

PISTOL BAY MINING INC.
MANAGEMENT DISCUSSION AND ANALYSIS
YEAR ENDED MAY 31, 2019

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OVERVIEW

The following management discussion and analysis of the financial position of Pistol Bay Mining Inc. (“Company”) and results of operations should be read in conjunction with the audited consolidated financial statements for the year ended May 31, 2019 and 2018. The financial statements together with the following management discussion and analysis are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance.

Additional information related to the Company is available for view on SEDAR at www.sedar.com, on the Company’s website at www.pistolbaymininginc.com, or by requesting further information from the Company’s head office located at: 700 – 838 West Hastings Vancouver, BC, V6C 0A6.

Date of Report: September 30, 2019

NATURE OF BUSINESS

The Company is engaged in the exploration and development of mineral resources, currently focusing on projects in Ontario and Nevada.

At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. It is not known whether the Company’s mineral properties contain reserves that are economically recoverable. The recoverability of amounts recorded by the Company for mineral property interests and related deferred exploration costs are dependent upon the discovery of economically recoverable reserves, the ability to raise funding for continued exploration and development, the completion of property option expenditures and acquisition requirements, or from proceeds from disposition.

The financial statements have been prepared under a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations. Should the going concern assumption not continue to be appropriate, adjustments to carrying values may be required. The Company’s ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements and ultimately upon the discovery of proven reserves and generating profitable operations.

On January 4, 2018, the Company incorporated a subsidiary, PB Blockchain Inc. (“PB” or “Subsidiary”) under the Business Acts in British Columbia. PB focuses on blockchain applications for mining and resource company management. The Company will be leveraging the work of other Application Program Interface (“API”) companies to build a suite of blockchain products to address needs that are particular to the data management and security of mining/oil gas companies. As at the date of this report, there have been no business activities in PB.

On June 1, 2018, the Company completed a share consolidation in which one (1) post-consolidated common share replaced two (2) pre-consolidated common shares. All information relating to basic and diluted loss per share, the weighted average number of common shares outstanding, the commitments to exploration and evaluation assets, the issued and outstanding common shares, common shares issued, share options, warrants, and the options issued to related parties have been adjusted retroactively to reflect the impact of the share consolidation in the consolidated financial statements and this report.

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On August 1, 2018, the Company announced that it has no current intention of abandoning the Confederation Lake properties, however, as a result of current conditions in the commodities market, it was considering other business opportunities, including those in the cannabis industry.

After a careful consideration of the Company's future prospects, the management has decided not to pursue any business in the cannabis industry.

Pursuant to news release dated September 6, 2018 and November 13, 2018, the Company had entered into an exclusivity agreement with a private Ontario company that allows Pistol Bay to undertake due diligence on the products, the intellectual property surrounding the products and the market opportunities for both the private company's foundational product, as well as new product applications containing cannabinoids. The parties are at arm's length. No business or financial terms have been agreed to at this point and there can be no assurance that Pistol Bay will decide to proceed with a transaction following completion of due diligence, or that the parties will agree on financial or business terms. The agreement expired and the parties are no longer engaged in any negotiations.

On April 10, 2019, the Company entered into an agreement to acquire a Vanadium project in Clark County, Nevada for and in consideration of non-refundable \$15,000 USD plus the sum of \$150,000 USD upon exchange approval, and 8,000,000 fully paid and non-assessable common shares of the Company. The purchase consideration is due and payable as follows:

- a) A cash consideration of \$15,000 USD paid on the date of execution of this Agreement (April 3, 2019) (outstanding).
- b) \$50,000 USD upon exchange approval (April 16, 2019) (outstanding).
- c) \$100,000 USD six months post exchange approval (October 16, 2019).
- d) 8,000,000 fully paid and non-assessable shares of Pistol Bay Mining Inc. (issued on April 16, 2019 at a fair value of \$480,000) on the five dates following the date this agreement is accepted for filing by the TSX Venture Exchange (April 20, 2019) ; and
- e) A 2% Net Milling Returns Royalty on the Properties (the "Royalty"); including the right of Pistol Bay Mining Inc. to purchase one and one half (1.5%) of the Royalty at any time for USD \$1,000,000.

In addition, the Company has agreed to pay a finder's fee of 800,000 common shares to an arm's-length party.

The Company is currently negotiating an extension for the outstanding \$65,000 USD cash payment which was due upon execution of the agreement and Exchange approval and remains unpaid as of May 31, 2019 and the date of this MD&A.

On May 28, 2019, the Company closed a private placement and issued 7,110,000 units at a price of \$0.05 per unit. Each unit is comprised of one common share and one transferrable warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to eighteen months at a price of \$0.06. All the securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on September 29, 2019.

In addition, the Company announced the resignation of Doug McFaul as a Director and Chief Financial Officer of the Company.

On July 29, 2019, the Company entered into an option agreement with Northbound Capital to acquire a 100% right, title and interest in and to 104 mining cells located in the Cabin Bay Township in the Red Lake Mining District, Ontario. In order for the Company to acquire a 100% right, title and interest in and to the property, Pistol Bay is required to make total cash payments of \$82,500 and issue a total of 3,000,000 shares over a three-year period. Northbound capital will retain a 2.0% net smelter returns royalty.

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The consulting agreement with Zimtu Capital Corp. (referred to as 'Zimtu agreement'), expired on January 10, 2019, and the Company opted not to renew the agreement.

On September 04, 2019, the Company entered into a mineral property acquisition agreement with Belmont Resources Inc. to acquire claims in Fredart/Gerry Lake Property. To acquire 65% interest in the property, Belmont Resource Inc. will pay \$140,000 cash and issue 4,000,000 common shares in a period of three years in the following manner:

- a) \$40,000 cash and 1.5 million shares upon Exchange approval;
- b) \$50,000 cash and 1.5 million shares -1st year Anniversary of Exchange approval;
- c) \$50,000 cash and 1.0 million shares – 2nd year Anniversary of Exchange approval

Belmont can earn an additional 10% interest (total 75%) upon completion of 2nd anniversary obligations by payment of \$200,000 in cash. Belmont and Pistol Bay would then enter into a joint venture agreement. A royalty of 2% Net Smelter Returns ("NSR") is payable to Glencore plc on all the claims except the Fredart Claims, where a 2% NSR royalty is payable to Perry English, with a \$10,000 annual advance royalty payment to Mr. English.

On September 04, 2019, the Company amended Joy North option agreement, pursuant to which, the Company will issue 100,000 common shares, upon TSX Venture Exchange approval, (issued on September 12, 2019) and a further 100,000 common shares on or before the date that is one (1) year anniversary of TSX Venture Exchange approval.

On September 09, 2019, the Company entered into an agreement with 1544230 Ontario Inc. to acquire 100% right, title, and interest in the North Pakwash Lake Area, Ontario. The Company has agreed to pay a total of \$45,000 and issue 500,000 common shares over a period of three years

Management expects to be successful in arranging sufficient funding to meet operating commitments for the ensuing year. However, the Company's future capital requirements will depend on many factors, including the costs of exploring and developing its resource properties, operating costs, the current capital market environment and global market conditions. The Company has a working deficit at May 31, 2019 of \$395,799 (May 31, 2018 – \$297,004). For significant expenditures and resource property development, the Company will depend almost exclusively on outside capital. Such outside capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company's operating commitments and further exploration and development plans. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected.

FORWARD LOOKING STATEMENTS

Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and represent management's best judgment based on facts and assumptions that management considers reasonable, including that the demand for mineral deposits develops as anticipated, that operating and capital plans will not be disrupted by issues such as mechanical failure, unavailability of parts and supplies, labor disturbances, interruption in transportation or utilities, or adverse weather conditions, and that there are no material unanticipated variations in the cost of energies or supplies. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions.

This MD&A may include certain "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive, strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements.

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These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the unavailability of capital and financing on acceptable terms, unfavorable market conditions, inherent risks involved in the exploration and development of mineral properties, uncertainties concerning reserve and resource estimates, results of exploration, inability to obtain required regulatory approvals, unanticipated difficulties or costs in any rehabilitation which may be necessary, market conditions and general business, economic, competitive, political and social conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Additional factors are discussed in the section titled "Risks".

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Other than as required by applicable securities laws, the Company does not intend, and does not assume any obligation, to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements.

MINERAL PROPERTY INTERESTS

CONFEDERATION LAKE PROPERTIES – Dixie Properties, AurCrest Property, Joy North Property, Lucky 7 Property, Mitchell, Gerry Lake and Karas Lake Property.

On April 12, 2017, the Company contracted Geotech Ltd. of Aurora, Ont., to carry out a 1,128-line-kilometre helicopter-borne survey of the central part of the Company's land position in the Confederation Lake greenstone belt, southeast of Red Lake, Ont. The survey will use Geotech's versatile time-domain electromagnetic (VTEM Plus) system, which includes a horizontal magnetic gradiometer.

The VTEM Plus system delivers more power into the ground and a better signal-to-noise ratio than previous VTEM systems, resulting in greater depth penetration and better conductor resolution. Pistol Bay anticipates that this survey will explore the survey area to a significantly greater depth than previous airborne surveys, the last of which was done 20 years ago.

In May 2017, the Company announced that the VTEM airborne electromagnetic and magnetic survey of the Company's properties in the Confederation Lake greenstone belt has been expanded to cover almost twice the area of the original survey plan. The Company modified its contract with Geotech Ltd. to expand the helicopter-borne VTEM survey from 1,128 to 2,100 line kilometres. The survey will cover a 40-kilometre length of the Confederation Lake greenstone belt, southeast of Red Lake, Ont. The Confederation Lake belt is characterized by numerous occurrences, zones and deposits of volcanogenic massive sulphide (VMS) mineralization carrying zinc and/or copper with associated gold and silver credits.

In August and September 2017, the Company announced that the VTEM airborne electromagnetic and magnetic survey of the Company's properties in the Confederation Lake greenstone belt has been completed. The VTEM survey has identified a number of anomalies where no mineralized zones were previously known. The Company staked over 14,500 acres of conductors and IP Anomalies detected by the VTEM survey. A total of 297 new claim units have brought the Company's total land package in the Confederation Lake belt to over 51,000 acres.

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The Company filed a new NI43-101 technical report on the Garnet Lake Property (which includes the Fredart and Lucky 7 claim groups). The report was prepared by a “qualified person” for the purposes of NI 43-101.

In March 2018, the Company commenced a 3,500-metre diamond drilling program on its 51,000-acre Confederation Lake property in north western Ontario.

In May and June 2018, the Company announced an update on the drilling program at Confederation Lake. Three holes totalling 1,556 metres provide additional information where previous drill intercepts were sparse or where there was a degree of uncertainty in the location of drill intercepts. All three drill holes intersected a sulphide zone with sphalerite, chalcopyrite, pyrite, and pyrrhotite.

Dixie Property, Ontario:

Dixie 17-18-19 properties:

On May 26, 2015, the Company entered into an option agreement to acquire 100% Zinc-Copper properties located in the Red Lake, Ontario region. The Dixie 17-18-19 properties consist of 1,072 hectares located in the Confederation Lake greenstone belt, 35 kilometres southeast of Red Lake, Ontario.

On March 22, 2016, the Company received Exchange approval to amend the terms of the option agreement for the Dixie 17-18-19 properties previously announced May 26, 2015. Under the amended agreement, the vendor received 200,000 additional common shares of the Company in lieu of a \$10,000 cash payment which was due upon execution of the original option agreement.

Pursuant to the amended option agreement to acquire a 100% interest in the Dixie 17-18-19 properties, the Company is required to make total cash payments of \$76,000 and issue a total of 1,200,000 common shares of the Company over a four-year period as follows:

- Issue 500,000 shares (issued with a fair value of \$49,000) to the optionors upon Exchange approval (Approved on July 3, 2015).
- Pay \$10,000 (paid) and issue 300,000 shares (issued on June 7, 2016 at a fair value of \$30,000) to the optionors on or before the first-year anniversary of Exchange approval (July 3, 2016).
- Pay \$16,000 (paid) and issue 400,000 shares (issued 300,000 shares on July 12, 2017 at a fair value of \$36,000 and 100,000 shares on August 9, 2017 at a fair value of \$10,000) to the optionors on or before the second-year anniversary of Exchange approval (July 3, 2017).
- Pay \$20,000 (paid) to the optionors on or before the third-year anniversary of Exchange approval (July 3, 2018).
- Pay \$30,000 (paid \$10,000) to the optionors on or before the fourth anniversary of Exchange approval (July 3, 2019).

The vendors of the Dixie 17-18-19 properties will retain a 0.5% net smelter returns royalty, which may be repurchased for \$400,000 at any time up to when a production decision is made. Rubicon Mineral Corp. will also retain a 0.5% net smelter returns royalty.

The Company is currently negotiating an extension for the outstanding \$20,000 cash payment which was due subsequent to May 31, 2019 but remains unpaid as of the date of this MD&A

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Dixie 3 property:

On September 1, 2016, the Company executed an option agreement to acquire a 100% interest in additional Zinc-Copper property located in the Red Lake, Ontario region. The 640-hectare (1,580 acre) Dixie 3 property is located in northwest Ontario, 45 kilometres southeast of Red Lake and 24 kilometres north of the town of Ear Falls. It is accessible by all-weather forestry access roads. The Dixie 3 property is within 8 kilometres of the Company's Dixie 17, 18, 19 properties and fits within the Company's exploration model.

Under the option agreement to acquire a 100% interest in the Dixie 3 property, the Company is required to make total cash payments of \$56,000 and issue a total of 1,200,000 shares over a three-year period as follows:

- Pay \$8,000 (paid) and issue 250,000 common shares (issued on October 14, 2016 at a fair value of \$45,000) to the optionors upon Exchange approval (approved on October 7, 2016).
- Pay \$12,000 (paid) and issue 300,000 common shares (issued on November 29, 2017 at a fair value of \$30,000) to the optionors on or before the first-year anniversary of Exchange approval (October 7, 2017).
- Pay \$16,000 (paid \$11,000) and issue 300,000 common shares (issued on October 24, 2018 at a fair value of \$15,000) to the optionors on or before the second-year anniversary of Exchange approval (October 7, 2018).
- Pay \$20,000 (paid \$2,000) and issue 350,000 common shares to the optionors on or before the third-year anniversary of Exchange approval (October 7, 2019).

The vendors of the Dixie 3 property will retain a 0.5% net smelter returns royalty, which may be repurchased for \$400,000 at any time up to when a production decision is made. Rubicon Minerals Corp. will also retain a 0.5% net smelter returns royalty.

The Company is currently negotiating an extension for the outstanding \$5,000 cash payment which was due on October 7, 2019, and remains unpaid as of May 31, 2019 as of the date of this MD&A.

AurCrest Property, Ontario

On October 26, 2016, the Company entered into an option agreement with AurCrest Gold Inc. to acquire a 100% interest in the AurCrest properties located in the Confederation Lake greenstone belt southeast of Red Lake, Ontario. The AurCrest property comprises the Confederation Lake Property and the Fredart Lake Property.

To earn the 100% interest, the Company is required to make total cash payments of \$250,000 and issue a total of 2,500,000 common shares of the Company over a four-year period as follows:

- Pay \$25,000 (paid) and issue 500,000 common shares (issued at a fair value of \$60,000) on the closing (approved by Exchange on January 11, 2017)
- Pay \$25,000 (paid) within 90 days following the closing date of the agreement (January 11, 2017)
- Pay \$50,000 (paid) and issue 500,000 common shares (issued at a fair value of \$80,000 on January 17, 2018) on or before the first-year anniversary of the closing date (January 11, 2018)
- Pay \$50,000 and issue 500,000 common shares (issued on January 30, 2019 at a fair value of \$20,000) or before the second-year anniversary of the closing date (January 11, 2019). On February 2, 2019, the agreement was amended regarding the cash payments of \$50,000. The \$50,000 payment is replaced with:
 - Pay \$10,000 by February 22, 2019 (paid)
 - Issue 500,000 common shares on or before February 22, 2019 (issued on February 21, 2019 at a fair value of \$25,000)
 - Pay \$15,000 in cash or common shares by August 1, 2019 (Outstanding as of the reporting date)

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- Pay \$50,000 and issue 500,000 common shares on or before the third-year anniversary of the closing date (January 11, 2020)
- Pay \$50,000 and issue 500,000 common shares on or before the fourth-year anniversary of the closing date (January 11, 2021)

Additionally, pursuant to the option agreement, the Company is required to pay an annual advance royalty payment of \$10,000 every year to an optionor. As of the date of this report, the annual advance royalty for 2019 is still outstanding(2018- \$10,000) for annual advance royalty to the optionor.

The Company is currently negotiating an extension for the \$15,000 cash payment due on August 01, 2019 for the options agreement and \$10,000 annual advance royalty which remain unpaid as at May 31, 2019 and as of the date of this MD&A.

Joy North Property, Ontario:

On February 9, 2017, the Company entered into an option agreement, extended on September 4, 2019, with an arm's length vendor to acquire a 100% interest in the Joy North Property. The 64-hectare Joy North Property located in the Gerry Lake Area, approximately 50km southeast of Red Lake, Ontario.

To earn the 100% interest in the Joy North Property, the Company is required to make total cash payments of \$40,500 and issue a total of 502,500 common shares of the Company over a four-year period as follows:

- Pay \$3,000 (paid) and issue 27,500 common shares (issued on February 21, 2017 at a fair value of \$3,850) to the optionor upon Exchange approval (approved date was on February 21, 2017)
- Issue 50,000 common shares (issued on March 20, 2018 at a fair value of \$5,500) to the optionor on or before the first-year anniversary of the approval date (February 21, 2018)
- Issue 50,000 common shares (issued on April 16, 2019 at a fair value of \$3,000) to the optionor on or before the second-year anniversary of the approval date (February 21, 2019)
- Issue 100,000 common shares (issued on September 17, 2019 at a fair value of \$3,000) to the optionor upon the TSX Venture Exchange approval.
- Issue 100,000 common shares to the optionors on or before the one-year anniversary of TSX Venture Exchange approval.
- Issue 75,000 common shares to the optionor on or before the third-year anniversary of the approval date (February 21, 2020)
- Pay \$37,500 and issue 300,000 common shares to the optionor on or before the fourth-year anniversary of the approval date (February 21, 2021).

In addition to the cash payments and issuance of common shares, the Company is required to drill a minimum of two diamond drill holes with core of BTW or larger size by February 21, 2020, to a minimum aggregate depth of 600 metres on the property, subject to the Company being granted an Early Exploration Permit by the Ministry of Northern Development and Mines.

A 2% net smelter returns royalty ("NSR") is payable to the optionor, of which 1% may be purchased at any time by the Company for \$500,000 and the remaining 1% at any time for \$1,500,000.

In connection with the amendment on September 4, 2019, the Company is required to issue a further 10,000 common shares to the optionor upon approval of the amendment by the exchange (issued on September 19, 2019) and 100,000 on or before one year from the approval of the amendment by the exchange.

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Lucky 7 Property, Ontario:

On March 20, 2017, the Company entered into an option agreement to acquire a 100% interest in the Lucky 7 Property located in the Confederation Lake greenstone belt, southeast of Red Lake, Ontario. The property covers 640 hectares.

To earn the 100% interest in the Lucky 7 property, the Company is required to make total cash payments of \$72,000 and issue a total of 1,150,000 common shares over a three-year period as follows:

- Pay \$12,000 (paid) and issue 200,000 common shares (issued on April 27, 2017 at a fair value of \$28,000) to the optionors upon TSX-V Exchange approval (approval date was on April 27, 2017)
- Pay \$16,000 (paid) and issue 250,000 common shares (issued on May 10, 2018 at a fair value of \$20,000) to the optionors on or before the first anniversary of the approval date (April 27, 2018)
- Pay \$20,000 (outstanding) and issue 300,000 common shares (issued on April 16, 2019 at a fair value of \$18,000) to the optionors on or before the second anniversary of the approval date (April 27, 2019)
- Pay \$24,000 and issue 400,000 common shares to the optionors on or before the third anniversary of the approval date (April 27, 2020)

A 1.5% net smelter return royalty is payable to the optionors, of which 0.75% may be purchased at any time for \$400,000.

The Company is currently negotiating an extension for the outstanding \$20,000 cash payment which was due on April 27, 2019 and remains unpaid as of May 31, 2019 and as of the date of this MD&A.

Mitchell, Gerry Lake and Karas Lake Property, Ontario:

On December 28, 2017, the Company entered into an option agreement to acquire a 100% interest in the Mitchell, Gerry Lake and Karas Lake Property, located in the Karas Lake area, Red Lake Mining Division, Ontario. The properties cover approximately 3,700 hectares.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company is required to pay a total of \$104,000 and issue an aggregate 250,000 common shares over a four-year period as follows:

- Pay \$20,000 (paid) to the optionor upon signing the agreement (December 28, 2017)
- Issue 150,000 common shares (issued on January 24, 2018 at a fair value of \$27,000) to the optionor within five days of the acceptance date (January 30, 2018)
- Pay \$16,000 (outstanding) and issue 100,000 common shares (issued on January 30, 2019 at a fair value of \$4,000) to the optionor on the first anniversary of the acceptance date (January 30, 2019)
- Pay \$18,000 to the optionor on the second anniversary of the acceptance date (January 30, 2020)
- Pay \$20,000 to the optionor on the third anniversary of the acceptance date (January 30, 2021)
- Pay \$30,000 to the optionor on the fourth anniversary of the acceptance date (January 30, 2022)

A 1.5% NSR has been granted to the optionors, of which 0.75% may be purchased at any time by the Company for \$400,000. All shares issued will be subject to a hold period expiring four months and one day from the day of issuance.

The Company is currently negotiating an extension for the outstanding \$16,000 cash payment which was due on January 30, 2019 and remains unpaid as of May 31, 2019 and as of the date of this MD&A.

Vanadium Project, Clark County, Nevada, USA

On April 3, 2019, the Company entered into an option agreement to acquire a 100% interest in the forty-nine mineral claims, covers 980-acre land package covering two properties known as the Vanadium Claims Group (VCG) project. The VCG project is located in Clark County, Nevada; a historical mining district with 34 reported

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occurrences of vanadium mineralization. Vanadium is a strategic mineral critical to steel strengthening and utility scale battery technology.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company is required to pay a total of \$150,000 USD upon exchange approval and issue an aggregate 8,000,000 common shares as follows:

- \$15,000 USD on the date of execution of the agreement (April 3, 2019) (outstanding)
- \$50,000 USD upon TSX-V approval (April 16, 2019) (outstanding)
- \$100,000 USD six months post exchange approval (October 16, 2019)
- 8,000,000 common shares (issued on April 16, 2019 at a fair value of \$480,000) on the five dates following the approval date (April 20, 2019)

Subsequent to TSX-V approval, the Company paid a finder's fee of 800,000 common shares (issued on April 22, 2019 at a fair value of \$48,000).

A 2% NSR has been granted to the optionors, of which 1.5% may be purchased at any time by the Company for \$1,000,000 USD.

The Company is currently negotiating an extension for the outstanding \$65,000 USD cash payment which was due upon execution of the agreement and Exchange approval and remains unpaid as of May 31, 2019 and as of the date of this MD&A.

Mitchell, Gerry Lake and Karas Lake Property, Ontario

On July 29, 2019, the Company entered into an option agreement with Northbound Capital to acquire a 100% right and title in and to 104 mining cells located in the Cabin Bay Township in the Red Lake Mining District, Ontario. The 5,264- acre property is located southeast of Great Bear Resources recent discovery.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company is required to pay a total of \$82,500 in cash and issue an aggregate 3,000,000 common shares over a three-year period as follows:

- upon the Acceptance Date, pay \$15,000 and issue 500,000 Shares;
- on the first anniversary of the Acceptance Date, pay \$17,500 and issue 500,000 Shares;
- on the second anniversary of the Acceptance Date, pay \$20,000 and issue 1,000,000 Shares; and
- on the third anniversary of the Acceptance Date, pay \$30,000 and issue 1,000,000 Shares.

Pistol Bay Mining Inc. shall have the right at any time to purchase one-half (1/2) of the NSR Royalty, being one percent (1%), from Northbound Capital in consideration of the payment to Northbound Capital of \$1,000,000, thereby leaving Pistol Bay with a one percent (1%) NSR Royalty.

Fredart- Gerry Lake properties in Red Lake, Ontario

On September 4, 2019, the Company entered into an agreement Belmont resources to option out 65% right and title in Fredart- Gerry Lake properties in Red Lake, Ontario.

Pursuant to the option agreement to acquire a 65% interest in the property, Belmont resources is required to pay a total of \$140,000 in cash and issue an aggregate 4,000,000 common shares over a three-year period as follows:

- \$40,000 cash and 1.5 million shares upon Exchange approval;
- \$50,000 cash and 1.5 million shares -1st year Anniversary of Exchange approval;
- \$50,000 cash and 1.0 million shares – 2nd year Anniversary of Exchange approval

Belmont can earn an additional 10% interest (total 75%) upon completion of 2nd anniversary obligations by payment of \$200,000 in cash. Belmont and Pistol Bay would then enter into a joint venture agreement. A royalty of 2% Net Smelter Returns (“NSR”) is payable to Glencore plc on all the claims except the Fredart Claims, where a 2% NSR royalty is payable to Perry English, with a \$10,000 annual advance royalty payment to Mr. English.

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Athabasca Basin, Saskatchewan:

On February 7, 2018, the Company entered into an amended and final agreement with Rio Tinto PLC (“Rio Tinto”), whereby Rio Tinto will acquire the remaining 25% of the interest in the property by paying an initial cash payment of \$750,000 (paid) and making a cash payment of \$1,000,000 (paid) to the Company by February 21, 2018.

Pursuant to the amended agreement, Rio Tinto increased its aggregate interest to 100% in the property.

As the Company had previously written the property costs down to \$Nil, the \$1,000,000 (2017 - \$750,000) was recorded as a gain on the statements of comprehensive income (loss) during the year ended May 31, 2018.

Copperlode Property, Ontario:

On May 5, 2017, the Company entered into a Letter of Intent with Frontline Gold Corp. to acquire up to an 80% interest in 4 mining claims comprising 31 claim units, covering a total area of approximately 496 hectares and located in Ontario, otherwise known as the Copperlode Property.

Pistol Bay will have the option to acquire an initial 65% interest in the Copperlode property from Frontline by making cash payments totalling \$26,000, issuing a total of 225,000 common shares over a two-year period and expending a total of \$150,000 on exploration expenditures over a period of three years. The interest can be increased to 80 per cent by paying Frontline an additional \$50,000 and issuing 150,000 common shares within 90 days after earning the initial 65% interest.

As at May 31, 2018, management decided not to pursue with the Copperlode Property.

RESULTS OF OPERATIONS

Operational activities:

During the year ended May 31, 2019, the Company had a comprehensive loss of \$828,849, compared to a comprehensive income of \$164,194 in the prior year. Significant comparative variances for the year ended May 31, 2019 and 2018 were:

Amortization of \$132 (2018 - \$201);
Business development and shareholder communications of \$115,838 (2018 - \$254,634);
Consulting fee of \$450,101 (2018 - \$485,536);
Management fees of \$30,000 (2018 - \$30,031);
Office services and miscellaneous of \$43,769 (2018 - \$27,182);
Professional fees of \$45,780 (2018 - \$71,887);
Property evaluation of \$Nil (2018 - \$7,500)
Rent of \$34,335 (2018 - \$33,194);
Share-based payments of \$66,852 (2018 - \$69,400);
Transfer agent and filing fees of \$29,683 (2018 - \$28,076) and;

Business development and shareholder communication expenses of \$115,838 (2018 - \$254,634) relate to maintaining the current projects, investigating new projects and promoting the Company. The expense decreased as the Company did not incur many new projects in the fiscal year ended May 31, 2019.

Consulting fees of \$450,101 (2018 - \$485,536) relate to fees paid to consultants of the Company for consultation on the Company’s current and prospective projects. These general consulting expenses cannot be directly attributed to any particular project and have therefore been expensed as general consulting.

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Management fees of \$30,000 (2018 - \$30,031) relate to fees accrued or paid to officers of the Company for management of the Company's operations and projects.

Office services and miscellaneous amounts of \$43,769 (2018 - \$27,182) relate to expenses paid for administration and support. The Company office expenses increased as its activities in relation to operational activities also increased.

Professional fees of \$45,780 (2018 - \$71,887) consist of expenses relating to the Company's legal advice, financial recording and reporting activities. The professional fees decreased as the Company did not incur many new projects in the fiscal year ended May 31, 2019.

Property evaluation expenses of \$Nil (2018 - \$7,500) are expenses incurred to evaluate new staking opportunities for the Company's potential mineral properties. The expense has been decreased as no new staking opportunities were evaluated during the fiscal year ended May 31, 2019.

Rental expenses of \$34,335 (2018 - \$33,194) are expenses paid for the Company's occupancy. The Company's rental expenses remained relatively consistent in comparison to the same period in the previous year.

Share-based payments of \$66,852 (2018 - \$69,400) relate to the issuance of stock option by the Company.

Transfer agent and filing fees of \$29,683 (2018 - \$28,076) relates to expenditures in connection with share capital and reporting activities of the Company. Transfer agent and filing fees increased primarily due to the share consolidation incurred in June 2018 and the various filings related to options and private placement issuances.

During the year ended May 31, 2019, the Company incurred interest and penalties of \$4,410 (2018 - \$4,411) to the amounts owing on CRA penalties.

During the year ended May 31, 2019, the Company incurred interest expense of \$5,000 (2018 - \$Nil) related to the loan agreement entered in December 2018.

During the year ended May 31, 2019, the Company incurred a gain on disposition of exploration and evaluation asset of \$Nil (2018 - \$1,000,000). The gain recorded in the year ended May 31, 2018 relates to the disposition of Athabasca Basin property. As the Company had previously written the property costs down to \$Nil, the \$1,000,000 was recorded as a gain on the statement of comprehensive income during the year ended May 31, 2018.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following table provides a summary of the Company's eight quarterly results ending on May 31, 2019:

	IFRS			
	31-May-19	February 28, 2019	November 30, 2018	August 31, 2018
Revenue	\$Nil	\$Nil	\$Nil	\$Nil
Net loss for the period	(260,783)	(104,511)	(284,622)	(178,933)
Loss per share	(0.01)	0.00	(0.01)	(0.01)
	May 31, 2018	February 28, 2018	November 30, 2017	August 31, 2017
Revenue	\$Nil	\$Nil	\$Nil	\$Nil
Net income (loss) for the period	(158,326)	732,346	(162,311)	(247,515)
Earnings (loss) per share	(0.01)	0.03	(0.01)	(0.01)

Fluctuations in the Company's expenditures reflect the seasonal variations of exploration and the ability of the Company to raise capital for its projects.

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Increases loss during the quarter ended May 31, 2019 compared with the quarter ended February 28, 2019 was primarily due to the increase in the consulting fee of \$190,059, office expense of \$20,539 incurred in the quarter ended May 31, 2019.

Decreased loss in the quarter ended February 28, 2019 compared with the quarter ended November 30, 2018 were primarily due to decrease in business development of \$38,044, consulting fees of \$29,319, professional fees of \$4,293, and share-based compensations of \$477 incurred in the quarter ended February 28, 2019. Other expenditures were comparable between the quarters.

Increased loss in the quarter ended November 30, 2018 compared with the quarter ended August 31, 2018 were primarily due to increased professional fees of \$25,454, consulting fees of \$114,876, business development and shareholder communications of \$51,500, and share-based payments of \$63,732 incurred in the quarter ended November 30, 2018. Other expenditures were comparable between two quarters.

Increased loss in the quarter ended August 31, 2018 compared with the quarter ended May 31, 2018 were primarily due to the recoveries related to flow-through share for \$176,246 in the quarter ended May 31, 2018 and an increase in office expenses from \$8,285 to \$25,624 in the quarter ended August 31, 2018. Other expenditures, such as business development and shareholder communications of \$14,194, consulting fees of \$112,722, share-based payments of \$2,643, professional fees of \$2,005, and transfer agent and filing fees of \$4,358, decreased in the quarter ended August 31, 2018.

Increased loss in the quarter ended May 31, 2018 compared with the quarter ended February 28, 2018 were primarily due to the gain on disposition of an exploration asset of \$1,000,000 received in the quarter ended February 28, 2018, an increase of business development from \$59,154 to \$130,707, an increase of professional fees from \$8,514 to \$19,514 due to year-end filing requirements, an increase of property evaluation expense from \$Nil to \$7,500, and an increase of transfer agent and filing fee from \$3,750 to \$19,542. Other expenditures, such as option compensation expense of \$7,587 and consulting expense of \$124,352 decreased in the quarter ended May 31, 2018.

Increased income in the quarter ended February 28, 2018 compared with the quarter ended November 30, 2017 were primarily due to the gain on disposition of an exploration asset of \$1,000,000 and a decrease of professional fees from \$18,590 to \$8,514 incurred in the quarter ended February 28, 2018. Other expenditures, such as business development and shareholder communications of \$59,154, consulting expense of \$143,823, share-based compensation expense of \$28,723, increased in the quarter ended February 28, 2018. Other expenditures were comparable between the quarters.

Decreased loss in the quarter ended November 30, 2017 compared with the quarter ended August 31, 2017 were primarily due to decrease in business development of \$33,210, consulting fees of \$82,109, professional fees of \$18,590, and share-based compensations of \$Nil incurred in the quarter ended November 30, 2017. Other expenditures were comparable between the quarters.

Increased loss in the quarter ended August 31, 2017 compared with the quarter ended May 31, 2017 were due to the consulting expenses of \$126,504, business development and shareholder communications of \$40,313, professional fees of \$25,269, management fees of \$7,500, and rent of \$8,244. Other expenditures, such as share-based compensations of \$33,090, office expenses of \$5,182, and transfer agent and filling fees of \$260, decreased in the quarter ended August 31, 2017.

CAPITAL DISCLOSURE:

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to finance its growth using internally-generated cash flow and debt capacity; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

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The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and receivables.

LIQUIDITY & CAPITAL RESOURCES:

As at May 31, 2019, the Company had a working deficit of \$395,799 (May 31, 2018 – 297,004), and cash of \$78,848 (May 31, 2018 – \$10,314). The Company anticipates that it will require significant funds from either equity or debt financing for property exploration and to support general administrative expenses.

On June 1, 2018, the Company completed a share consolidation in which one (1) post-consolidated common share replaced two (2) pre-consolidated common shares. All information relating to basic and diluted loss per share, the weighted average number of common shares outstanding, the commitments to exploration and evaluation assets, the issued and outstanding common shares, common shares issued, share options, warrants, and the options issued to related parties have been adjusted retroactively to reflect the impact of the share consolidation in these consolidated financial statements.

As of the date of this report, there were 50,833,822 common shares, 4,887,500 options, and 15,650,000 warrants outstanding.

Share Capital Transactions:

Transactions after the year ended May 31, 2019:

- i. On August 1, 2019, the Company issued 500,000 common shares valued at \$25,000 for the acquisition of exploration and evaluation assets.

During the year ended May 31, 2019:

- i. On June 1, 2018, the Company completed a share consolidation in which one (1) post-consolidated common share replaced two (2) pre-consolidated common shares. All current and comparative share capital amounts have been restated to account for the 2-for-1 share consolidation.
- ii. On October 24, 2018, the Company issued 300,000 common shares valued at \$15,000 for the acquisition of exploration and evaluation assets
- iii. On October 25, 2018, the Company closed its first tranche of a non-brokered private placement financing for total gross proceeds of \$425,000. The Company issued 8,500,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit is comprised of one common share and one transferable warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to 18 months at a price of \$0.06 (amended from \$0.08 to \$0.06 on February 19, 2019 after Exchange approval).

In addition, the Company paid \$2,000 finders' fees and issued 40,000 finders' warrants (the "Finders Warrants"). Each Finders Warrant is exercisable into one common share for a period of up to 12 months at a price of \$0.05. The 40,000 Finders Warrants have an estimated fair value of \$548, which have been included in warrant reserve. The fair value of the warrants was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 1 year, volatility 149% risk-free rate 2.27%, dividend yield 0%.

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- iv. On January 30, 2019, the Company issued 600,000 common shares valued at \$24,000 for the acquisition of exploration and evaluation assets.
- v. On February 21, 2019, the Company issued 500,000 common shares valued at \$25,000 for the acquisition of exploration and evaluation assets.
- vi. On April 16, 2019, the Company issued 8,350,000 common shares valued at \$501,000 for the acquisition of exploration and evaluation assets.
- vii. On April 22, 2019, the Company issued 800,000 common shares valued at \$48,000 as the finder's fees for the acquisition of exploration and evaluation assets.
- viii. On May 28, 2019, the Company issued 7,110,000 units (the "Units") at a price of \$0.05 per Unit for gross proceeds of \$355,500. Each Unit is comprised of one common share and one transferable warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to eighteen months at a price of \$0.06.

During the year ended May 31, 2018:

- i. On July 12, 2017, the Company issued 300,000 common shares valued at \$36,000 for the acquisition of exploration and evaluation assets.
- ii. On August 9, 2017, the Company issued 100,000 common shares valued at \$10,000 for the acquisition of exploration and evaluation assets.
- iii. On October 16, 2017, the Company issued 500,000 common shares for gross proceeds of \$50,000 for warrants exercised.
- iv. On November 29, 2017, the Company issued 300,000 common shares valued at \$30,000 for the acquisition of exploration and evaluation assets.
- v. On December 20, 2017, the Company issued 252,500 common shares for gross proceeds of \$26,250 for options exercised.
- vi. On January 11, 2018, the Company issued 50,000 common shares for gross proceeds of \$5,000 for options exercised.
- vii. On January 17, 2018, the Company issued 500,000 common shares valued at \$80,000 for the acquisition of exploration and evaluation assets.
- viii. On January 22, 2018, the Company issued 530,000 common shares for gross proceeds of \$79,500 for warrants exercised.
- ix. On January 24, 2018, the Company issued 25,000 common shares for gross proceeds of \$3,500 for options exercised.

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- x. On January 24, 2018, the Company issued 150,000 common shares valued at \$27,000 for the acquisition of exploration and evaluation assets.
- xi. On February 21, 2018, the Company issued 100,000 common shares for gross proceeds of \$14,000 for options exercised.
- xii. On March 20, 2018, the Company issued 50,000 common shares valued at \$5,500 for the acquisition of exploration and evaluation assets.
- xiii. On March 29, 2018, the Company issued 25,000 common shares for gross proceeds of \$2,500 for options exercised.
- xiv. On May 10, 2018, the Company issued 250,000 common shares valued at \$20,000 for the acquisition of exploration and evaluation assets.

Stock options:

During the year ended May 31, 2019:

- i. During the year ended May 31, 2019, 77,500 share options were expired unexercised, resulting in the transfer of \$18,620 from share-based payment reserve to deficit.
- ii. During the year ended May 31, 2019, 75,000 of the 100,000 share options granted on March 9, 2018 to a consultant, were vested. \$3,807 of the fair value of options has been expensed with a corresponding credit to share-based payment reserve.
- iii. On September 14, 2018, the Company granted 475,000 share options, which are exercisable for a period of five years, at a price of \$0.065 per share. The fair value of \$27,211 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.06, volatility 178.45%, risk-free rate 2.26%, dividend yield 0%, and expected life of 5 years.
- iv. On November 8, 2018, the Company granted 750,000 share options, which are exercisable for a period of five years, at a price of \$0.05 per share. The fair value of \$35,834 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.05, volatility 177.42%, risk-free rate 2.46%, dividend yield 0%, and expected life of 5 years.

During the year ended May 31, 2018:

- i. On August 8, 2017, the Company granted 375,000 share options, which are exercisable for a period of three years, at a price of \$0.10 per share. The fair value of \$33,090 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.10, volatility 179.62%, risk-free rate 1.25%, dividend yield 0%, and expected life of 3 years.
- ii. On January 4, 2018, the Company granted 237,500 share options, which are exercisable for a period of three years, at a price of \$0.14 per share. The fair value of \$28,723 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.14, volatility 170.52%, risk-free rate 1.74%, dividend yield 0%, and expected life of 3 years.
- iii. On March 9, 2018, the Company granted 100,000 share options, which are exercisable for a period of three years, at a price of \$0.12 per share. The stock options vest as follows: (i) 25,000 options on March 9, 2018, (ii) 25,000 options on June 9, 2018, (iii) 25,000 options on September 9, 2018, and (iv) 25,000 options on

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December 9, 2018. The fair value was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.12, volatility 180.37%, risk-free rate 2.08%, dividend yield 0%, and expected life of 5 years. With these assumptions, the fair value of options was determined to be \$11,394 of which \$7,587 has been expensed with a corresponding credit to share-based payment reserve. The remaining value will be expensed at the corresponding vesting date.

- iv. During the year ended May 31, 2018, 27,500 share options expired unexercised, resulting in the transfer of \$4,874 from share-based payment reserve to deficit.

Warrants

During the year ended May 31, 2019:

- i. During the year ended May 31, 2019, 10,028,063 warrants expired unexercised.
- ii. On October 25, 2018, the Company granted 8,500,000 warrants to investors and 40,000 finders' warrants to agents for the private placement closed on October 25, 2018.
- iii. On February 19, 2019, TSX-V approved the amendment in warrant price for 8,500,000 warrants, granted on October 25, 2018 and expired on April 25, 2020. The exercise price is changed from \$0.08 to \$0.06.
- iv. On May 28, 2019, the Company granted 7,110,000 share warrants, exercisable for \$0.06 per share warrant, to investors, which will expire on November 28, 2020.

During the year ended May 31, 2018:

- i. On August 27, 2017, 87,250 agent warrants, issued on August 29, 2016, expired unexercised.
- ii. On October 11, 2017, 987,500 warrants, granted on April 12, 2016, expired unexercised.
- iii. On October 16, 2017, 500,000 warrants were exercised at a price of \$0.10 per unit for total proceeds of \$50,000.
- iv. On January 22, 2018, 530,000 warrants were exercised at a price of \$0.15 per unit for total proceeds of \$79,500.
- v. On April 27, 2018, 25,000 agent warrants, issued on April 27, 2017, expired unexercised.

For the year ended May 31, 2019, the Company experienced a net decrease in its cash position by \$68,534 (May 31, 2018 – decreased by \$701,451). At May 31, 2019, the Company had a working capital deficit of \$395,796 (May 31, 2018 - \$297,004). Cash inflows consisted of funds provided by financing activities totaling \$818,400 (May 31, 2018 – \$198,250). Significant cash outflows consisted of the cash used in operating activities of \$651,936 for operations and consultants (May 31, 2018 – \$181,652) and the cash used in investing activities of \$97,930 on its projects (May 31, 2018 - \$718,049).

As the Company is an exploration company, it does not receive, nor does it anticipate receiving any revenue in the next fiscal year. The Company's interests do not currently generate cash flow from operations and, in order to continue operations and fund its expenditure commitments, it is dependent on equity financing through existing and new shareholders, third party financing, and cost sharing arrangements to fund its work programs and operations.

OFF-BALANCE SHEET ARRANGEMENTS:

The Company has no off-balance sheet arrangements other than reported in the accompanying notes to the financial statements.

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TRANSACTIONS WITH RELATED PARTIES AND EXECUTIVE COMPENSATION:

Related party transactions are in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed by the related parties. Amounts due to or from related parties are non-interest bearing and unsecured. Amount advanced to the director(s) of the Company is for business purposes, such as travel and accommodation and is included in prepaid expenses. The amount due from (to) companies with directors in common was for shared office administration and occupancy expenses. Repayment terms, if any, are determined at the time of the advance.

Due to related parties:

Due to related parties:	May 31, 2019	May 31, 2018
	\$	\$
Amount due to former CFO	5,219	2,594

Key management personal compensation

For the year ended May 31, 2019 and 2018, the Company incurred the following amounts through transactions with directors of the Company:

	May 31, 2019	May 31, 2018
	\$	\$
Management fees	30,000	30,031
Share-based payments	15,754	4,412
	45,754	34,443

Share-based payment consisted of the following:

	May 31, 2019		May 31, 2018	
	Number of options	Share-based payment \$	Number of options	Share-based payment \$
Doug McFaul, Former CFO	100,000	5,729	50,000	4,412
Dave Bissoondatt, Director	175,000	10,025	-	-
	275,000	15,754	50,000	4,412

During the year ended May 31, 2019 and 2018, the Company paid or accrued to the Chief Financial Officer (“CFO”) of the Company \$30,000 (2018 - \$30,031) in management fees.

FINANCIAL INSTRUMENTS:

The Company’s financial instruments are comprised of cash, accounts payable, loans and due to related parties. The carrying value of cash and cash equivalents as presented in the statement of financial position is a reasonable estimate of its fair value.

Financial assets and liabilities measured at fair value on a recurring basis are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that

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prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value financial assets and liabilities are described below.

Level 1 - Quoted Prices in Active Markets for Identical Assets

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Cash is valued using quoted market prices in active markets. Accordingly, it is included in Level 1 of the fair value hierarchy.

Level 2 - Significant Other Observable Inputs

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. There are no items in Level 2 of the fair value hierarchy.

Level 3 - Significant Unobservable Inputs

Unobservable (supported by little or no market activity) prices. There are no items in Level 3 of the fair value hierarchy.

Fair Values

The following table outlines the Company's financial instruments measured at fair value by level with the fair value hierarchy described in Note 3. Assets and liabilities are classified based on the lowest level of input that is significant to the fair measurement.

As at May 31, 2019 and May 31, 2018, the Company's financial instruments measured at fair value are as follows:

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
May 31, 2019				
Cash	78,848	-	-	78,848
May 31, 2018				
Cash	10,314	-	-	10,314

Financial Instrument Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

a) Credit risk

The Company is exposed to credit concentration risk by holding cash. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has no accounts receivable exposure.

b) Interest rate risk

The Company is exposed to minimal interest rate risk. Fluctuations in market interest rates do not have a significant impact on the Company's operations.

c) Market risk

The Company is exposed to market risk for fluctuating values of its publicly traded marketable securities and other company investments. The Company has no control over these fluctuations and does not hedge its investments.

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d) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. As at May 31, 2019, the Company manages this risk by monitoring its working capital to ensure its expenditures will not exceed available resources. As at May 31, 2019, the Company had cash of \$78,848 (2018 - \$10,314) and a working capital deficit of \$395,799 (2018 - \$297,004). The Company may not be able to settle accounts payable of \$415,690 (2018 - \$353,760) and loan payable of \$61,000 (2018 - \$Nil) which fall due for payment within twelve months of the statement of financial position date.

e) Currency risk

Currency risk is the risk from fluctuations in foreign exchange rates and the degree of volatility of these rates. At May 31, 2019, the Company's cash is held in Canadian dollars and accordingly the Company's exposure to foreign currency risks on cash balances held in foreign currencies is not expected to be significant.

LEGAL JUDGEMENT

On June 8, 2015, Pacific Centre Leaseholds Limited (the "Landlord") filed a civil claim against the Company and three related companies for the unpaid lease payments and assessed damages pursuant to the amended lease agreements dated June 16, 2014. The assessed damages claimed by the Landlord for the breaches of the lease agreement are \$156,424 for arrears of rent prior to termination of the lease, \$70,316 for accelerated rent for December 2014, \$52,737 for accrued rent from April 2015 to July 2015, cost on a full indemnity basis, and accruing interest on the assessed amounts. The total amount claimed is \$279,477. As at February 28, 2019 and May 31, 2018, the Company accrued \$79,506 in connection with the outstanding amounts. In the Company's opinion, it will not be liable for the other related companies portion of the amount claimed.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

CRITICAL ACCOUNTING ESTIMATES

For a detailed summary of the Company's significant accounting policies, the readers are directed to Note 3 of the Notes to the audited consolidated financial statements for the year ended May 31, 2019 and 2018 that are available on SEDAR at www.sedar.com.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Detailed listing of exploration expenditures and a breakdown of general and administrative expenses are provided in the financial statements for the year ended May 31, 2019.

OTHER MATTERS

Commitments:

Flow-through shares tax liabilities

The Company entered into Flow-through Share Subscription Agreements in the calendar year ended December 31, 2010 whereby it was committed to incur on or before December 31, 2011 a total of \$1,154,819 of qualifying Canadian Exploration Expenses ("CEE") as described in the Income Tax Act of Canada.

The Company had Canadian Exploration Expenditure obligations of \$301,125 that was required to be fulfilled by December 2012. As the Company did not fulfill the expenditure obligation, Canada Revenue Agency ("CRA") assessed penalties in the amount of \$36,072. Furthermore, the Company may also have to indemnify shareholders

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for taxes and penalties related to the unspent portion of the commitment. An estimated amount totaling \$130,000 had previously been accrued related to the indemnification on the unfulfilled commitments. The outcome of the amount of actual claims and penalties, if any, is contingent on future assessments of CRA.

The Company entered into Flow-through Share Subscription Agreements in the calendar year ended December 31, 2011 whereby it was committed to incur on or before December 31, 2012 a total of \$347,900 of qualifying Canadian Exploration Expenses (“CEE”) as described in the Income Tax Act of Canada. The Company had Canadian Exploration Expenditure obligations of \$347,500 that was required to be fulfilled by December 31, 2012. CRA has assessed a penalty in the amount of \$37,935 related to Part XII.6 tax penalties on the unfulfilled commitments. Furthermore, the Company may also have to indemnify shareholders for taxes and penalties related to the unspent portion of the commitment.

An estimated amount totaling \$134,100 had been accrued related to the indemnification on the unfulfilled commitments. The outcome of the amount actual claims and penalties, if any, is contingent on future assessments of CRA.

During the year ended May 31, 2018, the probability of settlement of the potential liability decreased sufficiently for the Company allowing it to derecognize the provision. As a result, the Company recognized additional recoveries of \$176,246. The Company may be required to settle this potential liability in the future. The outcome of the amount of actual claims, if any, is contingent on future assessments to the Company and its investors.

MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument (“NI”) 52-109 (Certification of Disclosure in Issuer’s Annual and Interim Filings), the Venture Issuer Basic Certification includes a ‘Note to Reader’ stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in NI 52-109.

RISKS

The Company is engaged in the exploration for and development of mineral deposits. These activities involve significant risks which careful evaluation, experience and knowledge may not, in some cases, eliminate. The commercial viability of any material deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade, proximity to infrastructure, Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations.

The discovery, development and acquisition of mineral properties are in many respects unpredictable events. Future metal prices, capital equity markets, the success of exploration programs and other property transactions can have a significant impact on capital requirements.

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

The Company’s current operations do not generate any positive cash flow and it is not anticipated that any positive cash flow will be generated for some time. The Company has limited financial resources and the mining claims,

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which impose financial obligations on the Company. There can be no assurance that additional funding will be available to allow the Company to fulfill such obligations.

Further exploration and development of the various mineral properties in which the Company holds interests depends upon the Company's ability to obtain financing through the joint venturing of projects, debt financing, equity financing or other means. Failure to obtain additional financing on a timely basis could cause the Company to forfeit all or part of its interests in some or all of its Resource Properties and reduce or terminate its operations.

The Company's properties are in the exploration stages only and are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company could be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of the properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to its current properties that may result in material liability to the Company.

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

Annual losses are expected to continue until the Company has an interest in a mineral property that produces revenues. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon the continued support of its shareholders, obtaining additional financing and generating revenues sufficient to cover its operating costs. The Company's accompanying financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the Company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the Company and other factors.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:
Charles Desjardins, CEO, CFO

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Doug McFaul, Former CFO
Glen MacDonald
Dave Bissoondatt

OUTLOOK

The Company's primary focus for the foreseeable future will be on reviewing its financial position, raising funds to support exploration and operational activities, continuing exploration activities on its mineral properties and financing business ventures in the mineral resource industry.

ADDITIONAL INFORMATION

Additional information related to the Company is available for view on SEDAR at www.sedar.com, on the Company's website at www.pistolbaymininginc.com, or by requesting further information from the Company's head office in Vancouver BC Canada.

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