

ARGENTINA LITHIUM & ENERGY CORP.
(formerly Iron South Mining Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2017 AND 2016

Introduction

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of Argentina Lithium & Energy Corp. (formerly Iron South Mining Corp.) ("Argentina Lithium" or "the Company") for the three months ended March 31, 2017 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless otherwise noted. This MD&A has been prepared as of May 26, 2017.

Company Overview

The Company was incorporated on April 11, 2000 and was transitioned under the Business Corporations Act (BC) on June 17, 2004. The address of the Company's registered office is Suite 312 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6. The Company remained without a business asset until March 2003, when the Company negotiated a number of agreements to option and acquire interests in various mineral concessions located in Argentina. In December 2003, the Company completed its initial public offering and commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol "AMS". In December 2008, the Company consolidated its outstanding common shares on a 10 for 1 basis and changed its name to Panthera Exploration Inc. (formerly Amera Resources Corporation) trading on the TSX-V under the symbol "PNX". In January 2012, the Company changed its name to Iron South Mining Corp. (formerly Panthera Exploration Inc.) trading on the TSX-V under the symbol "IS". In September 2016, the Company changed its name to Argentina Lithium & Energy Corp. (formerly Iron South Mining Corp.) trading on the TSX-V under the symbol "LIT".

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company's material mineral property interests are located in the Argentina. As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. The Company is a reporting issuer in British Columbia and Alberta.

The Company's technical disclosure in this MD&A has been reviewed by David Terry Ph.D., P.Geo, Director of the Company, and is also a Qualified Person under NI 43-101.

Argentina

Arizaro Lithium Project, Salta

On October 28, 2016, the Company entered into an option agreement to acquire a 100% interest in the Arizaro lithium brine project located on the Arizaro Salar in the Province of Salta, Argentina. Under the terms of the option agreement, the Company may acquire a 100% interest in the Arizaro project by making cash payments to the vendor totaling US\$6,000,000, incurring exploration expenditures totaling US\$4,200,000 and issuing 2,500,000 common shares of the Company set out as follows:

Date	Option Payment US\$	Number of Common Shares	Exploration Expenditure Commitments US\$
November 2, 2016 (paid)	300,000	2,500,000 ⁽¹⁾	-
May 2, 2017	500,000	-	-
November 2, 2017	850,000	-	500,000
November 2, 2018	1,000,000	-	1,200,000
November 2, 2019	1,500,000	-	2,500,000
November 2, 2020	1,850,000	-	-
	6,000,000	2,500,000	4,200,000

(1) On November 2, 2016, the Company issued 2,500,000 Common shares to the vendor in accordance with the terms of the option agreement. The common shares issued were all restricted from trading and will be free trading in accordance with the details in the following schedule. These shares were held by the Company at March 31, 2017.

Date	Number of Common Shares
November 2, 2017	625,000
November 2, 2018	625,000
November 2, 2019	625,000
November 2, 2020	625,000
	2,500,000

The shares issued in the transaction were given a value of \$0.45/share equal to a 20% discount from the closing market price of \$0.56/share on November 2, 2016.

The Arizaro Lithium Brine Project consists of 20,500 hectares in the central core of the Arizaro Salar in the mining-friendly province of Salta. The salar is situated in the high plateau (Puna) region of northwestern Argentina, at an average altitude of 3600 metres above sea level. The salar covers an area of 1600 km² within a watershed of 6000 km², making it the third largest salar in the "Lithium Triangle", after Uyuni in Bolivia and Atacama in Chile.

The salar is located in a hyper-arid region, receiving on average less than 30 millimetres of rain per year, a necessary condition for the creation of evaporative brines. Drill holes of approximately 100 metres depth, related to copper exploration to the north of the project area by previous workers in the Arizaro Salar, detected interbedded evaporate and volcanic material, reflecting the volcanic activity that accompanied the evaporite sedimentation in the region. The presence of geological structures such as faults and solution channels were also detected.

The Arizaro Salar remains virtually unexplored at depth, and this will be the primary exploration target for the Company. Sampling of brines from the subsurface (approximately 2 metres depth) has returned lithium values, up to 160 mg/L, confirming the presence of lithium in the basin (USGS, 1987. "Geology and Resources of Salars in the Central Andes).

The Arizaro Salar is strategically located with respect to infrastructure, which includes: a railway that connects to the deep water port of Antofagasta, nearby advanced mining projects that are expected to bring significant development of access routes and power to the area, and the local availability of water to support development.

In 2016 the Company conducted reconnaissance exploration on the property, while applying for permits for access route construction and mechanical exploration.

In February 2017, the Company commenced the first detailed exploration work at Arizaro. The work program included both near-surface geochemical sampling and a Vertical Electric Sounding (VES) geophysical survey. The VES survey identified conductive and semi-conductive zones interpreted as geologic units at depth that are saturated with high-density, and potentially lithium-bearing, brines. Of particular interest are conductive zones which thicken to the north and west towards the centre of the salar where the geophysics suggests a sub-basin is located that that may host potentially lithium-bearing brines separate from shallow or at-surface brines. Based on the results of the VES survey, 3-4 initial drill holes reaching depths of up to 400 metres below surface are being planned. Maps and a detailed description of the survey results are available in the news release dated May 3rd, 2017, posted on the Company's website.

Fierro Iron Ore Project, Rio Negro

The Company holds a 100% interest in an iron ore project in Rio Negro Province, Argentina. The Company has previously impaired the carrying value of this project down to \$ 1. This project is no longer a focus of exploration efforts by the Company.

Results Of Operations – For The Three Months Ended March 31, 2017 Compared To The Three Months Ended March 31, 2016

During the year three months ended March 31, 2017, loss from operating activities increased by \$422,730 to \$430,672 compared to \$7,942 in loss from operating activities for the three months ended March 31, 2016. The increase in loss from operating activities is largely due to:

- An increase of \$186,661 in exploration. Exploration expense was \$186,661 for the three months ended March 31, 2017 compared to \$Nil for the three months ended March 31, 2016. The increase in exploration expense is primarily due to reconnaissance exploration and property maintenance payments at the Arizaro Lithium project for the three months ended March 31, 2017 compared to a significant curtailment of exploration activity during the three months ended March 31, 2016.
- An increase of \$120,808 in corporate development and investor relations. Corporate development and investor relations were \$121,042 for the three months ended March 31, 2017 compared to \$234 for the three months ended March 31, 2016. The increase is due to a greater number of activities relating to promotion of the Company's projects during the three months ended March 31, 2017 compared to a fewer number of activities relating to promotion of the Company's projects during the three months ended March 31, 2016.
- An increase of \$55,500 in salaries and management fees. Management fees and salaries and employee benefits were \$55,500 for the three months ended March 31, 2017 compared to \$Nil for the three months ended March 31, 2016. The increase is due to an increase in corporate activity resulting in a greater amount charged for its usage relating to Grosso Group's during the three months ended March 31, 2017 compared to lower management fees and salaries and employee benefits as a result of reduced corporate during the three months ended March 31, 2016.
- An increase of \$23,730 in legal and professional fees. Legal and professional fees were \$25,289 for the three months ended March 31, 2017 compared to \$1,559 for three months ended March 31, 2016. The increase is due to a greater amount of professional fees incurred in connection with the Company's change in fees incurred and corporate strategy to focus on lithium projects in Argentina during the three months ended March 31, 2017 compared to the three months ended March 31, 2016.
- An increase of \$17,975 in transfer agent and regulatory fees. Transfer agent and regulatory fees were \$24,677 for the three months ended March 31, 2017 compared to \$6,702 for the three months ended March 31, 2016 as a result of increased regulatory costs incurred in connection with the Company's undertaking of its stock listing on the OTCQB exchange during three months ended March 31, 2017 compared to less regulatory cost incurred due to reduced corporate activity during the year ended March 31, 2016.

Other items

During the three months ended March 31, 2017, other expenses decreased by \$10,598 to \$(4,579) compared to \$6,019 for the three months ended March 31, 2016. The increase in other expenses is largely due to:

- An increase of \$4,579 in interest income. Interest income was \$4,579 for the three months ended March 31, 2017 compared to \$19 for the three months ended March 31, 2016. The increase is due to a larger amount of cash held during the three months ended March 31, 2017 compared to the three months ended March 31, 2016.
- A decrease of \$4,600 in finance expense. Finance expense was \$Nil for the three months ended March 31, 2017 compared to \$4,600 for the three months ended March 31, 2016. The decrease is due to no arrangement fees payable during the three months ended March 31, 2017, compared \$4,600 in arrangement fees payable as consideration for working capital loans received by the Company during the three months ended March 31, 2016.
- A decrease of \$1,438 in finance expense. Finance expense was \$Nil for the three months ended March 31, 2017 compared to \$1,438 for the three months ended March 31, 2016. The decrease is due to no working capital loans outstanding during the three months ended March 31, 2017 compared with working capital loans outstanding during the three months ended March 31, 2016.

The net loss and comprehensive loss for the year ended March 31, 2017 was \$426,093 or \$0.02 per basic and diluted share compared to a net loss and comprehensive loss of \$13,961 or \$0.00 per basic and diluted share for the three months ended March 31, 2016.

Cash Flow

Operating Activities

Cash outflow from operating activities was \$432,860 for the three months ended March 31, 2017 compared to \$16,424 for the three months ended March 31, 2016. The increase in cash outflows is primarily due to higher corporate and administrative cash costs offset by changes in non-cash working capital balances due to timing of receipt and payment of cash, as well as an increase in exploration expenditures during the three months ended March 31, 2017.

Financing Activities

Cash inflow from financing activities was \$14,800 for the three months ended March 31, 2017 compared to \$23,000 for the three months ended March 31, 2016. Proceeds from the issuance of loans payable were \$Nil for three months ended March 31, 2017 compared to \$23,000 for the three months ended March 31, 2016. Proceeds from warrant exercises were \$14,800 for the three months ended March 31, 2017 compared to no warrants exercised for the three months ended March 31, 2016.

Balance Sheet

At March 31, 2017, the Company had total assets of \$3,780,940 compared with \$4,231,692 in total assets at December 31, 2016. This decrease is primarily due to a decrease in cash, slightly offset by a decrease in prepaid expenses during the three months ended March 31, 2017.

Selected Quarterly Financial Information

	2017	2016				2015		
	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Loss	(426,093) ⁽¹⁾	(300,656) ⁽²⁾	(404,149) ⁽³⁾	(32,708)	(13,961)	(12,380)	(963)	(5,186)
Net Loss per Common Share Basic and Diluted	(0.02)	(0.01)	(0.02)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

- (1) Variance primarily due to increase in corporate development and investor relations of \$91,636, exploration expenditures of \$72,951, management fees and salaries of \$32,600 and stock-based compensation of \$13,038, partially offset by a decrease in legal and professional fees of \$88,163.
- (2) Variance primarily due to a decrease of \$340,493 in write-off of exploration and evaluation assets, partially offset by an increase in exploration expenditures of \$113,081, legal and professional fees of \$74,303, corporate development and investor relations of \$25,317, transfer agent and regulatory fees of \$27,418.
- (3) Variance primarily due to an increase in write-off of exploration and evaluation assets of \$340,492 and an increase in legal and professional fees of \$74,303.

Liquidity and Capital Resources

The Company has experienced recurring operating losses and has an accumulated operating deficit of \$17,281,389 and shareholders' equity of \$3,656,208 at March 31, 2017. In addition, the Company has working capital of \$2,123,759 at March 31, 2017 and negative cash flow from operating activities of \$432,860. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's continued operations, as intended, are dependent upon its ability to raise additional funding to meet its obligations and to attain profitable operations. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals. These consolidated financial statements do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's condensed consolidated interim financial statements for the three months ended March 31, 2017 do not include adjustments to the amounts and classifications of assets and liabilities and reported expenses that might be necessary should the Company be unable to continue as a going concern, which could be material.

The condensed consolidated interim financial statements for the three months ended March 31, 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company's cash position at March 31, 2017 was \$2,157,901, a decrease of \$418,060 from the December 31, 2016 balance of \$2,575,961. The Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the exploration programs. The Company does not have any restrictions on the use of its cash resources.

Contractual Commitments

Management Services Agreement

	1 Year	2 Years	3 Years	4-5 Years	More than 5 Years
	\$	\$	\$	\$	\$
Management Services Agreement	115,200	268,800	-	-	-

Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current fee is \$12,800 per month. This fee is reviewed and adjusted quarterly based on the level of services required.

Capital Stock

The Company's authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

As at March 31, 2017, an aggregate of 50,979,525 common shares were issued and outstanding. At the date of this report, 51,284,525 common shares were issued and outstanding.

Details of Issues of Common Shares in 2017

During the three months ended March 31, 2017, 148,000 warrants were exercised for gross proceeds of \$14,800.

Details of Issues of Common Shares in 2016

On August 22, 2016, the Company completed a non-brokered private placement financing of 30,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,500,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at \$0.10 per share for one year from the date of issue, expiring on August 22, 2017. The units bear a legend for automatic timed release free trading in three installments: (1) 15% of the units four months from the issue; (2) 35% of the units six months from issue; and (3) 50% of the units ten months from the issue. The Company is entitled to accelerate the expiry date of the warrants if the 10-day volume weighted average stock price of the Company trades \$0.25 or higher, then, on notice from the Company, the warrant holders will have 20 days to exercise their warrants; otherwise, the warrants will expire on the 21st day after the date of delivery of the notice. Finder's fees were \$16,750 in cash and 322,000 non-transferable warrants exercisable into common shares at \$0.10 for one year from the date of issue subject to the same legend for automatic timed release free trading and accelerated exercise provisions as set out above. Fair value was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 0.54%; expected stock price volatility – 97.69%; dividend yield – 0%; and expected warrant life – 0.71 years.

On October 26, 2016, the Company completed a non-brokered private placement financing of 10,000,000 units at a price of \$0.30 per unit for gross proceeds of \$2,000,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at \$0.30 per share for two years from the date of issue, expiring on October 26, 2018. Finder's fees were \$69,617 in cash and 348,085 non-transferable warrants exercisable into common shares at \$0.30 for two years from the date of issue, expiring on October 26, 2018. Fair value was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 0.56%; expected stock price volatility – 112.77%; dividend yield – 0%; and expected warrant life – 0.84 years. As at December 31, 2016, \$46,016 in private placement proceeds remained uncollected.

The following summarizes information about the stock options outstanding as at the date of this report:

Number of Shares		Exercise Price (CAD\$)	Expiry Date
Outstanding	Exercisable		
100,000	100,000	\$0.54	July 29, 2017
250,000	62,500	\$0.20	March 9, 2020
350,000	162,500		

The Company had the following warrants outstanding as at the date of this report:

Number of Warrants Outstanding	Exercise Price (CAD\$)	Expiry Date
29,709,000	\$0.10	August 21, 2017
10,348,085	\$0.30	October 25, 2018
40,057,085		

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Related Party Balances and Transactions

Grosso Group Management Ltd.

On October 1, 2016, the Company entered into a Management Services Agreement (“Agreement”) with Grosso Group Management Ltd. (Grosso Group) to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group’s costs including its staff and overhead costs among the member companies. The fee is reviewed and adjusted quarterly based on the level of services required.

The Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of \$750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of \$1,000,000.

	Three months ended March 31,	
	2017	2016
Transactions	\$	\$
Services rendered:		
Grosso Group Management Ltd.		
Management fees	8,400	-
Information technology	450	-
Office & sundry	1,050	-
Total for services rendered	9,900	-

Key management personnel compensation

Key management personnel of the company are members of the Board of Directors, as well as the Executive Chairman, President and CEO, CFO and Corporate Secretary and Vice President of Corporate Development.

Transactions	Three months ended March 31,	
	2017	2016
	\$	\$
Consulting, salaries and professional fees to key management or their consulting corporations:		
Nikolaos Cacos	President/CEO/Director	-
Darren Urquhart	CFO/Corporate Secretary	3,000
David Terry	Director/Consultant	12,000
Daniel Galli ⁽¹⁾	Other	15,959
Golden Arrow Resources Corp. ⁽²⁾	Other	57,831
Total for services rendered	88,790	-

(1) SMG SRL (“SMG”) is a private company controlled by Mr. Daniel Galli, a geological consultant to the Company, and Mr. Nicholas Galli, a director of the Company.

(2) A company related by common directors.

Subsequent Events

Warrants

- 305,000 warrants were exercised for gross proceeds of \$30,500.

Option Payment

- The Company made the second option payment of USD \$500,000 to SMG SRL for the Arizaro Salar Lithium Brine Project.

Critical Accounting Estimates and New Accounting Standards and Interpretations

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from these estimates.

Reference should be made to the Company’s significant accounting policies contained in Note 2 of the Company’s condensed consolidated interim financial statements for the three months ended March 31, 2017. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

New Accounting Standards and Interpretations

The International Accounting Standards Board (“IASB”) has issued new and amended standards and interpretations which have not yet been adopted by the Company. The following is a brief summary of the new and amended standards and interpretations:

IFRS 9 – Financial Instruments

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. In July 2014 IFRS 9, Financial Instruments (“IFRS 9”) was issued. The completed standard provides revised guidance on the classification and measurement of financial assets and financial liabilities. It also introduces a new expected credit loss model for calculating impairment for financial assets. This final version of IFRS 9 will be effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. IFRS 9 is not expected to have a material impact on amounts recorded in the financial statements of the Company.

IFRS 15 – Revenue from Contracts with Customers

IFRS 15 is effective for annual periods beginning on or after January 1, 2018. IFRS 15 specifies how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue-related interpretations. The new standard will apply to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is not expected to have a material impact on amounts recorded in the financial statements of the Company.

IFRS 16 – Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

Financial Risk Management

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable. The Company has reduced its credit risk by depositing its cash with financial institutions that operate globally.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and anticipates to do so again in the future.

Market risk

(i) Currency risk

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations in cash, accounts payable and loans payable usually denominated in US Dollars. The sensitivity of the Company's net earnings and other comprehensive income to changes in the exchange rate between the Canadian dollar and the United States dollar, and between the Canadian dollar and the Argentinean peso as of March 31, 2017 is summarized as follows:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by \$28,591.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by \$648.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest. The fair value of cash approximates its carrying values due to the immediate

or short-term maturity of this financial instrument. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing or have prescribed interest rates.

Risk Factors and Uncertainties

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. A number of the risks and uncertainties are discussed below:

History of losses: The Company has historically incurred losses as evidenced by its audited consolidated financial statements for the years ended December 31, 2016 and 2015. The Company has financed its operations principally through the sale of its equity securities. The Company does not anticipate that it will earn any revenue from its operations until its properties are placed into production, if ever. If the Company is unable to place its properties into production, the Company may never realize revenues from operations, will continue to incur losses and you may lose the value of your investment.

Joint ventures and other partnerships: The Company may seek joint venture partners to provide funding for further work on any or all of its other properties. Joint ventures may involve significant risks and the Company may lose any investment it makes in a joint venture. Any investments, strategic alliances or related efforts are accompanied by risks such as:

1. the difficulty of identifying appropriate joint venture partners or opportunities;
2. the time the Company's senior management must spend negotiating agreements, and monitoring joint venture activities;
3. the possibility that the Company may not be able to reach agreement on definitive agreements, with potential joint venture partners;
4. potential regulatory issues applicable to the mineral exploration business;
5. the investment of the Company's capital or properties and the loss of control over the return of the Company's capital or assets;
6. the inability of management to capitalize on the growth opportunities presented by joint ventures; and
7. the insolvency of any joint venture partner.

There are no assurances that the Company would be successful in overcoming these risks or any other problems encountered with joint ventures, strategic alliances or related efforts.

Unexpected delays: The Company's minerals business will be subject to the risk of unanticipated delays including permitting its contemplated projects. Such delays may be caused by fluctuations in commodity prices, mining risks, difficulty in arranging needed financing, unanticipated permitting requirements or legal obstruction in the permitting process by project opponents. In addition to adding to project capital costs (and possibly operating costs), such delays, if protracted, could result in a write-off of all or a portion of the carrying value of the delayed project.

Potential conflicts of interest: Several of the Company's directors are also directors, officers or shareholders of other companies. 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 could place the Company in a worse position than if no conflict existed. The directors of the Company 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. The Company has no specific internal policy governing conflicts of interest.

Competition with larger, better capitalized competitors: The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, base and precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

The Company does not intend to pay dividends: The Company has not paid out any cash dividends to date and has no plans to do so in the immediate future. As a result, an investor's return on investment will be solely determined by his or her ability to sell common shares in the secondary market.

Title Risk: Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Price Risk: The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly iron. The prices of this metal greatly affect the value of the Company and the potential value of its property and investments.

Financial Markets: The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

Political Risk: Exploration is presently carried out in Argentina and is currently being reviewed worldwide. This exposes the Company to risks that may not otherwise be experienced if all operations were domestic. Political risks may adversely affect the Company's potential projects and operations. Real and perceived political risk in some countries may also affect the Company's ability to finance exploration programs and attract joint venture partners, and future mine development opportunities.

Credit Risk: Credit risk is the risk of an unexpected loss of a third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Liquidity Risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company raises capital through equity issues and its ability to do so is dependent on a number of factors including market acceptance, stock price and exploration results. The Company's cash is invested in bank accounts.

Interest Risk: The Company's bank accounts do not bear interest income. The fair value of cash approximates its carrying value due to the immediate or short-term maturity of this financial instrument.

Currency Risk: Business is transacted by the Company in a number of currencies. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. Future changes in exchange rates could materially affect the Company's results in either a positive or negative direction.

Community Risk: The Company has negotiated with the local communities on its mineral property concessions for access to facilitate the completion of geological studies and exploration work programs. The Company's operations could be significantly disrupted or suspended by activities such as protests or blockades that may be undertaken by such certain groups or individuals within the community.

Environmental Risk: The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the countries in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.

Disclosure Controls and Procedures and Internal Control over Financial Reporting

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers from the requirement to certify disclosure controls and procedures, as well as, Internal Controls over Financial Reporting as of December 31, 2007, and thereafter. The Company is a Venture Issuer; therefore it files the venture issuer basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at March 31, 2017.

Additional Information

Additional information relating to the Company, including news releases, financial statements and prior MD&A filings, is available on SEDAR at www.sedar.com.

The Company maintains a website at www.ironssouthmining.com, and has not entered into any agreements with any investor relations firms.