E2GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEAR ENDED JULY 31, 2021

(EXPRESSED IN CANADIAN DOLLARS)

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operation of E2Gold Inc. (the "**Company**" or "**E2Gold**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended July 31, 2021. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited financial statements of the Company for the fiscal year ended July 31, 2021 and 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. This MD&A covers the most recently completed financial year end and the subsequent period up to October 25, 2021.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Common Shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The July 31, 2021, financial statements were prepared in accordance with accounting principles applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business. The Company's ability to continue as a going concern is always dependent on its ability to raise new funds to meet its obligations and continue its exploration activities.

Further information about the Company and its operations is available on the Company's website at **www.e2gold.ca** or on SEDAR at **www.sedar.com**.

This MD&A contains forward-looking information as further described in the "Cautionary Note Regarding Forward-Looking Statements" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" also at the end of this MD&A.

OVERALL PERFORMANCE

Description of Business and Nature of Operations

The Company was incorporated pursuant to the *Business Corporations Act* (Ontario) under the name "5003754 Ontario Inc." on October 25, 2018. Articles of amendment were subsequently filed on February 11, 2020 to change the name of the Company to "E2Gold Inc." Articles of amendment were subsequently filed on October 14, 2020 to remove the private company restrictions contained in the articles of the Company. The Company's head office is located at 8 King Street East, Suite 1700, Toronto, Ontario M5C 1B5.

On December 30, 2020, the Company completed its Initial Public Offering ("**IPO**") and its common shares commenced trading on the TSX Venture Exchange ("**TSXV**") at the opening of business on January 4, 2021. The common shares of the Company trades under the symbol "ETU".

The principal business of the Company is the acquisition, exploration and evaluation of mineral properties and developing these properties further or disposing of them when evaluation is complete. Its principal project is the 75 km long Hawkins Gold Property located in the province of Ontario, Canada. Optioned from Pavey Ark in January 2020, the project is anchored by an at-surface Inferred Mineral Resource (The McKinnon Zone), compliant with National Instrument 43-101 of 6.2 million tonnes grading 1.65 g/t Au for 328,800 oz of gold, estimated by P&E Mining in 2020. The Company intends to focus its efforts on the Hawkins Gold Property in the near term to determine its mineral potential.

TRENDS AND ECONOMIC CONDITIONS

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

On March 11, 2020, the World Health Organization declared the rapidly spreading COVID-19 outbreak as a global pandemic. The Company has closely monitored developments in the COVID-19 outbreak and is following all applicable governmental protocols in order to ensure the safety of the Company's workforce and local communities. There have been no outbreaks of COVID-19 at the Company's operations to date.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. In addition, management cannot accurately predict the future impact COVID-19 may have on the global gold prices, the demand for gold, the ability to explore for gold, the severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labour and supply lines, the availability of common resources such as water and electricity and the Company's ability to obtain funding.

Apart from this and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

OUTLOOK

Following the successful completion of $3.4 million oversubscribed IPO on December 30, 2020, the Company completed another oversubscribed private placement of $5.6 million in July 2021.

The July financing has allowed E2Gold to add an additional drill rig at the Hawkins property as part of its efforts to test the mineral potential at depth below the known resources as well as on other identified drill targets.

With this aggressive new drilling plan, the Company expects to drill 10,000 metres by the end of the winter 2021-22 drill program.

The Company continues its marketing programs to raise awareness and promote E2Gold, notably through virtual webinars, videos, interviews and various conferences.

The Company recently optioned the Band-Ore property from Golden Share Resources Corporation. While the Band-Ore property fits perfectly with E2Gold's Ontario portfolio, E2Gold intends to maintain its principal focus on the Hawkins property at this time as the Band-Ore option requires minimal upfront commitments, which are stretched over 8 years. The company has also significantly expanded its land package surrounding the Hawkins property to allow for increased potential for new discoveries.

As a junior resource company, E2Gold has no income, and is reliant on capital markets for future funding. Although the Company is confident in securing future funding, there is no guarantee that such funding will come.

HAWKINS GOLD PROPERTY

Property Description

The 75 km long Hawkins Project covers portions of 10 townships in north central Ontario, about 125 km northeast of Hemlo and approximately 160 km west of Timmins. The property is comprised of some 2,553 claims covering 544 km^2. The project hosts a shallow-level Inferred Resource – the McKinnon Zone – located in Hawkins Township, on which the Company is currently focusing its exploration efforts.

The McKinnon Zone resource was defined by 1980's-era Falconbridge drilling, who completed some 79 shallow holes over a 3.5 km strike length. Little work has been completed on the project in subsequent years until now, with E2Gold's ongoing exploration activities.

Exploration Update

During summer and fall 2020, E2Gold completed a substantial first field program, comprised of mapping, prospecting, mechanical stripping, channel sampling, and geochemical sampling, principally in the vicinity of the McKinnon Zone. This was followed with a large 1,139 line-km airborne magnetic survey in the fall of 2020 over the central Hawkins property claims.

Following its successful, oversold IPO on December 30, 2020, the Company was able to ramp up its exploration activities. Since then, E2Gold:

- Completed a 17 hole, 2,888 metre winter drill program between February 2021 and April 2021. This program was comprised of holes aiming to confirm the location of higher-grade gold zones within the McKinnon Zone, as well as a few step-out holes. The program was a success, having confirmed the high-grade zones with up to 30.5 g/t gold over 0.5 m, within a broader 6.0 m zone grading 5.78 g/t gold. The drilling also provided a robust base for its current follow-up drill program.

- Completed a 3-grid, 20.625 line-km Induced Polarization (IP) survey in March 2021 to test the signal of the McKinnon Zone and compare it with historic geophysical data.

- Completed a 5 month summer field mapping, prospecting, mechanical stripping, and channel sampling program, with two teams of geologists and a team of prospectors. Focus was on the Hawkins township portion of the property, beginning in and around the McKinnon Zone, and spreading out beyond that as time and activities proceeded. The better part of the central 15 km of the property has now been covered in regard to mapping. Channel sampling and outcrop stripping commenced with the aid of field saws and excavator. A total of 127 surface rock samples and 331 channel samples were collected – assays are pending on these samples.

- Began its follow-up step-out drill program in July 2021, initially with one drill rig. However, following the completion of its oversubscribed $5.62 million private placement in July 2021, management was able to justify adding another drill rig. Currently, there are two drill rigs on site. This drill program is a step-out program comprised of 3 targets, 2 of which are attempting better determine the footprint of the McKinnon Zone: 1) Shallow step-out holes below the

McKinnon Zone, and shallow step-out holes along strike; 2) Deep step-out holes below the McKinnon Zone targeting the zone at 500 m vertical depth. This latter target will consist of 12 holes spaced at 300 m apart along the 3.5 km length of the McKinnon Zone to determine whether there is potential growth at depth. The third target set consists of geophysical targets, both within and along strike with the McKinnon Zone, as well as off the McKinnon Zone trend (to the north and south). To-date, 2,500 m have been planned for the shallow step-out holes, of which 1,603 m have been completed. For the deep targets, 6,600 metres have been planned, of which 2,384 m have been completed to date. Assays are pending as of the time of this report.

- Has recently completed a 2,941 line-km airborne magnetics survey over the western block of claims. This100 km^2 area is essentially virgin territory, with little work having been conducted on these claims over the years. The Company believes the geological environment is conducive to gold targets and will be looking to develop drill targets here for 2022 or 2023. Processing of this data is underway.

- Tripled the size of the Hawkins project through a massive staking program in August 2021 (see press release September 8, 2021). The Company now controls most of the Kabinakagami Greenstone Belt.

Other activities related to the Hawkins project include downhole geophysical surveys, mineralogical studies (i.e. rock petrographic and microprobe studies) and geochemical studies, as well as ongoing reprocessing of geophysical, mineral and whole rock geochemistry data and AI-type studies.

OTHER PROPERTIES

In addition to the Hawkins property, E2Gold has three other projects in Ontario: the Band-Ore, Copperfield, and Strathearn projects.

The 10 km-long Band-Ore gold project was recently optioned from Golden Share Resources (see Press Release, October 14, 2021). Located approximately 75 km west of Thunder Bay, Ontario, in Hagey and Conacher Townships, the property consists of 109 staked mining claims, as well as 16 patented mining claims and one mining lease. The property hosts two historic mineral resources (not compliant with National Instrument 43-101): the Main Zone, with 706,000 tonnes grading 6.86 g/t gold for 155,278 ounces of gold, and the No. 4 Zone with 616,000 grading 4.14 g/t gold, for 95,668 ounces of gold. Management believes there is growth potential for both zones and, like the McKinnon Zone on the Hawkins Project, has not seen much work over the last 30 years.

The Strathearn and Copperfield projects are located to the southeast of E2Gold's Hawkins Project, in Strathearn and Copperfield Townships, respectively. Both are early-stage greenfield properties, staked by E2Gold in early 2021, based on geophysical similarities to Newmont's Borden Mine. Strathearn is located 20 km west of Borden; Copperfield is located adjacent to Newmont claims 50 km northeast of Strathearn. As of this writing, the Company has a crew on the ground conducting preliminary reconnaissance prospecting and surveys.

The following table summarizes the expenses incurred at the Hawkins Gold Property for the years ended July 31, 2021 and 2020.

Expenditures	Year Ended July 31, 2021 ($)	Year Ended July 31, 2020 ($)
Community relations	25,356	-
Depreciation	4,878	-
Drilling	1,202,685	-
Geology	546,800	72,226
Geophysics	264,353	32,211
Mineral property / claims	12,324	25,900
Option payments	200,000	170,000
Resources estimate	50,550	-
Total Hawkins	**2,306,946**	**300,337**
General exploration	2,900	-
TOTAL EXPLORATION	**2,309,846**	**300,337**

Qualifying Statements
The foregoing scientific and technical disclosures for the Hawkins Gold Property have been reviewed by Eric Owens, PhD, PGeo, President and CEO of the Company, and Natalie Pietrzak-Renaud, PhD, PGeo, VP Exploration of the Company, both qualified persons as defined by National Instrument 43-101.

Access to Properties
The Company's access to its Hawkins Gold property is dependent on climate and weather conditions but is generally accessible all year round.

SELECTED ANNUAL FINANCIAL INFORMATION

	Year Ended July 31, 2021 ($)	Year Ended July 31, 2020 ($)	Period From Date of Inception (October 25, 2018) to July 31, 2019 ($)
Total assets	6,255,703	184,939	-
Total current assets	6,204,777	184,939	-
Total current liabilities [1]	753,389	104,053	-
Interest income	1,710	-	-
Total expenses	3,234,507	359,004	
Total exploration expenses [2]	2,309,846	300,337	-
Loss	2,843,037	359,004	
Loss per share – basic & diluted	(0.07)	(0.07)	-

[1] *Excluding non-cash flow-through share liability of $536,936*
[2] *Amount included in Total expenses*

- For the loss for the year ended July 31, 2021, the main expenses consisted of exploration and evaluation expenditures of $2,309,846, investor relations of $172,734, management fees of $395,313 and professional fees of $215,220, offset by interest income of $1,710 and non-cash premium on flow-through shares of $389,760.

- For the loss for the year ended July 31, 2020, the main expenses consisted primarily of exploration and evaluation expenditures of $300,337, general and administrative of $25,467 and professional fees of $33,200.

- As the Company has no recurring revenue, its ability to fund its operations is dependent upon securing financing. See "Trends and Economic Conditions" above and "Risk Factors" below.

SELECTED QUARTERLY INFORMATION

Three Months Ended	Total Revenue ($)	Loss		Total Assets ($)
		Total ($)	Basic and Diluted Loss Per Share [(8)] ($)	
2019-October 31	-	-	-	100
2020-January 31	-	12,829 [(1)]	0.01	25,740
2020-April 30	-	8,449 [(2)]	0.00	64,372
2020-July 31	-	337,726 [(3)]	0.03	184,939
2020-October 31	-	452,833 [(4)]	0.02	430,078
2021-January 31	-	594,916 [(5)]	0.02	2,645,481
2021-April 30	-	958,427 [(6)]	0.02	1,495,419
2021-July 31	-	836,861 [(7)]	0.02	6,255,703

[(1)] Loss of $12,829 principally relates to exploration and evaluation expenditures of $10,219.

[(2)] Loss of $8,449 principally relates to general and administrative expenses of $1,874 and professional fees of $5,540.

[(3)] Loss of $337,726 principally relates to exploration and evaluation expenditures of $290,083, general and administrative expenses of $21,983and professional fees of $26,660.

[(4)] Loss of $452,833 principally relates to exploration and evaluation expenditures of $373,525, management fees of $25,000 and professional fees of $31,472.

[(5)] Loss of $594,916 principally relates to exploration and evaluation expenditures of $482,491 and management fees of $101,469.

[(6)] Loss of $958,427 principally relates to exploration and evaluation expenditures of $842,064, investor relations of $79,085, management fees of $139,281, offset by premium on flow-through shares of $194,125.

(7) Loss of $836,861 principally relates exploration and evaluation expenditures of $611,766, investor relations of $78,986, management fees of $129,563 and professional fees of $108,085, offset by premium on flow-through shares of $117,922.

(8) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

FINANCIAL HIGHLIGHTS

Year ended July 31, 2021 compared with year ended July 31, 2020

For the year ended July 31, 2021, the Company's loss totaled $2,843,037, with basic and diluted loss per share of $0.07. This compares with a net loss of $359,004 with basic diluted loss per share of $0.07 for the year ended July 31, 2020. The Company's only revenues are derived from interest income generated from cash held in interest bearing accounts and short-term GICs at the bank. The increase in loss was principally due to:

- Exploration and evaluation expenditures increased to $2,309,846 for the year ended July 31, 2021, compared to $300,337 for the year ended July 31, 2020. The increase related to the exploration activities taking place at the Hawkins Gold Property. Refer to the heading "Exploration Update" above for a summary of the Company's exploration program.
- Professional fees increased in the year ended July 31, 2021, to $215,220 compared with $33,200 for the same period in 2020, primarily due to higher corporate activity requiring external professional support services.
- Management fees increased to $395,313 for the year ended July 31, 2021, compared to $nil for the year ended July 31, 2020. The increase is due to the Company's hiring people to complete its management team following the completion of IPO and listing on the TSXV during the year ended July 31, 2021.
- Investor relations increased in the year ended July 31, 2021, to $172,734 compared with $nil for the same period in 2020, primarily due to the listing on the TSXV that occurred during the year ended July 31, 2021 and programs implemented to increase the Company's visibility and profile with shareholders and investors.
- Share-based payments increased in the year ended July 31, 2021, to $32,022 compared with $nil for the same period in 2020. The increase is due the timing of expensing the estimated fair value of stock options in prior and current periods. The Company expenses its stock options in accordance with the vesting terms of the stock option granted. There were 1,000,000 stock options granted during the year ended July 31, 2021 compared to nil in the comparative year.
- Premium on flow-through shares increased in the year ended July 31, 2021, to $389,760 compared to $nil for the same period in 2020. This is a non-cash item. The Company follows a policy whereby in summary, proceeds from flow-through share issuances are allocated between the offering price of the shares and the quoted market price of the same shares on closing. A liability is recognized for this difference and is extinguished by crediting premium on flow-through shares on a pro-rata basis as the flow-through eligible expenditures are made.

Overall, the successful IPO and listing on the TSXV enabled the Company to ramp up its exploration activities andsetting up the administrative components related to operating a publicly listed company.

LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2021, the Company had cash of $5,854,701 and working capital of $5,451,388 (excluding the flow-through share liability of $536,936) as the flow-through share liability is not settled through cash payments. The Company's excess cash, when available, is deposited into interest-bearing accounts with major Canadian chartered banks.

The Company's total assets on July 31, 2021 were $6,255,703 (July 31, 2020 - $184,939) against total liabilities of $753,389 (excluding non-cash flow-through share liability of $536,936) (July 31, 2020 - $104,053). The increase in total assets of $6,070,764 resulted from $8,457,033 (gross proceeds of $9,639,666 less issue costs of $1,182,633) in proceeds from private placements, which was offset by cash used to purchase of property and equipment in the amount of $58,792, purchase of short-term investment of $40,000, and exploration and evaluation expenditures and operating costs. The Company has sufficient current assets to pay its existing liabilities of $753,389 at July 31, 2021.

As at July 31, 2021, the Company had an HST receivable of $124,582 and prepaid expenses of $185,494 which included $100,000 for a deposit on drilling as well as $18,156 in prepaid conference and $25,771 in prepaid insurance.

Equity Financing

The Company's exploration project is at an early stage and it has not yet been determined whether any of its properties contain economically recoverable ore. As a result, the Company has no current sources of revenue and has relied on the issuance of common shares to date in order to generate the funds required to further its project.

Initial Public Offering
On December 30, 2020, the Company completed an IPO of 10,961,500 units at a price of $0.20 per unit and 5,421,100 flow-through units at a price of $0.22 per flow-through unit resulting in aggregate gross proceeds of $3,384,942 all pursuant to the final prospectus of the Company dated December 21, 2020.

Private Placements
During the year ended July 31, 2021, the Company completed the following private placements: 7,740,000 common shares at $0.05 per common share to raise gross proceeds of $387,000; 16,249,366 units at $0.10 per unit to raise gross proceeds of $1,624,937; 1,659,998 flow-through common shares at a price of $0.15 per common share for gross proceeds of $249,000; 8,475,345 flow-through units at a price of $0.11 per flow-through unit for gross proceeds of $932,288; and 23,550,000 special flow-through units at a price of $0.13 per special flow-through unit for gross proceeds of $3,061,500.

Shares for Services
During the year ended July 31, 2021, the Company issued 370,400 common shares valued at $18,520 in the aggregate as settlement for services provided.

On October 14, 2021, the Company issued 29,070 common shares valued at $5,000 in consideration for geological services.

Shares for Mineral Property
On February 19, 2021, the Company issued 543,478 common shares valued at $100,000 in relation to the obligation under the Hawkins option agreement.

Shares for Loan Payable
During the year ended July 31, 2021, the Company issued 666,428 common shares valued at $46,650 in the aggregate as repayment of a loan payable.

Stock Options
On August 15, 2020, the Company granted 1,000,000 stock options at an exercise price of $0.05 per share expiring on August 15, 2025. The options vest as follows: 10% the date of grant and 15% on each of the 6, 12, 18, 24, 30 and 36 months after date of grant.

On August 17, 2021, the Company granted 6,850,000 stock options to directors, officers and consultants of the Company. The stock options are exercisable for a period of 3 years at a price of $0.13 and vested immediately.

Warrants and Compensation Options
As part of the IPO, the Company issued 2,710,550 warrants exercisable at a price of $0.28 until December 30, 2022 as well as 10,961,500 warrants exercisable at a price of $0.24 until December 30, 2023.

Also in connection with the IPO, the agents received an aggregate of 1,146,782 compensation options, each such compensation option entitling the holder to acquire one common share of the Company at an exercise price of $0.20 per share until December 30, 2022.

As part of the private placement completed in July 2021, the Company issued 39,037,035 warrants exercisable at a price of $0.15 until July 16, 2023 as well as 5,000,000 warrants exercisable at a price of $0.15 until July 23, 2023.

Also in connection with the private placement completed in July 2021, the agents received an aggregate of 2,394,667 compensation options, each such compensation option entitling the holder to acquire one common share of the Company at an exercise price of $0.10 until July 16, 2023 and 240,000 compensation options, each such compensation entitling the holder to acquire one common share of the Company at an exercise price of $0.10 until July 23, 2023.

The Company's ability to successfully acquire mineral projects or recover amounts expended on mineral properties is conditional on its ability to secure financing when required. The Company expects to meet additional financing requirements through equity financing. The Company may seek other alternatives for financing in the future depending on market conditions and exploration results; however, there can be no assurance that such financing attempts will be successful. The impact on the Company's business and the cost and availability of financing remain uncertain and could affect the overall liquidity of the Company. In addition, the ability to generate sufficient capital will depend on economic conditions and commodity prices.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. The listing of the common shares on the TSXV via the IPO is expected to provide additional opportunities for the Company to raise the necessary funds for its ongoing activities.

Management believes that it will be able to raise sufficient capital to meet the cash and expenditures commitments under the Hawkins Option Agreement and maintain the Hawkins Gold Property in good standing. The Company intends to continue reviewing other properties that have the potential to contain precious and base metals. In addition, management will review project submissions and conduct independent research for projects in such jurisdictions and commodities as it may consider prospective.

Commitments and Obligations

As at July 31, 2021, the Company was required to incur approximately $3,740,000 in qualifying exploration expenditures by December 31, 2022 to meet its flow-through commitments. At this time, management anticipates meeting that obligation and as a result, no additional provisions are required.

The Company entered into consulting agreements for the services of its officers. For the Chief Financial Officer ("**CFO**"), the agreement was effective October 1, 2020 and for the President and Chief Executive Officer ("**CEO**"), the Vice-President and the Vice-President Exploration, the agreements were effective January 1, 2021. Under the agreements, additional payments totaling $798,000 are to be made upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Also, on July 15, 2020, the Company entered into a service agreement with a party who subsequently became a member of the Board on October 5, 2020. The aggregate commitment upon termination of the agreements is $129,000. The minimum commitment due within one year under the terms of the agreements is $600,000, in aggregate.

Subsequent to the year ended July 31, 2021, the Company entered into an option agreement with Golden Share Resources Corporation ("Golden Share") in order to earn a 100% interest in the Band-Ore property, which consists of 109 staked mining claims, 16 patented mining claims and one mining lease (See Press Release, October 14, 2021). There are no work commitments, and the aggregate $2,000,000 annual cash commitments for Earn-In are spread over 8 years as follows:

Signing Date	$50,000	(paid)
1 year anniversary	$100,000	
2 year anniversary	$100,000	
3 year anniversary	$100,000	
4 year anniversary	$150,000	
5 year anniversary	$200,000	
6 year anniversary	$300,000	
7 year anniversary	$500,000	
8 year anniversary	$500,000	

In addition, E2Gold will reimburse the costs incurred by the Optionor in connection with the preparation of a National Instrument 43-101 compliant technical report on the Band-Ore property, to a maximum amount of $35,000, and reimburse tax payments to be incurred by Golden Share with respect to the 16 patented mining claims and the one leased mining claim. The completed 43-101 compliant Technical Report was filed on Sedar on October 14, 2021. Golden Share will retain a 2% net smelter return royalty, one-half of which may be purchased by the Company by making a cash payment to the Golden Shares in the amount of (i) $3,000,000 at any time up to the fifth anniversary of the date on which the Company earns its interest in the property (the "Acquisition Date"); (ii) $5,000,000 at any time from the fifth anniversary of the Acquisition Date up to the 10th anniversary of the Acquisition Date; or (iii) $10,000,000 at any time on or following the 10th anniversary of the Acquisition Date.

The Company has no long-term contractual obligations other than the option payments and the exploration expenditures requirements related to the Hawkins Option Agreement disclosed in the financial statements for the year ended July 31, 2021 and 2020.

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. As of July 31, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

CAPITAL RISK MANAGEMENT

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company considers its capital to be equity which at July 31, 2021, totaled $4,965,378.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained unchanged during the year ended July 31, 2021. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than the flow-through contractual obligations.

FINANCIAL RISK MANAGEMENT

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and price risk).

Risk management is carried out by the Company's management team with guidance from the Board. The Board also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. HST receivable consists of taxes recoverable. The Company has no significant concentration of credit risk arising from operations. The expected credit loss on the remaining receivables is not material.

(ii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2021, the Company had cash of $5,854,701, to settle current liabilities of $753,389 (excluding non-cash flow-through share liability of $536,936). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms, except for the loan payable paid in September 2020 via issuance of common shares.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and quoted prices.

(a) Interest rate risk

The Company has $5,854,701 cash balances and no interest-bearing debt and was not exposed to interest rate risk. As a result, the Company's exposure to interest rate risk is minimal.

(b) Foreign currency risk

The Company does not have any significant assets in currency other than the functional currency of the Company, nor has significant foreign currency denominated liabilities, therefore any changes in foreign exchange rates will not give rise to significant changes to the loss.

(c) Price risk

The ability of the Company to acquire new properties and the future profitability of the Company is directly related to the market price of certain minerals. The Company's risk management objectives are to ensure that business and financial exposures to risk that have been identified and measured are minimized using the most effective and efficient methods to reduce, transfer and, when possible, eliminate such exposures. Operating decisions contemplate associated risks and management strives to structure proposed transactions to avoid or reduce risk whenever possible.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

a) Remuneration of directors and officers

	Year ended July 31,	
	2021	**2020**
Management fees	$ 395,313	$ -
Consulting fees	61,500	-
	$ 456,813	$ -

During the year ended July 31, 2021, the Company paid the following management fees:

- $67,313 (2020 - $nil) to Bractea Enterprises Ltd. ("**Bractea**"), a corporation owned by Erik H. Martin, the CFO of the Company.

- $32,000 (2020 - $nil) to Ellie Owens, the Vice-President of the Company as well as $70,000 (2020 - $nil) to Invera Consulting, a corporation owned by Ellie Owens.

- $30,000 (2020 - $nil) to Eric Owens, the President and CEO of the Company, as well as $112,000 (2020 - $nil) to Sheer Strategic Inc., a corporation owned by Eric Owens.

- $84,000 (2020 - $nil) to Renaud Geological Consulting Ltd. ("**RGC**"), a corporation owned by Natalie Pietrzak-Renaud, the Vice-President Exploration of the Company.

- $61,500 (2020 - $nil) to 5044563 Ontario Ltd., a company owned by Bereket Berhe, a director of the Company.

As at July 31, 2021, Bractea was owed $5,684 (July 31, 2020 - $nil), Invera Consulting was owed $11,300 (July 31, 2020 - $nil), Sheer Strategic Inc. was owed $18,080 (July 31, 2020 - $nil) and RGC was owed $22,941 and all these amounts were included in amounts payable and accrued liabilities at such date.

For the period from August 1, 2020 to August 26, 2020 (which is the date Carmelo Marrelli resigned as CFO of the Company), the Company expensed $nil (July 31, 2020 - $4,500) to Marrelli Support Services Inc. ("**MSSI**") for the services of Carmelo Marrelli to act as CFO of the Company. In addition, MSSI also provides bookkeeping services to the Company. Carmelo Marrelli is the Managing Director of MSSI. As at July 31, 2021, MSSI was owed $8,883 (July 31, 2020 - $4,500) and this amount was included in amounts payable and accrued liabilities.

(b) Loan payable

On December 18, 2019, the Company signed a shareholder loan agreement with Laurel Duquette, an insider and the former President and a former director of the Company, pursuant to which a non-interest bearing loan in the aggregate principal amount of $46,650 was advanced from Laurel Duquette to the Company. On September 8, 2020, the $46,650 was fully repaid via the issuance of 666,428 common shares.

(c) Private placements

On January 31, 2020, Ellie Owens, the Vice-President of the Company, subscribed for 1,000,000 common shares for gross proceeds of $50.

On January 31, 2020, Laurel Duquette, former President and former director of the Company, subscribed for 3,750,000 common shares for gross proceeds of $450.

On April 23, 2020, Marrelli Investments Limited, a company controlled by Carmelo Marrelli, the former CFO of the Company, subscribed for 250,000 common shares for gross proceeds of $5,000.

On April 27, 2020, Eric Owens, President and CEO of the Company, subscribed for 500,000 common shares for gross proceeds of $10,000.

On April 27, 2020, Laurel Duquette, former President and former director of the Company, subscribed for 500,000 common shares for gross proceeds of $10,000.

On June 11, 2020, Ellie Owens, the Vice-President of the Company, subscribed for 250,000 common shares for gross proceeds of $5,000.

On June 26, 2020, Ellie Owens, the Vice-President of the Company, subscribed for 750,000 common shares for gross proceeds of $15,000.

On July 16, 2021, Bereket Berhe, a director of the Company, subscribed for 200,000 units for gross proceeds of $20,000.

On July 16, 2021, Rod Thomas, a director of the Company, acquired via a private agreement 250,000 units for a total of $25,000.

(d) Services rendered

During the year ended July 31, 2021, the Company paid fees the following:

– $107,919 (2020 - $nil) RGC, a corporation owned by Natalie Pietrzak-Renaud, the Vice-President Exploration of the Company, for fees and expense reimbursements which were included in exploration and evaluation expenditures.

– $6,960 (2020 - $nil) for consulting fees to Laurel Duquette, the former President and a former director of the Company.

– $50,800 (2020 - $nil) for consulting fees related to the IPO and private placement to 5044563 Ontario Ltd., a company owned by Bereket Berhe, a director of the Company. This amount was included in share issue costs.

– Bereket Berhe, a director of the Company, received 80,000 compensation options with an exercise price of $0.10 and expiry date of July 16, 2022 related to the private placement completed in July 2021. As at July 31, 2021, Bereket Berhe was owed $9,944 (July 31, 2020 - $nil).

PROPOSED TRANSACTIONS

The Company continues to evaluate quality exploration projects and financing opportunities. There are no transactions currently pending.

ADOPTION OF NEW ACCOUNTING POLICIES

Short-term Investment

Short-term investment consist of GIC with expiry date between 3 to 12 months.

Property and Equipment

Property and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is recognized based on the cost of an item of property and equipment, less its estimated residual value, over its estimated useful life at the following rates:

Detail	**Amortization rate**
Computer equipment	Straight line method over 3 years
Exploration equipment	Straight line method over 3 years

At each financial position reporting date the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less disposal costs and value in use. In assessing value in use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the pre-tax time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss.

Flow-through Shares

From time to time, the Company issues flow-through common shares to finance a portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocate the value of the flow-through share between i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a premium on flow-through shares to the statement of loss and comprehensive loss.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resources property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Share-based Payments

The fair value of share options granted to directors, officers and consultants is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Share-based payments incorporates an expected forfeiture rate of nil.

ADDITIONAL INFORMATION

Outstanding Shareholders' Equity Data

As of October 25, 2021, the following are outstanding:

• Common Shares	95,396,685
• Stock Options	7,850,000
• Warrants	61,490,534

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence in that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, financial performance and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. In particular, the certifying officers filing this certificate do not make any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISKS AND UNCERTAINTIES

The exploration, development and mining of mineral resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the risk factors should be considered by prospective investors. It should be noted that such list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

Exploration, Development and Operating Risks

Mineral exploration operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, precious metals and other minerals and metals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, mineral exploration activities are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral-bearing structure may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish Mineral Reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; commodity prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of deposits of minerals or other metals will result in discoveries of commercial quantities of gold or other minerals or metals.

Risks Associated with Pandemics

The transmission of COVID-19 and efforts to contain its spread have recently resulted in international, national and local border closings, travel restrictions, significant disruptions to business operations, supply chains and consumer activity and demand, service cancellations, reductions and other changes and quarantines, as well as considerable general concern and uncertainty. The Company has enhanced its existing health and safety protocols to address additional COVID-specific measures, and incurred additional nominal costs associated with these measures. Management cannot accurately predict the future impact COVID-19 may have on the global gold prices, the demand for gold, the ability to explore for gold, the severity and the length of potential measures taken by governments to manage the spread of the virus, or impacts on future permitting or labour requirements or exploration or development activities of Company, particularly if mineral exploration is no longer deemed to be an essential service by applicable government authorities. The continued prevalence of COVID-19 or other pandemics could also result in increases in costs associated with efforts to mitigate the impact of the pandemic, and/or limitations on the Company's ability to obtain financing on terms acceptable to it or at all, resulting in a material adverse effect on the Company and its results of operations.

The overall severity and duration of COVID-19-related adverse impacts on the Company will depend upon future developments which cannot currently be predicted, including directives of government and public health authorities, the speed at which business can return to full operation and the status of labour availability. Even after the COVID-19 outbreak has subsided, the Company continue to experience material adverse impacts as a result of its global economic impact, including any related recession, as well as lingering impacts on the demand for or oversupply of mineral resources.

Current Economic Conditions

There are significant uncertainties regarding the price of gold and other minerals or metals and the availability of equity financing for the purposes of mineral exploration and development. The prices of gold and other minerals or metals have fluctuated substantially over the past years. The Company's future performance is largely tied to the development of its current mineral properties and the overall financial markets. Current financial markets are likely to be volatile in Canada, reflecting ongoing concerns about the stability of the global economy and the COVID-19 pandemic. Companies worldwide have been affected particularly negatively by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Company. These economic trends may limit the Company's ability to develop and/or further explore its mineral property interests.

Operating History

The Company has a very limited history of operations, is in the early stage of exploration and must be considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Reliance on Limited Number of Properties

The only property interest of the Company is its interest in the Hawkins Gold Property. As a result, unless the Company acquires additional property interests, any adverse developments affecting this property could have a material adverse effect upon the Company and would materially and adversely affect the potential mineral resource identification and/or production (if any), profitability, financial performance and results of operations of the Company.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or related facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mineral exploration or development, monetary losses and possible legal liability.

Although the Company may in the future maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mineral exploration company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mineral exploration industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations. At the present time, the Company does not have any insurance policies outside of vehicle insurance on a rented vehicle and workers' compensation insurance. As such, the mineral properties of the Company, including the Hawkins Gold Property, are not fully insured. Any liability relating to risks that would otherwise be insured will be borne by the Company.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals, approval of aboriginal people and permits are currently, and may in the future be required in connection with the Company's operations. In particular, the Hawkins Gold Property is located with the traditional lands of the Missanabie Cree First Nation and Brunswick House First Nations. Pavey Ark has held initial discussions with the two First Nations groups to inform them of planned exploration activities. To the extent that any aboriginal approvals are required and not obtained in respect of any of the Company's property interests, the Company may be curtailed or prohibited from continuing its exploration or development operations or from proceeding with planned exploration or development of mineral properties.

Moreover, in the event that any permit or renewal thereof required by the Company from time to time is not approved, the Company may be curtailed or prohibited from continuing its exploration or development operations or from proceeding with planned exploration or development of mineral properties. Any of these occurrences could have an adverse material effect on the Company.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining or mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or other costs or reduction in levels of production at any future producing properties (if any), or require abandonment or delays in development of new mineral exploration properties.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Land Title

Although the title to the Hawkins Gold Property has been reviewed by or on behalf of the Company, no assurances can be given that there are no title defects affecting such property. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining claims may be severely constrained. Furthermore, the Company has not conducted surveys of the claims in which it holds an interest and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Competition

The mineral exploration industry is competitive in all of its phases. The Company faces strong competition from other mineral exploration companies in connection with the acquisition of properties producing, or potentially capable of producing, precious and base 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 mineral exploration properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

Additional Capital and Negative Operating Cash Flow

The development and exploration of the Company's properties will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production (if any) on any or all of the Company's properties or even a loss of property interest. In particular, in the event that the Company completes Phases I or II of the recommended program on the Hawkins Gold Property and further exploration with respect thereto is warranted, or in the event that the Company acquires additional mineral properties which entail exploration expenditures in the future, the Company may not have sufficient funds to finance such operations.

The primary source of funding available to the Company consists of equity financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Commodity Prices

The price of the common shares, the Company's financial results and exploration and development may in the future be significantly adversely affected by declines in the price of gold or other minerals. The price of gold and other minerals and metals fluctuates widely and is affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions of major mineral-producing countries throughout the world, the prevalence of COVID-19 or other pandemics, and the cost of substitutes, inventory levels and carrying charges. Future serious price declines in the market value of gold or other minerals or metals could cause further exploration and any future development of the Company's properties to be impractical. Depending on the price of gold and other minerals or metals, cash flow from future operations, if any, may not be sufficient and the Company could be forced to discontinue its operations and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's properties, if any, will be dependent upon the prices of gold and other minerals or metals being adequate to make these properties economic.

In addition to adversely affecting the Company's Mineral Resource estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Government Regulation

The mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company's exploration and development activities are currently carried out in accordance with all applicable rules and regulations in all material respects, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development. Amendments to current laws and regulations governing operations and activities of mineral exploration or more stringent implementation thereof could have a substantial adverse impact on the Company.

Canadian Tax Treatment of Flow-Through Shares ("FT Shares")

The tax treatment of FT Shares constitutes a major consideration of an investment in the FT Shares. There is no guarantee that the current tax laws and administrative practices of both the federal and provincial tax authorities will not be amended or construed in such a way that the tax considerations for a subscriber holding FT Shares will not be altered in a materially unfavourable way and there is no guarantee that there will be no material differences of opinion between the federal and provincial tax authorities with respect to the tax treatment of the FT Shares, the status of such FT Shares and the activities contemplated by the Company's exploration and development programs. There is no guarantee that the Qualifying Expenditures incurred by the Company, or the expected tax deductions or credits claimed by subscribers will be accepted as Qualifying Expenditures by the Canada Revenue Agency ("**CRA**").

There can be no assurance that the FT Shares will not be viewed by the CRA or a court as constituting prescribed shares for the purposes of the Tax Act. If the FT Shares are prescribed shares, such shares will not be considered a "flow-through share" and subscribers will not be entitled to any renunciations of Qualifying Expenditures from the Company. However, in such circumstances, the FT Shares will not be governed by the rules of the Tax Act deeming flow-through shares to have a cost of nil.

Market Price of Common Shares and Unpredictable Litigation

Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the common shares is also likely to be significantly affected by short-term changes in gold or other mineral or metal prices or in the Company's financial condition or results of operations. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; the size of Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the Company's securities to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation or other litigation concerning operational, employment, title, environmental or other matters of which the Company is not presently aware. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Dividend Policy

No dividends on the common shares have been paid by the Company to date. Payment of any future dividends will be at the discretion of the Company's Board after taking into account many factors, including the Company's operating results, financial condition and current and anticipated cash needs.

Dilution to Common Shares

The increase in the number of common shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of the common shares. In addition, as a result of such additional common shares, the voting power of the Company's existing shareholders will be diluted.

The Company is also required to issue common shares with respect to the Hawkins Option Agreement on each of the first five anniversary dates of such agreement. The number of common shares issuable to maintain the option in good standing will be based on the market price of common shares at the time of issuance. Depending on the market price of the common shares, which may depend on a number of factors beyond the control of the Company, such as current market conditions, these issuances could be excessively dilutive to existing shareholders.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares.

Key Executives

The Company is dependent on the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. As the Company's business activity grows, the Company will require additional key financial, administrative and technical personnel as well as additional operations staff. There can be no assurance that these efforts will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition.

Climate Change May Making Mineral Exploration and Development Operations More Costly

Due to changes in local and global climatic conditions, many analysts and scientists predict an increase in the frequency of extreme weather events such as floods, droughts, forest and brush fires and extreme storms. Such events could materially disrupt the Company's operations, particularly if they affect the Company's sites, impact local infrastructure or threaten the health and safety of the Company's employees and contractors. Any such event could result in material economic harm to the Company. The Company is focused on operating in a manner designed to minimize the environmental impacts of its activities; however, environmental impacts from mineral exploration and mining activities are inevitable. Increased environmental regulation and/or the use of fiscal policy by regulators in response to concerns over climate change and other environmental impacts, such as additional taxes levied on activities deemed harmful to the environment, could have a material adverse effect on the Company's financial condition or results of operations.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, (i) the Company has adopted a code of ethics to govern the directors and officers of the Company, and (ii) each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the Business Corporations Act (Ontario) and other applicable laws.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain “forward-looking information” as defined in applicable securities laws (collectively referred to herein as “**forward-looking statements**”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “budgeted”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-Looking Statement	Assumptions	Risk Factors
The Company will be able to continue its business activities and exploration of its property interests as currently planned, including completion of Phase I and II of the recommended program on the Hawkins Gold Project and the use of proceeds of the private placements, consistent with the anticipated timelines as contemplated herein.	The Company has anticipated all material costs and risks associated with its proposed exploration and development plans, and such costs and activities will be consistent with the Company’s current expectations; the Company will be able to obtain funding and permitting as required; the absence of Indigenous claims or title disputes; the results of Phase I of the recommended program will warrant the completion of Phase II of the recommended program.	Unforeseen costs to the Company or delays will arise; ongoing uncertainties relating to the COVID-19 virus; any particular operating cost increase or decrease from the date of the estimation; capital markets being unfavourable for funding resulting in the Company not being able to obtain financing on acceptable terms when required or at all; unavailability of key personnel or necessary permits; Indigenous claims or title disputes; revisions to the Company’s proposed activities as plans continue to be refined.
The Company will be successful in potentially acquiring additional properties that are prospective for Mineral Resources.	The Company will be successful in identifying and acquiring properties which meet its acquisition criteria on acceptable terms; the Company will be able to obtain sufficient funding.	Significant expenses required to identify and acquire properties which are prospective for Mineral Resources; environmental risks; risks associated with land title; the competition faced by the Company; the potential failure of the Company to generate adequate funding for any such acquisitions.

The net proceeds raised pursuant to the private placements, together with existing cash on hand of the Company, are expected to fund completion of Phases I and II of the recommended program on the Hawkins Gold Project, cash payments required under the Hawkins Gold Project and the monthly working capital requirements of the Company for at least 12 months following July 31, 2021.	The Company has anticipated all material costs and risks associated with its proposed exploration and development plans and working capital requirements, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain funding as required; the absence of Indigenous claims or title disputes.	Unforeseen costs to the Company will arise; ongoing uncertainties relating to the COVID-19 virus; any particular operating cost increase from the date of the estimation; capital markets being unfavourable for funding resulting in the Company not being able to obtain financing on acceptable terms when required or at all; Indigenous claims or title disputes; revisions to the Company's proposed activities as plans continue to be refined.
The Company's strategy of continuing to explore the Hawkins Gold Project and seek out other prospective mineral properties to acquire until such time as the capital markets stabilize will enable it to meet any near-term challenges presented by fluctuations in the capital markets while maintaining the momentum on key initiatives.	The Company has anticipated all material costs and risks associated with its proposed plans, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain funding and permitting as required; the absence of Indigenous claims or title disputes; the results of Phase I of the recommended program will warrant the completion of Phase II of the recommended program.	Unforeseen costs to the Company or delays will arise; ongoing uncertainties relating to the COVID-19 virus; any particular operating cost increase or decrease from the date of the estimation; the Company not being able to obtain financing on acceptable terms when required or at all; unavailability of key personnel or necessary permits; Indigenous claims or title disputes; revisions to the Company's proposed activities as plans continue to be refined.
As of July 31, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.	The Company has anticipated all material environmental obligations and related risks and costs and risks associated with its property interests, and such obligations, risks and costs will be consistent with the Company's current expectations.	Unforeseen obligations or costs to the Company will arise or increase following the date of the original estimation; revisions to the Company's proposed activities as plans continue to be refined.
Current financial markets are likely to be volatile in Canada and the price of gold and other minerals may fluctuate.	The stock and commodity markets will remain volatile for the foreseeable future as a result of the COVID-19 pandemic, and other political, financial and other market considerations.	Unforeseen impacts of the COVID-19 pandemic or other political, financial and/or other market considerations.

Management believes that it will be able to raise sufficient capital to meet the cash and expenditures commitments under the Hawkins Option Agreement and keep the Hawkins Gold Project in good standing.	The Company has anticipated all material costs and risks associated with its proposed exploration and development plans, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain funding and permitting as required; the absence of Indigenous claims or title disputes; the results of Phase I of the recommended program will warrant the completion of Phase II of the recommended program.	Unforeseen costs to the Company or delays will arise; ongoing uncertainties relating to the COVID-19 virus; any particular operating cost increase or decrease from the date of the estimation; capital markets being unfavourable for funding resulting in the Company not being able to obtain financing on acceptable terms when required or at all; unavailability of key personnel or necessary permits; Indigenous claims or title disputes; revisions to the Company's proposed activities as plans continue to be refined.