



**HANSTONE GOLD**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the nine months ended September 30, 2021



## INTRODUCTION

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Hanstone Gold Corp. (the "Company"). This MD&A should be read in conjunction with the audited financial statements of the Company for the year ended December 31, 2020, the unaudited condensed interim financial statements for the nine months ended September 30, 2021, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's annual and interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

This MD&A has taken into account information available up to and including November 29, 2021.

The Company was incorporated under the Business Corporations Act (British Columbia) on October 11, 2018. Effective on August 19, 2020, the Company changed its name and its trading symbol on the TSX Venture Exchange is HANS. The Company is a reporting issuer in British Columbia and Alberta.

The principal business of the Company is the acquisition and exploration of mineral properties. The registered office of the Company is Suite 600-1090 West Georgia Street, Vancouver, BC V6E 3V7, while the head office and principal business address of the Company is 970-777 Hornby Street Vancouver, BC V6Z 1S4.

Commented [GB1]: You can use BC or British Columbia for the addresses-just wanted to point out they should be consistent

## HIGHLIGHTS AND OUTLOOK

The Company was formed as a Capital Pool Company ("CPC") in October 2018 and completed a \$150,000 private placement. On April 29, 2019, the Company completed a \$300,000 initial public offering and was listed for trading on the TSX Venture Exchange on May 1, 2019. Since that time, the Company found and completed a qualifying transaction ("Qualifying Transaction", "QT") and a non-brokered financing for \$3,000,000.

The Company is an exploration stage company and, to date, has no revenues. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary approvals and financing to complete the development, and future profitable production from the properties or proceeds from disposition. The Company fully anticipates undertaking further private placements or public offerings in order to finance business opportunities as they may arise.

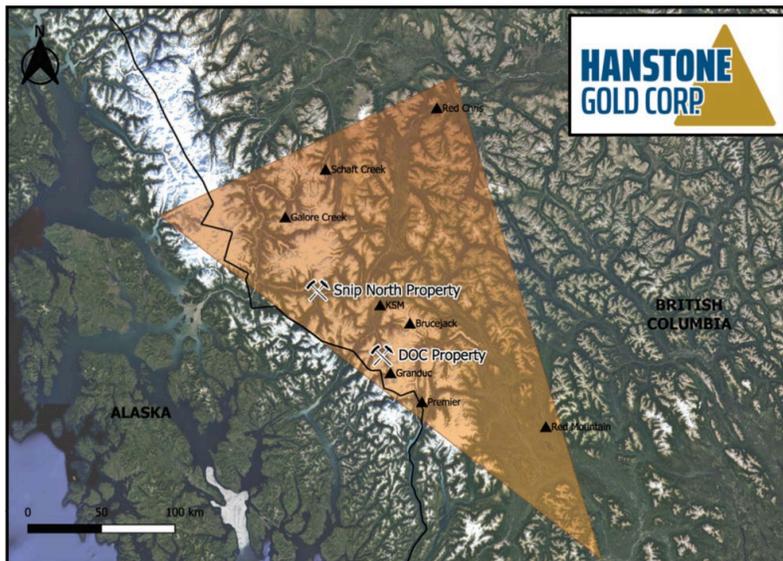
Ownership in mineral interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral interests. The Company has investigated ownership of its mineral interests and, to the best of its knowledge, such ownership interests are in good standing.



## ASSETS OF THE CORPORATION

The Company's major asset is its investment in mineral properties. As at September 30, 2021, the Company's investment in mineral properties totaled \$1,059,000.

The Company continues to focus on exploration of its properties, the Doc and Snip North.



### DOC PROPERTY

On August 18, 2020, pursuant to an asset purchase agreement (the "Milestone Agreement") between the Company and Milestone Infrastructure Inc. ("Milestone"), the Company acquired all of Milestone's right, title and interest in and to the Doc Property (the "Doc Property"), located in the Skeena Mining Division in northwest British Columbia, approximately 55 kilometers northwest of the community of Stewart BC. The Doc Property lies within a mineral-rich belt that extends over 200 km north from the town of Stewart, along the western part of the Stikine terrane, and is about 10 kilometres north of the past producing Granduc Cu-Au-Ag mine.



The Doc Property consists of 10 contiguous mineral claims totaling 1,704.23 ha. The owner of the Doc Property, John C. Bot (“Bot”), entered into an option agreement (“the Option Agreement”) with Milestone in July 2019 for Milestone to purchase Bot’s interest in the Doc Property (the “Option”). On August 18, 2020, pursuant to the Milestone Agreement, the Company acquired all of Milestone’s right, title and interest in and to the Option Agreement. The Option Agreement has a term of six years commencing July 3, 2019. Under the terms of the Option Agreement the Company shall be deemed to have exercised the Option and acquired 100% legal title to the Property upon paying to Bot an aggregate of \$1,825,000 in cash. Additionally, Bot shall retain a 1.5% Net Smelter Returns Royalty (“NSR”) on the Doc Property. The Company may repurchase the NSR from Bot by paying \$500,000 at any time. Until the Company has successfully exercised the Option, Bot would receive a bulk sample royalty of 5%.

As consideration for the acquisition of the Doc Property, the Company issued an aggregate of 4,500,000 common shares and paid an aggregate of \$150,000 in cash for pre-closing expenditures related to the Doc Property incurred or accrued by Milestone. For the nine months ended September 30, 2021, the Company has spent \$2,290,135 in exploration expenditures for a cumulative total of \$4,335,663 on the property, including the pre-closing expenditures.

#### **Doc Property Description**

The Doc Property is an Au-Ag exploration project located within an area informally known as the “Golden Triangle”, one of the most important mineral districts in northwest British Columbia, Canada. The “Golden Triangle” encompasses the northwest Stikine terrane which follows an arc-like trend known as the Stikine Arch, and is an area which hosts prolific porphyry, volcanogenic massive sulphide, and high-grade vein deposits and mines, including the presently producing Red Chris and Brucejack mines, and the past-producing Eskay Creek, Snip, Granduc, Silbak-Premier and Scottie Gold mines. It also hosts large undeveloped deposits such as the Galore Creek, Schaft Creek, Kerr, Sulphurets, Mitchell, Snowfield and Iron Cap porphyry deposits, and exciting recent discoveries such as the Saddle North porphyry Cu-Au and Saddle South Au-Ag vein zones.

#### **Doc Property 2019 Exploration Program**

In 2019, a two-phase exploration program was conducted by C.J. Greig & Associates Ltd. on behalf of Milestone in early August and early September. Phase 1 was comprised of a geological reconnaissance and rock geochemical sampling program over the Doc, BGS, Galena Ridge, Q19, Quinn Eskay and Glacier zones, together with ground-based magnetometer surveys over the Doc, BGS, Galena Ridge and Quinn Eskay zones. A total of 154 rock samples were collected and 30.5 line-kilometres of magnetometer surveys were completed during the exploration campaign. Phase 2 consisted of channel sampling (37 samples) at the BGS, Galena Ridge, Q19 and Quinn Eskay zones, as well as limited prospecting at the Florence zone. The Doc Property has been shown to host numerous high-grade gold veins and to have the potential to host replacement style skarn and volcanogenic massive sulphide mineralization. Areas of known quartz veining with associated galena is the primary focus of exploration on the Doc Property.

#### **Doc Property 2020 Drilling Exploration Program**

Due to the shortened 2020 drilling season resulting from persistent winter conditions, the 2020 drill program consisted of relatively shallow drill holes where only 2 of 21 drill holes exceeded 200 meters in depth.



All significant intervals of mineralization from the 2020 drill program are shown in Table 1 below. The drill program results included numerous other intersections ranging from 0.50 to 0.99 g/t Au which are not shown in Table 1. Assays of mineralized sections are posted on the [Company's website](#).

**Table 1: Doc Property 2020 Drilling Intersections - Average Assay Grades**

Hole Number	Azimuth	Dip	Avg Grade Au (g/t)	From Depth (m)	To Depth (m)	Interval (m)
<b>DC-20-01</b>	020°	-50°	1.58	175.00	181.00	6.00
<i>including</i>			2.92	176.00	178.90	2.90
<i>including</i>			7.41	176.94	177.44	0.50
<b>DC-20-02</b>	186°	-45°	1.39	28.00	30.40	2.40
			4.36	59.20	59.40	0.20
<b>DC-20-03</b>	191°	-45°	2.27	82.18	89.20	7.02
<b>DC-20-04</b>	215°	-60°	6.35	69.48	77.60	8.12
<i>including</i>			10.58	71.00	74.50	3.50
<i>and</i>			53.10	72.90	73.50	0.60
<i>and</i>			17.68	76.30	77.00	0.70
<b>DC-20-05</b>	215°	-75°	11.51	129.83	137.00	7.17
<i>including</i>			50.12	133.23	134.40	1.17
<b>DC-20-06</b>	225°	-70°	2.78	61.10	61.55	0.45
			12.01	119.00	132.28	13.28
<i>including</i>			8.47	119.00	119.50	0.50
<i>and</i>			113.70	131.00	132.28	1.28
<b>GR-20-04</b>	217°	-45°	1.33	15.67	16.09	0.42
<b>Q19-20-03</b>	225°	-45°	1.21	8.17	9.24	1.07
<b>Q19-20-04</b>	175°	-45°	6.18	6.80	9.05	2.25
<b>Q26-20-01</b>	178°	-45°	5.10	42.83	44.80	1.97
<b>Q26-20-03</b>	178°	-80°	2.20	72.00	78.00	6.00
<i>including</i>			10.80	74.00	74.80	0.80
<b>Q28-20-01</b>	200°	-45°	1.73	15.00	16.00	1.00

Note: \*Average gold grade intervals under 1 g/t not included in the above table



### **Doc Property 2021 Drilling Exploration Program**

The Company is currently conducting an exploration and core drill program for the summer of 2021 that will aim to accomplish several goals on both its Doc, and potentially, the Snip North properties. A total of approximately 5,000 to 6,000 m of HQ diameter diamond drilling is planned over the course of the 2021 exploration season on the Doc, Q26 and Quinn Eskay zones.

Deeper holes are planned for the 2021 drill program to evaluate the extent of downdip mineralized horizons. This will be a cost-effective means of drilling steeper fences utilizing a single drill pad for an expected three downdip drill holes per pad while maintaining same azimuth.

The main portion of the 2021 program commenced earlier in June and is being conducted on the Doc Property. The 2021 drill program is expected to include exploration over the areas discussed below with the goals outlined below:

Delineation drilling on the Doc zone (Q17/Q22 veins) following up on historical high-grade intercepts down dip and along strike and move towards developing a NI 43-101 compliant preliminary resource. This would include follow up on the 2020 results from DC-20-04, -05 and -06 drill holes that all intersected high-grade gold intercepts, including 12.01 g/t Au over 13.28m in DC-20-06. Extensive historic work has been conducted on the Q17 and Q22 veins, with the bulk of the drilling conducted utilizing small diameter core (BQ and smaller size). These prospective targets require verification with larger diameter (HQ) core drilling planned for this year's drill season.

The Q26 quartz vein has been identified in outcrop over approximately 125 meters and was drill tested for the first time in the summer of 2020. Follow up drilling of this vein, which remains open along strike and at depth, intersected 5.1 g/t Au over 1.97 m and 2.2 g/t Au over 6.0 m during the 2020 exploration program. Further delineation of this target will be one of the priorities of the 2021 drilling and exploration program.

During the 2020 summer program, drilling results suggested that the Q17 vein may be offset to the north at its western end. Drill testing of this hypothesis is warranted to the north of DC-20-02 which intersected several zones of mineralization during the 2020 drill program, including 1.39 g/t Au over 2.40 m.

Results from a UAV Magnetic Survey compiled later in 2020 were interpreted in early 2021. The magnetic relationships between highs and lows are similar for both the Q26 and Doc zones and may also be analogous to a much larger and potentially more significant magnetic low to the south of both targets. This magnetic low may be tested in one to three key areas to understand if and how it relates to the similar magnetic signatures to the north.

On the Q19 target area, diamond drilling in 2020 was able to confirm near surface gold mineralization in quartz veining. The surficial sample site, which yielded 202.0 g/t Au with 1735 g/t Ag and 32.1% Pb, is expected to be further evaluated through blasting and trenching to further define the structure and continuity of the mineralization.

On the western Quinn Eskay zone, information from the UAV magnetics survey will be used in conjunction with satellite imagery analysis and ground truthing to target a prospective deep drill hole, testing the subsurface geology and the potential for a porphyry Cu-Au system.



Additional prospecting, along with structural / lithological mapping and a possible soil sampling program, may also be undertaken in high priority areas highlighted by the 2020 UAV magnetic and satellite imagery data.

#### **SNIP NORTH PROPERTY:**

The Snip North is a highly prospective exploration property, given its location proximal to several active projects in the Golden Triangle. Approximately 8 km northeast of Hanstone Gold's Snip North Property, Enduro Metals Corp announced in May of 2021, results of 17.15 g/t Au, 26.20 g/t Ag and 1.18% Cu over 2.72 meters in addition to a possible porphyry intercept of an average grade of 0.82 g/t AuEq over 139 m.

QuestEx Gold & Copper Exploration also reported in January, 2021, impressive results on their Inel prospect with an intercept of 1,670.51 g/t Au over 1.4 m in the footwall of the Big Rock Deformation Zone which is "spatially associated with gold and zinc mineralization along its full > 6 km strike length."

A potential prospecting and sampling program at Snip North is intended for the 2021 summer exploration program around existing showings (Chubby Creek, Bach, Verrett and Joy 1) as well as in other priority areas which have been highlighted by satellite imagery undertaken to assist in identifying areas for drill target definition.

#### **SUMMARY**

##### **Doc Property**

Management believes that the Doc Property has considerable merit and offers strong mineral resource discovery potential. The 2021 drill program is utilizing large diameter HQ core drilling, suitable for use in defining potential resource definition compliant with National Instrument 43-101 reporting. In conjunction with this year's drilling, detailed mapping (surface and underground), geochemical and geophysical surveys are expected to be undertaken to delineate and identify future drill targets.

In addition to the proposed 2021 exploration and drilling work outlined above, a potential ground-based Induced Polarization (IP) geophysical survey is recommended as a targeting tool covering the known mineralized zones to define the chargeability and resistivity responses indicative of potential additional gold bearing structures. Previously unrecognized silicified stockwork zone signatures could then be followed up on the property that may possibly occur at depth and in areas of overburden cover. The following exploration work is planned for this year's program, weather and time permitting:

- **Diamond Drilling:** Approximately 20 drill holes have been recommended on the Doc, Galena Ridge and Q19 zones.
- **Geochemical Sampling:** Soil grids are planned to be established over the Doc, BGS, Galena Ridge, Quinn Eskay, Q19, Glacier and Florence zones. Soil lines, spaced 200 m apart should also be done downhill, across the known trends of veins, along the entire northeast-facing slope in the northeastern half of the Doc Property.
- **Induced Polarization (IP) Geophysical Survey:** Recommended as a targeting tool covering the known mineralized zones to define the chargeability of potential undiscovered mineralized zones covered in overburden.



### **Snip North Property**

On August 18, 2020, the Company acquired a 100% interest in the Snip North Property, comprised of five mineral claims located in British Columbia, approximately 50 kilometers north of the Doc Property. As consideration for the acquisition of the Snip North Property, the Company issued an aggregate of 200,000 common shares of Hanstone Gold.

Historic and recent surface samples have returned assays grades up to 9.94 g/t Au. The delineation of multiple mineralized zones spanning the Snip North property demonstrate the longer term potential for the discovery of significant in-situ resources with further exploration and development.

### **RESULTS OF OPERATIONS**

The Company has no material revenues and is dependent upon both satisfactory results from exploration and access to capital on reasonable terms in order to advance its projects.

#### **Nine months ended September 30, 2021**

The Company incurred a net loss of \$3,459,662 for the nine months ended September 30, 2021 (2020 - \$2,235,025).

Significant items from operations: advertising expense of \$339,559 (2020 - \$Nil), exploration expenditures of \$2,290,135 (2020 - \$1,830,484), consulting fees of \$90,128 (2020 - \$Nil) listing and filing fees of \$68,492 (2020 - \$14,129), management fees of \$275,520 (2020 - \$33,000) and stock-based compensation of \$371,108 (2020 - \$198,240). In addition, the Company recognized a flow-through share premium recovery of \$135,063 (2020 - \$Nil) related to the renouncement of exploration expenses.

The Company did not incur any significant exploration expenditures during the first and second quarter due to the seasonality of our exploration program. See "Doc Property 2021 Drilling Exploration Program" section for additional information.

#### **Three months ended September 30, 2021**

The Company incurred a net loss of \$2,344,727 for the three months ended September 30, 2021 (2020 - \$2,213,745).

Significant items from operations: advertising expense of \$207,685 (2020 - \$Nil), exploration expenditures of \$2,018,422 (2020 - \$1,830,484), consulting fees of \$48,238 (2020 - \$Nil) and management fees of \$88,520 (2020 - \$33,000). In addition, the Company recognized a flow-through share premium recovery of \$135,063 (2020 - \$Nil) related to the renouncement of exploration expenses.

The Company incurred significant exploration expenditures during the third quarter pursuant to the Company's exploration program. See "Doc Property 2021 Drilling Exploration Program" section for additional information.



## SUMMARY OF QUARTERLY RESULTS

The following is a summary of certain consolidated financial information of the Company since its inception:

	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -	\$ -
Net loss	(2,344,727)	(465,519)	(649,416)	(274,822)
Total assets	1,804,266	1,949,368	1,558,694	1,871,849
Basic and diluted loss per share	\$ (0.07)	\$ (0.02)	\$ (0.02)	\$ (0.04)

	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -	\$ -
Net loss	(2,213,745)	(11,951)	(9,310)	(10,200)
Total assets	2,442,833	1,879,349	341,659	350,972
Basic and diluted loss per share	\$ (0.14)	\$ (0.00)	\$ (0.00)	\$ (0.00)

### Explanatory Notes:

(1) The Company has no sales revenues.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2021, the Company had current assets of \$442,337 (December 31, 2020 - \$644,440) and working capital deficit of \$218,335 (December 31, 2020 - \$525,091).

The Company had a cash balance of \$138,782 at September 30, 2021. During the nine months ended September 30, 2021, the Company's net cash flow decreased by \$430,103 (2020 – increase of \$1,149,955), primarily due to the increase in operating expenses as discussed in the "Results of Operations" section. In addition, the Company completed several private placements for proceeds of \$2,716,026 compared to \$3,000,000 in the comparative period and issued 100,000 common shares pursuant to the exercise of 100,000 warrants for proceeds of \$25,000.

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.



On June 30, 2021, the Company closed a private placement financing for gross proceeds of \$954,396. The Company raised \$510,480 in gross proceeds through the issuance of 1,276,200 subscription units at a price of \$0.40 per unit, with each unit comprised of one common share and one common share purchase warrant. The remaining gross proceeds of \$443,916 were raised through the issuance of 1,008,900 “flow-through” units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one “flow-through” common share and one common share purchase warrant.

On July 29, 2021, the Company closed the first tranche of its private placement financing for gross proceeds of \$1,323,420 through the issuance of 3,007,770 “flow-through” units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one “flow-through” common share and one common share purchase warrant.

On September 1, 2021, the Company closed the second and final tranche of its private placement financing for gross proceeds of \$438,210. The Company raised \$389,000 in gross proceeds through the issuance of 972,500 subscription units at a price of \$0.40 per unit, with each unit comprised of one common share and one common share purchase warrant. The remaining gross proceeds of \$49,210 were raised through the issuance of 111,841 “flow-through” units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one “flow-through” common share and one common share purchase warrant. In connection with closing, the Company paid finder’s fees of \$16,032 and issued 39,800 compensation options valued at \$7,982. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.40 for a period of 24 months.

## FINANCIAL INSTRUMENTS

### Classification of financial instruments

	Ref.	September 30, 2021	December 31, 2020
		\$	\$
Fair value through profit or loss financial asset	(a)	138,782	568,885
Other financial liabilities	(b)	660,672	119,349

(a) Comprised of cash at September 30, 2021 and December 31, 2020.

(b) Comprised of accounts payable at September 30, 2021 and December 31, 2020.

The fair value of the Company’s financial assets and liabilities approximates the carrying amount.

### Management of Financial Risk

The Company’s financial instruments are exposed to certain financial risks, which include the following:

#### Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company’s credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset-backed commercial paper.



#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at September 30, 2021, the Company had a cash balance of \$138,782 and current liabilities of \$660,672. The Company currently does not have sufficient funding to meet its short-term requirements, and will require additional financing to meet its long-term cash requirements.

#### Foreign exchange risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has no assets or liabilities and has no revenue or expenses denominated in a foreign currency, so it is not exposed to foreign currency risk.

#### Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

#### Equity price risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

#### Capital management

The Company's equity is considered to be capital under management. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of mineral properties and to maintain a flexible capital structure at an acceptable risk.

The Board of Directors manages the capital structure and makes adjustments to its plan, based on economic and market conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt and may acquire or dispose of assets.

In order to facilitate the management of capital, the Company prepares expenditure budgets that are updated as necessary depending on factors determined by the Board of Directors.

The Company is not subject to any external capital restrictions. The Company does not expect to pay out dividends in the foreseeable future. The Company's investment policy is to keep its cash on deposit in an interest bearing major Canadian chartered bank account.

The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach to capital management during the period ended September 30, 2021.

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



The Company has no off-balance sheet arrangements and no long-term debt obligations.

#### **TRANSACTIONS WITH RELATED PARTIES**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that this consists of corporate officers, executive and non-executive members of the Corporation's Board of Directors.

During the nine months ended September 30, 2021, the Company paid and/or accrued the following amounts:

1. Management fees of \$133,000 to Ray Marks, the President and CEO of the Company.
2. Management fees of \$34,520 to Hans Management Inc., a company controlled by a director of the Company.
3. Management fees of \$72,000 to Robert Quinn, the Vice President and a director of the Company.
4. Management fees of \$12,000 to Karen Frisky, the former CFO of the Company.
5. Management fees of \$24,000 to Golden Tree Capital Corp., a company controlled by Dong Shim, the former CFO of the Company.
6. Accounting fees of \$13,200 to SHIM & Associates LLP, an accounting firm managed by the former CFO of the Company.

In addition, 725,000 stock options were issued to directors and officers of the Company with a value of \$214,399.

As at September 30, 2021, the Company has a balance outstanding to Hans Management Inc. of \$6,520, Ray Marks \$15,750, Ray Marks Mining of \$151,542, Robert Quinn of \$8,000, Golden Tree Capital Corp. of \$3,150 and SHIM & Associates LLP of \$3,150 included in accounts payable and accrued liabilities.



## OUTSTANDING SHARE DATA

The following table shows the Company's share capital data as at September 30, 2021:

	September 30, 2021
Common shares issued (at \$0.05 per share)	3,000,000
Common shares issued (at \$0.10 per share)	3,000,000
Common shares issued (at \$0.18 per share)	12,603,266
Common shares issued (at \$0.25 per share)	2,925,648
Common shares issued for Qualifying Transaction	4,500,000
Common shares issued for Snip Property	200,000
Common shares issued on exercise of agent options	300,000
Common shares issued on stock option exercise	100,000
Common shares issued for services	268,000
Common shares issued (at \$0.40 per share)	1,276,200
Common shares issued (at \$0.44 per share)	4,128,511
Common shares issued (at \$0.40 per share)	972,500
Common shares issued on warrants exercise	100,000
<b>Total common shares issued</b>	<b>33,374,125</b>

As at September 30, 2021 and the date of this report, the Company had 33,374,125 common shares issued and outstanding. On a fully diluted basis, the Company has 58,121,944 common shares.

### Escrow shares

As at the date of this report, a total of 4,552,146 common shares were subject to a CPC Escrow Agreement and a Tier 2 Exchange Escrow Agreement. Under both the CPC Escrow and Tier 2 Exchange Agreements, 10% of the escrowed common shares were released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release.

### Stock options

On January 29, 2021, the Company granted 875,000 stock options to officers, directors and consultants of the Company with an exercise price of \$0.40 per share for five years and have an expiry date of January 29, 2026.

On September 1, 2021, the Company granted 100,000 stock options to a consultant of the Company with an exercise price of \$0.40 per share for five years and have an expiry date of September 1, 2026.



As at September 30, 2021, 500,000 stock options are exercisable at \$0.10 per share expiring on April 29, 2029, 1,120,000 stock options are exercisable at \$0.20 per share expiring on August 19, 2030, 150,000 stock options are exercisable at \$0.58 per share expiring on December 8, 2025, 875,000 stock options are exercisable at \$0.40 per share expiring on January 29, 2026 and 100,000 stock options are exercisable at \$0.40 per share expiring on September 1, 2026.

#### **Share Purchase Warrants**

As at September 30, 2021, 12,515,766 share purchase warrants are exercisable at \$0.25 per share expiring on August 19, 2022, 2,927,248 share purchase warrants are exercisable at \$0.35 per share expiring on August 19, 2022, 2,285,100 share purchase warrants are exercisable at \$0.47 per share expiring on June 30, 2023, 3,007,770 share purchase warrants are exercisable at \$0.47 per share expiring on July 29, 2023 and 1,084,341 share purchase warrants are exercisable at \$0.47 per share expiring on September 1, 2023.

#### **Compensation Options**

As at the date of this report, 142,844 compensation options are exercisable at \$0.40 per unit expiring on June 30, 2023 and 39,800 compensation options are exercisable at \$0.40 per unit expiring on September 1, 2023.

#### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's condensed interim financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates that, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

#### **RISKS AND UNCERTAINTIES**

See the discussion under "Risks and Uncertainties" included in the Company's annual MD&A for the year ended December 31, 2020. These risks and uncertainties remain relatively unchanged for the period ended September 30, 2021.

#### **Coronavirus Global Pandemic Risk**

In March 2020, the World Health Organization declared a global pandemic related to the virus known as Covid-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant declines in the equity markets, and the movement of people and goods has become restricted.

The Company's ability to fund ongoing operations and exploration is affected by the availability of financing. Due to market uncertainty the Company may be restricted in its ability to raise additional funding.



The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and going concern uncertainty.

## **CORPORATE GOVERNANCE**

The Company's Board and its committees follow the recommended corporate governance guidelines for public companies tailored to its size and operations to ensure transparency and accountability to shareholders. The current Board is comprised of four independent directors: Andre Douchane, Bob Hans, James Engdahl and Gary Billingsley.

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

This MD&A includes, but is not limited to, forward-looking statements regarding the Company's plans and the Company's ability to meet its working capital needs for the next fiscal year.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.

## **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the nine months ended September 30, 2021, there has been no significant change in the Company's internal control over financial reporting.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for nine months ended September 30, 2021 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate



does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

**APPROVAL**

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

**ADDITIONAL INFORMATION**

Additional information pertaining to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).