



CASTLE PEAK MINING LTD.

Management's Discussion & Analysis

For the nine month period ended September 30, 2019

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") provides information that management considers to be relevant to an assessment and understanding of Castle Peak Mining Ltd.'s ("Castle Peak" or the "Company") financial condition as at September 30, 2019 and the results of its operations and cash flows for the nine month period ended September 30, 2019 and follows the requirements of National Instrument 51-102 ("NI 51-102"). This discussion should be read in conjunction with the Company's annual audited financial statements and the related notes for the year ended December 31, 2018 which have been prepared in accordance with IFRS. All dollar amounts included therein and in the following MD&A are expressed in Canadian Dollars unless otherwise noted.

We report in accordance with IFRS and the following disclosures, and associated consolidated financial statements, are presented in accordance with IFRS. This MD&A is prepared as at November 14, 2019 and includes certain statements that may be deemed "forward looking statements". We direct readers to the sections entitled "Risk Factors" and "Forward Looking Statements" in this MD&A.

Further information can be obtained from the Company's filings on the SEDAR website at www.sedar.com, or on the Company's website at www.castlepeakmining.com.

HIGHLIGHTS

- On February 15, 2019 the Company entered into an agreement ("Agreement") to purchase the Kunsu Prospecting License located in the Ahafo Ano South District of the Ashanti Region of Ghana ("The Property") from Wononuo Investment Limited ("Wononuo"), who is the holder of 100% undivided interest and title of the license covering an area of 137.06 Square Kilometers (the "Purchase Transaction"). The Purchase Transaction is subject to approval of shareholders, and the regulatory and exchange authorities.
Pursuant to the Purchase Transaction, Wononuo will transfer the property to the Company in exchange for a total purchase price of US\$2,000,000 payable as follows:
 - a. A non-refundable down payment of US \$200,000 (CAD\$ 262,500 paid on July 10, 2018);
 - b. A non-refundable second deposit of US \$200,000 upon signing of the Definitive Agreement no later than February 15, 2019 (CAD\$ 270,920 paid on February 15, 2019);
 - c. A non-refundable third deposit of US \$100,000 (CAD\$ 132,880 paid on May 29, 2018);
 - d. A non-refundable fourth deposit of US \$100,000 payable on presentation and evaluation of the full exploration technical report (CAD\$ 130,860 paid on October 23, 2019);
 - e. A non-refundable fifth deposit of US \$400,000 payable on obtaining shareholder approval on the Annual General Meeting scheduled for November 28, 2019 and
 - f. The balance of US \$1,000,000 payable at closing of the Purchase Transaction; December 15, 2019.
- On April 18, 2019, the Company announced that it has concluded the technical report on the Kunsu PL property and provided it to the TSX Venture Exchange for approval.
Further, the Company confirmed title opinion on the Kunsu prospecting license through a Ghana law firm.
The Company announced the following field progress report on follow-up exploration work. This work commenced on the 22nd February, 2019 and has covered the customary community consultation and traditional protocols within the project area. Assessment of Crop compensation, which is to compensate farmers for their farming crops that were affected by operations, for the period is underway. The Field Work includes the 5.8 km Induced Polarization (IP) geophysical survey at the North Grid zone. 430 m of trenches have been excavated on the geophysical defined targets to establish lateral continuity of the mineralized zone and also provide information on the extent and prospectivity of gold mineralization within the corridor. 362 trench samples have been submitted to ALS laboratories in Kumasi, Ghana for Au analysis by Fire Assay and AAS finish.
- On May 18, 2019, the Company announced that it has concluded the NI 43-101 technical report on the Kunsu PL property and it was approved by the TSX Venture Exchange.

The Company announced the latest field progress update on the ongoing follow-up exploration work. This work commenced on the 22nd February, 2019 and has covered the 5.8 km Induced Polarization (IP) geophysical survey at the North Grid zone, followed by 882 meters of trenches excavated on the geophysical defined targets. This involved 737 samples, comprising 668 trench samples and 69 Quality Control-Quality Assurance samples, submitted to the ALS laboratories in Kumasi, Ghana for Au analysis by Fire Assay and AAS finish.

- On October 25, 2019, the Company announced the completion of the follow-up exploration work entailing induced polarization (IP) geophysical survey, trenching and reverse circulation (RC) drilling. RC drilling exercise across the delineated mineralized zone was undertaken to test subsurface mineralization across 750m strike. The drilling exercise commenced on June 29th, 2019 and ended on the July 11th, 2019. A total of thirteen RC holes entailing 1,420 meters were drilled. The drilling generated a total of 1558 samples including QC samples which were analyzed for Au. Mineralization zones >0.1g/t were intercepted in seven (7) out of the thirteen (13) drill holes. Gold grades from drill holes at the West North Grid zone are relatively low, and lack continuity; the moderate values were intercepted at the bottom of the holes. Deeper levels of the holes require further testing, as the possible feeder veins may be at depth. Results from drill holes from the East North Grid zone returned moderate to significant gold grades of compelling economic interest.

KUNSU PROPERTY

The Kunsu Prospecting License is located approximately 35 Km Northwest of Kumasi and 240 Km Northwest of Accra; the property is centred approximately on Latitude 6°48'00" North and Longitude 1° 56.00" West (WGS84 Zone 30N). The property which is situated in close proximity to the Sefwi gold belt is strategically placed on the Asankragwa-Manso Nkwanta gold belt. The Kunsu concession is about 27 Km north of Asanko Gold's mine, and even closer to the Asanko Esaase gold prospect, all of which are inferred to be underlain by similar geology regionally as Kunsu.

Following the entering into a Definite Agreement with Wononuo Investment Limited ("Wononuo") on February 15, 2019, the Company works on an approved 145 days follow-up staged exploration exercise will comprise a geophysical survey, trenching and drilling work program that focuses on the North Grid zone of the property. The exercise has been designed to in the end deliver to CAP information on the extent and prospectivity of gold mineralization and to provide reliable and sufficient data to define an inferred resource base.

The 145 days staged exploration exercise commenced on the 22nd February, 2019 and has to date covered the 5.8 km Induced Polarization (IP) geophysical survey at the North Grid zone, followed by 882 meters of trenches excavated on the geophysical defined targets. The trench results, as reported on 18 May, 2019, returned significant Au grade (> 100 ppb Au) intersections hosted within quartz vein lodes and provided compelling evidence of significant Au mineralization within the North Grid zone of the Kunsu property.

Due to the satisfactory results of this stage the Company prepared for a drilling exercise of 1,200 meters of RC drilling across the delineated mineralized zone at the North Grid anomaly. The drilling exercise commenced on 29th June, 2019 and ended on the 11th July 2019. A total of thirteen RC holes and 1,420 meters actually drilled covered this program; this will involve a total of 1557 samples, including QC samples to be analyzed for Au. 1293 samples, including QC samples, have so far been processed and submitted to the lab for assay. Mineralization zones >0.1g/t were intercepted in seven (7) out of the thirteen (13) drill holes. Gold grades from drill holes at the West North Grid zone are relatively low, and lack continuity; the moderate values were intercepted at the bottom of the holes. Deeper levels of the holes require further testing, as the possible feeder veins may be at depth. Results from drill holes from the East North Grid zone returned moderate to significant gold grades of compelling economic interest.

The successful completion of the IP survey and trenching phases of the exploration exercise triggered a third payment by the Company to Wononuo on 31st May, 2019. The US\$ 100,000 paid is part of the staged payment schedule in the

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Definite Agreement. A fourth payment was made on October 23rd, 2019 following the presentation and evaluation of the full exploration technical report.

The resource estimate tabulated in terms of minimum gold grades (Table 1) for the East North Grid zone, effective September 13,2019, is classified as at this stage to be an Inferred Resource in accordance with NI 43-101 definitions.

Table 1: Mineral Resource Tabulation:

Resource Type	Volume (m ³)	Tonnage (t)	Density (t/m ³)	Average grade (g/t)	Total Au (g)	Total Au (oz)	Category	Strike Length
Au ≥ 0.3 g/t								
Oxide	175,000	297,500	1.7	0.77	230,282	7,404	Inferred	150m
Fresh	1,000,000	2,700,000	2.7	0.81	2185,259	70,258		
Total	1,175,000	2,997,500		0.81	2,415,540	77,662		
Au ≥ 0.5								
Oxide	75,000	127,500	1.7	1.33	169,243	5,441		
Fresh	600,000	1,620,000	2.7	1.08	1,745,932	61,574		
Total	675,000	1,747,500		1.1	1,915,176	61,574		
Au ≥ 1.0								
Oxide	62,500	106,250	1.7	1.42	151,246	4,863		
Fresh	400,000	1,086,250	2.7	1.28	1,386,791	44,586		
Total	462,500	1,186,250		1.3	1,528,038	49,449		
Au ≥ 1.5								
Fresh	200,000	540,000	2.7	1.53	828,446	26,635		
Total	200,000	540,000		1.53	828,446	26,635		

A metallic screen fire analysis on selected samples strongly suggests (see Table 2) the presence of coarse gold at Kunsu. Gold grades in coarse fractions (+75 µm) of the samples average 71% higher, compared to the gold grades in the fine fractions (-75 µm) which is normally the size fraction used in standard fire assay techniques for gold analysis. It is therefore likely that any resource calculation based on the current assay values would be the conservative minimum gold content. The screen fire assay results are strong indications that analyzing the Au in coarse fractions (+75 µm) of the samples would likely provide a better gold grade representation, provide upgrade of gold values, and have positive implications on the project by way of upgrading the resource estimates.

TECHNICAL DISCLOSURE

Castle Peak's technical disclosure in this news release has been reviewed and approved by Prosper Mackenzie Nude, PhD.MAIG, FSEG, who serves as a Qualified Person under the definition in National Instrument 43-101 ('NI 43-101').

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SELECTED ANNUAL INFORMATION

	For the Years Ended		
	December 31, 2018	December 31, 2017	December 31, 2016
Expenses for the year	\$ 154,497	\$ 158,221	\$ 304,286
Net income (loss) for the year	4,121,127	(1,007,218)	(14,126,192)
Net income (loss) per share	0.03	(0.01)	(0.11)
Exploration expenditures	(1,517,744)	(3,536,667)	(13,897,335)
Total assets	3,871,739	4,298,694	5,718,683
Capitalized exploration costs	652,064	2,169,808	5,706,475
Total liabilities	58,844	410,029	599,019

SUMMARY OF QUARTERLY RESULTS

Selected financial indicators for the past eight quarterly periods are shown in the following table:

	For the three months ended			
	Sept. 30, 2019	Jun. 30, 2019	Mar. 31, 2019	Dec. 31, 2018
Revenue for the period	\$ -	\$ -	\$ -	\$ -
Expenses for the period	23,614	55,838	37,104	28,421
Net profit (loss) for the period	(24,796)	(156,148)	(37,104)	134,355
Net earnings (loss) per share	(0.00)	(0.00)	(0.00)	0.00
Exploration expenditures	155,777	646,111	487,090	342,257
Total assets	3,601,169	3,637,207	3,782,897	3,871,739
Capitalized exploration costs	1,941,042	1,785,265	1,139,154	652,064
Total liabilities	6,322	17,564	7,106	58,844

	For the three months ended			
	Sept. 30, 2018	Jun. 30, 2018	Mar. 31, 2018	Dec. 31, 2017
Revenue for the period	\$ -	\$ -	\$ -	\$ -
Expenses for the period	35,460	55,152	35,464	34,644
Net profit (loss) for the period	(94,973)	11,467	4,070,278	(971,153)
Net loss per share	(0.00)	0.00	0.03	(0.01)
Exploration expenditures	309,807	-	(2,169,808)	(736,503)
Exploration expenditures (net of impairment, translation adjustment and proceeds of sale agreement)	309,807	-	245,069	72,583
Total assets	3,696,440	3,789,665	4,014,739	4,298,694
Capitalized exploration costs	309,807	-	-	2,169,808
Total liabilities	17,900	16,152	252,693	410,029

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The Company is in the business of exploring and evaluating assets in Ghana, Africa and as a result has no revenues. Expenses consist of general corporate administrative costs not attributable to the exploration activities. All costs that are attributable to exploration activities are capitalized to the mineral concessions to which they relate.

On February 15, 2019 the Company entered into an agreement with Wononuo Investment Limited with the intention to buy Kunsu Prospecting License located in the Ahafo Ano South District of the Ashanti Region of Ghana. In connection with the agreement the company incurred \$1,288,978 exploration expenditures for the nine month period ended September 30, 2019, representing mainly non-refundable second and third deposit payments of \$ 270,920 (US\$200,000) and \$132,880 (US\$100,000); respectively, in addition to \$745,060 for due diligence follow up exploration project.

Total liabilities were \$6,322 at September 30, 2019, compared to \$58,844 at December 31, 2018.

RESULTS OF OPERATIONS

Three months ended September 30, 2019 compared to three months ended September 30, 2018

Net loss for the three months ended September 30, 2019 were \$24,796 compared to \$94,973 for the same period in the prior year.

Total expenses for the three months ended September 30, 2019 were \$23,614 compared to \$35,460 for the same period in the prior year.

Expenses for the three months ended September 30, 2019 included \$16,464 in salaries and benefits for Vancouver employees, compared to \$21,358 for the same period last year. The Company incurred \$1,370 for Professional fees for the three months ended September 30, 2019, less than \$7,736 incurred for the same period in the prior year, due to tax filing fees incurred last year in connection with filing the final tax returns for Castle Peak Mining (2006) Ltd. upon the sale of the subsidiary on March 19, 2018. Office and administrative expenses were \$4,424 for the three months ended September 30, 2019, compared to \$4,957 for the same period in the prior year. The Company incurred \$914 for transfer agent, filing and regulatory costs for the three months ended September 30, 2019 compared to \$658 for the same period in the prior year. The Company incurred \$nil for investor relations for the three months ended September 30, 2019 compared to \$751 for the same period in the prior year.

The Company recorded \$1,182 in foreign exchange loss, due to the translation of foreign currency denominated working capital items, compared to foreign exchange loss of \$59,513 for the same period in the prior year.

Nine months ended September 30, 2019 compared to nine months ended September 30, 2018

Net loss for the nine month period ended September 30, 2019 were \$218,048, compared to net income of \$3,986,772 for the same period in the prior year. The prior year's income reflected realisation of accumulated other comprehensive income in foreign exchange gain upon sale of Ghana operations.

Total expenses for the nine month period ended September 30, 2019 were \$116,556 compared to \$126,076 for the same period in the prior year.

Expenses for the nine month period ended September 30, 2019 included \$57,665 in salaries and benefits for Vancouver employee, compared to \$62,072 for the same period last year. The Company incurred \$28,434 for Professional fees for the nine month period ended September 30, 2019, lower than \$37,932 incurred for the same period in the prior year due to tax filing fees in connection with filing final tax return for Castle Peak Mining (2006) Ltd. upon the sale of the subsidiary on March 19, 2018. For the nine month period ended September 30, 2019, the Company incurred \$14,927 for office and administrative expenses, compared to \$13,189 incurred for the same period in the prior year.

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The Company incurred \$11,172 for transfer agent, filing and regulatory costs for the nine month period ended September 30, 2019, compared to \$11,583 for the same period in the prior year. The Company incurred \$3,216 for investor relations for the nine month period ended September 30, 2019 compared to \$1,300 for the same period in the prior year.

During the nine month period ended September 30, 2018, the Company incurred \$168,646 loss on the sale it is exploration and evaluation assets to Star Goldfields. Previously, the Company recognized impairment of exploration and evaluation assets of \$14,658,306 in profit or loss (\$836,400 and \$13,821,906 for the years ended December 31, 2017, and 2016, respectively).

The Company recorded \$101,492 in foreign exchange loss during the nine month period ended September 30, 2019, due to the translation of foreign currency denominated working capital items. During the same period in the prior year, the Company recorded \$4,281,494 in foreign exchange gain on the sale it is exploration and evaluation assets to Star Goldfields, resulting from realisation of accumulated other comprehensive income upon sale of Ghana operations. The results of Ghanaian operations which have a different functional currency than the Company are translated to Canadian dollars at appropriate average rates of exchange during the year. The monetary assets and liabilities of foreign operations are translated to Canadian dollars at rates of exchange in effect at the end of the period. Gains or losses arising on translation of the Ghanaian operation to Canadian dollars at period end are recognized in accumulated other comprehensive income (loss) as a foreign currency translation adjustment.

Exploration and Evaluation Asset Expenditures

Three months ended September 30, 2019 compared to three months ended September 30, 2018

Exploration and evaluation assets expenditures were \$155,777 during the three months ended September 30, 2019, representing payments and exploration expenses in connection with Kunsu Agreement, compared to \$309,807 for the three months ended September 30, 2018.

Exploration and evaluation assets expenditures as summarized in the following table:

	Three months ended September 30, 2019	Three months ended September 30, 2018
Acquisition cost	\$ -	\$ 262,500
Due diligence costs	106,675	44,807
Consulting fees	49,102	-
Legal fees	-	2,500
	\$ 155,777	\$ 309,807

On February 15, 2019, the Company entered into an agreement to purchase the Kunsu Prospecting License located in the Ahafo Ano South District of the Ashanti Region of Ghana from Wononuo Investment Limited, who is the holder of 100% undivided interest and title of the license. On July 10, 2018, a non-refundable down payment of \$262,500 (US\$ 200,000) was made to Wononuo.

In connection with the agreement, the company incurred \$106,675 and \$49,102 in due diligence exploration cost and consulting fees, respectively, for the three months ended September 30, 2019, compared to \$44,807 and \$nil, respectively, for the same period last year.

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Nine months ended September 30, 2019 compared to nine months ended September 30, 2018

During the nine month period ended September 30, 2019, exploration and evaluation assets expenditures totaled \$1,133,201 compared to \$(2,169,808) for the six month period ended June 30, 2018 as summarized in the following table:

	Nine months ended September 30, 2019	Nine months ended September 30, 2018
Acquisition cost	\$ 403,800	\$ 262,500
Due diligence costs	745,060	44,807
Consulting fees	124,965	-
Legal fees	15,153	2,500
Exploration salaries and wages	-	210,898
Environmental, permitting and other	-	34,171
Proceeds from assets sale agreement	-	(2,218,231)
Loss on sale of exploration and evaluation assets	-	(168,646)
Translation adjustment	-	(28,000)
	\$ 1,288,978	\$ (1,860,001)

On February 15, 2019, the Company entered into an agreement to purchase the Kunsu Prospecting License located in the Ahafo Ano South District of the Ashanti Region of Ghana from Wononuo Investment Limited, who is the holder of 100% undivided interest and title of the license.

In connection with the agreement, the company paid the non-refundable second and third deposits of \$270,920 and \$132,880 (US\$200,000 and US\$100,000); respectively, during the nine month period ended September 30, 2019. During the nine month period ended September 30, 2018, the company paid the non-refundable first deposit of \$262,500 (US\$200,000). During the nine month period ended September 30, 2019, The Company incurred \$745,060 in due diligence, and \$124,965 consulting fees, compared to \$44,807 and \$nil; respectively, during the same period in the prior year. Additionally, the company incurred \$15,153 in legal fees during the nine month period ended September 30, 2019, compared to \$2,500 during the same period in the prior year.

On March 19, 2018 the Company closed a sale transaction with Star Goldfields by which Star Goldfields purchased the Company's nine prospecting licenses in Ghana through acquiring 100% of the common shares of the Company's wholly-owned subsidiary Castle Peak Mining (2006) Ltd. On closing date, the Company received the balance of US \$2,000,000 payable at closing of the Sale Transaction (CAD\$ 2,615,800 received on March 19, 2018). In connection with the Sale Transaction, the Company paid finder's fee of US\$212,522 (CAD\$ 347,569 paid on March 20, 2018), CAD\$50,000 bonus to a former director for his successful efforts in finalising the deal and incurred \$168,646 loss on the sale of its exploration and evaluation assets.

Excluding loss on sale of exploration and evaluation assets, translation adjustment and proceeds from Transaction with Star Goldfields, exploration and evaluation assets expenditures for the three months ended June 30, 2018 were \$245,069. Exploration salaries and wages were \$210,898 for the three months ended June 30, 2018 which included redundancy payment of US\$155,000 (CAD\$ 199,857) to the exploration manager in Ghana upon terminating his service prior to closing off the transaction with Star Goldfields. Environmental, permitting and other costs totaled \$34,171 for the three months ended June 30, 2018.

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The Company recorded a translation adjustment of \$28,000 resulting from the strengthening of the Canadian dollar against the US dollar during the three months ended June 30, 2018. The translation adjustments are related to the translation of exploration and evaluation assets from US dollars, the functional currency of the Ghana subsidiaries, to Canadian dollars.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2019, the Company had cash and cash equivalents of \$1,653,188 (December 31, 2018 - \$3,208,271) to settle current liabilities of \$6,322 (December 31, 2018 - 58,844). The Company expects to fund its liabilities, operations and operational activities through cash on hand.

As at September 30, 2019, the Company's cash and cash equivalents decreased by \$1,555,083 to \$1,653,188 from \$3,208,271 as at December 31, 2018. Cash of \$219,377 (December 31, 2018- \$325,723) was used for operating activities, \$1,335,706 was used in investing activities (December 31, 2018- \$1,352,186 provided by investing activities), and \$Nil used in financing activities (December 31, 2018- \$146,428).

Net cash used in operating activities for the nine month period ended September 30, 2019 was \$219,377 (December 31, 2018- \$325,723). The cash used during the period consists primarily of the loss of \$218,048 (December 31, 2018- \$4,121,127 income) which includes non-cash depreciation of \$1,142 (December 31, 2018- \$Nil). Included in the cash used in operating activities during the year ended December 31, 2018 a non-cash loss on sale of exploration and evaluation assets of \$168,646, Reclassification of translation adjustment upon sale of subsidiary of \$4,235,581, foreign exchange gain of \$208,689 and \$171,230 payments against accounts payable and accrued liabilities.

Net cash used in investing activities for the nine month period ended September 30, 2019 was \$1,335,706 (December 31, 2018- \$1,352,186 provided by) which includes paying \$403,800 the second and third instalments on the Kunsu agreement. Balance is mainly cash used for due diligence costs and consulting fees in connection with the Kunsu agreement.

Net cash used in financing activities for the nine month period ended September 30, 2019 was \$Nil (December 31, 2018- \$146,428 financing activities representing paying off directors' loans).

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

	Nine months ended September 30, 2019	Nine months ended September 30, 2018
Salaries and benefits paid to officers and senior management ⁽¹⁾	\$ 57,665	\$ 272,970

(1) Remuneration attributed to key management personnel is recorded in salaries and benefits, and exploration and evaluation assets. Included is \$199,857 redundancy payment in 2018 to Henry Sowah, former Exploration Manager which was capitalized to exploration and evaluation assets.

Salaries totaling \$Nil were accrued to the officers and senior management of the Company for the nine month period ended September 30, 2019 (September 30, 2018: \$272,970). (These individuals are Henry Sowah, former Exploration Manager; and Iyad Jarbou, interim CFO and a director of the Company).

As at September 30, 2019, \$Nil is owing to directors and officers of the Company and is included in accounts payable and accrued liabilities (December 31, 2018 - \$2,761 was owing to a former director and officer of the Company).

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the year. Actual results could differ from those estimates and such differences could be significant.

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited financial statements for the year ended December 31, 2018, and have been consistently followed in the preparation of these interim financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities.

The fair value of the Company's receivables, and accounts payable and accrued liabilities approximate carrying value due to their short terms to maturity. The Company's other financial instrument, cash, is recorded at fair value, and under the fair value hierarchy is based on level one quoted prices in active markets for identical assets and liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and receivables. The Company's cash are held with a major Canadian chartered bank and management believes the risk of loss to be remote. Receivables consist of input tax credits receivable from the Government of Canada. The Company does not believe it is subject to significant credit risk in relation to its receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. As at September 30, 2019, the Company had cash of \$1,653,188 and current liabilities of \$6,322.

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 commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash balances which earn interest at variable market interest rates, however, this exposure is considered to be minimal. The Company has no interest-bearing debt, and therefore, is not exposed to risk in the event of interest rate fluctuations.

b) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company's expenditures are predominantly in Canadian dollars, and US dollars. The Company has financial assets and liabilities denominated in US dollars as at September 30, 2019. Based on the Company's net exposure as at September 30, 2019, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an impact on profit or loss of \$155,847.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

RISK FACTORS

This MD&A does not include all of the information required for full risk factors discussion and should be read in conjunction with the Company's financial statements for the year ended December 31, 2018.

INTERNAL CONTROLS

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. Castle Peak has undertaken to put into place a system of internal controls appropriate for its size, and reflective of its operations. The Company's certifying officers are responsible for establishing and maintaining disclosure controls and procedures for the Company, and have concluded based on an evaluation As at December 31, 2018, that the disclosure controls and procedures for the Company are effective.

OUTSTANDING SHARE INFORMATION

Common shares, stock options and warrants issued and outstanding as at September 30, 2019 are described in detail in Note 7 to the unaudited interim financial statements for the nine month period ended September 30, 2019.

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Summarized balances as at September 30, 2019 and November 14, 2019 are as follows:

	September 30, 2019	November 14, 2019
Common shares outstanding	132,763,360	132,763,360
Stock options exercisable	1,565,000	1,565,000
Fully-diluted	134,328,360	134,328,360

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward looking information" within the meaning of applicable Canadian securities legislation. Forward looking information may include, but is not limited to, information with respect to our planned exploration and evaluation activities including generating new targets, costs and timing of future exploration, results of future exploration and drilling, potential development plans in the future, timing and receipt of approvals, consents and permits under applicable legislation, our executive compensation approach and practice, the composition of our board of directors and committees, and adequacy of financial resources. Wherever possible, words such as "plans", "expects" or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information.

Forward looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward looking information, including, without limitation:

- risks related to commodity price fluctuations, including gold price volatility;
- risks related to the exploration and evaluation of our mineral property including general operating risks;
- risks related to the fact that we are a new company with no exploration and evaluation assets in production or development and no history of production or revenue;
- uncertainties related to title to our exploration and evaluation assets and surface rights;
- risks and uncertainties relating to the interpretation of drill results and the geology, grade and continuity of our mineral deposits;
- risks related to governmental regulations, including environmental regulations;
- increased costs and restrictions on operations due to compliance with environmental laws and regulations;
- increased costs affecting the mining industry;
- increased competition in the mining industry for properties, qualified personnel and management;
- risks related to some of our directors' and officers' involvement with other natural resource companies;
- risks related to the delay in obtaining or failure to obtain required permits, or non-compliance with permits that have been obtained;
- risks related to our ability to obtain adequate financing for our planned exploration and evaluation activities and to complete further exploration programs;
- risks related to general economic conditions;
- recent market events and conditions; and
- currency fluctuations.

This list is not exhaustive of the factors that may affect any of our forward-looking information. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future

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events could differ materially from those anticipated in such information. Forward-looking information involves statements about the future and is inherently uncertain, and our actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors. Our forward-looking information is based on the beliefs, expectations and opinions of management on the date the statements are made and we do not assume any obligation to update forward looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law. For the reasons set forth above, prospective investors should not place undue reliance on forward looking information.

APPROVAL

Management is responsible for all information disclosed in the consolidated financial statements. The Board of Directors of Castle Peak Mining Ltd. has approved the disclosures contained in this MD&A.