



**CASTLE PEAK MINING LTD.**

Management's Discussion & Analysis

For the nine month period ended September 30, 2020

## **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, 2020 and the results of its operations and cash flows For the nine month period ended September 30, 2020 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, 2019 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 11, 2020 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](http://www.sedar.com), or on the Company's website at [www.castlepeakmining.com](http://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 (\$262,500 paid on July 10, 2018);
  - b. A non-refundable second deposit of US \$200,000 upon signing of the Definitive Agreement (\$270,920 paid on February 15, 2019);
  - c. A non-refundable third deposit of US \$100,000 (\$132,880 paid on May 29, 2019);
  - d. A non-refundable fourth deposit of US \$100,000 payable on presentation and evaluation of the full exploration technical report (\$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 (\$527,320 paid on December 16, 2019); and
  - f. The balance of US \$1,000,000 payable at closing of the Purchase Transaction; December 15, 2020.
- The Company announced various field progress updates on the follow-up exploration work during 2019. The initial field work commenced on the February 22<sup>nd</sup>, 2019 and was completed on July 11<sup>th</sup>, 2019. It entailed 5.8 km ground Geophysical IP survey at the North Grid Anomaly, followed by 882 meters of trenches excavated on the geophysical defined targets which returned significant Au grade (>100ppb Au) intersections. Due to the satisfactory gold (Au) results from trenches, RC drilling exercise across the delineated mineralized zone was undertaken to test subsurface mineralization across 750m strike.
- The results of the follow-up exploration work along with a first resource base determination have been described in the NI 43-101 technical report ("technical report") on the Kunsu PL property dated September 13<sup>th</sup>, 2019. The technical report has been authored by Prosper Mackenzie Nude, PhD., MAIG, FSEG. Following the approval of the technical report by the TSX Venture Exchange the Company has filed the technical report with signature date of September 28<sup>th</sup>, 2019 on Sedar.

- The RC results confirm gold mineralization at the targeted stretch drilled. Zones of brecciated and veined quartz lodes within the deformed and altered metasediments are the favourable areas hosting gold at Kunsu. Gold grade distribution and geological control at Kunsu is still not well understood at this stage; this would require further work.
- A preliminary analysis of one hundred (100) samples for Screen Fire Analysis (SFA) was approved by Castle Peak in April 2020. This exercise, confirmed that coarse gold exists at Kunsu. Gold grades of significance have been recorded in the coarse (+75µm) sample fractions. The gold grades in 65% of the coarse sample fractions range from 0.1g/t to 3.93g/t.

## **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.

Previous surficial sampling works on the Kunsu concession delineated four major NE-SW trending anomalous gold zones, these are:

- North Grid Anomaly, with strike length of about 3.5km;
- Central Grid Anomaly, with strike length of about 4km;
- South West Grid Anomaly, with strike length of about 0.5km;
- South East Grid Anomaly, with strike length of about 1km.

So far, all subsurface exploration works entailing drilling have been focused on parts of the North Grid Anomaly.

Following the entering into a Definite Agreement with Wononuo Investment Limited ("Wononuo") on February 15, 2019, the Company approved a 145 days follow-up stage exploration exercise which comprised geophysical survey, trenching and drilling works that focused on the North Grid zone of the property. The exercise was 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. The drilling generated a total of 1558 samples including QC samples which were analyzed for Au. Gold 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 but moderate values were intercepted at the bottom of the holes. Gold grade continuity at the West Grid zone has not been established at this stage due to paucity of drill data. 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 however, returned moderate to significant gold grades of compelling economic interest. The resource

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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 <sup>3</sup> )	Tonnage (t)	Density (t/m <sup>3</sup> )	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		

All the samples collected were prepared and analysed at the ALS Laboratories in Kumasi, Ghana. The ALS facility in Kumasi is a commercial laboratory and part of the ALS Group of laboratories that operates under a global quality management system accredited to ISO 9001:2008 with ISO/IEC 17025 certification. The samples were fine crushed to >70% passing 2mm. A 250g subsample is split by riffle splitter and pulverized to >85% passing 75µm. 50 g subsample is taken and fire-assayed with AAS finish.

A check sample analysis using similar procedures as ALS, and metallic screen fire assaying (MSFA) were completed at SGS Laboratory Services (GH) Limited located at Tarkwa, Ghana. SGS Laboratory Services GH. Ltd is accredited by SANAS and conforms to the requirements of ISO/IEC 17025:2005. In MSFA both undersize (-75 µm) and oversize (+75 µm) fractions are dried and weighed separately. The oversize fraction is fire-assayed in a single fusion to obtain the oversize gold (coarse fraction gold). The undersize fraction is fire-assayed in duplicate following ordinary fire assay protocols.

The metallic screen fire analysis on selected samples strongly suggests 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

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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 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').

**SELECTED ANNUAL INFORMATION**

	For the Years Ended		
	December 31, 2019	December 31, 2018	December 31, 2017
Expenses for the year	\$ 199,131	\$ 154,497	\$ 158,221
Net income (loss) for the year	(303,370)	4,121,127	(1,007,218)
Net income (loss) per share	(0.00)	0.03	(0.01)
Exploration expenditures	1,942,503	1,517,744	3,536,667
Total assets	3,510,228	3,871,739	4,298,694
Capitalized exploration costs	2,594,567	652,064	2,169,808
Total liabilities	703	58,844	410,029

**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, 2020	Jun. 30, 2020	Mar. 31, 2020	Dec. 31, 2019
Revenue for the period	\$ -	\$ -	\$ -	\$ -
Expenses for the period	37,820	53,815	46,871	82,575
Net income (loss) for the period	(50,264)	(57,871)	992	(85,322)
Net earnings (loss) per share	(0.00)	(0.00)	0.00	(0.00)
Exploration expenditures	17,680	93,970	54,272	653,525
Total assets	3,403,317	3,453,581	3,515,145	3,510,228
Capitalized exploration costs	2,760,489	2,742,809	2,648,839	2,594,567
Total liabilities	935	935	4,628	703

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	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 income (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

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 \$165,922 exploration expenditures for the nine month period ended September 30, 2020, representing consulting fees, due diligence follow up exploration project and prospecting license renewal fees.

Total liabilities were \$935 at September 30, 2020, compared to \$703 at December 31, 2019.

## RESULTS OF OPERATIONS

*Three months ended September 30, 2020 compared to three months ended September 30, 2019*

Net loss for the three months ended September 30, 2020 were \$50,264 compared to \$24,796 for the same period in the prior year.

Total expenses for the three months ended September 30, 2020 were \$37,820 compared to \$23,614 for the same period in the prior year.

Expenses for the three months ended September 30, 2020 included \$16,792 in consulting fees, representing the fees of JDS and Associates limited, the Company's consultant in Ghana, compared to \$nil for the same period last year. Salaries and benefits for Vancouver employee was \$15,740 for the three months ended September 30, 2020, compared to \$16,464 for the same period last year. Office and administrative expenses were \$4,209 for the three months ended September 30, 2020, compared to \$4,424 for the same period in the prior year. The Company incurred \$404 for transfer agent, filing and regulatory costs for the three months ended September 30, 2020, compared to \$914 for the same period in the prior year. The Company incurred \$279 for investor relations for the three months ended September 30, 2020 compared to \$nil for the same period in the prior year. There was no news released during the period. The Company incurred \$nil for Professional fees for the three months ended September 30, 2020, compared to \$1,370 for the same period in the prior year.

The Company recorded \$12,444 in foreign exchange loss, due to the translation of foreign currency denominated working capital items, compared to \$1,182 foreign exchange loss for the same period in the prior year.

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*Nine months ended September 30, 2020 compared to nine months ended September 30, 2019*

Net loss for the nine month period ended September 30, 2020 were \$107,143, compared to \$218,048 for the same period.

Total expenses for the nine month period ended September 30, 2020 were \$138,506 compared to \$116,556 for the same period in the prior year.

Expenses for the nine month period ended September 30, 2020 included \$58,069 in salaries and benefits for Vancouver employee, compared to \$57,665 for the same period last year. The Company incurred \$19,696 for Professional fees for the nine month period ended September 30, 2020, compared to \$28,434 incurred for the same period in the prior year. For the nine month period ended September 30, 2020, the Company incurred \$13,779 for office and administrative expenses, compared to \$14,927 incurred for the same period in the prior year. The Company incurred \$8,202 for transfer agent, filing and regulatory costs for the nine month period ended September 30, 2020, compared to \$11,172 for the same period in the prior year. The Company incurred \$741 for investor relations for the nine month period ended September 30, 2020 compared to \$3,216 for the same period in the prior year.

The Company recorded \$31,363 in foreign exchange gain during the nine month period ended September 30, 2020, due to the translation of foreign currency denominated working capital items, compared to \$101,492 foreign exchange loss, for the same period in the prior year.

### Exploration and Evaluation Asset Expenditures

*Three months ended September 30, 2020 compared to three months ended September 30, 2019*

Exploration and evaluation assets expenditures were \$17,680 during the three months ended September 30, 2020, representing payments and exploration expenses in connection with Kunsu Agreement, compared to \$155,777 for the three months ended September 30, 2019.

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

	Three months ended September 30, 2020	Three months ended September 30, 2019
Due diligence costs	\$ -	\$ 106,675
Consulting fees	17,680	49,102
	\$ 17,680	\$ 155,777

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.

During the three months ended September 30, 2020, The Company incurred \$nil in due diligence, compared to \$106,675 during the same period in the prior year. Consulting fees was \$17,680 for the three months ended September 30, 2020; compared to \$49,102 for the same period in the prior year.

*Nine months ended September 30, 2020 compared to nine months ended September 30, 2019*

During the nine month period ended September 30, 2020, exploration and evaluation assets expenditures totaled \$165,922 compared to \$1,288,978 for the nine month period ended September 30, 2019 as summarized in the following table:

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	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Acquisition cost	\$ -	\$ 403,800
Prospecting license fees	64,296	-
Due diligence costs	32,791	745,060
Consulting fees	68,835	124,965
Legal fees	-	15,153
	<u>\$ 165,922</u>	<u>\$ 1,288,978</u>

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 ("Wononuo"), who is the holder of 100% undivided interest and title of the license.

To keep its concessions in good standing, the Company is required to pay certain fees to the Minerals Commission of Ghana, including fees to renew or extend its prospecting and reconnaissance licenses. Although the title of the license won't be transferred to the Company until the closing of the agreement on December 15, 2020, it was agreed, with Wononuo Investment Limited, that 2020 prospecting license Fees would be the Company's responsibility. The Company paid \$64,296 (US\$45,710) for prospecting license fees during the nine month period ended September 30, 2020.

During the nine month period ended September 30, 2020, The Company incurred \$32,791 in due diligence, compared to \$745,060 during the same period in the prior year. Consulting fees was \$68,835 for the nine month period ended September 30, 2020; compared to \$124,965 for the same period in the prior year.

#### **LIQUIDITY AND CAPITAL RESOURCES**

As at September 30, 2020, the Company had cash and cash equivalents of \$634,811 (December 31, 2019 - \$899,945) to settle current liabilities of \$935 (December 31, 2019 - \$703). The Company expects to fund its liabilities, operations and operational activities through cash on hand.

As at September 30, 2020, the Company's cash and cash equivalents decreased by \$265,134 to \$634,811 from \$899,945 as at December 31, 2019. Cash of \$130,091 (December 31, 2019- \$210,856) was used for operating activities, \$166,406 was used in investing activities (December 31, 2019- \$1,993,231), and \$nil used in financing activities (December 31, 2019- \$nil).

Net cash used in operating activities for the nine month period ended September 30, 2020 was \$130,091 (December 31, 2019- \$210,856). The cash used during the period consists primarily of the loss of \$107,143 (December 31, 2019- \$303,370) which includes non-cash depreciation of \$1,188 (December 31, 2019- \$1,538), and unrealized foreign exchange gain of \$31,363 (December 31, 2019- \$104,239 unrealized exchange loss).

Net cash used in investing activities for the nine month period ended September 30, 2020 was \$166,406 (December 31, 2019- \$1,993,231) which is mainly cash used for due diligence costs and consulting fees in connection with the Kunsu agreement.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Salaries and benefits paid to an officer of the Company <sup>(1)</sup>	\$ 58,069	\$ 56,665

(1) Remuneration attributed to key management personnel is recorded in salaries and benefits.

Salaries totaling \$58,069 were accrued to an officer of the Company for the nine month period ended September 30, 2020 (September 30, 2019: \$56,665). This individual is Iyad Jarbou, interim CFO and a director of the Company.

As at September 30, 2020, \$Nil is owing to directors and officers of the Company (December 31, 2019 - \$nil).

**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.

**PROPOSED TRANSACTIONS**

The Company has no proposed transactions to report at this time.

**SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies followed by the Company are set out in Note 3 to the audited financial statements for the nine month period ended September 30, 2020, 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 cash, receivables and accounts payable and accrued liabilities approximate carrying value due to their short terms to maturity. The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value. The fair value hierarchy is as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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, 2020, the Company had cash of \$634,811 and current liabilities of \$935.

### **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, 2020. Based on the Company's net exposure as at September 30, 2020, a 10% depreciation or appreciation of the Canadian dollar against the US dollar would result in an impact on profit or loss of \$54,493.

#### 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, 2019.

## **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, 2019, 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, 2020 are described in detail in Note 7 to the unaudited interim financial statements for the nine month period ended September 30, 2020. Summarized balances as at September 30, 2020 and November 11, 2020 are as follows:

	September 30, 2020	November 11, 2020
Common shares outstanding	132,763,360	132,763,360
Stock options exercisable	1,115,000	1,115,000
Fully-diluted	133,878,360	133,878,360

## **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;

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- 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 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.