



MANAGEMENT'S DISCUSSION AND ANALYSIS

YEAR ENDED JUNE 30, 2020

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The following is management's discussion and analysis ("MD&A") of Searchlight Resources Inc. ("Searchlight" or the "Company"), prepared as of October 26, 2020. This MD&A is intended to assist the reader to assess material changes in the financial condition and results of operations of Searchlight as of June 30, 2020 and for the year then ended. This MD&A should be read together with the audited consolidated financial statements for the year ended June 30, 2020 and related notes. Financial amounts are expressed in Canadian dollars unless otherwise indicated. United States dollar amounts are denoted by "US\$".

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking information involves known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; limited operating history; the actual results of current exploration activities; ability to obtain sufficient financing to meet ongoing operating costs; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of operation; future mineral prices; equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses; delays in obtaining governmental approvals or financing or in the completion of exploration activities. See "Risks and Uncertainties" below.

Forward looking information is based on a number of material factors and assumptions, including the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties discussed in this MD&A.

The Company intends to discuss in its quarterly and annual reports referred to as the Company's MD&A documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this MD&A. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking information.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Overview

Searchlight Resources Inc. (formerly Canyon Copper Corp.) was incorporated on January 21, 2000 under the laws of the State of Nevada. On May 31, 2013, the Company changed its incorporation jurisdiction to the Province of British Columbia, Canada. The continuation was approved by the Company's shareholders at a special meeting of shareholders held on May 21, 2013. The Company has one wholly owned subsidiary, Canyon Copper (USA) Ltd. ("Canyon USA"), a company incorporated in the state of Nevada. Searchlight is listed on the TSX Venture Exchange ("TSX-V") under the trading symbol "SCLT".

The Company is an exploration stage company engaged in the acquisition, exploration and development of mineral properties.

In May 2017, the Company optioned a 75% interest in the Bootleg Lake Gold Property from New Moon Minerals Corp. ("New Moon").

In July 2017, the Company optioned a 100% interest in the Munro Warden cobalt property from 2333382 Ontario Inc.

In November 2017, the Company acquired a 100% interest in the Cameron Cobalt Project.

In December 2018, the Company acquired the Duddridge Cobalt-Vanadium-Uranium Property

In February 2019, the Company optioned a 100% interest in the English Bay Gold Property.

In June 2019, the Company staked the Kulyk Lake Rare Earth Project.

In July 2019, the Company optioned a 100% interest in the Flin Flon North Project.

The Company has not earned any revenues to date and does not anticipate earning revenues until such time as it enters into commercial production of its mineral properties. The Company is presently in the exploration stage of its business and can provide no assurance that commercially viable mineral deposits exist on its properties or that it will discover commercially exploitable levels of mineral resources on its properties, or if such deposits are discovered, that the Company will enter into further substantial exploration programs.

The technical information in this MD&A has been reviewed on behalf of the Company by Stephen Wallace P. Geo, who is a Qualified Person as defined in National Instrument 43-101 ("NI 43-101").

Corporate Highlights

- In July 2019 Searchlight optioned 2 claims covering 5,644.7 hectares from GEM OIL in the Creighton, Saskatchewan area which constitute the Flin Flon North project. The claims are located approximately 10 kilometers north of Flin Flon, Manitoba and Creighton Saskatchewan.
- On September 11, 2019 the TSX approved the Claim Purchase Agreement dated July 8, 2019 between Emgold Mining Corporation (the "Company"), its subsidiary Golden Arrow Mining Corporation and Searchlight Resources Inc. (the "Vendor"), and its subsidiary Canyon Copper (USA) Inc. At this time Emgold paid \$40,000 and issued 2,941,176 shares to Searchlight.
- In September 2019 the Company completed an airborne time-domain electromagnetic (TDEM) and magnetometer surveys on the Flin Flon North claims. Approximately 550 line-kilometers was flown at 75m line-spacing covering approximately 37 square kilometers.
 - On September 23rd, 2019 Searchlight closed a first tranche of private placement financing by issuing a total of 4,790,000 units ("Units") for gross proceeds of \$239,500.

- On October 29th, 2019 Searchlight closed a second tranche of private placement financing by issuing a total of 1,340,000 units ("Units") for gross proceeds of \$67,000.
- On December 31st, 2019 Searchlight elected not to continue the Munro Warden project and returned the project to the vendor.
- In January 2020, Mr. Peter Clausi resigned as Director.
- In March 2020 a payment of \$3,000 and 100,000 shares was made as part of agreement to acquire the English Bay Gold project.
- In March 2020 the Company completed a debt conversion with arms' length creditors, settling \$314,063 in debt for 6,281,260 shares.
- In March 2020, Emgold exercised the option on the New York Canyon Purchase Agreement to accelerate the payments and made a single final payment of \$225,000.
- In May the Company closed a private placement financing issuing 22,860,000 units at a price of \$0.025 per unit for aggregate proceeds of \$571,500 and also issued 14,584,000 flow-through units at a price of \$0.03 per unit for aggregate proceeds of \$437,520.
- In June 2020 Searchlight Announced the appointment of Alf Stewart and Peter A. Ball to Board of Directors.
- In June 2020, the Company entered into an amendment agreement with New Moon Minerals the vendors of the Bootleg Lake project to amend the scheduled June 30th, 2020 payment. The original payment was to have been a cash payment of \$50,000 and 166,667 common shares. This payment was amended to a cash payment of \$30,000 and 473,859 common shares of Searchlight.

Exploration and Development

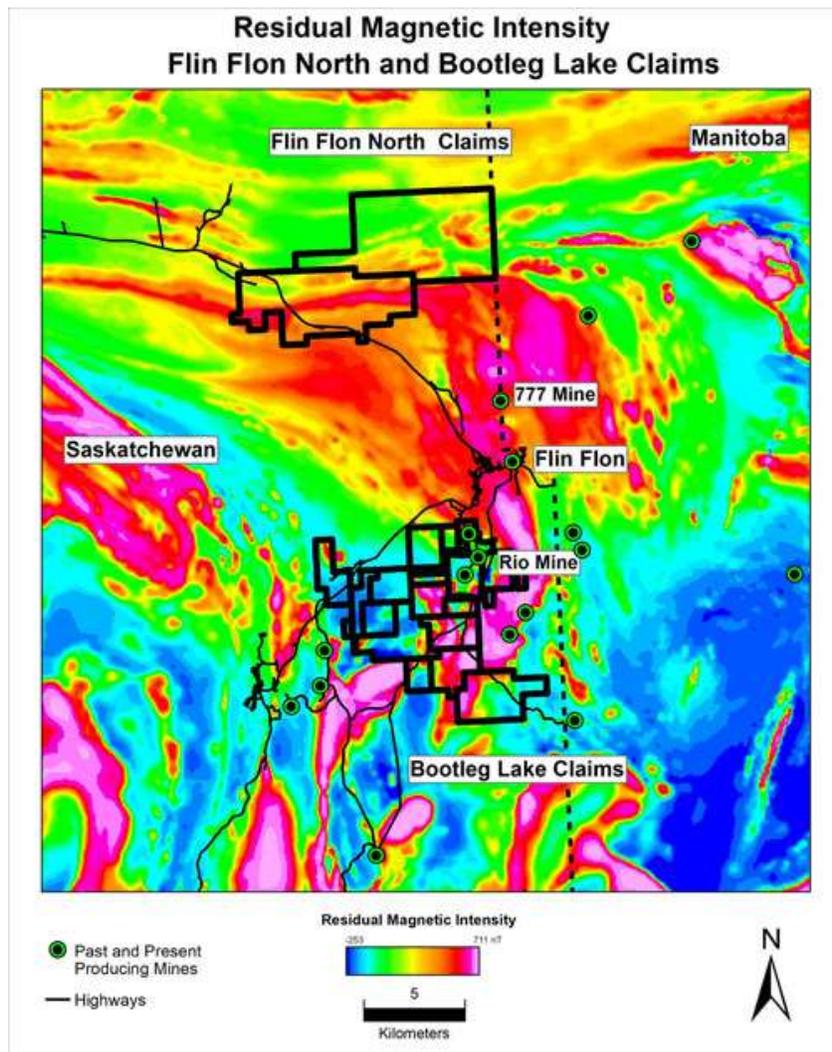
Flin Flon North Project

Searchlight has optioned 2 mineral claims totaling 5,644.7 hectares located 10 kilometers north of the Company's existing Bootleg Lake claims, building the Company's core land position in the Flin Flon Greenstone Belt. (See map below) The optioned claims cover historical gold and volcanogenic massive sulphide ("VMS") base metal showings, along the Annabelle Lake shear zone

Terms of the Option Agreement

- To earn 100% interest in the Claims, subject to a 2% NSR, Searchlight must maintain the claims in good standing and complete 12 years of assessment expenditures on the claims.
- Once the 100% interest is earned, GEM OIL will retain a 2% NSR.
- Further if any Claims optioned by Searchlight from Diamond Projects are sold or optioned by Searchlight to a third party, GEM OIL is to receive 25% of all cash and share payments.
- The agreement allows Searchlight to modify the size of optioned claims by adding or removing claim units during the life of the Option.

Any claims or claim units returned to Diamond Project will have a least one year remaining before Good Standing Date.



Map showing location of Flin Flon North Claims optioned from GEM OIL

Kulyk Lake Rare Earth project

In June 2019 Searchlight announced the staking of Kulyk Lake Rare Earth project located approximately 165 kilometres north of La Ronge, Saskatchewan and 65 km south of the Key Lake Mine.

Searchlight has staked two claims totaling 1,348.6 hectares covering the Kulyk Lake Rare Earth target in north central Saskatchewan. Historically the Kulyk Lake area had been explored for uranium, followed by preliminary rare earth exploration in 2009 and 2010 when rare earth prices spiked. In addition to the Kulyk Lake Rare Earth target, the claim block also covers 7 additional rare earth, uranium and thorium showings and sample locations.

In 2009 grab and channel samples were collected and analyzed with a rare earth analytical package at the Saskatchewan Research Council Laboratory. The results included 56.18% Total

SEARCHLIGHT RESOURCES INC.

Management's Discussion and Analysis

Year Ended June 30, 2020

Rare Earth Oxides ("TREO"), including 12.49% Critical Rare Earth Oxides ("CREO") in selected grab sample AGKJR001; 30.6% TREO including 6.82% CREO in selected grab sample AGKJR002 and 19.04% TREO including 4.21% CREO in channel sample AGKJR003. A full list of all rare earth oxide results is presented in Table below. Note: Critical Rare Earth Oxides (CREO) is the sum of $\text{Pr}_6\text{O}_{11} + \text{Nd}_2\text{O}_3 + \text{Tb}_4\text{O}_7 + \text{Dy}_2\text{O}_3$.

This work was followed up in 2010 with a series of trench samples, with some of the samples analyzed with the same rare earth analytical package at the Saskatchewan Research Council Laboratory. Selected results include trench samples DFKJR026 with 45.1% TREO and 10.08% CREO over 0.6 metres, DFKJR025 with 24.44% TREO and 5.49% CREO over 0.7 metres and DFKJR013 with 19.75% TREO and 4.41% CREO over 0.7 metres.

English Bay High Grade Gold Project

In February 2019 the Company entered into an option agreement to earn up to a 100% interest in the English Bay Gold Claims ("English Bay") located 10 kilometers north of La Ronge, Saskatchewan in the La Ronge Gold Belt.

The English Bay property consists of 3 claim blocks totaling 525.2 hectares, located 10 kilometers north of La Ronge, Saskatchewan on Highway 102. See Map below. Between 1997 and 2013 a total of 5 diamond drill campaigns were completed totaling 16,934 feet (5,161.5 metres) of diamond drilling was completed in 37 drill holes. In February 2019, the Company staked 3 claims totaling 1,784.1 hectares adjacent to the English Bay Property.

The drilling results indicate multiple high-grade gold drill intersections related to quartz-carbonate veining and disseminated to semi-massive pyrite-pyrrhotite mineralization along a 400 metre strike length. Four of the drill holes intersected two or more gold zones, including DDH CSP-21 which intersected 3 gold zones within 18 metres downhole. Highlights of the drilling is shown below

- **2.1 oz/t gold over 4 feet (72.00 g/t Au over 1.2 metres) in DDH CSP-16**
- **1.85 oz/t gold over 4.5 feet (64.42 Au g/t over 1.4 metres) in DDH CSP-03**
- **1.39 oz/t gold over 4 feet (47.66 g/t Au over 1.2 metres) in DDH CSP-13**
- **0.569 oz/t gold over 9 feet (19.51 g/t Au over 2.8 metres) in DDH CSP-04**

Terms of English Bay Option Agreement

Searchlight will pay a total of \$10,000 as follows:

\$1,000 has been paid

\$2,000 has been paid

\$3,000 on the first anniversary of the Closing Date has been paid

\$4,000 on the second anniversary of the Closing Date

Searchlight will issue a total of 300,000 common shares of the Company as follows

100,000 common shares have been issued

100,000 common shares on first anniversary of Closing Date have been issued

100,000 common shares on second anniversary of Closing Date

Searchlight will complete \$250,000 in exploration expenditures as follows:

\$ 10,000 in year one has been completed

\$ 85,000 in year two

\$165,000 in year three

Upon commencement of Commercial Production, Searchlight will pay the Royalty Interest of 2% Net Smelter Return ("NSR"). At any time, Searchlight will have the right to purchase half (1%) of the NSR for \$1,000,000.

Duddridge Cobalt-Vanadium-Uranium Project

In December 2019, the Company acquired the Duddridge Cobalt-Vanadium-Uranium Project which consists of 4 mineral claims totaling 3,051.6 hectares accessible by an all-season gravel road (Highway 910) to within 12 km of the project and with direct access to the project by winter road and ATV trail in summer.

To date, no exploration has ever focused on the cobalt or vanadium in this region of Saskatchewan. In 2007, Fission Energy Corporation ("Fission") announced a historical inferred resource estimate of 227,880 tonnes with a grade of 2.14 lbs/tonne U₃O₈ (see details below). Subsequently, during uranium exploration by Fission in 2012, a total of 39 boulder samples were collected and analyzed for a wide package of elements.

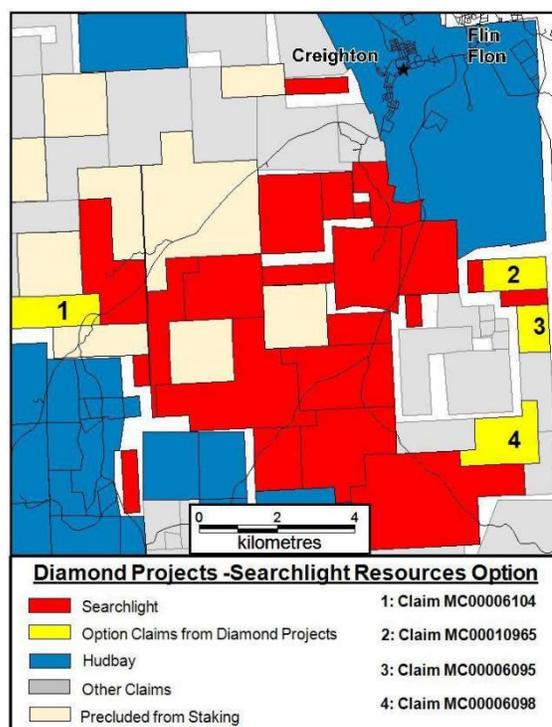
The results of boulder analysis showed highly anomalous results for cobalt and vanadium, two elements that were not of widespread exploration interest in 2012. In addition, the sample results show anomalous copper, lead and uranium levels. At that time of exploration, the focus was primarily for uranium. Of note, sample DD12-HW-029 assayed 1,310 ppm Co and 1,560 V; sample DD12-SH-012 assayed 1,460 Co and 746 ppm V; sample DD12-WM-002 assayed 567 ppm Co and 5,550 ppm V plus 4,440 ppm Pb and 15,100 ppm U.

The data was derived from Appendix 3 of the Saskatchewan Mineral Assessment report MAW00145 submitted on March 29th, 2013 by Fission, titled "2012 AIRBORNE GEOPHYSICAL SURVEYING and OUTCROP, BOULDER & SOIL SAMPLING ON THE DUDDRIDGE LAKE PROPERTY".

Searchlight holds these claims 100% subject to a 1.0 % Net Smelter Return royalty (the "NSR") to the Vendors on commencement of commercial production. Searchlight has the right, at any time prior to six months after completion of a feasibility study to purchase the first 0.5 % of the 1.0% NSR for \$1,000,000 and the second 0.5 % of the 1.0% NSR for \$1,500,000 for a total buyout of \$2,500,000.

Diamond Projects Option

Searchlight has optioned 4 mineral claims totaling 654 hectares that adjoin the Company's existing Bootleg Lake claims, building the Company's core land position. (See map below) The optioned claims cover historical gold and volcanogenic massive sulphide ("VMS") base metal showings, including the Curved Lake VMS and Phantom Ledge Lake Gold targets.



Figures 2: Map showing location of Diamond Projects optioned claims

Terms of the Option Agreement

- To earn 100% interest in the Claims, subject to a 1% NSR, Searchlight must maintain the claims in good standing and complete 12 years of assessment expenditures on the claims. The assessment expenditure requirements are outlined in the Saskatchewan regulation document “The Mineral Tenure Registry Regulations”
- Once the 100% interest is earned, Diamond Projects will retain a 1% NSR.
- Further if any Claims optioned by Searchlight from Diamond Projects are sold or optioned by Searchlight to a third party, Diamond Projects is to receive 25% of all cash and share payments.
- The agreement allows Searchlight to modify the size of optioned claims by adding or removing claim units during the life of the Option.
- Any claims or claim units returned to Diamond Project will have a least one year remaining before Good Standing Date.

Cameron Cobalt Project, Ontario, Canada

In November 2017, the Company acquired a 100% interest in the Cameron Cobalt Project located in Brigstocke Township approximately 20 kilometres southwest of Cobalt, Ontario and 120 kilometres north of North Bay, Ontario. The project was acquired from an Ontario prospecting group for a single payment of \$20,000 with no royalty payment.

In January 2018, the Company acquired additional claims surrounding the Cameron Cobalt Project, consisting of 60 claim units covering an area of 960 hectares, increasing the total project area to a total of 64 contiguous claims covering 1,024 hectares. The new claims surround the original claims and cover the same geology.

In October 2018 a team of prospectors spent 4 days prospecting and sampling the 100% owned Cameron cobalt target area at the north end of Brigstocke Lake. The team located and mapped the locations of 3 historic shafts, 4 pits and 7 trenches, with waste dumps near the workings. The area was largely overgrown, and it is likely more features exist. See Figure 5.

A total of 40 grab samples were collected from the area, the majority from waste dumps and outcrop exposed in shafts and pits. The results included a number of anomalous samples which include 1.35% Co in sample R318936 and 0.63% Co, 0.864% Ni, 341 ppb Au and >2,000 ppm Bi in sample R318939.

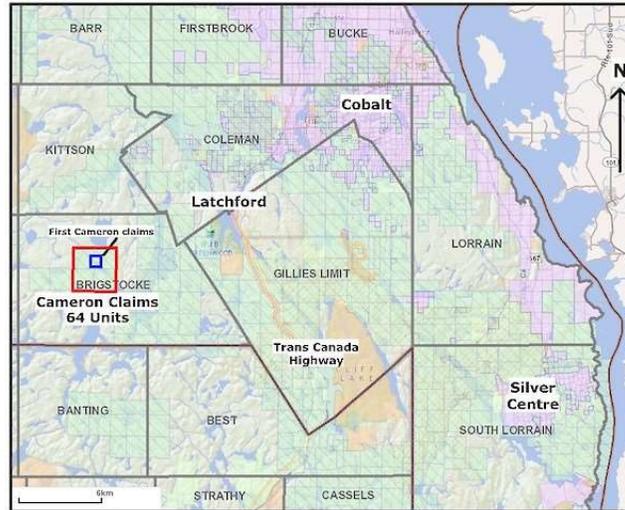


Figure 4. Location of Cameron Cobalt Project claims

In 2019, Searchlight allowed the initial claims to lapse and re-staked 16 claims over the October 2018 field work area.

Munro Warden Copper Nickel Cobalt Property, Ontario, Canada

In July 2017, the Company entered into an option agreement with 2333382 Ontario Inc., a private company, to earn a 100% interest in the Munro Warden copper nickel cobalt property. The Munro Warden property is located approximately 85 kilometers east of Timmins, Ontario and 55 kilometers north of Kirkland Lake, Ontario.

In November 2017, the Company acquired additional claims in the area of the Munro Warden claims, consisting of five claims covering an area of 384 hectares, increasing the total project area to a total of 1,101 hectares. The total area now consists of 11 mineral claims and nine mining leases. The new claims surround the original claims located in the eastern part of the Kidd-Munro assemblage of the Abitibi Greenstone Belt and cover the same geology.

On December 31st, 2019 Searchlight elected not to continue the Munro Warden project and returned the project to the vendor.

Bootleg Lake Gold Property, Saskatchewan, Canada

In May 2017, Searchlight entered into an option agreement with New Moon, a private company, to earn a 75% interest in the Bootleg Lake Gold Property. The property is located near Creighton, Saskatchewan, Canada, five kilometres southwest of Flin Flon, Manitoba.

In August 2017, the Company staked a total of 13 claims blocks covering 2,851 hectares contiguous to the south and west side the Bootleg Lake Gold Property. With this staking, Searchlight increased its claim area by 867 hectares to a total area of 3,718 hectares.

In February and March 2018, the Company staked eight claim blocks covering 3,562 hectares, with two claim blocks contiguous to existing claims plus a large claim position located approximately five to 15 kilometres southwest of the Bootleg Lake claims.

The Company's Bootleg Lake area now covers a total area of 7,280 hectares south west of Flin Flon, Manitoba and Creighton, Saskatchewan, within the Flin Flon Greenstone Belt.

In March 2018, the Company completed a drill program of four NQ diamond drill holes, totaling 1,446 metres. Three drill holes were completed at the Rio (Bootleg) target and one at the Newcor target. The drilling at Rio (Bootleg) successfully demonstrated that gold mineralization extended below the known workings. Highlights of this drilling include

- 5.24 g/t gold over 4.0m including 12.24 g/t Au over 0.50m in drill hole BI-01
- 2.09 g/t gold over 19.0m including 3.23 g/t Au over 8.0m in drill hole BI-01
- 2.45 g/t gold over 5.0m including 3.84 g/t Au over 2.0m in drill hole BI-02

In October 2018 the Company entered into an amendment agreement to complete the payments and work commitments to earn a 51% interest in the Bootleg Lake project. Under the amendment agreement, Searchlight has accelerated the 51% earn in with an all stock payment.

Searchlight completed the initial payments and the first phase of the 51% earn in, plus the \$250,000 required exploration expenditure. Originally a payment of \$50,000 and 166,667 shares due June 30th, 2019 has been replaced with a share payment of 1,425,000 shares which was paid within 5 days of TSXV approval. This completes the necessary requirements for Searchlight to earn 51%.

In June 2020, the Company entered into an amendment agreement with New Moon Minerals the vendors of the Bootleg Lake project to amend the scheduled June 30th, 2020 payment. The original payment was to have been a cash payment of \$50,000 and 166,667 common shares. This payment was amended to a cash payment of \$30,000 and 473,859 common shares of Searchlight.

The Company can earn a 75% interest in the property by completing the following:

- Cash payment of \$100,000 and issuing 166,667 shares before June 30, 2021; and
- Incurring additional exploration expenditures of \$200,000 before December 31, 2020, and incurring further exploration expenditures of \$300,000 before December 31, 2021, for a cumulative total of \$750,000 of exploration expenditures.

Underground Reopening at Rio Mine

In May 2018 Searchlight entered into a consulting agreement ("Agreement") with High Grade Mining Consulting Ltd ("High Grade") services to evaluate the conditions and costs to reopen the underground workings at the past producing Rio Gold Mine. A report "Project Management Plan. Bootleg Lake Project was completed and submitted to Searchlight Resources in June 2018

The Project Management Plan submitted by High Grade outlines the steps required to establish access to the historic Rio mine workings. It is estimated that 1,500 metres of underground mine

working exist ramping down to 120 metres below surface. The Rio Mine was closed in 1989 and extensive closure was carried, closing the portal, removing the mill and reclaiming the site.

The scope of work included a data search of past development plans and closure reports, a site visit, report on permitting, ventilation, ground support, dewatering, health and safety including mine rescue, supervision, and regulatory reporting. In addition, High Grade developed an initial cost estimate for establishing access to the closed Rio Mine workings which ranges from approximately \$600,000 to \$900,000 depending on the underground rock conditions and the amount dewatering required.

New York Canyon Project, Nevada, United States

The New York Canyon Project consists of 60 unpatented mineral claims covering approximately 1,200 acres and 21 patented mineral claims covering an area of approximately 780 acres, including the Jaycor Mining Inc. claims, located within the vicinity of the New York Canyon Claims area, Mineral County, Nevada. The New York Canyon Project is approximately five miles east of Luning and 30 miles east of Hawthorne, in the sparsely populated west central part of Nevada.

On May 9, 2019, the Company entered into a Letter of Intent to sell the New York Canyon Project with the terms described below:

Terms of the New York Canyon Transaction

Emgold has agreed to purchase a 100% interest in the 21-patented and 60-unpatented mining claims from Searchlight (the "Transaction") under the following terms:

\$10,000 on signing the LOI (received);

\$40,000 on closing of the Transaction (received);

\$500,000 in common shares of the capital of Emgold at the date of closing, with the share price based on the 30-day volume weighted average price of Emgold's share immediately prior to the announcement of the Transaction (received);

\$100,000 within 6 months of the date of closing;

\$100,000 within 12 months of the date of closing; and

\$100,000 within 18 months of the date of closing.

In the Claim Purchase Agreement with Searchlight, Emgold had the option of accelerating the acquisition. If the outstanding payments (3 x C\$100,000) were made on or before the 6 month anniversary of the closing of the Transaction, Emgold would be entitled to a 25% discount on the outstanding balance, reducing the amount of the payment due to C\$225,000.

In March 2020, Emgold exercised the option to accelerate the payments and made a single final payment of \$225,000.

Financial

Selected Annual Information

During the most recent three fiscal years, the Company has not recognized any revenue, had any discontinued operations or extraordinary items, or declared any dividends.

	2020	June 30 2019	2018
	\$	\$	\$
Loss for the year	(143,095)	(567,322)	(1,056,226)
Loss per share, basic and diluted	(0.00)	(0.02)	(0.06)
Total assets	1,443,558	251,803	609,462
Long-term financial liabilities	-	-	84,345

Summary of Quarterly Results

The Company is an exploration stage company and has not generated any sales or revenues, nor has it had any extraordinary items or discontinued operations in the most recent eight fiscal quarters. The following is a summary of the Company's financial results for the eight most recent quarters:

Quarter ended:	Revenues \$	Net income (loss) \$	Basic and fully diluted income (loss) per share \$
September 30, 2018	-	(180,125)	(0.01)
December 31, 2018	-	(145,761)	(0.01)
March 31, 2019	-	(140,254)	(0.00)
June 30, 2019	-	(101,182)	(0.00)
September 30, 2019	-	150,992	0.00
December 31, 2019	-	(258,062)	(0.01)
March 31, 2020	-	30,550	0.00
June 30, 2020	-	(66,575)	(0.00)

To date, the Company has not yet realized profitable operations and has relied on equity financings and related party loans to fund its losses. The difference in the losses between the various quarters is mainly due to the amount of activity by the Company in each quarter, primarily on mineral exploration expenditures, general administration and regulatory requirements.

The loss for the quarters September 30, 2018, December 31, 2018, March 31, 2019 and June 30, 2019 resulted from general operating expenses and mineral exploration costs. Net income for the quarter ended September 30, 2019 resulted from option payments received for the sale of mineral properties. The loss for the quarter ended December 31, 2019 resulted from general operating costs and mineral exploration costs. The net income for the quarter ended March 31,

2020 resulted from option payments received for the sale of mineral properties. The loss for the quarter ended June 30, 2020 resulted from general operating expenses and mineral exploration costs.

Results of Operations

The review of the results of operations should be read in conjunction with the Company's June 30, 2020 consolidated annual financial statements. For the year ended June 30, 2020, the Company incurred a loss of \$143,095 (2019 - \$557,322).

The expenses and related costs that reflect changes in the Company's operations during the year ended June 30, 2020 include the following:

- Accounting and legal expenses decreased from \$131,596 for the year ended June 30, 2019 to \$96,030 for the year ended June 30, 2020. Accounting and legal expenses also include \$60,000 (2019 - \$60,000) of accounting fees paid to a company controlled by the Company's CFO.
- Management fees consist of fees paid to the Company's CEO. The Company incurred management fees of \$100,000 (2019 - \$120,000) to the CEO.
- Investor relations expense decreased from \$81,166 during the year ended June 30, 2019, to \$77,659 during the year ended June 30, 2020. Fees primarily relate to costs incurred for the Company's annual general meetings, distribution of news releases and consulting fees for the preparation of investor and shareholder materials, and investor relations and marketing activities.
- Rent was lower in 2020 than 2019 as a result of the Company utilizing smaller premises for the entire fiscal year. During the year ended June 30, 2020, the Company paid \$13,435 (2019 - \$16,324).
- Transfer agent and filing fees were approximately the same in 2020 and 2019 for fees paid to the TSX-V and transfer agent. During the year ended June 30, 2020, the Company paid \$22,008 (2019 - \$21,621).
- Option payments including cash of \$265,000 and shares of \$323,529 were received with respect to the sale of the New York Canyon property compared to \$10,000 cash received in 2019.
- Non-cash expense of \$285,872 with respect to share-based compensation and unrealized loss on marketable securities of \$27,410 were realized during the year ended June 30, 2020 with comparable amounts for 2019 of \$25,948 and \$13,276 respectively.

Exploration Expenditures

During the year ended June 30, 2020, the Company recorded mineral property costs of \$216,211 (2019 - \$84,671). These expenses primarily consist of drilling, staking new claims in the Duddridge Lake property area and Flin Flon North property area, geophysics and geological, and mineral lease payments.

Further particulars of exploration expenditures and commitments per project are provided in note 4 of the Company's June 30, 2020 consolidated annual financial statements.

The Company has sufficient funds and working capital to meet operating expenditures and exploration plans for the next 12 months.

Fourth Quarter Results

See *Summary of Quarterly Results*.

Liquidity and Capital Resources

At June 30, 2020, the Company had cash of \$883,717 (2019 - \$24,827) and working capital of \$995,746 (2019 – working capital deficit of \$445,879). For the year ended June 30, 2020, the Company had negative cash flows from operations.

Some factors affecting the Company's liquidity include:

- During the year ended June 30, 2020, the Company received proceeds of \$22,928 (2019 - \$nil) from the sale of shares of marketable securities.
- During the year ended June 30, 2020, the Company received cash proceeds of \$265,000 and share proceeds of \$323,529 (2019 - \$10,000) pursuant to the option agreement with Emgold Mining Corporation.
- The Company's operational plan calls for significant expenses in connection with the exploration of its properties. The Company has sufficient funds to meet its annual claim payments and meet its ongoing reporting obligations including its exploration programs on the Bootleg Lake Gold Property and the English Bay project and the Flin Flon North project.
- Obtaining financing is subject to a number of factors, including the market prices for the mineral properties and copper. These factors may make the timing, amount, terms or conditions of additional financing unavailable to the Company. Since inception, the Company has used its common shares to raise money for operations and for property acquisitions. The Company has not attained profitable operations and is dependent upon obtaining financing to pursue its plan of operation. For these reasons, the Company's independent auditors believe these factors indicate the existence of a material uncertainty that may cast substantial doubt about its ability to continue as a going concern.

Related Party Transactions

Particulars of transactions with related parties are disclosed in note 5 to the June 30, 2020 financial statements. The Company does not have any contractual relationships with directors or officers other than employment contracts in the ordinary course of business.

- a) As at June 30, 2020, the Company was indebted to the CEO of the Company for \$49,831 (2019 - \$88,646) which is included in accounts payable and accrued liabilities. The amount is non-interest bearing, unsecured and due on demand.
- b) During the year ended June 30, 2020, the Company incurred management fees of \$100,000 (2019 - \$120,000) to the CEO of the Company.
- c) During the year ended June 30, 2020, the Company incurred consulting fees of \$25,000 (2019 - \$nil) to a Director of the Company.
- d) During the year ended June 30, 2020, the Company incurred professional fees of \$60,000 (2019-\$60,000) to a company controlled by the CFO of the Company.
- e) During the year ended June 30, 2020, the Company granted 4,800,000 stock options with a fair value of \$266,444 (2019 - \$25,207) to officers and directors of the Company.

Financial Instruments and Risk Management

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at June 30, 2020, as follows:

	Fair Value Measurements Using			Balance, June 30, 2020 \$
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Cash	883,717	-	-	883,717
Marketable securities	274,118	-	-	274,118
	1,157,835	-	-	1,157,835

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consists of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company operates in Canada and United States. Future exploration programs and option payments may be denominated in U.S. dollars. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies.

The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations.

(d) Interest Rate Risk

The Company's cash may contain highly liquid investments that earn interest at market rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities. The Company is exposed to price risk with the marketable securities held in publicly-traded companies. The Company's marketable securities are subject to risks associated with fluctuations in the market price of the marketable securities.

Accounting Standards Adopted

Effective July 1, 2019, the Company adopted IFRS 16 which supersedes IAS 17 Leases ("IAS 17"). The Company has applied the new standard using the modified retrospective approach with no restatement of comparative periods. There were no adjustments to retained earnings as a result of adoption.

The adoption of IFRS 16 had no impact on the Company's consolidated financial statements as the Company has short-term lease and lease for which the underlying asset is of low value.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended June 30, 2020, and have not been applied in preparing these consolidated financial statements.

Amendments to IAS 1, "*Presentation of Financial Statements*"

Amendments to IFRS 3 "*Business Combinations*"

The Company will adopt these revised standards and does not anticipate a material impact on the consolidated financial statements.

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 consolidated financial statements.

Risk and Uncertainties

The following are some significant risk factors that could affect the Company's financial performance or could cause actual results to differ materially from estimates contained in the Company's forward-looking statements. The Company may encounter risks in addition to those described below. Additional risks and uncertainties not currently known to the Company, or that it currently deems to be immaterial, may also impair or adversely affect the Company's business, financial condition or results of operation.

An investment in the Company's common shares involves a high degree of risk. Investors should carefully consider the risks described below and the other information in this report before investing in the Company's common shares. If any of the following risks occur, the Company's business, operating results and financial condition could be seriously harmed. The price of the Company's common shares could decline due to any of these risks, and investors may lose all or part of their investment.

The Company lacks an operating history and has losses which it expects to continue into the future. As a result, the Company may have to suspend or cease exploration activities and if the Company does not obtain sufficient financing, its business will fail.

The Company was incorporated on January 21, 2000 and to date has been involved primarily in the acquisition of its mineral properties and the exploration and development of the New York

Canyon Project and Moonlight Property. The Company has no exploration history upon which an evaluation of its future success or failure can be made. The Company's ability to achieve and maintain profitability and positive cash flow is dependent upon the Company's ability to locate a profitable mineral property and the Company's ability to generate revenues.

The Company's plan of operation calls for significant expenses in connection with the exploration of the Bootleg Lake, English Bay, Duddridge Lake, Kulyk Lake, Flin Flon North, and Cameron Cobalt properties, which may require the Company to obtain financing. The Company recorded a net loss of \$143,095 for the year ended June 30, 2020 and has an accumulated deficit of \$30,671,232 since inception. At June 30, 2020, the Company had cash of \$883,717. The Company has sufficient funds to meet its annual claim payments, planned exploration programs, and meet its ongoing reporting obligations for the next twelve months, however the Company may require additional financing to carry out additional exploration programs on the Bootleg Lake, English Bay, Flin Flon North, Duddridge Lake, Kulyk Lake and Cameron Cobalt properties. There is no assurance the Company will be successful in raising funds or on terms that are acceptable to it. Since inception, the Company has been dependent on investment capital and debt financing from third parties as its primary source of liquidity. The Company anticipates continuing to rely on sales of its common shares and loans in order to continue to fund its business operations. Issuances of additional shares will result in further dilution of the Company's existing shareholders.

Obtaining financing would be subject to a number of factors, including the market prices for the mineral property and base and precious metals. These factors may make the timing, amount, terms or conditions of additional financing unavailable to the Company. Since inception, the Company has used its common shares to raise money for its operations and for its property acquisitions. The Company has not attained profitable operations and is dependent upon obtaining financing to pursue its plan of operation.

Because the Company anticipates its operating expenses will increase prior to earning revenues, the Company may never achieve profitability.

Prior to completion of the Company's exploration stage, the Company anticipates that it will incur increased operating expenses without realizing any revenues. The Company therefore expects to incur significant losses into the foreseeable future. The Company recognizes that if it is unable to generate significant revenues from the exploration of its mineral claims and the production of minerals thereon, if any, the Company will not be able to earn profits or continue operations. There is no history upon which to base any assumption as to the likelihood that the Company will prove successful, and it may not be able to ever generate any operating revenues or achieve profitable operations. If the Company is unsuccessful in addressing these risks, its business will most likely fail.

Because the Company is an exploration stage company, its business has a high risk of failure.

The Company is an exploration stage company that has incurred net losses since inception, has not attained profitable operations and is dependent upon obtaining adequate financing to complete its exploration activities. The success of the Company's business operations will depend upon its ability to obtain further financing to complete its planned exploration program and to attain profitable operations. If the Company is not able to complete a successful exploration program and attain sustainable profitable operations, then the Company's business will fail.

Because the Company has not commenced business operations, it faces a high risk of business failure.

The Company has not earned any revenues as of the date of this MD&A. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that the Company plans to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates.

The Company has no known mineral reserves and if it cannot find any and cannot continue to finance, will have to cease operations.

The Company has no known mineral reserves. Mineral exploration is highly speculative. It involves many risks and is often non-productive. Even if the Company is able to find mineral reserves on its property, its production capability is subject to further risks including:

- Costs of bringing the property into production including exploration work, preparation of production feasibility studies, and construction of production facilities, all of which the Company has not budgeted for;
- Availability and costs of financing;
- Ongoing costs of production; and
- Environmental compliance regulations and restraints.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as market fluctuations, the lack of milling facilities and processing equipment near its properties and such other factors as government regulations, including regulations relating to allowable production, exporting of minerals and environmental protection. If the Company does not find a mineral reserve or define a mineral inventory containing gold, silver or copper or if it cannot explore the mineral reserve, either because it does not have the money to do it or because it will not be economically feasible to do it, the Company will have to cease operations and investors will lose their investment.

In order to maintain the Company's rights to its mineral properties, the Company will be required to make annual filings with federal and state regulatory agencies and/or be required to complete assessment work on its mineral properties.

In order to maintain the Company's rights to its mineral properties, the Company will be required to make annual filings with federal and state regulatory authorities. In addition, it may be required by federal and/or state legislation or regulations to complete minimum annual amounts

of mineral exploration work on its mineral properties. A failure by the Company to meet the annual maintenance requirements under federal and state laws could cause its rights to the mineral properties to lapse.

Because of the inherent dangers involved in mineral exploration, there is a risk that the Company may incur liability or damages if and when the Company conducts mineral exploration activities.

The search for valuable minerals involves numerous hazards. As a result, if and when the Company conducts exploration activities, it may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which the Company cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the Company's financial position.

If the price of base and precious metals declines, the Company's financial condition and ability to obtain future financings will be impaired.

The price of base and precious metals is affected by numerous factors, all of which are beyond the Company's control. Factors that tend to cause the price of base and precious metals to decrease include the following:

- Sales or leasing of base and precious metals by governments and central banks;
- A low rate of inflation and a strong US dollar;
- Speculative trading;
- Decreased demand for base and precious metals industrial, jewelry and investment uses;
- High supply of base and precious metals from production, disinvestment, scrap and hedging;
- Sales by base and precious metals producers and foreign transactions and other hedging transactions; and
- Devaluing local currencies (relative to base and precious metals price in US dollars) leading to lower production costs and higher production in certain major base and precious metals producing regions.

The Company's business is dependent on the price of base and precious metals. The Company has not undertaken hedging transactions in order to protect it from a decline in the price of base and precious metals. A decline in the price of base and precious metals may also decrease the Company's ability to obtain future financings to fund its planned development and exploration programs.

If the Company is unable to hire and retain key personnel, it may not be able to implement its business plan.

The Company's success is dependent upon the performance of key personnel working full-time in management, supervisory and administrative capacities or as consultants. This is particularly true in highly technical businesses such as mineral exploration. These individuals are in high demand and the Company may not be able to attract the personnel it needs. The loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business and results of operations. Failing to hire key personnel when needed, or on acceptable terms, would have a significant negative effect on the Company's business.

As the Company undertakes exploration of its mineral properties, it will be subject to compliance with government regulation that may increase the anticipated cost of its exploration program.

There are several governmental regulations that materially restrict mineral exploration. The Company is required to obtain work permits, post bonds and perform remediation work for any

physical disturbance to the land in order to comply with these laws. If the Company enters the production phase, the cost of complying with permit and regulatory environment laws will be greater because the impact on the project area is greater. Permits and regulations will control all aspects of the production program if the project continues to that stage. Examples of regulatory requirements include:

- Water discharge will have to meet drinking water standards;
- Dust generation will have to be minimal or otherwise re-mediated;
- Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;
- An assessment of all material to be left on the surface will need to be environmentally benign;
- Ground water will have to be monitored for any potential contaminants;
- The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be re-mediated; and
- There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

There is a risk that new regulations could increase the Company's costs of doing business and prevent it from carrying out its exploration program. The Company will also have to sustain the cost of reclamation and environmental remediation for all exploration work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned-up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as the Company does not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program. If remediation costs exceed the Company's cash reserves, it may be unable to complete its exploration program and have to abandon its operations.

If the Company becomes subject to increased environmental laws and regulation, its operating expenses may increase.

The Company's development and production operations are regulated by Canadian and US federal laws, and Ontario and Saskatchewan provincial and Nevada state environmental laws that relate to the protection of air and water quality, hazardous waste management and mine reclamation. These regulations will impose operating costs on the Company. If the regulatory environment for the Company's operations changes in a manner that increases costs of compliance and reclamation, then its operating expenses would increase with the result that its financial condition and operating results could be adversely affected.

There has been a very limited public trading market for the Company's securities, and the market for the Company's securities may continue to be limited and be sporadic and highly volatile.

There is currently a limited public market for the Company's common shares. The Company's common shares trade in Canada on the TSX-V and over the counter in the United States on the OTC Pink market place. The Company cannot assure investors that an active market for its shares will be established or maintained in the future. The OTC Pink is not a national securities exchange and many companies have experienced limited liquidity when traded through this quotation system. Holders of the Company's common shares may, therefore, have difficulty selling their shares, should they decide to do so. In addition, there can be no assurances that

SEARCHLIGHT RESOURCES INC.

Management's Discussion and Analysis

Year Ended June 30, 2020

such markets will continue or that any shares, which may be purchased, may be sold without incurring a loss. The market price of the Company's shares, from time to time, may not necessarily bear any relationship to its book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the shares in the future.

In addition, the market price of the Company's common shares may be volatile, which could cause the value of its common shares to decline. Securities markets experience significant price and volume fluctuations. This market volatility, as well as general economic conditions, could cause the market price of the Company's common shares to fluctuate substantially. Many factors that are beyond the Company's control may significantly affect the market price of its shares. These factors include:

- price and volume fluctuations in stock markets;
- changes in the Company's operating results;
- any increase in losses from levels expected by securities analysts;
- changes in regulatory policies or law;
- operating performance of companies comparable to the Company; and
- general economic trends and other external factors.

Even if an active market for the Company's common shares is established, shareholders may have to sell their shares at prices substantially lower than the price they paid for the shares or might otherwise receive than if an active public market existed.

If the Company completes a financing through the sale of additional shares of its common shares, shareholders will experience dilution.

The most likely source of future financing presently available to the Company is through the issuance of its common shares. Any sale of share capital will result in dilution to existing shareholders. The only other anticipated alternative for the financing of further exploration would be the offering by the Company of an interest in its properties to be earned by another party or parties carrying out further exploration thereof, which is not presently contemplated.

The Company will still be treated as a U.S. corporation and taxed on its worldwide income after the Continuation.

The continuation of the Company from the State of Nevada to the Province of British Columbia, Canada is considered a migration of the Company from the State of Nevada to the Province of British Columbia, Canada. Certain transactions whereby a U.S. corporation migrates to a foreign jurisdiction can be considered by the United States Congress to be an abuse of the U.S. tax rules because thereafter the foreign entity is not subject to U.S. tax on its worldwide income. Section 7874(b) of the Internal Revenue Code of 1986, as amended (the "Code"), was enacted in 2004 to address this potential abuse. Section 7874(b) of the Code provides generally that certain corporations that migrate from the United States will nonetheless continue to be treated as United States corporations for all U.S. federal tax purposes, including being subject to U.S. tax on their worldwide income unless the migrating entity has substantial business activities in the foreign country to which it is migrating when compared to its total business activities.

Section 7874(b) of the Code will apply to the migration of the Company from the State of Nevada to the Province of British Columbia, Canada, and the Company will continue to be a U.S. domestic corporation for U.S. federal tax purposes and will be subject to United States federal income taxation on its worldwide income. Section 7874(b) of the Code will apply to the Company's migration unless the Company has substantial business activities in Canada when compared to its total business activities, which the Company does not anticipate will be the case.

Non-U.S. holders of the Company's common shares, in certain situations, could be subject to U.S. federal income tax upon the sale, exchange or disposition of the Company's common shares.

The Company believes that it is, and will remain for the foreseeable future, a "U.S. real property holding corporation" for U.S. federal income tax purposes. As a result, under the Foreign Investment in Real Property Tax Act ("FIRPTA") certain non-U.S. investors may be subject to U.S. federal income tax on gain from the disposition of shares of the Company's common shares, in which case they would also be required to file U.S. tax returns with respect to such gain, and may be subject to a withholding tax with respect to a disposition of the Company's shares. In general, whether these FIRPTA provisions apply depends on the amount of the Company's common shares that such non-U.S. investors hold and whether, at the time they dispose of their shares, the Company's common shares are regularly traded on an established securities market within the meaning of the applicable Treasury Regulations. So long as the Company's common shares continue to be regularly traded on an established securities market, only a non-U.S. investor who has held, actually or constructively, more than 5% of the Company's common shares at any time during the shorter of (i) the five-year period ending on the date of disposition, and (ii) the non-U.S. investor's holding period for its shares, may be subject to U.S. federal income tax on the disposition of the Company's common shares under FIRPTA.

Global uncertainty in connection with the COVID-19 pandemic

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses. The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect the Company's business and the value of the Company's common shares. The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

Share Capital

The Company had 75,362,027 common shares issued and outstanding at June 30, 2020.

Private Placements

On September 18, 2019, the Company completed a private placement of 2,000,000 flow-through units and 2,790,000 units at \$0.05 per unit for total proceeds of \$239,500. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant and each unit consisted of one common share and one share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share for \$0.05 expiring on September 18, 2021.

On October 25, 2019, the Company completed a private placement of 1,340,000 units at \$0.05 per unit for proceeds of \$67,000. Each unit consisted of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share for \$0.05 expiring on October 25, 2021.

On May 26, 2020, the Company completed a private placement of 14,584,000 flow-through units at \$0.03 per unit and 22,860,000 units at \$0.025 per unit for total proceeds of \$1,009,020. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one flow-through share for \$0.05 expiring on May 26, 2021. Each unit consisted of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one common share for \$0.05 expiring May 26, 2023.

In addition to private placements, the Company issued 6,281,260 common shares to extinguish debt and issued 573,859 common shares pursuant to mineral property option agreements.

Fiscal 2019

The Company completed no private placements during the fiscal year ended June 30, 2019.

Share Purchase Warrants

In September 2019, 8,076,000 warrants exercisable at \$0.15 per share expired.

In September 2019, the Company issued 3,790,000 warrants exercisable at a price of \$0.05 per share in connection with a private placement.

In October 2019, the Company issued 1,340,000 exercisable at 0.05 per share in connection with a private placement.

In December 2019, 427,500 warrants exercisable at \$0.15 expired.

On May 26, 2020, the Company issued 7,292,000 flow-through warrants exercisable at a price of \$0.05 for one flow-through, and 22,860,000 warrants exercisable at a price of \$0.05 per share, in connection with a private placement.

Stock Options

The Company has a rolling stock option plan that allows for the issuance of options equal to 10% of the number of issued and outstanding shares for a term of up to five years. The Company's shareholders re-approved the stock option plan at the annual general meeting held in February 2020.

In May 2020, the Company granted incentive stock options to officers, directors, and consultants, to purchase up to 5,150,000 common shares. The options have an exercise price of \$0.05 and are exercisable until May 2025.

In June 2020, 725,000 options were cancelled.

Additional Disclosure for Venture Issuers without Significant Revenue

An analysis of material components of the Company's exploration and evaluation assets and mineral property costs are disclosed in the audited consolidated financial statements for the year ended June 30, 2020 to which this MD&A relates.

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements to which this MD&A relates.

Outstanding Share Information

As at the date of this MD&A, the Company has:

- 75,362,027 common shares issued and outstanding
- 3,790,000 share purchase warrants exercisable at \$0.05 per share expiring September 18, 2021,
- 1,340,000 share purchase warrants exercisable at \$0.05 per share expiring October 25, 2021,
- 7,292,000 share purchase warrants exercisable at \$0.05 per share expiring May 26, 2021 and
- 22,860,000 share purchase warrants exercisable at \$0.05 per share expiring on May 26, 2023.
- In addition, there are 2,201,080 broker warrants outstanding exercisable at \$0.05 per share, with 1,020,880 expiring on May 26, 2021 and 1,180,200 expiring on May 26, 2023.
- 6,325,000 stock options expiring between September 2022 and May 2025.