4. EXPLORATION AND EVALUATION PROPERTIES

	Tres Cruces (Peru) (Note 4a)	Ontario Property (Note 4b)	Total
Balance, December 31, 2019	\$ -	\$ 1	\$ 1
Administrative and legal costs	28,304	-	28,304
Project geology and technical	389,820	-	389,820
Option payment received	(244,720)	-	(244,720)
Proceeds of option payments in excess of capital costs	192,465	-	192,465
Balance, December 31, 2020	\$ 365,869	\$ 1	\$ 365,870
Administrative and legal costs	10,863	-	10,863
Project geology and technical	125,988	-	125,988
Balance, March 31, 2021	\$ 502,720	\$ 1	\$ 502,721

a) Tres Cruces Project, Peru

The Tres Cruces property is 100% owned by the Company's subsidiary in Peru, Aurifera Tres Cruces, S.A. ("Aurifera").

In January 2021, the Company announced that the right of Minera Barrick Misquichilca S.A. ("Barrick") to acquire an interest in Aurifera based on a September 2003 option agreement, expired unexercised on December 31, 2020, and accordingly, Barrick had no further rights, interests or claims whatsoever in respect of Aurifera or the Tres Cruces property. The Company notified Barrick accordingly and requested certain assurances arising as a result of the expiry of Barrick's right. Barrick has informed the Company that it believes that the Company has misstated Barrick's right. The Company has considered its position and stands by its conclusion that Barrick's right has expired. As of the date of the report the Company has not received any further communications from Barrick relating to their comment noted above.

History of Barrick Option Agreement regarding Tres Cruces Property

In September 2003, the Company entered into an option agreement for Barrick to acquire up to a 70% interest in Aurifera subject to:

- (i) Barrick incurring US\$1,700,000 in exploration expenditures by December 31, 2005 (incurred);
- (ii) Barrick making payment to the Company of: US\$400,000 on execution of the option agreement (paid); US\$200,000 per year until completion of the US\$1,700,000 in exploration expenditures (paid); followed by annual payments of US\$250,000 per year until a production decision was made; and
- (iii) Barrick making a production decision and paying the Company a US\$1,000,000 advance royalty on or before December 31, 2020 (production decision was not made, and US\$1,000,000 was not received).

Accounting Treatment of 2020 Tres Cruces Project Expenditures and Payments Received

The Company received \$244,720 (US\$175,000) from Barrick in May 2020 (2019 - \$235,531 (US\$175,000)), which covered its year-to-date costs in the Tres Cruces project and resulted in proceeds of option payments in excess of capital costs of \$192,465 up to that date. Subsequent to receipt of the option payment, in the year ended December 31, 2020, the Company incurred \$28,304 on legal and administrative costs and \$389,820 on geological and technical costs. In the three months ended March 31, 2021, the Company incurred \$10,863 on legal and administrative costs and \$125,988 on geological and technical costs.

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b) Other exploration and evaluation properties

The Company continues to maintain a 100% interest in one mineral property located in Ontario, Canada, which is carried at a nominal value of \$1.

5. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued

As at March 31, 2021 the Company had 27,887,962 shares issued and outstanding (December 31, 2020 - 27,887,962 shares).

During the year ended December 31, 2020, the Company received \$423,667 from the exercise of 2,118,334 warrants at \$0.20 and \$31,875 from the exercise of 37,500 warrants at \$0.85. In connection to that exercise, \$105,917 was reclassified from reserves - warrants to share capital. In the year ended December 31, 2020, the Company also received \$187,000 from the exercise of 1,100,000 stock options at \$0.17. In connection to this exercise, \$67,833 was reclassified from reserves - option to share capital.

In May 2020, the Company completed a non-brokered private placement, consisting of 1,857,143 units at a price of \$0.70 per unit for aggregate proceeds of \$1,300,000. Each unit consisted of one common share of the Company and one-half of one transferable share purchase warrant of the Company. Each whole share purchase warrant is exercisable to acquire one common share at an exercise price of \$0.85 for a period of three years from the date of closing of the private placement (Note 5d). The Company recorded share issue costs of \$14,985 in connection with this private placement.

c) Stock options

The Company has a stock option plan that authorizes the Board of Directors to grant options for the purchase of up to 20% of the issued and outstanding shares. Options granted under the plan vest according to the terms and conditions established by the compensation committee of the Company, subject also to regulatory vesting requirements where applicable in the case of investor relations options. All of the Company's currently outstanding options were issued with vesting periods ranging from zero to twelve months from the date of grant.

Stock options to purchase common shares have been granted to directors, employees and consultants at exercise prices determined by reference to the market value on the date of grant.

A summary of the status of the Company's stock options outstanding as at March 31, 2021 and December 31, 2020 and changes during the periods are as follows:

	March 31, 2021		December 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	3,400,000	\$ 0.85	3,600,000	\$ 0.36
Granted during the period	-	-	900,000	1.94
Exercised during the period	-	-	(1,100,000)	0.17
Outstanding, end of period	3,400,000	\$ 0.85	3,400,000	\$ 0.85
Options exercisable	3,400,000	\$ 0.85	2,950,000	\$ 0.68

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Stock options outstanding and exercisable as at March 31, 2021 are as follows:

Number of Options		Exercise Price	Expiry Date	Contractual Life of Options Remaining in Years
Outstanding	Exercisable			
2,500,000	2,500,000	\$ 0.45	December 4, 2022	1.67
400,000	400,000	\$1.25	May 4, 2023	2.09
500,000	500,000	\$2.50	September 4, 2025	4.43
3,400,000	3,400,000			

Stock options outstanding and exercisable as at December 31, 2020 are as follows:

Number of Options		Exercise Price	Expiry Date	Contractual Life of Options Remaining in Years
Outstanding	Exercisable			
2,500,000	2,500,000	\$ 0.45	December 4, 2022	1.93
400,000	200,000	\$1.25	May 4, 2023	2.34
500,000	250,000	\$2.50	September 4, 2025	4.68
3,400,000	2,950,000			

In the three months ended March 31, 2021, share-based payment expense of \$115,761 was recognized in connection with the vesting of options that were granted in May and September 2020.

The total fair value of options issued during the year ended December 31, 2020 was \$1,194,453 of which \$1,074,318 was recorded as a share-based payment expense in the consolidated statements of loss and comprehensive loss, with a corresponding increase in reserves.

In the year ended December 31, 2020, share-based payment expense of \$309,276 was recognized in connection with the issuance of 400,000 options that were granted in May 2020. These options vested 50% on July 4, 2020 and 50% on February 4, 2021. Additionally, share-based payment expense of \$765,042 was recognized in connection with the issuance of 500,000 options that were granted in September 2020. These options vested 50% on September 4, 2020 and 50% on February 4, 2021.

The fair value of the options issued in 2020 was estimated as at the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions and resulting fair value:

	September 2020	May 2020
Risk-free interest rate	0.35%	0.39%
Expected life of the options	5 years	3 years
Annualized volatility	90.5%	110%
Dividend rate	0.00%	0.00%
Grant date common share fair value	\$2.50	\$1.25

The risk-free rate of periods within the expected life of the stock option is based on the Canadian government bond rate. The dividend rate assumption is based on historical results, which is estimated to be nil, and the annualized volatility is based on the Company's historical share prices.

NEW OROPERU RESOURCES INC.
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d) Warrants

In May 2020, the Company issued 928,572 transferable share purchase warrants in connection with a private placement financing of the same date (Note 5b). Each warrant is exercisable to acquire one common share at an exercise price of \$0.85 for a period of three years from the date of issue. The Company allocated a value of \$Nil to warrants reserve, using the residual method.

A summary of the changes of the Company's warrants outstanding as at March 31, 2021 and December 31, 2020 is as follows:

	March 31, 2021	December 31, 2020
	Number of Warrants	Number of Warrants
Outstanding, beginning of year	2,741,072	3,968,334
Exercised during the period	-	(2,155,834)
Issued during the period	-	928,572
Outstanding, end of period	2,741,072	2,741,072

The total warrants outstanding and exercisable as at March 31, 2021 and at December 31, 2020 are as follows:

Number of Warrants	Exercise Price	Expiry Date	Contractual Life of Warrants Remaining in Years
1,850,000	\$0.50	August 8, 2022	1.35
891,072	\$0.85	May 7, 2023	2.10
2,741,072			

6. RELATED PARTY TRANSACTIONS

The following table represents the details of related party transactions paid or accrued for the three months ended March 31, 2021 and 2020:

<i>For the three months ended March 31</i>	2021	2020
Management and consulting fees	93,650	49,606
Directors fees	13,500	9,000
Share-based payments (Note 5c)	115,761	-
	\$ 222,911	\$ 58,606

The officers of the Company provided \$39,850 (2020 - \$31,868) in technical consulting services and \$53,800 (2020 - \$17,738) in general and administrative services to the Company through their consulting services corporations.

The Company paid \$43,650 (2020 - \$36,106) to NS Star Enterprises Ltd., a company controlled by the president, for technical, management and administration services during the three months ended March 31, 2021. The Company paid Morfopoulos Consulting Associates Ltd., a company 50% owned by the CFO, \$18,000 (2020 - \$13,500) for accounting, management and administration services during the three months ended March 31, 2021.

The Company paid \$30,000 (2020 - \$Nil) to 2725487 Ontario Limited, a company controlled by the Vice-President Corporate Development for consulting services during the three months ended March 31, 2021.

The Company paid \$2,000 (2020 - \$Nil) to director Maynard Brown for consulting services during the three months ended March 31, 2021.

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The Company's non-executive directors receive fees for their services as directors. In the three months ended March 31, 2021, the Company paid director fees totaling \$13,500 (2020 - \$9,000).

As at March 31, 2021 \$17,843 (December 31, 2020 - \$Nil) was due to related parties. These amounts are non-interest bearing and due on demand.

In April 2019, the Company entered into agreements with its directors and officers that would result in compensation to be paid to the individual upon meeting certain conditions relating to a change of control of the Company. The aggregate amount of compensation that would be paid to all of the directors and officers upon a change of control is \$1,150,000. During the three months ended March 31, 2021, there was no substantial change of control that occurred to warrant such payment to the directors and officers of the Company.

7. MANAGEMENT OF CAPITAL

The Company's equity is considered to be capital under management. There has been no change in the nature of the Company's capital structure during the three months ended March 31, 2021. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of mineral properties and to maintain a flexible capital structure at an acceptable risk.

The Board of Directors manages the capital structure and makes adjustments to its plan, based on economic and market conditions and the risk characteristics of the Company's underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt and may acquire or dispose of assets.

In order to facilitate the management of capital, the Company prepares expenditure budgets that are updated as necessary depending on factors determined by the Board of Directors.

The Company is not subject to any external capital restrictions.

8. FINANCIAL INSTRUMENTS

As at March 31, 2021 and 2020, the Company's financial instruments are comprised of cash and cash equivalents, trade payables and accrued liabilities and due to related parties. The carrying amount reported in the consolidated statements of financial position for these financial instruments approximate fair value due to the short-term maturities of these financial instruments.

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

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company is exposed to concentration of credit risk with respect to its cash and cash equivalents; however, the risk is minimized as cash and cash equivalents are placed with major Canadian financial institutions.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to plan that it will have sufficient assets and cash flows to meet liabilities when due. As at March 31, 2021, the Company has working capital of \$1,476,997 (December 31, 2020 - \$1,752,904). As at March 31, 2021, the Company has account payable and amounts due to related parties totaling \$61,292 (December 31, 2020 - \$125,368) which are due within the next twelve months.

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c) Market risk

Market risk is the risk that the fair value of future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates and equity prices. Management closely monitors individual interest rates and foreign currency movements to determine the appropriate course of action to be taken by the Company.

d) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to material interest rate risk.

e) Foreign currency risk

The Company has certain assets and liabilities denominated in US dollars that expose it to currency risk, as follows:

	March 31 2021	December 31 2020
Cash	\$ 230,308	\$ 323,909
Net foreign exposure to US dollars	\$ 230,308	\$ 323,909

The Company does not utilize derivatives or other techniques to manage foreign currency risk.

Based on the above net foreign currency exposure as at March 31, 2021 and assuming all other variables remain constant, a 15% (December 31, 2020 - 15%) strengthening or weakening of the US dollar against the Canadian dollar would result in a \$35,000 (December 31, 2020 - \$49,000) increase/decrease of foreign exchange gain or loss in the Company's consolidated statements of loss and comprehensive loss.

f) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant other price risk.

9. SEGMENTED DISCLOSURE

The Company has one operating segment, mineral exploration and development. The Company's non-current assets are located in Peru and in the province of Ontario, Canada as illustrated below.

	March 31 2021	December 31 2020
Canada	\$ 1	\$ 1
Peru	502,720	365,869
Total	\$ 502,721	\$ 365,870

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

General

The information in this Management's Discussion and Analysis, or MD&A, is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of New Oroperu Resources Inc. (the "Company" or "New Oroperu"). This MD&A should be read in conjunction with the unaudited condensed interim financial statements of the Company, including the notes thereto, for the three months ended March 31, 2021 and 2020 and the audited financial statements of the Company for the years ended December 31, 2020 and 2019, and MD&A of such financial statements, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at www.sedar.com. The Company's audited financial statements for the years ended December 31, 2020 and 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including May 21, 2021. All monetary units herein are expressed in Canadian dollars unless otherwise noted.

New Oroperu is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Peru. The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange under the symbol ORO.

The head office and principal business address of the Company is Suite 320 – 800 West Pender St., Vancouver, BC, V6C 2V6.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

Company Overview and Highlights

Updated Estimates of Gold Resources at Tres Cruces

In March 2021 the Company filed an independent technical report (the "Report") prepared in accordance with National Instrument 43-101 ("NI 43-101") on the Tres Cruces Gold Project ("Tres Cruces") in Peru.

The Report has an effective date of March 16, 2021 and is titled "NI 43-101 Technical Report & Resource Update for the Tres Cruces Project, North Central Peru." The Report was prepared for New Oroperu by the following independent geological consultants: Jeffrey Rowe, James Gray and Ruperto Castro Ocampo.

On February 1, 2021, the Company announced receipt of a pit constrained 2.474-million-ounce gold resource estimate in the Indicated category at Tres Cruces. Within the upper part of the proposed ultimate pit are 630,000 ounces of heap leachable gold resources comprised of 425,000 ounces of oxide Au mineralization and 205,000 ounces of leachable sulfide Au mineralization. Tres Cruces is 100% owned by New Oroperu, subject to a 1.5% Net Smelter Return.

Expiry of Barrick Option

In January 2021, the Company announced that the right of Minera Barrick Misquichilca S.A. ("Barrick") to acquire an interest in Aurifera based on a September 2003 option agreement, expired unexercised on December 31, 2020, and accordingly, Barrick had no further rights, interests or claims whatsoever in respect of Aurifera or the Tres Cruces property. The Company notified Barrick accordingly and requested certain assurances arising as a result of the expiry of Barrick's right. Barrick has informed the Company that it believes that the Company has misstated Barrick's right. The Company has considered its position and stands by its conclusion that Barrick's right has expired. As of the date of the report the Company has not received any further communications from Barrick relating to their comment noted above.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Tres Cruces Gold Project

Estimated Tres Cruces Gold Project Resources

- **Leachable Resources:**
 - 425,000 ounces of gold in oxide material at 1.37 g/t in the Indicated category, contained in 9.64 M tonnes, using a 0.3 g/t Au cut-off (Table 1).
 - 205,000 ounces of gold in leachable sulfide material at 1.12 g/t in the Indicated category, contained in 5.71 M tonnes, using a 0.3 g/t Au cut-off (Table 1).
 - Total leachable resources: 630,000 ounces of gold in the Indicated category contained in 15.34 M tonnes grading 1.28 g/t.
- **Total Mineral Resource:**
 - 2.474 million ounces of gold at 1.65 g/t in the Indicated category, contained in 46.5 M tonnes of oxide and sulfide material (Table 1).
 - 104,000 ounces of gold at 1.26 g/t in the Inferred category, contained in 2.56 M tonnes of oxide and sulfide material.
 - All estimated resources are 100% pit constrained.
- Currently defined oxide mineralization demonstrates the potential for an economic standalone heap leach operation, with expansion allowing extraction of leachable sulfides.
- Potential to increase the size and confidence of the resource through additional drilling, particularly in areas where holes ended in mineralization and in areas immediately adjacent to or below the pit outline, including targeting deeper parts of the mineralized system.
- Potential for additional resources provided from recoverable silver which is expected to enhance project economics.

Table 1: Categories of Estimated Resources and Cut-off Grades

Resource Classification	Oxide (0.3 g/t Au Cut-off)			Leachable Sulfide (0.3 g/t Au Cut-off)			Sulfide (0.9 g/t Au Cut-off)			Total		
	Tonnes (1,000s)	Au g/t	Oz Au (1,000s)	Tonnes (1,000s)	Au g/t	Oz Au (1,000s)	Tonnes (1,000s)	Au g/t	Oz Au (1,000s)	Tonnes (1,000s)	Au g/t	Oz Au (1,000s)
Indicated	9,636	1.37	425	5,707	1.12	205	31,132	1.84	1,844	46,475	1.65	2,474
Inferred	487	0.75	12	361	0.60	7	1,713	1.55	85	2,561	1.26	104

Note: CIM definitions were followed for Mineral Resources. Totals may not agree due to rounding.

A range of cut-off grades are shown in Table 2 to quantify sensitivity. The 2021 Tres Cruces Mineral Resource is highlighted.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended March 31, 2021
(Expressed in Canadian dollars)

Table 2: Sensitivity Table of Estimated Resources and Cut-off Grades

Oxide & Leachable Sulfide Resources					Sulfide Resources				
Cut-off (g/t Au)	Resource Classification	Tonnes (1,000s)	Au (g/t)	oz Au (1,000s)	Cut-off (g/t Au)	Resource Classification	Tonnes (1,000s)	Au (g/t)	oz Au (1,000s)
0.2	Indicated	15,738	1.25	633	0.7	Indicated	43,692	1.56	2,139
	Inferred	939	.64	19		Inferred	2,185	1.38	97
0.3	Indicated	15,343	1.28	630	0.8	Indicated	36,292	1.70	1,985
	Inferred	848	.69	19		Inferred	1,962	1.46	92
0.4	Indicated	14,729	1.31	622	0.9	Indicated	31,132	1.84	1,844
	Inferred	659	.78	17		Inferred	1,713	1.55	85
0.5	Indicated	13,562	1.39	605	1.0	Indicated	26,844	1.99	1,714
	Inferred	502	.89	14		Inferred	1,476	1.64	78

Discussion of Tres Cruces Gold Resources

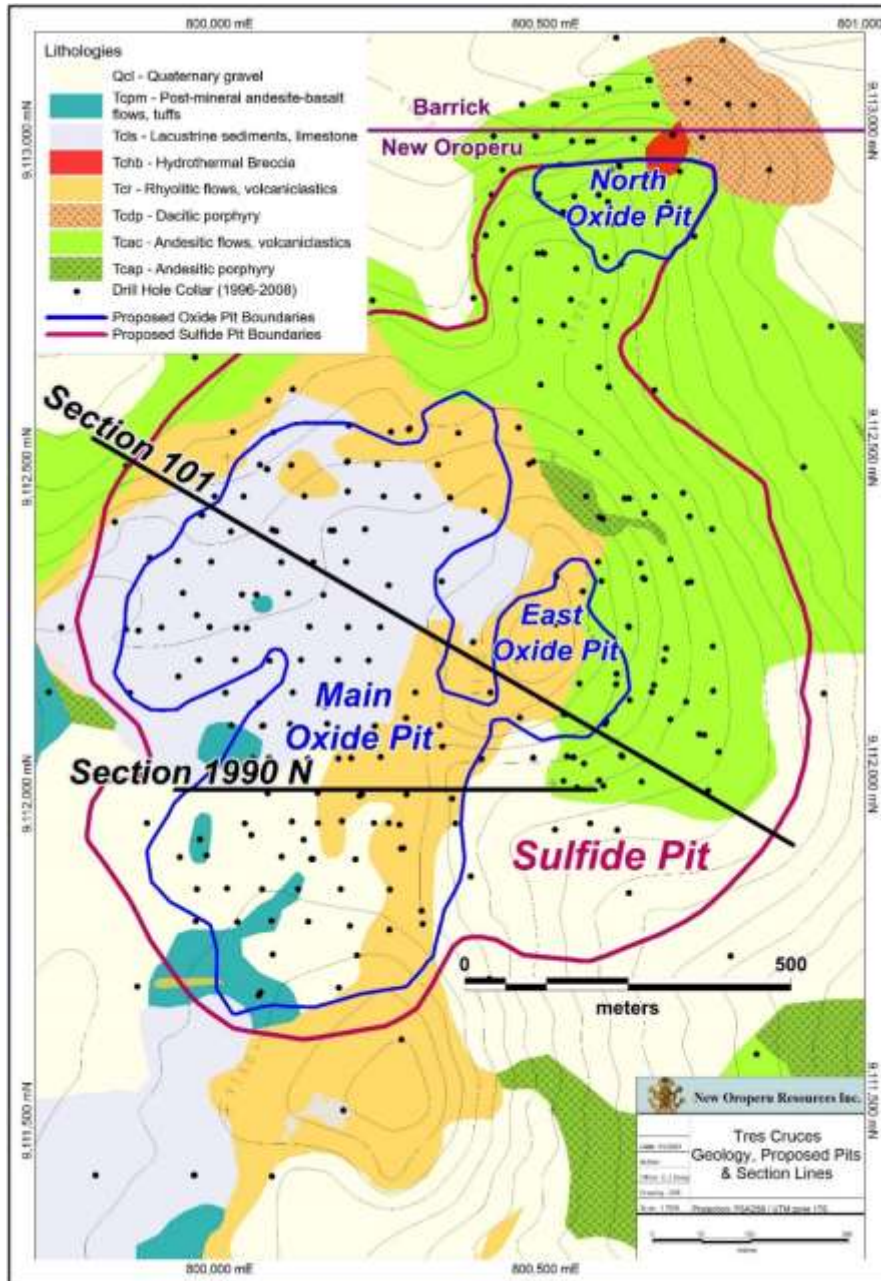
There is a simple layering of the estimated resources with the 630,000 oz Au of leachable material blanketing the underlying 1.84 million oz Au sulfide resource. Figure 1 identifies the geology, drill hole locations and proposed pit outlines. The leachable resources, outlined as oxide pits, are contained within the sulfide pit outline.

Oxide mineralization is present in varying thicknesses in most of the drill holes, lying above areas of sulfide mineralization. Figures 2 and 3, below, demonstrate some of the thicker oxide and sulfide intervals. Figure 2 demonstrates the proposed oxide pit (blue line) that could extract gold bearing oxide mineralization and the immediately underlying leachable sulfides. The main sulfide resource sits immediately below the heap leachable mineralization, as illustrated on Figure 3, which shows the sulfide pit profile.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended March 31, 2021
(Expressed in Canadian dollars)

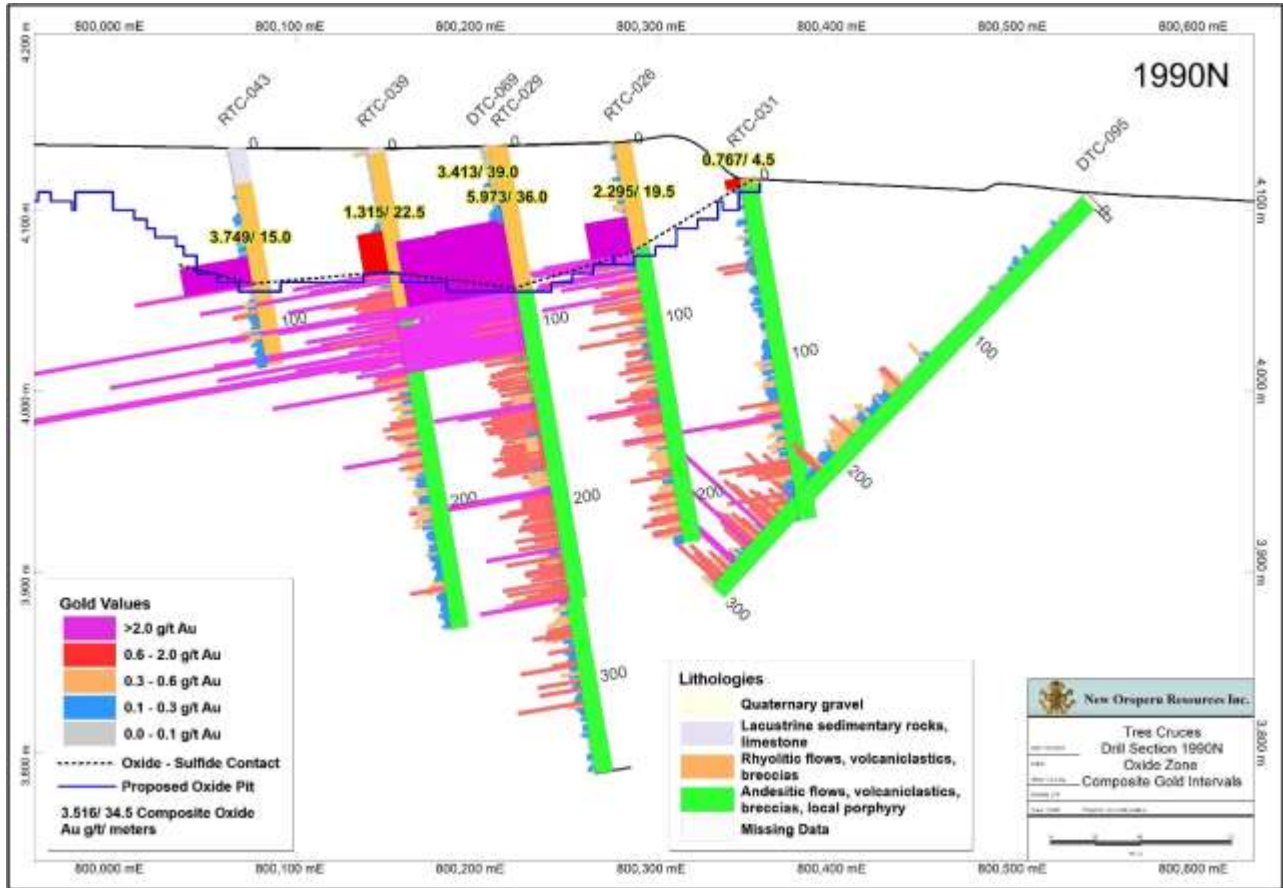
Figure 1. Geology, Drill Hole Locations & Proposed Pits with Mineral Zone Names



NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended March 31, 2021
(Expressed in Canadian dollars)

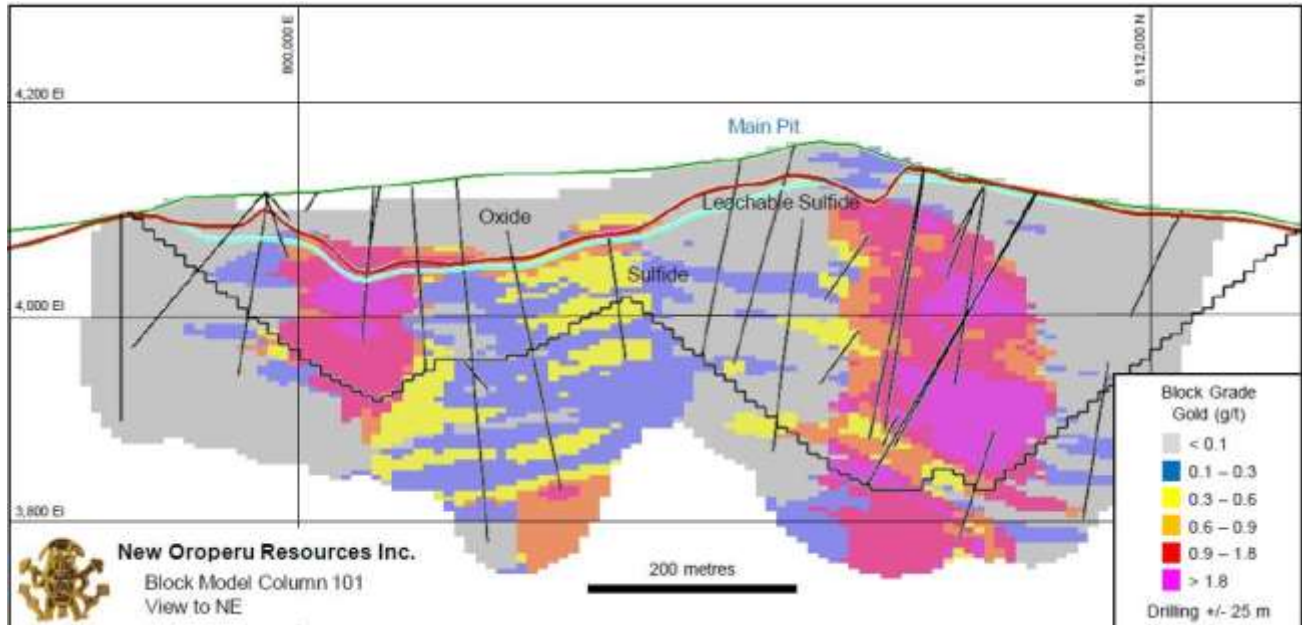
Figure 2. Main Oxide Pit Geology and Gold Graphs Section 1990N, Viewed Looking North



NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Figure 3. Sulfide Pit Block Grade Gold Section 101, Viewed Looking Northeast



In summary, the Tres Cruces heap leachable oxide mineralization, and the immediately underlying leachable sulfides would provide the foundation to develop the deposit as an initial heap leach operation, which could then transition to the development of the sulfides. The tabular geometry of the oxide mineralization, when extracted, would then expose some of the higher-grade areas of sulfide mineralization. Many of the drill holes on which the sulphide resource was estimated bottomed in mineralization, indicating that the deposit is open for potential expansion below the current pit limits. In addition, there is potential for mineralization in a deep feeder zone.

A baseline recovery of about 82%, or better, of the contained gold has been established for heap leaching of oxide mineralization, and 65% for heap leaching of low sulfide mineralization. Testing has indicated that greater than 88% recoveries are possible for sulfide components of the mineralization using flotation followed by pressure oxidation and carbon in leach ("CIL").

The full technical report, which was prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects, is publicly available on the Company's website and on SEDAR (www.sedar.com) under the Company's issuer profile.

About 10 km to the north of the Tres Cruces project, Barrick has invested an estimated \$340 million in the development of its Lagunas Norte deposit, where production started in June 2005. Since then, the Lagunas Norte project has reported over 10 million ounces of gold recovered from its heap leach operation up to 2019, when the project was put on "care and maintenance". Barrick has evaluated treatment of its additional resources by a combination of CIL processing of stockpiled oxidized carbonaceous material and its sulfide resources by flotation-pressure oxidation-CIL.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Other Mineral Properties

The Company owns a 100% interest in one mineral property located in Ontario, Canada and it continues to maintain its rights on the property. No field work was conducted on the property in the past twelve months.

Change to Board of Directors

Subsequent to the end of the quarter, Mr. Jonathan Rubenstein resigned from the board of directors in April 2021.

Results of Operations

The Company's net loss for the three months ended March 31, 2021 was \$254,817 (2020 - \$93,481). In the year ended December 31, 2020, In the three months ended March 31, 2021, the Company incurred \$136,851 in costs related to the Tres Cruces Project, which were capitalized in exploration and evaluation properties.

The Company had net cash operating expenses of \$140,697 for the three months ended March 31, 2021 (excluding \$115,761 of non-cash share-based payments expense), compared to cash operating costs of \$95,827 for the same period in the previous year. The increase in operating costs was primarily due to increases in shareholder communications and conference expenses.

Selected Quarterly Information

Results for the eight most recent quarters ending with the last quarter ended March 31, 2021:

For the quarterly periods ending	March 31 2021	December 31 2020	September 30 2020	June 30 2020
Loss for the quarter	\$ (254,817)	\$ (446,387)	\$ (746,244)	\$ (84,083)
Basic loss per share	(\$0.01)	(\$0.02)	(\$0.03)	(\$0.01)
For the quarterly periods ending	March 31 2020	December 31 2019	September 30 2019	June 30 2019
Loss for the quarter	\$ (92,964)	\$ (79,875)	\$ (76,962)	\$ 155,091
Basic loss per share	(\$0.00)	(\$0.00)	(\$0.00)	\$0.01

Quarterly Results - General Trend

The Company expects that the level of general quarterly operating expenses will continue to increase, now that the Company has taken over the management and operation of the Tres Cruces project.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Financial Condition, Liquidity and Capital Resources

In the three months ended March 31, 2021, New Oroperu's cash position decreased by \$350,103 and the Company did not have any cash inflows, other than a sales tax refund.

As at March 31, 2021, the Company's cash position was \$1,470,435 (December 31, 2020 – \$1,820,538) and its working capital was \$1,752,904 (December 31, 2020 – \$1,752,904).

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing, and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties. Management believes that additional financing may be available and may be sourced when needed to allow the Company to continue its planned activities in the normal course. There can, however, be no assurance the Company will be able to raise additional funds in the near future.

The Company is not in commercial production on any of its mineral properties and accordingly, it does not generate cash from operations.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Proposed Transactions

There are no proposed transactions.

Outstanding Share Data

There were 27,887,962 shares of the Company outstanding at March 31, 2021 and as of the date of this report.

Stock Options

The Company did not issue any stock options in the period ended March 31, 2021.

The following stock options are outstanding as at March 31, 2021 and as of the date of this report:

No. of Options	Exercise Price	Expiry Date
2,500,000	\$0.45	December 4, 2022
400,000	\$1.25	May 4, 2023
500,000	\$2.50	September 4, 2025
3,400,000		

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Warrants

In May 2020, the Company issued 928,572 warrants with an exercise price of \$0.85, with an expiry date of May 7, 2023.

The following warrants are outstanding as at March 31, 2021 and as of the date of this report:

No. of Warrants	Exercise Price	Expiry Date
1,850,000	\$0.50	August 8, 2022
891,072	\$0.85	May 7, 2023
2,741,072		

Related Party Transactions

The following table represents the details of related party transactions paid or accrued for the three months ended March 31, 2021 and 2020:

<i>For the three months ended March 31</i>	2021	2020
Management and consulting fees	93,650	49,606
Directors fees	13,500	9,000
Share-based payments	115,761	-
	\$ 222,911	\$ 58,606

The officers of the Company provided \$39,850 (2020 - \$31,868) in technical consulting services and \$53,800 (2020 - \$17,738) in general and administrative services to the Company through their consulting services corporations.

The Company paid \$43,650 (2020 - \$36,106) to NS Star Enterprises Ltd., a company controlled by the president, for technical, management and administration services during the three months ended March 31, 2021. The Company paid Morfopoulos Consulting Associates Ltd., a company 50% owned by the CFO, \$18,000 (2020 - \$13,500) for accounting, management and administration services during the three months ended March 31, 2021.

The Company paid \$30,000 (2020 - \$Nil) to 2725487 Ontario Limited, a company controlled by the Vice-President Corporate Development for consulting services during the three months ended March 31, 2021.

The Company paid \$2,000 (2020 - \$Nil) to director Maynard Brown for consulting services during the three months ended March 31, 2021.

The Company's non-executive directors receive fees for their services as directors. In the three months ended March 31, 2021, the Company paid director fees totaling \$13,500 (2020 - \$9,000).

As at March 31, 2021 \$17,843 (December 31, 2020 - \$Nil) was due to related parties. These amounts are non-interest bearing and due on demand.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

In April 2019, the Company entered into agreements with its directors and officers that would result in compensation to be paid to the individual upon meeting certain conditions relating to a change of control of the Company. The aggregate amount of compensation that would be paid to all of the directors and officers upon a change of control is \$1,150,000. During the three months ended March 31, 2021, there was no substantial change of control that occurred to warrant such payment to the directors and officers of the Company.

Management of Capital

The Company's equity is considered to be capital under management. There has been no change in the nature of the Company's capital structure during the three months ended March 31, 2021. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of mineral properties and to maintain a flexible capital structure at an acceptable risk.

The Board of Directors manages the capital structure and makes adjustments to its plan, based on economic and market conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt and may acquire or dispose of assets.

In order to facilitate the management of capital, the Company prepares expenditure budgets that are updated as necessary depending on factors determined by the Board of Directors.

The Company is not subject to any external capital restrictions.

The Company does not expect to pay out dividends in the foreseeable future. The Company's investment policy is to keep its cash on deposit in an interest bearing major Canadian chartered bank account.

Use of Judgments and Estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

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

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Share-based payments

The fair value of share-based payments are subject to the limitations of the Black-Scholes option pricing model, which incorporates market data and involves the input of highly subjective assumptions, including the volatility of share prices, and changes in subjective input assumptions which can materially affect the fair value estimate.

Critical accounting judgments

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

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiaries. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property, the future plans with respect to finding commercial reserves, and indicators of impairment. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets may become impaired in future periods.

Financial Instruments

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value less, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss. The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit and loss are carried in the consolidated statements of financial position at fair value with changes in fair value therein, recognized in profit or loss.

Financial assets measured at fair value through other comprehensive income ("FVOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method.

(ii) Derecognition

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual 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.

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

(iv) Fair value hierarchy

The Company categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of financial assets and financial liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Financial assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

The Company has classified its cash as FVTPL; and trade payables and accrued liabilities and due to related parties, as amortized cost.

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

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company is exposed to concentration of credit risk with respect to its cash; however, the risk is minimized as cash is placed with major Canadian financial institutions.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to plan that it will have sufficient assets and cash flows to meet liabilities when due. As at March 31, 2021, the Company has working capital of \$1,476,997 (December 31, 2020 - \$1,752,904). As at March 31, 2021, the Company has account payable and amounts due to related parties totaling \$61,292 (December 31, 2020 - \$125,368) which are due within the next twelve months.

c) Market Risk

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and equity prices. Management closely monitors individual interest rate and foreign currency movements to determine the appropriate course of action to be taken by the Company.

d) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to significant interest rate risk.

e) Foreign currency risk

The Company has certain assets and liabilities denominated in United States dollars that expose it to currency risk, as follows:

	March31 2021	December 31 2020
Cash	\$ 230,308	\$ 323,909
Net foreign exposure to US dollars	\$ 230,308	\$ 323,909

The Company does not utilize derivatives or other techniques to manage foreign currency risk.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Based on the above net foreign currency exposure as at March 31, 2021 and assuming all other variables remain constant, a 15% (December 31, 2020 - 15%) strengthening or weakening of the US dollar against the Canadian dollar would result in a \$35,000 (December 31, 2020 - \$49,000) increase/decrease of foreign exchange gain or loss in the Company's consolidated statements of loss and comprehensive loss.

f) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant price risk.

Risk Factors

Companies operating in the mining industry face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors most applicable to the Company.

Financial

The Company has not generated any revenue since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. As at March 31, 2021, the Company has incurred losses since inception and has an accumulated operating deficit of \$36,320,020. The continuation and long-term viability of the Company remains dependent upon its ability to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its resource properties, confirmation of the Company's interests in the underlying properties, and the attainment of profitable operations.

Industry

Exploring and developing mineral resource projects bears a high potential for a variety of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Metal Prices

The principal activity of the Company is the exploration and development of gold resource properties. The feasible development of such properties is highly dependent upon the price of gold. A sustained and substantial decline in commodity gold prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect gold commodity prices in order to assess the feasibility of its resource projects.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS For the three months ended March 31, 2021 (Expressed in Canadian dollars)

Political Risk

The resource properties on which the Company is pursuing its exploration and development activities are all located in Peru, South America. While the political climate is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its Peru operations on an as-needed basis. The Company does not presently maintain political risk insurance for its foreign exploration projects.

Environmental

Exploration and development projects are subject to the environmental laws and regulations of the country within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

Coronavirus global pandemic risk

In March 2020, the world Health organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant declines in the equity markets, and the movement of people and goods has become restricted.

As the Company does not have production activities, the ability to fund ongoing exploration is affected by the availability of financing. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding.

The impact of these factors on the Company is still not determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and going concern uncertainty.

FORWARD-LOOKING STATEMENTS

Some of the statements in this document constitute "forward looking statements". Where New Oroperu expresses an expectation or belief as to future events or results, management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and New Oroperu does not assume the obligation to update any forward-looking statement.

NEW OROPERU RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS **For the three months ended March 31, 2021** **(Expressed in Canadian dollars)**

This MD&A includes, but is not limited to, forward-looking statements regarding the Company's exploration properties in Peru, and the Company's ability to meet its working capital needs for the next year.

Approvals

Jeffrey D. Rowe, P. Geo., and a qualified person as defined by Canadian National Instrument 43-101, has reviewed the Tres Cruces property technical information contained in this MD&A.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional information about the Company may be found on the SEDAR website at www.sedar.com.