



**MADRE TIERRA**  
— M I N I N G —

# DISCLAIMER

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*Forward-looking information is based on the opinions and estimates of management as of the date such information is given and is based on various assumptions such as but not limited to continued political stability in the South American countries in which the Corporation operates, that permits required for the Corporation's operations will be obtained in a timely basis in order to permit the Corporation to proceed on schedule with its planned drilling programs, that skilled personnel and contractors will be available as the Corporation's operations continue to grow, that the price of gold will exceed levels that will render the project economical, or that the Corporation will be able to continue raising the necessary capital to finance its operations and realize on its mineral resource estimates. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations of ore grade or recovery rates; failure of plant and equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; political instability; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information 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 information.*

*\* For a breakdown of risk factors, please see our Regulation A+ Offering Prospectus at [Form 253G2 Madre Tierra Mining Ltd.](#)*



*In the 16th century, word spread of a native king so rich, he covered himself – and his entire kingdom – in gold. There was so much gold, he never had to worry about running out of one of the world’s most precious resources.*

*The chance at untold fortune attracted adventurers. Spanish, Portuguese, and German conquistadors traveled to modern day Colombia in search of what they called “the Golden Man,” – or, El Dorado.*

*Ultimately, none were successful in finding the glistening El Dorado. The land of gold and riches has remained a mystery for centuries. Until now...*

*At Madre Tierra, we have found a modern day El Dorado in the same lands that ancient explorers were searching for in vain hundreds of years ago.*

*You see, the explorers of old were in such a desperate search because they knew if they found El Dorado, they could sell the riches of the city anywhere in the world. After all, gold is the only pure form of money that has stood the test of time.*

**WHILE EMPIRES AND CIVILIZATIONS  
HAVE COME AND GONE, GOLD HAS  
REMAINED CONSTANT SINCE THE FIRST  
GOLD COIN WAS MINTED IN 550 BC.**





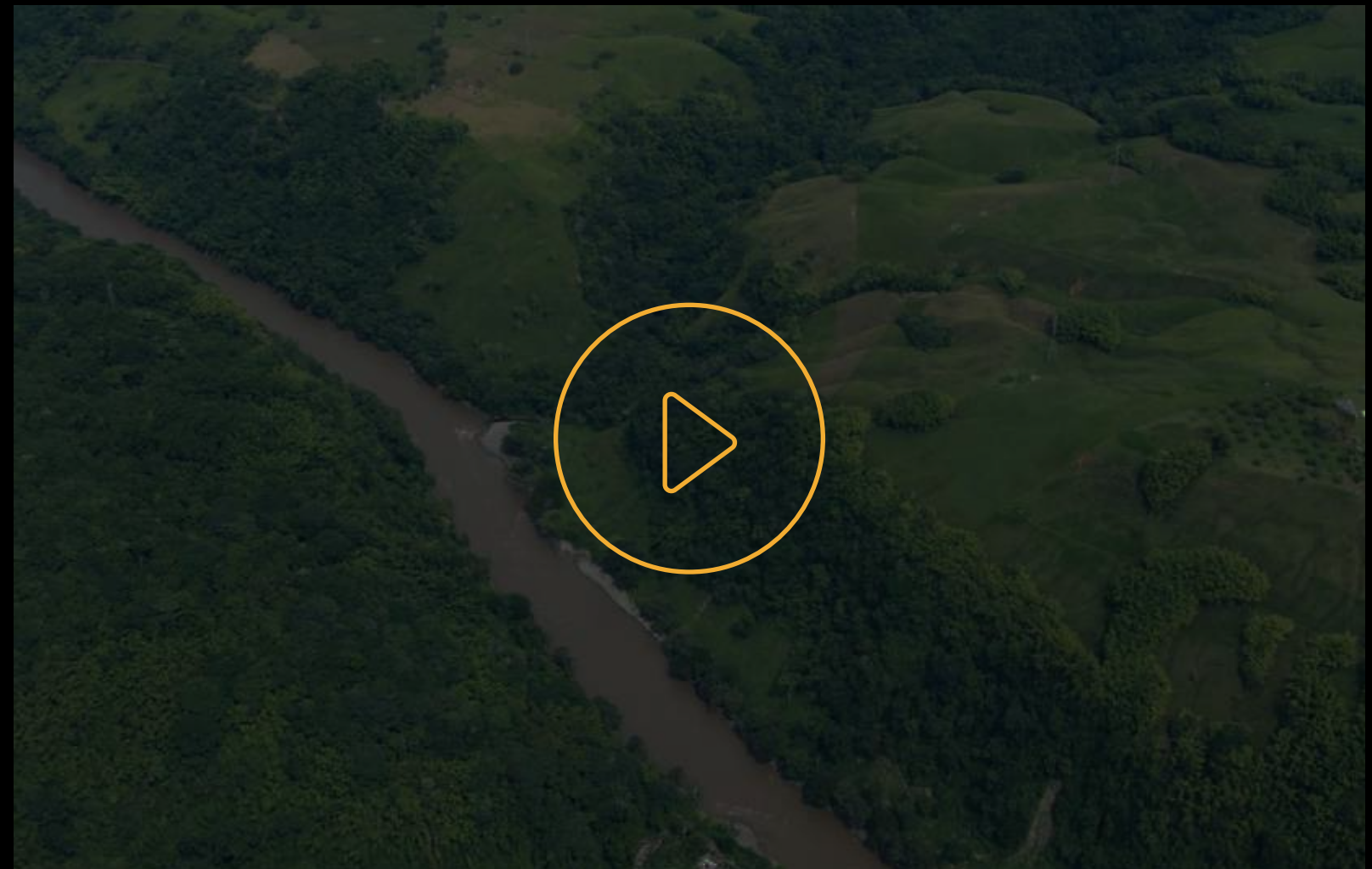
**INVEST  
NOW**



# THE NEW GOLD REVOLUTION

By Blending the  
Currency of the Past  
with the Currency of  
the Future Madre  
Tierra is taking a  
brand new approach  
to the Gold Mining  
Industry

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# THE NEW BUSINESS MODEL IN GOLD

**Thanks to a key license from the Agencia Nacional de Minería, Madre Tierra is able to buy the gold riches from the Colombian countryside at a discount to the gold spot price, and sell this gold to the international market at the market rate.**

By buying at a discount to the international gold price, we capture a spread that leads to profits for us and our shareholders on each batch of gold we buy and trade.

We're able to use this cashflow for two purposes:

- 1 Provide profits to our shareholders**
- 2 Develop our own gold mining project in Bolivar, Colombia**

Most mining companies are forced to tap expensive debt markets or raise cash that could dilute shareholders in a constant cycle that puts shareholders at risk.

But thanks to our gold trading license - 1 of only 24 issued by the Colombian government, we do not need to go down that dangerous path.

**Madre Tierra will use a portion of our trading profits to develop a promising gold deposit we call El Carnalita in Bolivar, Colombia - our own version of the "Golden City"**



# UNIQUE COLOMBIAN GOLD TRADING LICENSE

## ATTRIBUTES AND BENEFITS OF LICENSE



1 of only 24 in the country (with 16 operating)



Allows Madre Tierra to serve as a broker to artisanal miners and small-scale mines



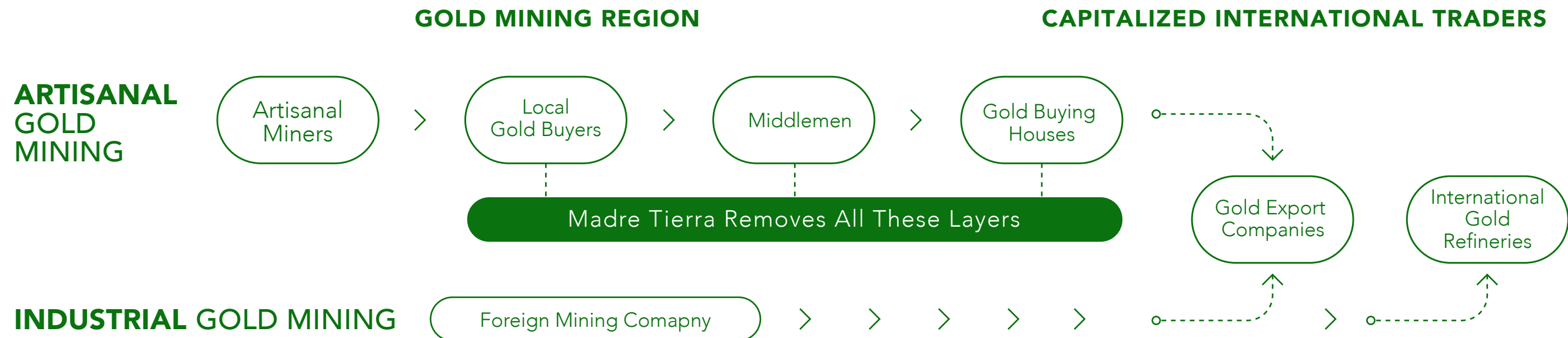
Generates immediate operational revenues and cash flow for the company; not having to solely rely on gold mining operations



Gross margins on gold purchases and sales range between 15-25%

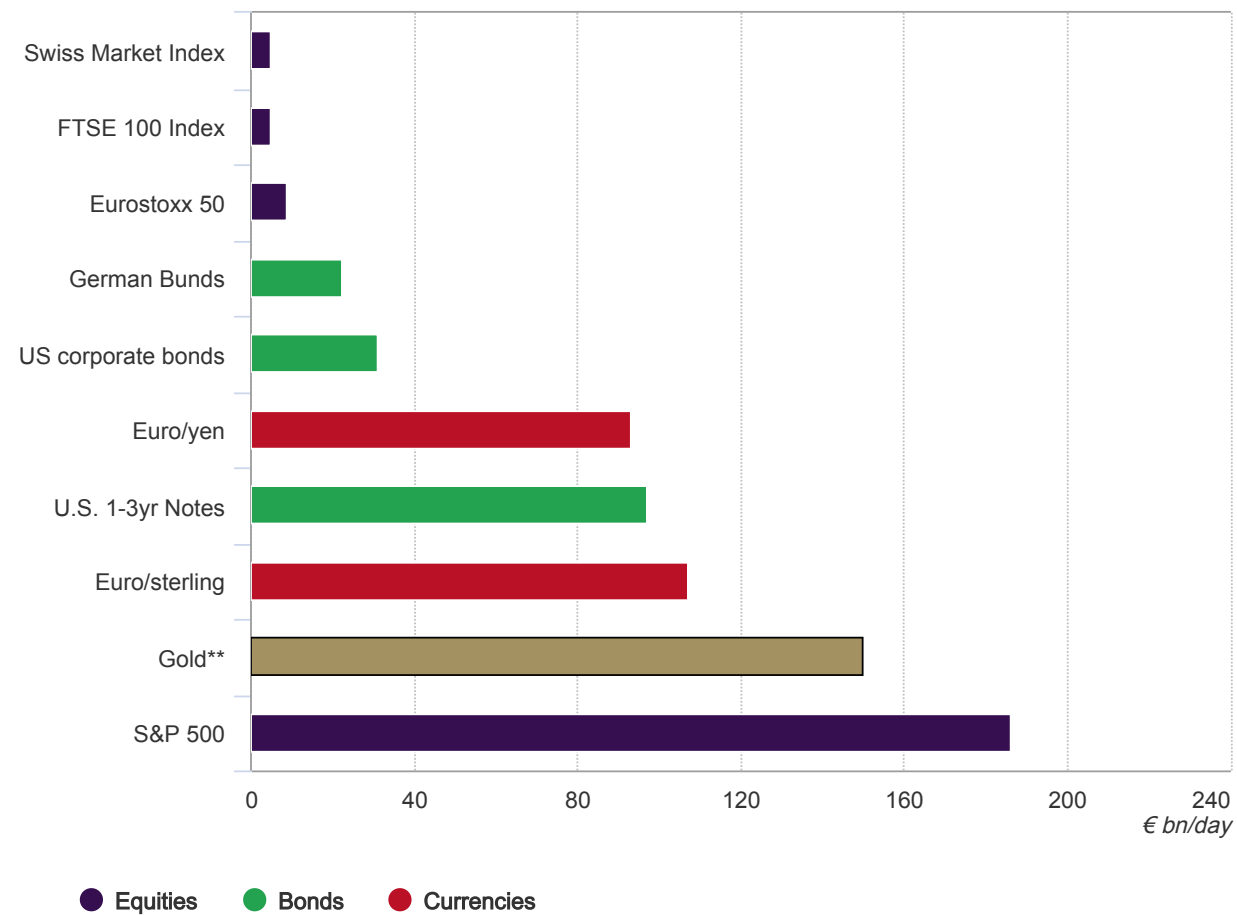


Builds significant trust and strong relationship amongst communities



# GLOBAL GOLD PERFORMANCE

TRADING VOLUMES OF VARIOUS MAJOR ASSETS **GOLDHUB**



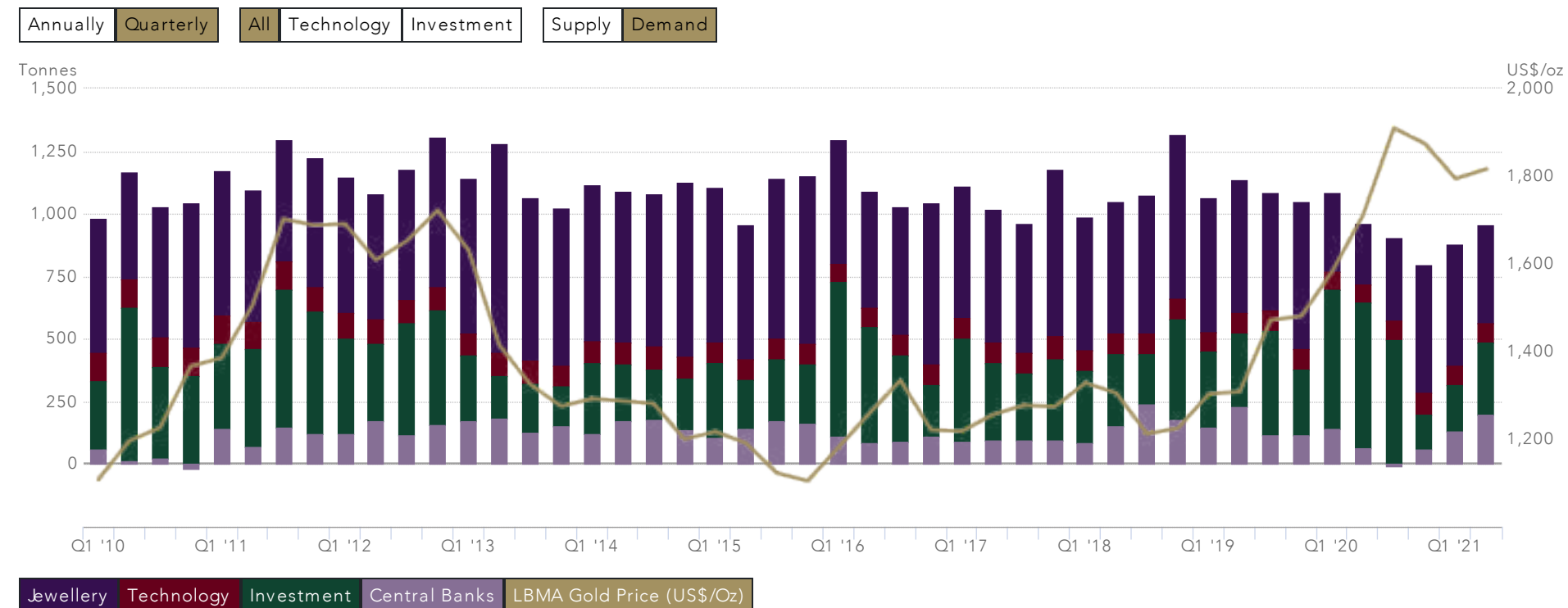
## GOLD TRADES MORE THAN MANY OTHER MAJOR FINANCIAL ASSETS

The scale and depth of the market mean that it can comfortably accommodate large, buy-and-hold institutional investors.

# GOLD SUPPLY & DEMAND

GOLDHUB

## SUPPLY AND DEMAND STATISTICS



Data as of 30 June, 2021

**The diversity of demand from different industries and the tangible self-balancing nature of gold underpin its robust qualities as an investment asset.**

Source: [gold.org/goldHUB/Data](https://gold.org/goldHUB/Data)





# DIVERSIFIED TREASURY HOLDINGS



- New approach to the treasury holdings will make the company a pioneer in the traditional mining sector
- Balance sheet with multiple asset classes such as USD, Physical Gold, and Cryptocurrency will be well-diversified
- Portfolio provides an effective hedge against Fiat Currency debasement or Cryptocurrency volatility
- Physical Gold reserves stored with secured and reputable vaults
- Advanced safety and security of the company's assets



# EL CARNALITA GOLD PROJECT



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NOW**



 **Santa Rosa del Sur,  
Bolívar, Colombia.**

## **History**

The southern Bolívar region is recognized by its high gold endowment. Geological potential in the region indicates average gold grades ranging from 2.4 g/t up to 48.1 g/t

## **License & Rights**

All mineral rights secured for 18+ years.

Mining license can be extended for an additional 30-year term with no archaeological, environmental or forest-related restrictions. Gold trading license allows management to accelerate revenue generation.

## **Pro-Mining State**

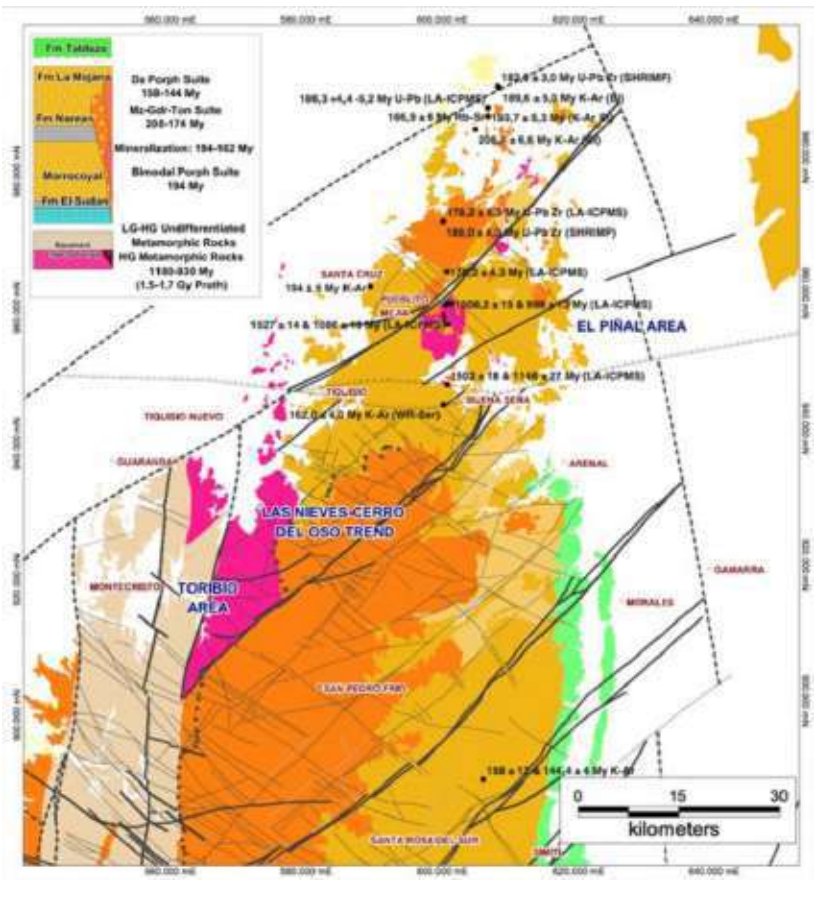
Long history of gold production in the area. Santa Rosa del Sur is the leading gold production municipality of Bolívar. Multiple junior and senior companies including B2Gold, Braeval, Cabia Gold, and Ashmont undertook investment and exploration in the region.

**THE COLOMBIAN  
GOVERNMENT HAS TAKEN  
A VERY PROACTIVE  
APPROACH TO  
ENCOURAGING FOREIGN  
INVESTMENT THROUGH  
STREAMLINING AND  
IMPROVING LOCAL  
REGULATIONS, IMPROVING  
SECURITY, AND HELPING  
WITH MANAGING LOCAL  
COMMUNITIES.**

# SIGNIFICANT MINERAL RESOURCE POTENTIAL

**KNOWLEDGE OF SUBSOIL**

- 73% GEOLOGICAL
- 70% GEOPHYSICAL
- 36% GEOCHEMICAL



**POTENTIAL**

- Gold
- Copper **High Potential**
- Coal
- Nickel
- Coltan
- Potassium
- Magnesium
- Iron
- Uranium
- Phospates

**FOCUS**

- Continued mineral exploration
- Diversifying the mining production matrix copper
- Raising the levels of formality of mining activity with the best practices of informal economies

Source: Agencia Nacional de Minería <https://www.anm.gov.co>

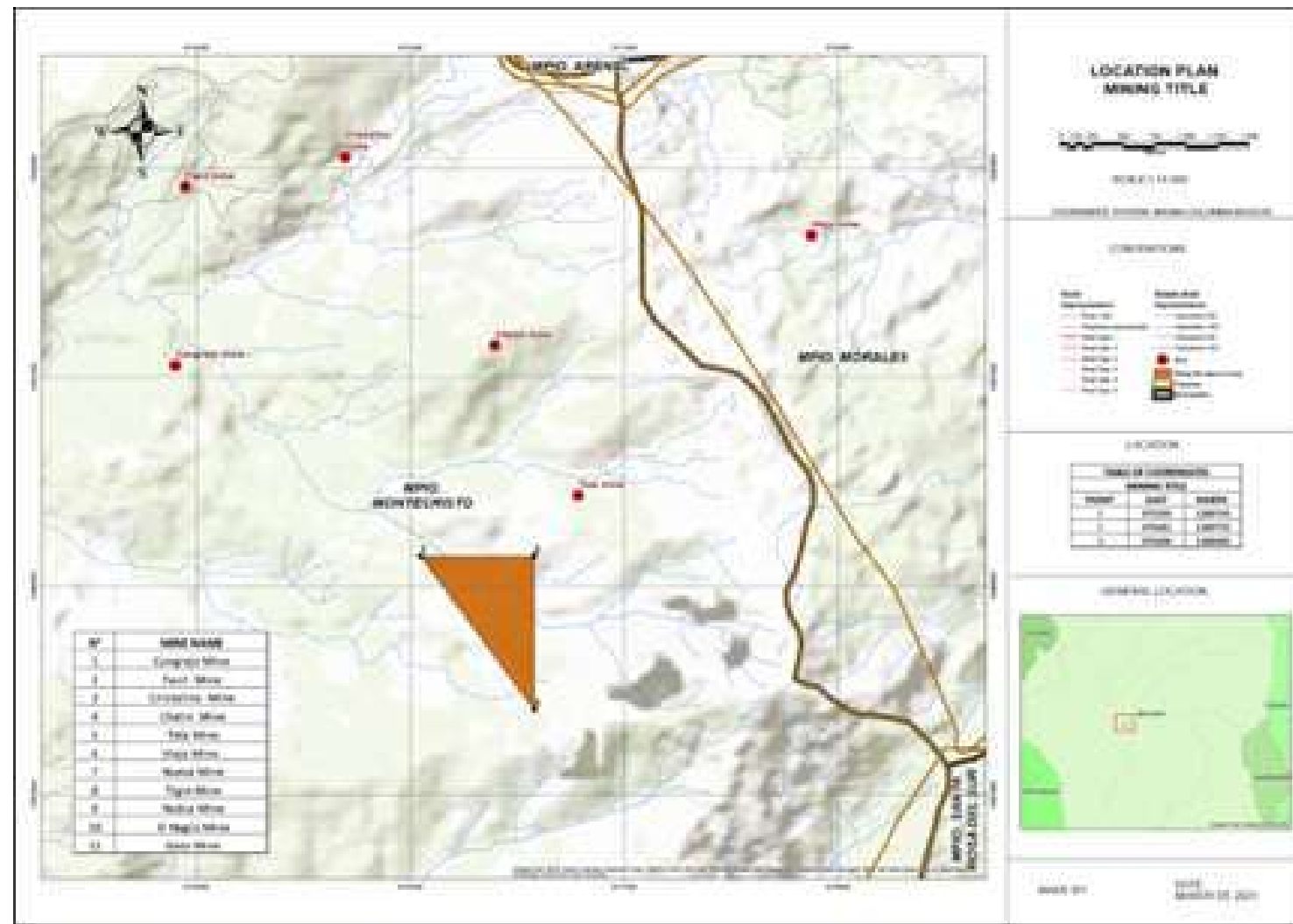
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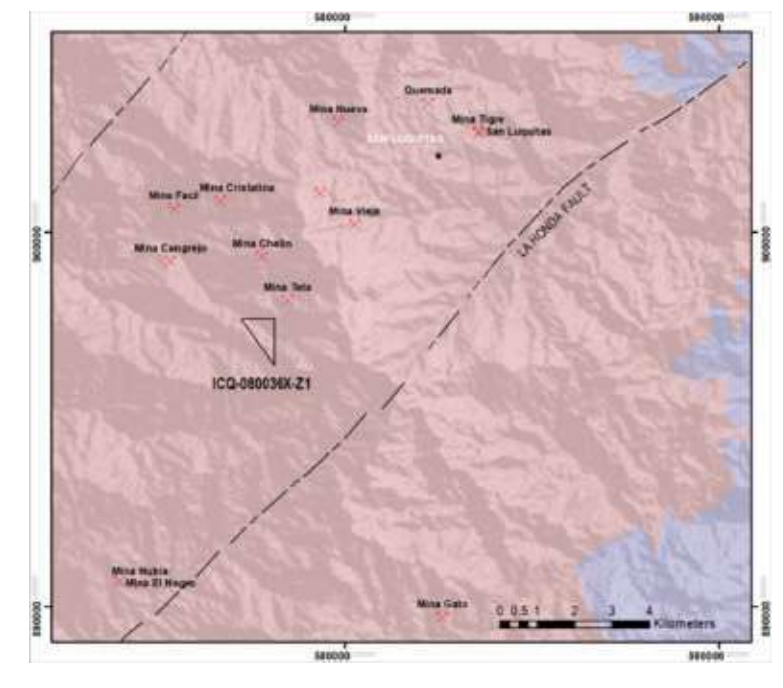
# MINING TITLE & ARTISANAL MINES



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Pictured below is the property of interest surrounded by private artisanal mines in the area



- Norean Formation of Jurassic age  
Volcanosedimentary sequences
- Norosi batholith of Jurassic age  
Granodiorite composition



# GEOLOGY - SIGNIFICANT MINERAL RESOURCES IN COUNTRY

GRAMOLOTE  
**ANGLOGOLD/B2 GOLD**  
1.3M OZ M&I, 1.7M OZ INFERRED

**THE MADRE TIERRA  
PROPERTY IS LOCATED ON  
THE GEOLOGICAL FORMATION  
OF THE BIGGEST GOLD  
RESERVE IN THE COUNTRY.**

BURITICA  
**CONTINENTAL GOLD**  
4.5M OZ M&I, 4.5M OZ INFERRED

ANTIOQUIA  
**MTM ARTISANAL MINE**

RISARALDA  
**MTM ARTISANAL MINE**

CALDAS  
**MTM ARTISANAL MINE**

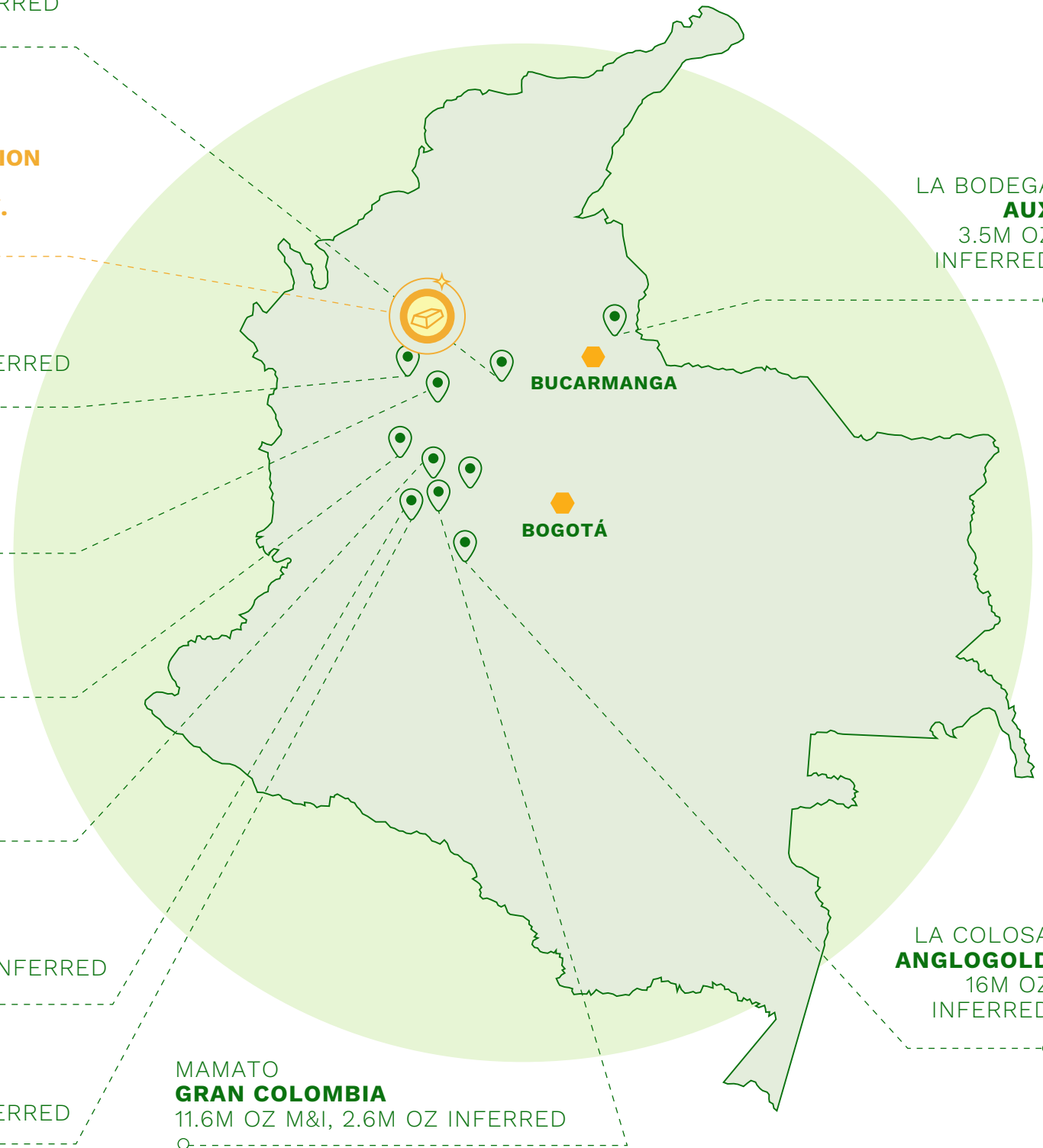
QUEBRADONA  
**ANGLOGOLD**  
5.5M OZ AU & 3.55MT CU INFERRED

QUINCHIA  
**BATERO**  
2.5M OZ M&I, 0.5M OZ INFERRED

MAMATO  
**GRAN COLOMBIA**  
11.6M OZ M&I, 2.6M OZ INFERRED

LA BODEGA  
**AUX**  
3.5M OZ  
INFERRED

LA COLOSA  
**ANGLOGOLD**  
16M OZ  
INFERRED






# LOCATION - LAND SIZE & INFRASTRUCTURE



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## LOCATION

-  ~199 km from the city of Bucaramanga (population of 1.1m)
-  10+ artisanal mines in the surrounding areas
-  Relocation or resettlement is not required

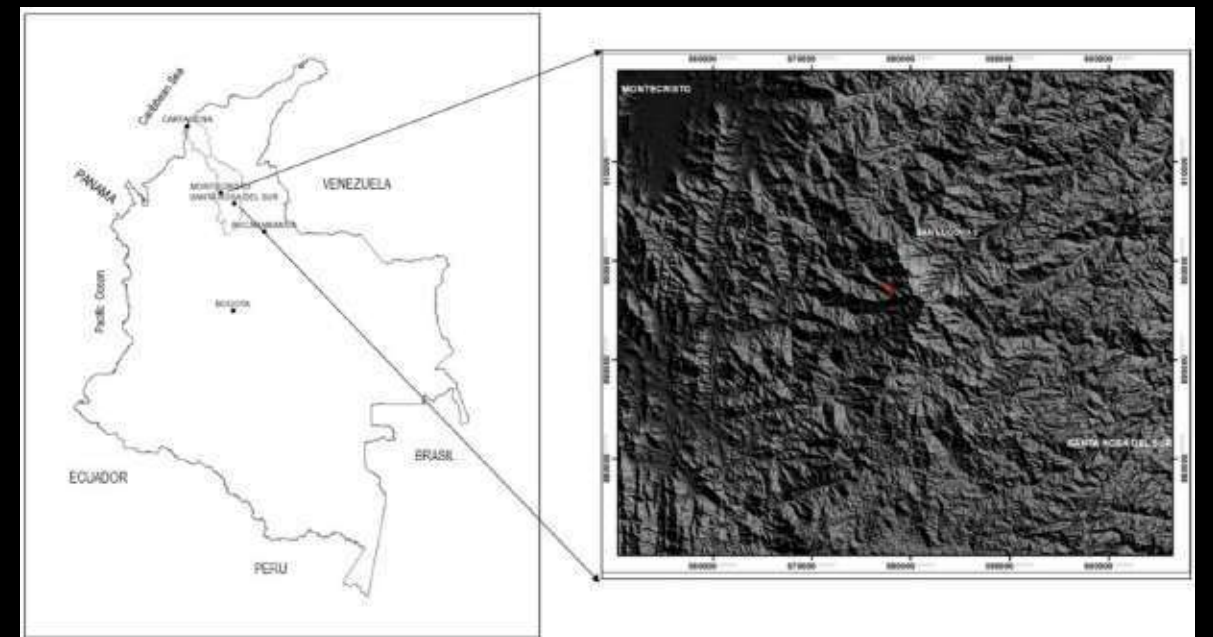
## LAND SIZE

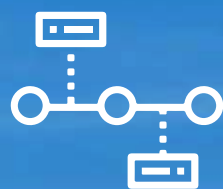
-  56.5 hectares of compelling exploration potential

## INFRASTRUCTURE

-  Local aerodrome and hospital at Santa Rosa del Sur
-  More than 5 local airports within 100 km proximity
-  Palonegro International Airport ~199 km
-  National Highway 45 route ~60 km

# LANDSCAPE & TOPOGRAPHY





# FUTURE CATALYSTS



**INVEST NOW**



**STAGE 1**  
Q1 2022

Commence gold-trading within country  
Conclude field recognition campaign  
Financing ongoing  
Exploration budget planning/evaluation  
Development of gold-trading infrastructure and partnerships

**STAGE 2**  
Q2 2022

Continue to scale gold-trading operations within country  
Diversify treasury holdings  
Evaluate regional M&A opportunities  
Exploration launch:

- Detail mapping
- Geochemical and geophysical survey and reverse circulation and drilling

**STAGE 3**  
Q3 - Q4 2022

Continue to scale gold-trading business  
Inferred mineral resource  
Financing completion  
Diversified treasury holdings  
Preliminary Economic Assessment (PEA)  
Launch gold backed token  
North American stock exchange listing





**INVEST  
NOW**



# WHY INVEST IN MADRE TIERRA?



## **Gold Trading Permits and Licensing in Hand**

Commercial Gold Trade License provides for immediate revenue generation opportunities.



## **Production and Trade**

Unlocking value through diversified investment strategy while supporting local Indigenous communities



## **Bridging the Gap between Gold and Crypto**

Madre Tierra is developing a gold backed token with Unbanked that provides an alternative asset class with transactability. This will provide exposure to numerous asset classes by holding fiat (USD/CAD), physical gold and crypto on our balance sheet.



## **Emerging Gold Exploration with High Grade Gold**

Primary portfolio assets in Colombia, Geological mapping, geochemistry, and geophysics surveys indicate an average gold grades ranging from 2.4 g/t up to 48.1 g/t in the region.



## **Opportunity**

Early-stage investors can access gold investment exposure at discount relative to highly valued publicly traded peers.



## **Strong Management Team**

A successful and proven track record in Colombia and North America of 20+ years in the industry.

# COLOMBIA POSITIVE ECONOMIC OUTLOOK

**WHEN THERE IS A SAFE, WELCOMING INVESTMENT CLIMATE WITH GOOD GOVERNMENT, TRANSPARENT RULES, AND AN OPEN AND FAIR SET OF RELATIONSHIPS, AMERICAN AND COLOMBIAN COMPANIES TOGETHER DO GREAT WORK. THEY PROVIDE REAL JOBS WITH REAL PROSPERITY THAT LASTS.**

*MIKE POMPEO, UNITED STATES SECRETARY OF STATE*

Colombia ranked 2nd in LatAM in 2020 for Ease of Doing Business by the World Bank.

OECD Projects a 3.5% rise in GDP in FY2021.

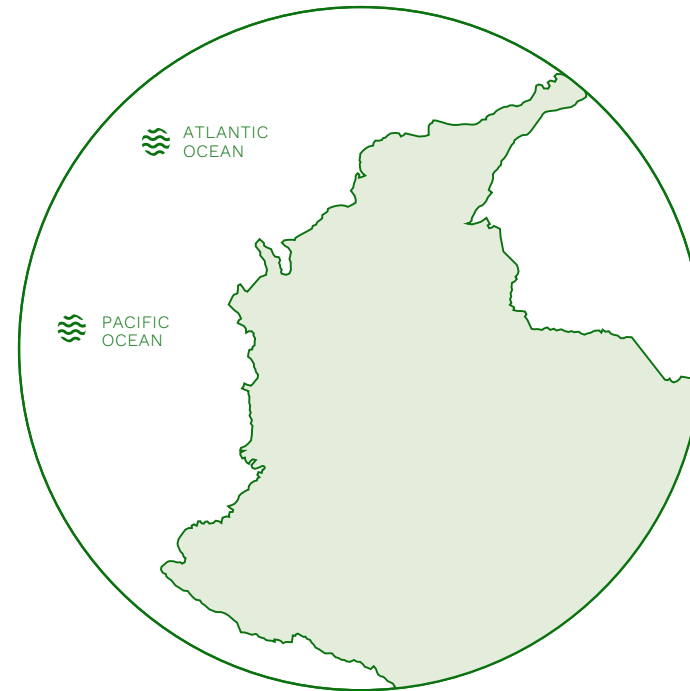
Progressive Corporate Income Tax Reduction from 32% FY2020 to 30% FY2022.

Bolivar has 10% of all extracting activities, 3rd largest region in Colombia.

Government encourages foreign direct investment and imposes the same rules as for domestic investors.

Free trade agreements with USA, EU and partner to more than 100 free-trade zones.

# A SOLID ECONOMY & STABLE DEMOCRACY



## STRATEGIC LOCATION

**45.5** Million inhabitants  


**3.8%**  
Annual Average GDP Growth Rate

**3.2%** Inflation Rate

**4TH DESTINATION IN LATAM**

Business and 1st in minority credit (DB, 20°19) investors protection

**NEW MEMBER OF THE OECD**

More than 16 trade agreements, preferential access to more than 60 countries and 1,500 million consumers



# ENVIRONMENTAL, SOCIAL & CORPORATE GOVERNANCE



## PROJECT ENVIRONMENT

Within the title's area, no African-descendant or Indigenous communities are present; therefore, no prior consultations with the Ministry of Internal Affairs will be required.



## STRONG LOCAL RELATIONSHIPS

Madre Tierra is a strong proponent of supporting, engaging, and developing the sustainable environment for the local community.



## SECURITY

There are no illegal groups within the title's area. This leads to secure operations.



## EXPERIENCED WORKFORCE

Mining is the main economic activity for the area. This means we'll pull from a well experienced workforce.



## LEADERSHIP & EXPERTISE

The management team has diverse backgrounds working together to build supportive and inclusive operations.

# EXECUTIVE TEAM



**SASHA KAPLUN**  
**CEO**

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Sasha Kaplun has over 15 years of capital markets experience across trading, equity research and investment banking. He began his career as an analyst with Citigroup in Toronto in their trading and risk treasury group and then with Citi's investment management group. Sasha was previously a partner at Clarus Securities for over 7 years where he started as an equity research associate in the metals mining sector before moving over to investment banking where he specialized in mining, diversified industries, technology and MMJ sectors. Sasha holds a Bachelor's of Commerce from Niagara University where he played NCAA Division 1 Men's Soccer and completed his MBA at the Schulich School of Business York University in Toronto.

**ROBERT HARRISON**  
**CFO**

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Robert Harrison is a FCPA, FCGA and received his CGA designation in 1991. Mr. Harrison has a 40-year career in accounting, working for firms in commercial real estate, transportation, waste management, vehicle leasing, food and beverage operations, radio stations, aquaculture and public accounting. During the previous five years, Mr. Harrison has been the CFO of the privately held, owner operated Trius Group of Companies. In addition, he was previously the CFO of the public companies TRU Precious Metals Corp. and IM Exploration Inc.

**OSCAR SEPULVEDA**  
**VP, EXPLORATION**

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Oscar Sepulveda is a Geologist with over 20 years of experience in planning, management and development of "greenfield" exploration programs, both for junior and senior companies. Oscar has been directly involved in the development of exploratory programs at various phases for Au-Cu-Mo Porphyry type deposits. As of July 2015, he has been in charge of the General Management of METALS Consulting S.A.S, in which he has lead consulting work in the South of Bolivar and generation of exploration targets in different areas of Colombia. Oscar holds a Bachelor's degree in Geology from Caldas University in Manizales, Colombia as well as a Masters degree in Exploration and Geology from Rhodes University in South Africa.

# BOARD OF DIRECTORS

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**JOEL  
FREUDMAN  
(CHAIRMAN)**

Joel Freudman has served as Chairman of the Board of Directors of the Company since its inception in May 2020. Mr. Freudman is the Founder and President of Resurgent Capital Corp., a privately-owned merchant bank, and serves as a director and/or officer of a number of other micro-capitalization public and private companies. Prior to founding Resurgent, he was Legal Counsel at Industrial Alliance Insurance and Financial Services Inc. Mr. Freudman holds a Bachelor of Commerce from University of Toronto and a J.D. from Western University.



**MICHAEL  
CHOW**

Michael Chow is currently Head of Syndication at an institutional equity firm and bond trader at one of the largest mutual fund companies in Canada. He has been in that position for the last 3 years. Prior to that he was an AVP in Equity and Debt Capital Markets Investment Banking at Credit Suisse Securities for 4 years. In that role he advised many companies to raise money in the public and private markets in various industries from tech to mining. He holds a B.A. from University of Western Ontario.



**SASHA KAPLUN  
CEO**

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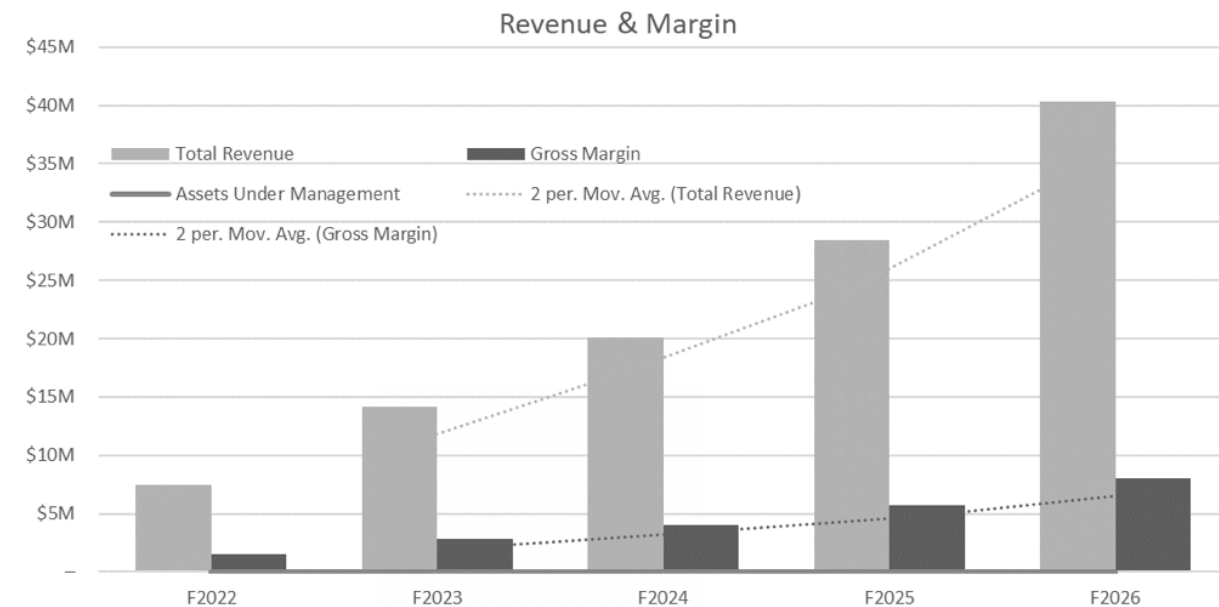
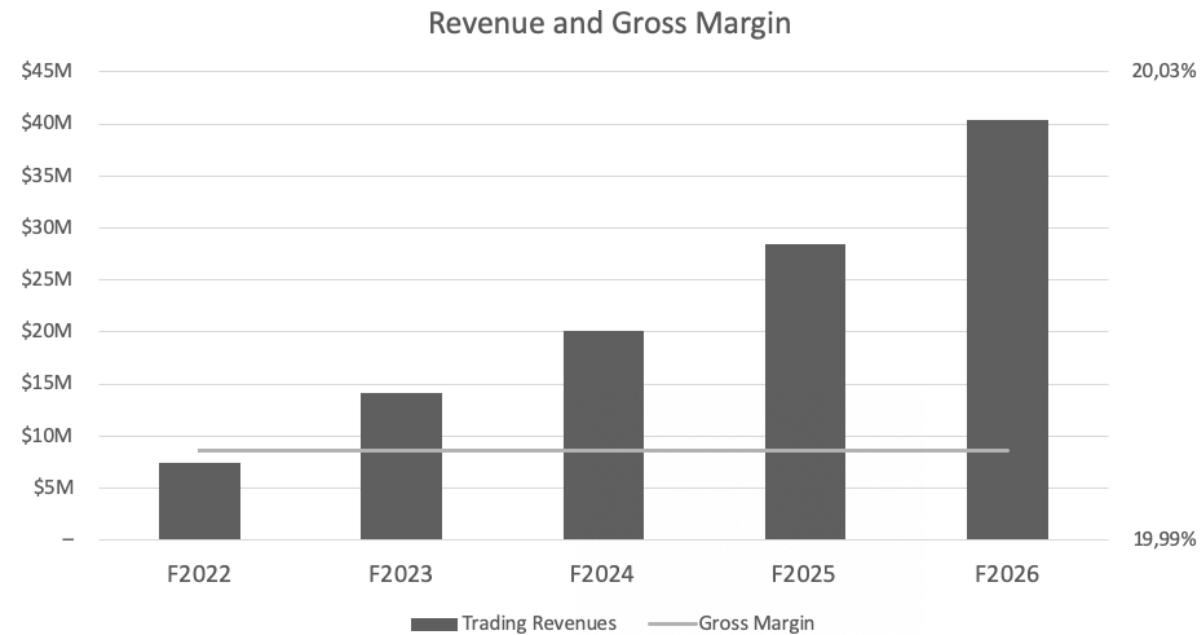


**PETER  
SIMEON**

Peter Simeon is an experienced corporate commercial and securities lawyer. As a partner in Gowling WLG (Canada) LLP's Toronto office, he focuses his practice on corporate finance, mergers and acquisitions, and structured products. He has acted for clients across a range of industries, such as mining, energy and technology. His expertise includes public offerings, including initial public offerings, private placements, reverse takeovers and qualifying transactions, bought deal financings, secondary offerings and share and asset purchase transactions. He holds an LLB from Osgoode Hall Law School at York University and a BA (Political Studies) from Queen's University.

# FINANCIAL HIGHLIGHTS

Projections Based on \$1.4M Raised Through Reg A



Financial Results Summary					
	F2022	F2023	F2024	F2025	F2026
<b>Revenue by Source</b>					
Trading Revenues	\$7.43M	\$14.18M	\$20.09M	\$28.48M	\$40.36M
<b>Costs of Goods</b>					
Trading Costs	\$5.94M	\$11.34M	\$16.07M	\$22.78M	\$32.29M
Gross Margin	\$1.49M	\$2.84M	\$4.02M	\$5.70M	\$8.07M
SG&A	\$1.28M	\$2.88M	\$3.72M	\$4.91M	\$6.64M
EBITDA	\$0.60M	\$0.82M	\$1.43M	\$2.30M	\$3.51M

# CAPITAL STRUCTURE



**INVEST  
NOW**



<b>Unit Price (incl. one half Purchase Warrant at Exercise Price of \$0.75)</b>	<b>\$0.50</b>
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\* Management and insider shares are locked-up for 12 months from date of qualifying event

	<b>Offering</b>	<b>Existing Ownership</b>	<b>Post Offering</b>
Shares Issued & Outstanding	<b>57,142,857</b>	<b>70,000,000</b>	<b>127,142,857</b>
Warrants Outstanding <sup>1</sup>	<b>28,571,428</b>	<b>7,000,000</b>	<b>35,571,428</b>
Options Outstanding <sup>2</sup>	<b>0</b>	<b>7,000,000</b>	<b>7,000,000</b>
Fully Diluted Shares Outstanding	<b>85,714,285</b>	<b>84,000,000</b>	<b>169,714,285</b>

<b>Debt</b>	Nil
<b>Cash Post Offering</b>	~\$28.6M



Existing Shareholders

New Investors

1. Warrants: 28.5M @ \$0.75  
 2. Options: 7M @ \$0.05  
 Warrants 7M @ \$0.05







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NOW**

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**MADRE TIERRA MINING LTD.**  
*info@madretierragold.com*  
madretierragold.com