



REYNA GOLD CORP.
(An Exploration Stage Company)

**MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023**

OVERVIEW AND INTRODUCTORY COMMENT

The principal business of Reyna Gold Corp. (“Reyna Gold” or the “Company”) is the acquisition, exploration and development of resource properties for the mining of precious or base metals with a focus in Mexico. The Company’s key objective is to advance exploration at the La Gloria Project with the objective of determining whether the property contains commercially exploitable deposits of precious or base metals. The Company’s other properties include Don Porfirio and El Durazno properties. On January 11, 2022, the Company began trading on the TSX Venture Exchange under the symbol “REYG”. On March 15, 2022, the Company began trading on the OTCQB Market Exchange in the United States under the symbol “REYGF”.

Reyna Gold recognizes environmental, social and governance (“ESG”) best practices as key components to a responsible mineral exploration and mining sector. The Company’s exploration programs are conducted to meet or exceed environmental regulations, while respecting the communities and environments in which we operate. Reyna Gold strives to earn its social license wherever it is active, endeavoring to meet regularly with local communities, regulators and other concerned parties before, and during, exploration work to understand issues important to local and Indigenous communities. Reyna Gold’s approach is based on transparency, open communication, inclusivity and respect, to better enable social and economic benefit for communities as well as value for investors.

This MD&A is dated May 26, 2023 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the three months ended March 31, 2023 and the Company’s audited consolidated financial statements for the year ended December 31, 2022 and the related notes thereto.

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at www.sedar.com.

Steve Robertson, BSc., P.Geo, is the Qualified Person as defined under National Instrument 43-101 responsible for the technical disclosure in this document. Mr. Robertson is a director of the Company.



MAJOR QUARTERLY OPERATING MILESTONES

La Gloria:

On January 19, 2023, the Company announced more sample results from its continuing district-scale exploration that commenced in 2022. Results were returning high grades of precious metals, base metals and critical metals and substantially increasing the size of the mineralization.

Highlights:

- Main area (potential enrichment zone) at Las Carmelitas expanded to one-kilometre length by 250-metre average width;
- Major conglomerate and agglomerate zone discovered at Las Carmelitas -- 2.5-kilometre length by 1.7-kilometre average width;
- Disseminated mineralization identified within conglomerate, agglomerate and sandstone host rocks at Las Carmelitas;
- New La Republicana North zone discovered, expanding known mineralization footprint at La Republicana to 2.67 square kilometres (267 hectares);
- Western target mineralization footprint expanded to 1.5-kilometre length by 450-metre average width, with high-grades of tellurium found throughout the Western mineral system.

Surface Samples Highlights:

Table 1 - Las Carmelitas:

LAS CARMELITAS TARGET										
Sample Number	Sample Type	Width (m)	Cu	Ag	Au	Zn	Sb	Hg	Ba	Sr
			%	g/t	g/t	%	ppm	ppm	ppm	ppm
242914	Chip	1.00	9.47	202.00	1.67	0.015	2350.00	104.00	60.00	248.00
242947	Dump	1.00 x 1.00	7.03	272.00	0.064	0.10	4200	869.00	1280.00	521.00
242619	Grab	1.00	4.38	177.00	0.11	0.001	24400.00	3010.00	610.00	267.00
242612	Grab	1.00	4.34	123.00	0.25	0.001	7980.00	940.00	1090.00	383.00
242611	Grab	1.00	3.54	134.00	0.20	0.001	12400.00	1790.00	220.00	555.00
242624	Grab	1.00	3.44	198.00	0.13	0.001	16500.00	455.00	180.00	253.00
242925	Grab	1.00 x 1.00	3.31	64.80	0.13	0.009	26.00	3.00	180.00	704.00
242629	Grab	1.00	3.04	179.00	0.15	0.001	14700.00	673.00	220.00	507.00
242623	Grab	1.00	2.90	171.00	0.38	0.001	6850.00	437.00	770.00	320.00
242615	Grab	1.00	2.47	99.30	0.03	0.001	2370.00	141.00	430.00	160.00
242628	Grab	1.00	2.29	104.00	0.26	0.001	7950.00	148.00	740.00	152.00
242613	Grab	1.00	2.28	63.40	0.07	0.001	968.00	107.00	930.00	113.00
242617	Grab	1.00	2.16	108.00	0.006	0.001	10400.00	72.00	230.00	206.00
242622	Grab	1.00	2.15	122.00	0.58	0.001	5730.00	351.00	1180.00	236.00
242915	Chip	2.00	2.15	83.80	0.24	0.003	191.00	7.00	510.00	81.00
242945	Chip	1.00	2.05	45.90	0.019	0.051	2050	504.00	980.00	429.00
242946	Dump	1.00 x 1.00	1.96	83.70	0.014	0.024	5290	145.00	440.00	322.00
242621	Grab	1.00	1.88	83.00	0.21	0.001	9700.00	914.00	740.00	157.00
242626	Grab	1.00	1.87	175.00	2.24	0.001	1190.00	36.00	350.00	261.00
242627	Chip	0.50	1.74	66.30	0.23	0.001	6600.00	148.00	800.00	299.00
242618	Grab	1.00	1.37	66.50	0.005	0.001	6510.00	28.00	860.00	315.00
242948	Dump	1.00 x 1.00	1.32	63.60	0.021	0.015	1825	41.00	2160.00	1325.00
242939	Grab	1.00 x 1.00	1.19	46.30	0.061	0.002	319.00	15.00	500.00	58.00
242923	Grab	1.00 x 1.00	1.16	54.50	<0.005	0.037	4000.00	2110.00	730.00	229.00
242625	Grab	1.00	1.00	99.00	0.07	0.001	5270.00	47.00	1400.00	169.00
242924	Chip	0.50	0.96	7.30	0.01	0.005	8.00	4.00	1010.00	302.00
242930	Dump	1.50 x 1.50	0.91	2.80	0.006	0.011	2.00	<1	30.00	31.00
242909	Grab	1.00	0.82	5.30	0.005	0.001	266.00	31.00	1550.00	450.00
242944	Grab	0.30 x 0.30	0.78	43.60	0.007	0.040	3190.00	1305.00	480.00	546.00
242950	Grab	1.00 x 1.00	0.59	19.70	0.007	0.014	641.00	32.00	770.00	224.00
242912	Grab	0.30 x 0.30	0.57	3.90	0.022	0.002	3.00	<1	2390.00	996.00
242935	Grab	0.50 x 0.50	0.51	30.90	0.20	0.78	6.00	<1	50.00	86.00
242938	Grab	0.30 x 0.30	0.49	19.80	<0.005	0.003	81.00	1.00	320.00	91.00
242616	Channel	1.00	0.34	12.40	0.006	0.001	807.00	5.00	1170.00	260.00

Table 2 - Western:

WESTERN TARGET (Au-Te)					
Sample Number	Sample Type	Width (m)	Au	Ag	Te
			g/t	g/t	g/t
242553	Channel	0.60	0.01	27.70	135.00
242868	Floated	1.00 x 1.00	11.35	3.60	50.80
242848	Floated	1.00 x 1.00	5.03	2.50	22.30
242865	Channel	1.10	4.77	1.50	83.50
243132	Channel	0.70	4.76	1.70	10.80
242655	Chip	0.90 x 0.90	3.91	1.60	17.15
242852	Channel	0.40	3.24	2.60	18.15
242710	Channel	0.50	2.89	1.80	23.30
243054	Channel	0.60	2.89	1.10	7.31
242488	Channel	0.50	2.41	1.40	8.96
242781	Channel	0.50	2.29	0.60	12.00
242854	Channel	1.00	2.07	0.50	12.55
243069	Channel	0.60	2.05	1.10	9.89
242867	Channel	0.60	1.94	1.70	16.00
242432	Channel	0.50	1.71	0.80	13.00
243119	Channel	0.50	1.67	1.70	9.56
242705	Channel	0.70	1.66	0.70	9.06
242442	Channel	0.50	1.63	1.50	3.49
243136	Channel	0.50	1.60	1.20	3.38
242853	Channel	0.50	1.25	1.10	7.63
242476	Channel	0.50	1.20	0.80	5.58
242451	Channel	0.50	1.11	0.80	5.29
242732	Channel	1.00	1.11	1.90	8.75
242449	Channel	0.50	1.01	0.40	5.32

Te HIGHLIGHTS GRADES FROM PREVIOUS REPORTED SAMPLES					
Sample Number	Sample Type	Width (m)	Au	Ag	Te
			g/t	g/t	g/t
240843	Dump	0.50 x 1.00	16.60	249.00	54.90
242171	Channel	0.70	3.88	3.50	26.70
242276	Channel	0.90	2.23	1.00	20.90
242157	Channel	0.80	6.00	1.70	17.05
242190	Grab	1.00 x 0.50	2.51	2.50	15.45
240846	Channel	0.70	0.09	1.10	14.90
241781	Channel	0.50	3.42	1.70	14.15
242551	Chip	1.00	0.27	35.30	13.00
241778	Channel	0.80	4.06	2.30	12.70
242535	Channel	0.80	0.005	15.50	12.40
242703	Channel	0.80	0.94	0.70	10.65
241749	Channel	0.50	2.97	4.10	9.98
242529	Channel	1.00	0.03	36.60	9.36
242693	Channel	0.50	0.88	0.80	9.26
242194	Grab	1.00 x 0.50	0.99	0.30	8.62
242725	Channel	0.50	0.52	0.70	8.51
242668	Channel	0.50	0.65	4.70	8.49
241779	Channel	0.50	1.88	1.30	8.33
241785	Channel	0.50	0.59	3.70	8.12
241718	Channel	0.80	0.007	1.80	7.86
242706	Channel	0.50	0.93	1.10	7.84
242265	Channel	0.80	0.93	0.30	7.73
241721	Channel	0.90	1.50	0.70	7.26
242427	Channel	0.50	0.96	0.90	7.11
242439	Channel	0.50	0.78	0.40	6.76
242793	Channel	0.50	0.09	4.60	6.47
242274	Channel	0.50	1.03	1.00	6.45
242564	Channel	0.50	0.007	0.50	6.44
242783	Channel	0.50	0.45	3.20	6.27
242110	Grab	1.00 x 0.50	2.16	0.90	6.03
241752	Grab	1.00	1.26	0.60	5.98
242654	Channel	0.50	0.75	2.60	5.79
242711	Channel	0.50	0.77	0.50	5.79
242297	Channel	0.60	0.89	0.60	5.78
242566	Channel	0.50	0.07	0.90	5.78
241782	Channel	0.60	0.97	2.60	5.75
242285	Channel	0.50	0.80	0.60	5.68
243006	Channel	0.50	0.75	0.80	5.66
242773	Channel	0.80	0.53	3.40	5.49
242298	Channel	0.60	1.47	0.70	5.47
242695	Channel	0.60	0.56	1.40	5.40
242405	Channel	0.50	1.38	0.60	5.39
242496	Channel	0.50	0.91	0.30	5.39
242453	Channel	0.70	0.18	0.60	5.27
242108	Grab	1.00 x 0.50	1.85	1.30	5.04

Table 3 - La Republicana:

LA REPUBLICANA TARGET						
Sample Number	Sample Type	Width (m)	Au	Ag	Cu	Pb
			g/t	g/t	%	%
242375	Floated	0.50	11.90	107.00	0.0027	0.32
242812	Channel	0.40	4.29	6.10	0.187	0.14
242811	Channel	0.40	2.37	90.40	0.0227	5.33
242829	Dump	1.00 x 1.00	1.22	28.40	0.0264	0.058
242816	Dump	1.00 x 1.00	0.28	14.30	1.03	0.0029
242814	Floated	1.00 x 1.00	0.10	8.40	0.598	0.02
242822	Grab	1.00 x 1.00	0.02	4.90	0.804	0.037

On March 30, 2023, the Company announced that it started mobilizing for 5,500 metre phase 2 drilling at La Gloria across four target areas: La Republicana, Western, Las Carmelitas, and Main zone:

- Drilling is planned to start at La Republicana, with 20 holes planned for 2,500 metres;
- La Republicana drilling will test extensions to the La Republicana Main vein, which produced a diamond drill result of 59.00 metres grading 1.45 grams per tonne gold in phase 1 drilling (see news release dated September 7, 2022) and test new intrusive-hosted targets;
- The La Republicana Main vein had been mapped for one kilometre at surface; this had been corroborated by the induced polarization (IP) survey, which also showed potential parallel structures that widen the target to 600 metres;
- Intrusive hosted targets had been identified at depth through the IP survey on the western side of La Republicana;
- Diamond drill rig was on site and drilling started in early April after the initial access road and drill pads were completed.

Corporate Update:

On April 20, 2023, the Company announced that Bethany Terracina joined as the vice-president of investor relations.

QUARTERLY FINANCIAL CONDITION

Capital Resources

From December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and physical distancing, caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The full impact of the COVID-19 outbreak is unknown at this time. It is not possible to reliably estimate the severity of these developments and the impact on the financial results and condition of the Company in the future. Thus far in 2023, in the wake of the easing of COVID-19 pandemic restrictions, the Company has been able to complete its exploration program as well as connecting with its investors and shareholders via attending



various conferences in person. In case of future global outbreaks of other contagious diseases, they might potentially lead to another economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of such outbreak and its effects on the Company's business or ability to raise funds.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from warrants, finders' warrants, advisors' options and options, along with the planned developments within the Company are sufficient to carry out its activities throughout 2023 and 2024. The Company would consider future equity financings if such financings are beneficial to the Company. If the market conditions change, the Company will make adjustment to its budgets accordingly.

Liquidity

As at March 31, 2023, the Company had a working capital of \$4,756,027 (December 31, 2022 – \$5,853,059). With respect to working capital, \$4,714,465 was held in cash and cash equivalents (December 31, 2022 – \$5,771,307). The decrease in cash was mainly due (a) operating activities, including exploration expenses, totaling \$891,651, and (b) expenditures on the exploration and evaluation assets of \$165,191.

Operations

For the three months ended March 31, 2023 compared with the three months ended March 31, 2022:

The Company's exploration expenses amounted to \$454,162 (2022 - \$461,423), a slight decrease of \$7,261. During both periods, the Company was actively exploring on its La Gloria property.

Excluding the foreign exchange loss of \$17,828 (2022 – \$11,116) and share-based payments of \$4,399 (2022 - \$Nil), the Company's administrative expenses amounted to \$395,240 (2022 - \$751,816), a decrease of \$356,576 mainly due to decreases in: (a) marketing of \$146,446 (2022 - \$355,474) as the Company had a big marketing program prior to going public in fiscal 2022; (b) management and director fees of \$126,248 (2022 - \$232,496) as the Company paid out bonuses in fiscal 2022 and (c) consulting of \$31,967 (2022 - \$76,474) as the Company was getting itself listed in fiscal 2022. The other administrative expenses vary as the Company incurred those expenses to support the exploration activities.

During the three months ended March 31, 2023, the Company reported a loss of \$864,155 (2022 – \$1,224,220), a decrease of \$360,065.

SIGNIFICANT RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

	Cash payments	Shares issued	Share-based payments	TOTAL
Jorge Ramiro Monroy ⁽¹⁾ Director	\$ 49,998	\$ -	\$ -	\$ 49,998
Michael Wood ⁽²⁾ Chief Executive Officer, Director	\$ 60,000	\$ -	\$ -	\$ 60,000
Winnie Wong ⁽³⁾ Chief Financial Officer	\$ 30,000	\$ -	\$ -	\$ 30,000
Alex Langer ⁽⁵⁾ Director	\$ 5,000	\$ -	\$ -	\$ 5,000
Steve Robertson ⁽⁶⁾ Director	\$ 6,750	\$ -	\$ -	\$ 6,750
Castulo Molina Sotelo ⁽⁷⁾ Director	\$ 3,750	\$ -	\$ -	\$ 3,750
Peter Jones ⁽⁸⁾ Director	\$ 3,750	\$ -	\$ -	\$ 3,750

Related party transactions and balances:

Amounts included in Trade and other payables:	Services for:	For the three months ended		As at March 31,	As at December 31,
		March 31, 2023	March 31, 2022	2023	2022
Emerging Markets Capital	Management fee and rent	\$ 49,998	\$ 99,996	\$ -	\$ -
Athena Jade Limited	Management fee	60,000	120,000	-	-
Andros Capital Corp. ⁽⁵⁾	Director's fee	5,000	5,000	-	-
Western Blue Sky Management Corp. ⁽⁶⁾	Consulting and director's fee	6,750	3,750	-	-
San Miguel Exploration SC. ⁽⁷⁾	Director's fee	3,750	3,750	-	-
Peter Jones ⁽⁸⁾	Director's fee	3,750	-	-	-
Pacific Opportunity Capital Ltd.	Accounting	30,000	30,000	21,000	21,000
Total		\$ 159,248	\$ 262,496	\$ 21,000	\$ 21,000

⁽¹⁾ Jorge Ramiro Monroy's cash payments were paid through Emerging Markets Capital, a company of which Mr. Monroy has control.

⁽²⁾ Michael Wood's cash payments as the Chief Executive Officer were paid through Athena Jade Limited, a private company owned by Mr. Wood.

⁽³⁾ Winnie Wong was appointed as the Chief Financial Officer on May 1, 2021 and her cash payments were paid through Pacific Opportunity Capital Ltd., a private company where she is the vice president.

⁽⁵⁾ Alex Langer's director fee was paid to his company Andros Capital Corp.

⁽⁶⁾ Steve Robertson's consulting and director fee was paid to his company Western Blue Sky Management Corp.

⁽⁷⁾ Cacho Molina Sotelo's director fee was paid to his company San Miguel Exploration SC.

⁽⁸⁾ Peter Jones became a director of the Company on April 13, 2022.

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.



COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

Other than disclosed in this MD&A – Quarterly Highlights, the Company does not have any commitments, expected or unexpected, or uncertainties.

RISK FACTORS

In our MD&A filed on SEDAR April 14, 2023 in connection our annual financial statements (the “Annual MD&A”), we have set out our discussion of the risk factors which we believe are the most significant risks faced by the Company. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in the Prospectus.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company’s outstanding share data as at March 31, 2023:

	Issued and outstanding	
	March 31, 2023	May 26, 2023
Common shares outstanding	67,006,221	67,006,221
Options	6,445,000	6,445,000
Restricted shares units	100,000	100,000
Warrants	13,092,394	13,092,394
Finder's warrants	1,665,003	1,665,003
Fully diluted common shares outstanding	88,308,618	88,308,618

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.