

USHA RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2020

The effective date of this report is November 27, 2020

Management Discussion & Analysis:

Management's discussion and analysis ("MD&A") provides a detailed analysis of the results and financial condition of Usha Resources Ltd. (the "Company" or "Usha") for the six months ended September 30, 2020. The following management discussion and analysis, prepared as of September 30, 2020, should be read together with the unaudited condensed interim financial statements for the three months ended June 30, 2020 with the related notes attached thereto and the audited financial statements for the year ended March 31, 2020 with the related notes attached thereto, prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A supplements, but does not form part of the financial statements. Management is responsible for the preparation of the financial statements and the MD&A for the six months ended September 30, 2020. News releases and previous filings may be found on SEDAR at www.sedar.com.

Description of Business:

The Company was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 26, 2018. The Company was classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 and its Qualifying Transaction was approved by the regulatory authorities on December 6, 2019. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol USHA.V and on the OTCQB® under the symbol "USHAF".

The Company's business is to acquire and explore interests in mineral properties located in North America.

The Company's first project was acquired as part of its Qualifying Transaction and is the Nicobat Project in Ontario, Canada. The company initially had a 51% interest which was subsequently increased by 34% in an amendment to the initial property purchase agreement (the "Amendment Agreement") through the issuance of an additional 500,000 common shares of the Company (the "Shares") to the Vendor, bringing its total interest to 85%. The Amendment Agreement and issuance of the Shares was approved by the TSX Venture Exchange on June 23, 2020.

The Company's second project is the Lost Basin Project in Arizona, USA. The Company entered into a binding Letter of Intent ("LOI") with AJA Mining LLC and Gold Basin Mining EXP LLC (collectively, the "Optionors") on June 3, 2020, whereby the Optionors granted the Company the exclusive option (the "Option") to acquire (the "Acquisition") 100% interest in certain 133 mineral claims in exchange for annual lease payments of US\$25,000, issuance of 1,000,000 shares upon Exchange approval of the transaction, and within three years make a final payment of US\$3,000,000. The LOI was approved by the TSX Venture Exchange on August 19, 2020 and the shares were issued on August 26, 2020.

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Forward Looking Statements:

This Management Discussion and Analysis contains certain forward-looking statements and information relating to Usha that is based on the beliefs of the Company, or management, as well as assumptions made by and information currently available to the Company or management. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect”, “implied”, “intend” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company regarding future events and are subject to certain risks, uncertainties and assumptions, including the risks and uncertainties noted and the recent outbreak of an epidemic or a pandemic, the novel coronavirus (COVID-19). Should one or more of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, implied, expected or intended. In each instance, forward-looking information should be considered in the light of the accompanying meaningful cautionary statements herein. Usha cautions that forward-looking statements involve risk and uncertainty.

Overall Performance

- The Company’s loss for the six months ended September 30, 2020 was \$160,419 (2019: \$114,032).
- Working capital at September 30, 2020 was \$456,201.

Summary of Exploration and Corporate Activities

The Company entered into an agreement dated March 7, 2019 with Emerald Lake Development Corporation (the “Vendor”) for the right to purchase an undivided 51% interest in a copper-nickel-cobalt-polymetallic sulphide deposit referred to as the Nicobat Project, located in the Dobie Township in the Kenora Mining Division, Ontario. The Property consists of two combined surface and mining right patents which comprise 48 hectares. The purchase price of the Property was the issuance of 1,500,000 common shares of the Company to the Vendor at a fair value of \$150,000; these shares were issued on December 6, 2019 and the Company acquired a 51% interest in the Property. In addition, the Company and a third-party company that holds a 15% interest in the Property shall pay the Vendor a 2.0% net smelter returns royalty upon the commencement of commercial production from the Property. The Company and the third-party company shall have the right at any time to acquire up to 1.5% of the royalty from the Vendor for the price of USD \$2,000,000. This agreement constituted the Company’s Qualifying Transaction under the Capital Pool Companies policy of the TSX-V and the Qualifying Transaction has been approved by the TSX-V.

Concurrent with the closing of the Qualifying Transaction, the Company completed a private placement of flow-through and non flow-through units for gross proceeds of \$472,065. The non flow-through portion consists of 3,327,000 units at a price of \$0.095 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable to purchase

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one warrant share of the Company at \$0.19 per warrant share for a period of two years from the date of issuance of the units.

The flow-through unit private placement was for the issuance of 1,200,000 flow-through units at a price of \$0.13 per unit. Each unit consists of one flow-through common share and one non-flow-through common share purchase warrant. Each whole warrant is exercisable to purchase one warrant share of the Company at \$0.26 per warrant share for a period of two years from the date of issuance of the units.

The Company calculates the tax effect of any premium related to the issuance of flow-through shares by reviewing the value of corresponding common shares and warrants issued in connection with the issuance. As a result, the Company recognized a premium of \$42,000 as a flow-through premium liability on the issuance of the flow-through shares.

On May 11, 2020, the Company entered into an amendment agreement (the “Amendment Agreement”) with Emerald Lake Development Corporation (“Emerald Lake”) to the mineral property purchase agreement dated March 7, 2019, whereby Emerald Lake granted the Company the right to acquire an additional 34% interest in the Nicobat Property located in Northwest Ontario, for a total interest of 85%, in exchange for the issuance of 500,000 common shares at a price of \$0.15 per Shares (issued) of the Company (the “Shares”). The Amendment Agreement and issuance of the Shares to Emerald Lake was approved by the TSX Venture Exchange on June 23, 2020.

On May 12, 2020, the Company appointed Brian Moore as a member of the Company’s board of directors and audit committee.

On June 1, 2020, the Company incorporated a 100% subsidiary Usha Resources (USA) Corp. as part of its business of the exploration and evaluation properties in the United States of America.

On June 3, 2020, the Company entered into a binding Letter of Intent (“LOI”) with AJA Mining LLC and Gold Basin Mining EXP LLC (collectively, the “Optionors”) whereby the Optionors granted the Company the exclusive option (the “Option”) to acquire (the “Acquisition”) 100% interest in certain 133 mineral claims in exchange for annual lease payments of US\$25,000, issuance of 1,000,000 shares upon Exchange approval of the transaction, and within three years make a final payment of US\$3,000,000; which can be made in cash or with separate Exchange approval in shares. The LOI was approved by the TSX Venture Exchange on August 19, 2020 and the shares were issued on August 26, 2020.

On September 17, 2020, the Company announced that it was proceeding with a totaling non-brokered private placement for gross proceeds of up to \$500,000 through the issuance of up to 2,500,000 units (the “Units”) at \$0.20 per Unit and gross proceeds of up to \$300,000 through the issuance of 1,000,000 flow-through units (the “Flow-Through Units”) at \$0.30 per Flow-Through Unit.

Each Unit will consist of one common share and one-half of one transferable share purchase warrant with each whole Warrant exercisable at \$0.30 per share for a period of two (2) years from

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the date of closing, provided that in the event that the closing price of the Company's Shares on the TSX Venture Exchange (or such other exchange on which the Company's Shares may become traded) is \$0.75 or greater per Share during any thirty (30) consecutive trading day period at any time subsequent to four months and one day after the closing date, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the holders of the Warrants (the "**Accelerated Expiry Provisions**").

Each Flow-Through Unit will consist of one flow-through common share in the capital of the Company and one-half of one transferable Warrant with each whole Warrant entitling the holder to purchase one Share for 2 years from the closing date at an exercise price of \$0.40 per Share, subject to the Accelerated Expiry Provisions.

On October 13, 2020, the Company announced the commencement of its fully funded drilling program at its Nicobat project with Asinike Drilling of Naotkamegwaning First Nation as the drilling contractor.

On October 21, 2020, the Company closed the first tranche of the Company's non-brokered private placement, issuing an aggregate of 2,065,830 units at \$0.20 per Unit raising gross proceeds of \$413,166. The company also announced that it was amending the terms of its flow-through private placement, reducing the issuance price of the flow-through units from \$0.30 per FT Unit to \$0.25 per FT Unit, and price of a whole Warrant to \$0.35 per Share, instead of \$0.40 per Share as previously announced.

During the six months period ended September 30, 2020, 36,680 Agent's warrants were exercised at a price of \$0.10 per share. Following the issuance of the shares, there were 11,736,680 issued and outstanding common shares in the capital of the Company.

The Company continues to actively pursue opportunities to acquire other properties of interest in British Columbia and Arizona. The Company recorded property investigation expenses of \$1,259 (2019: \$nil) on such properties for the six months ended September 30, 2020.

Critical accounting policies and estimates

The preparation of the annual financial statements in accordance with International Financial Reporting Standards requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements. Actual results could differ from these estimates. A detailed description of these matters, as well as the significant accounting policies adopted by the Company are disclosed in the notes to the audited financial statements for the year ended March 31, 2020.

Financial Instruments

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and

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amortized cost. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the instrument.

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial liability is classified and measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

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Asset or Liability	IFRS 9 Classification
Cash	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

A fuller description of financial instruments is provided in Note 3 to the audited financial statements for the year March 31, 2020.

New standards and interpretations adopted

IFRS 16 – Leases

The Company adopted IFRS 16 - Leases (“IFRS 16”) on April 1, 2019. The objective of the new standard is to eliminate the classification of leases as either operating or financing leases for a lessee and report all leases on the statement of financial position. The only exemption to this will be for leases that are one year or less in duration or for leases of assets with low values.

Under IFRS 16 a lessee is required to recognize a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligations to make lease payments. IFRS 16 also changes the nature of expenses relating to leases, as lease expenses previously recognized for operating leases are replaced with depreciation expense on capitalized right-of-use assets and finance or interest expense for the corresponding lease liabilities associated with the capitalized right-of-use leased assets.

The Company adopted IFRS 16 using the modified retrospective approach and did not restate comparative amounts for the year prior to first adoption. As at the date of transition, management has assessed that it does not have any leases to which IFRS 16 applies. The adoption of the new IFRS pronouncement has therefore not resulted to adjustments in previously reported figures and there has been no change to the opening deficit balance as at April 1, 2019.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company’s financial statements.

Summary of Quarterly Results & Results of Operations

The table below provides, for each of the last eight quarterly periods, a summary of corporate losses and is derived from unaudited quarterly financial statements prepared by management. The Company’s condensed interim financial statements are prepared in accordance with IFRS applicable to interim financial statements and are expressed in Canadian dollars.

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	Loss per quarter	Loss per share	Property costs
Oct. 1, 2018 – Dec. 31, 2018	47,770	0.03	678
Jan. 1, 2019 – Mar. 31, 2019	30,804	0.02	678
Apr. 1, 2019 – Jun. 30, 2019	47,534	0.02	-
Jul. 1, 2019 – Sep. 30, 2019	66,498	0.03	10,950
Oct. 1, 2019 – Dec. 31, 2019	49,117	0.01	(60)
Jan. 1, 2020 – Mar. 31, 2020	15,810	-	-
Apr. 1, 2020 – Jun. 30, 2020	23,505	0.00	-
Jun. 1, 2020 – Sep. 30, 2020	136,914	0.02	24,543

Discussion of Operations for the six months ended September 30, 2020

Loss and comprehensive loss for the six-month period ended September 30, 2020 was \$160,914 (2019: \$114,032) of which \$18,120 (2019: \$60,732) was spent on audit, accounting and legal fees. Regulatory and filing fees of \$15,420 (2019: \$15,009) were incurred for the six months ended September 30, 2020. The Company granted 552,700 incentive stock options with a fair value of \$79,605 using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk free interest rate of 0.36%, a forfeiture rate of nil, and volatility of 96.15%. The Company expensed \$79,605 as share-based compensation for stock options. Rent and administration charges of \$9,000 (2019: \$9,450) were paid to a private company that has a Director in common with the Company (see related party transactions).

Discussion of Operations for the three months ended September 30, 2020

Loss and comprehensive loss for the three-month period ended September 30, 2020 was \$136,914 (2019: \$66,498) of which \$15,022 (2019: \$32,457) was spent on audit, accounting and legal fees. The Company granted 552,700 incentive stock options with a fair value of \$79,605 using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate of 0.36%, a forfeiture rate of nil, and volatility of 96.15%. The Company expensed \$79,605 as share-based compensation for stock options. Rent and administration charges of \$4,500 (2019: \$4,725) were paid to a private company that has a Director in common with the Company (see related party transactions).

Liquidity, Capital Resources and Capital Expenditures

At September 30, 2020, the Company's working capital, defined as current assets less current liabilities, was \$456,201 (March 31, 2020: \$375,634). The existing working capital should be sufficient for the Company to meet its ongoing obligations. Further financing may be required, however, to provide funding for future operations. The successful completion of such financing is not guaranteed, and depends on a number of factors, including the general sentiment in the capital markets, the strength of commodities prices and the strength of the local and global economies.

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Other sources of funds potentially available to the Company are (1) through the exercise of 420,000 stock options granted to directors and officers at a price of \$0.10 per share expiring five years from the grant date (until October 12, 2023) (2) through the exercise of 552,700 stock options granted to directors and officers at a price of \$0.20 per share expiring five years from the grant date (until September 17, 2025) and (3) through the exercise of the Agent's warrants to purchase up to 163,320 common shares at a price of \$0.10 per share expiring two years from the listing date of the common shares on the TSX-V (until October 12, 2020). (4) through the exercise of the flow through warrants to purchase up to 1,200,000 common shares at a price of \$0.26 per share expiring on Dec 6, 2021 (5) through the exercise of the Non-flow through warrants to purchase up to 3,327,000 common shares at a price of \$0.19 per share expiring on Dec 6, 2021.

Contractual obligations

The Company entered into a binding Letter of Intent ("LOI") with AJA Mining LLC and Gold Basin Mining EXP LLC (collectively, the "Optionors") on June 3, 2020, whereby the Optionors granted the Company the exclusive option (the "Option") to acquire (the "Acquisition") 100% interest in certain 133 mineral claims in exchange for annual lease payments of US\$25,000, issuance of 1,000,000 shares upon Exchange approval of the transaction, and within three years make a final payment of \$3,000,000. The LOI was approved by the TSX Venture Exchange on August 19, 2020 and the shares were issued on August 26, 2020 at a fair value of \$190,000.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and interest receivable. The Company limits its exposure to credit loss by placing its cash and G.I.C.'s with major financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2020, the Company's cash and receivables exceeded its current liabilities. In order to meet future obligations as they become due, the Company may need to access funding from the issuance of equity securities, the exercise of stock options or through other sources. The Company's access to financing is uncertain and there is no assurance of continued access to equity funding.

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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*

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

b) *Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at September 30, 2020, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

c) *Price risk*

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. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's business and operations could be adversely affected by the outbreak of an epidemic or a pandemic or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency. Global government actions, along with market uncertainty could cause an economic slowdown resulting in a decrease in the demand for metals and have a negative impact on metal prices, as well as possible disruptions to global supply chains. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Related Party Transactions

The Company paid rent and office administration charges of \$9,000 (2019: \$9,450) for the six months ended September 30, 2020 to a company controlled by a director. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Outstanding Share Data

Authorized Capital

Unlimited common shares with no par value and unlimited preferred shares with no par value.

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Issued and Outstanding Capital

11,763,680 common shares were issued and outstanding at September 30, 2020 and 11,763,680 at November 27, 2020.

Stock Options & Warrants Outstanding (at September 30, 2020).

	Number	Exercise Price	Expiry Date
Directors' stock options	420,000	\$0.10	Oct. 12, 2023
Directors' stock options	552,700	\$0.20	Sep. 17, 2025
Agent's warrants	163,320	\$0.10	Oct. 12, 2020
Flow-through warrants	1,200,000	\$0.26	Dec. 6, 2021
Non-flow-through warrants	3,327,000	\$0.19	Dec. 6, 2021

Stock Options & Warrants Outstanding (at November 27, 2020).

	Number	Exercise Price	Expiry Date
Directors' stock options	420,000	\$0.10	Oct. 12, 2023
Directors' stock options	552,700	\$0.20	Sep. 17, 2025
Flow-through warrants	1,200,000	\$0.26	Dec. 6, 2021
Non-flow-through warrants	3,327,000	\$0.19	Dec. 6, 2021

Subsequent Events and Proposed Transactions

On October 13, 2020, the Company commenced its fully funded drilling program at its Nicobat project located in Dobie Township, Northwest Ontario with Asinike Drilling of Naotkamegwaning First Nation as the drilling contractor.

Previous drilling has identified a number of 'high-grade shoots' within a large body of disseminated sulphides. Historical drill hole A-04-15 intersected from the surface to 63.75 meters averaging of 1.05% nickel and 2.18% copper (note that the true width of A-04-15 is materially narrower than the drill hole intersection). The initial phase of the exploration program in October will be approximately 6 drill holes totalling an estimated 1,400 m. The drill holes are targeting below the positive results from A-04-15 and will further define the near-surface geometry of the plunging high-grade mineralization and test for its continuation.

On October 21, 2020, the Company closed the first tranche of the Company's non-brokered private placement, issuing an aggregate of 2,065,830 units at \$0.20 per Unit raising gross proceeds of \$413,166.