

ARANJIN RESOURCES LTD
(formerly Five Star Diamonds Limited)

**QUARTERLY HIGHLIGHTS –
INTERIM MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

The following interim Management’s Discussion & Analysis (“Interim MD&A”) of Aranjin Resources Ltd. (the “Company” or “Aranjin”) for the three and nine months ended September 30, 2020 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management’s discussion & analysis, being the Management’s Discussion & Analysis (“December 2019 MD&A”) for the twelve months ended December 31, 2019. This Interim MD&A does not provide a general update to the December 2019 MD&A, or reflect any non-material events since the date of the December 2019 MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the December 2019 MD&A, audited consolidated financial statements of the Company for the twelve months ended December 31, 2019 together with the notes thereto, and unaudited condensed interim consolidated financial statements of the Company for the three and nine months ended September 30, 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company’s unaudited condensed interim consolidated financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, Information contained herein is presented as of November 27, 2020, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Aranjin common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from www.sedar.com.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the three and nine months ending September 30, 2020, will be consistent with the Company's current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel; government regulations will change in a negative manner towards exploration activities for junior mining companies.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated on November 14, 2012 under the Business Corporations Act (British Columbia).

The records and registered office of the Company is located at 595 Howe St, Suite 704, Vancouver, British Columbia V6C 2T5. The Company has five subsidiaries; FSD Holdings Limited (incorporated in the British Virgin Islands), FSD Brazil Limited (incorporated in the British Virgin Islands), Aranjin Resources LLC (incorporated in Mongolia), 1030301 BC Ltd (incorporated in Canada) and Diamond Blockchain Limited (incorporated in Canada).

On September 9, 2016 the Company signed a definitive merger agreement (the "Merger Agreement") with FSD Holdings Limited (formerly Five Star Diamonds Limited), a corporation existing under the laws of the British Virgin Islands ("FSD BVI"), which sets out the terms and conditions pursuant to which the Company and FSD BVI were to complete a transaction that will result in a reverse takeover of the Company by the shareholders of FSD BVI (the "Transaction") and constitute the Company's Qualifying Transaction under the TSX Venture Exchange (the "TSXV") Policy 2.4 – Capital Pool Companies. Upon completion of the Transaction, it is the intention of the parties that Five Star company will focus on the exploration and development of FSD BVI's diamond projects located in Brazil.

FSD BVI was incorporated on May 15, 2014 under the laws of the British Virgin Islands with focus on the business of mining, mineral and resource exploration and development in Brazil. FSD BVI had one material project, the Catalão Diamond Project, located in the State of Goiás, Brazil. The Catalão Diamond Project is comprised of one exploration licence of 1,999.42 hectares. FSD BVI entered into agreement to divest its interest in the Catalão Diamond Project to a private investor group for future consideration on July 21, 2020.

On March 3, 2017, the Company received conditional approval from the TSX Venture Exchange for the Qualifying Transaction. Following which the Company submitted its filing statement for the Merger Agreement to the TSX Venture Exchange on March 29, 2017.

On April 20, 2017, the Company, FSD BVI and FSD Holdings Limited (a wholly owned subsidiary of FSD BVI) finalised the Merger Agreement. To complete the merger, FSD Holdings Limited and FSD BVI merged to form a single entity and the separate corporate existence of FSD BVI. FSD Holdings Limited became the owner of all rights and property of the two merged entities and subject to all liabilities, obligations and penalties of the two entities. All of the ordinary shares of FSD BVI outstanding immediately prior to the merger were cancelled and in exchange the holders of the cancelled ordinary shares received one common share in the capital of the Company for every share previously held. An aggregate of 101,287,345 common shares were issued to the former shareholders of FSD BVI. The resulting merged entity of FSD Holdings Limited became a wholly-owned subsidiary of the Company. As a result of the merger, FSD BVI was subsequently struck off.

In connection with the completion of the Transaction, the Company completed a private placement (the "Offering") of 17,815,480 common shares at a price of \$0.30 per share for aggregate gross proceeds of \$5,344,644. In connection with the Offering, the Company provided compensation to registered brokers, registered dealers and other finders comprised of an aggregate of \$403,185 in cash and an aggregate of 1,343,960 non-transferable common share purchase warrants, with each whole warrant entitling holder to acquire one Common Share at a price of \$0.30 per share for a period of two years from the date of issuance. Following completion of the Transaction and the Offering, the Company has 128,777,096 common shares issued and outstanding and securities convertible into an aggregate of 1,543,950 additional common shares.

On closing of the Transaction, the Company changed its name from Turquoise Capital Corp. to Five Star Diamonds Limited and all of the prior directors and officers of the Company resigned and were replaced.

On April 25, 2017 the common shares commenced trading on the TSXV under the new ticker symbol "STAR".

On June 10, 2020, the Company announced that it had completed the previously announced name change of the Company to Aranjin Resources Ltd. The Company's common shares commenced trading on the TSXV under the new trading symbol "ARJN" on June 12, 2020.

The Company is now primarily engaged in the exploration and development of mineral properties in Mongolia.

Corporate Highlights

During the three and nine months ended September 30, 2020 and as at November 27, 2020, the following corporate activities had occurred:

On February 26, 2020, the Company has announced that it had issued Common Shares in payment of drilling services provided to the Company pursuant to a drilling for shares arrangement previously announced on April 17, 2018. The Company settled an aggregate amount of \$484,698 owing to the drilling contractor for drilling completed on the Company's Brazilian diamond properties through the issuance of 9,693,960 Common Shares at a deemed issuance price of \$0.05 per Common Share, all in accordance with the drilling contract entered into between the Company and the drilling contractor.

On July 3, 2020, the Company announced that it had agreed to revised terms for the proposed acquisitions of the four mining licenses comprising the 2,773 hectare Bayan Undur Project located in Bayankhongor province in consideration of the issuance by the Company to the vendor of 10 million common shares of the Company.

The Company undertook preliminary technical work and compiled past exploration results with the aim of commencing a substantial ground magnetic program and IP geophysical survey to highlight targets for drilling.

The final terms for the acquisition of the exploration licenses comprising the Baruun Tal Project are being finalized and are expected to be announced in due course.

The completion of the acquisition of the Baruu Tal Project remain subject to certain closing conditions including the approval of the TSXV.

On July 3, 2020, the Company announced that it had completed the second and final tranche of its previously announced non-brokered private placement issuing 66,666,666 units of the Company at a price of \$0.015 per unit for gross proceeds of \$1,000,000. Each unit is comprised of one common share of the Company and one common share purchase warrant with each warrant exercisable for one common shares at a price of \$0.05 per share for a period of 12 months from closing.

On July 21, 2020, the Company announced that it has concluded an agreement to divest its Brazilian subsidiary, Five Star Mineracao Ltda, to a private investor group for future consideration and that it had transferred all related assets and liabilities to the purchaser.

The total consideration payable by the purchaser is composed of a cash payment of up to C\$4M plus a 1% NSR on any production at the Catalão Project, based on future sales locally or exported.

The cash payment portion of the purchase price will be due when the Catalão Project becomes operational, per below:

- C\$500,000 within 6 months after start of commercial production of Altered Zone;
- C\$500,000 within 12 months after start of commercial production of Altered Zone;
- C\$1m within 6 months after start of commercial production of Fresh Rock;
- C\$2m within 12 months after start of commercial production of Fresh Rock.

On July 24, 2020, the Company has approved the grant of 9,750,000 stock options certain directors, officers, employees, and consultants pursuant to the Corporation's Stock Option Plan. The options vest on the date of grant, expire two years from the date of grant and are exercisable at a price of \$0.05 per common share.

On October 30, 2020, the Company completed the acquisition of the Bayan Undur ("BU") project. The Company acquired all of the shares of BK Mining LLC, which is the indirect 100% owner of the BU project, for nominal cash consideration. The Company was able to favorably renegotiate the consideration payable for the acquisition from that originally agreed and previously announced. The Company commenced preliminary work at the BU project in July 2020.

On October 30, 2020, the Company completed the settlement of debts owing to certain parties. It had entered into agreements to settle an aggregate of \$700,976.47 owing to certain officers and directors of the Company and service providers to the Company through the issuance of an aggregate of approximately 7,009,764 Common Shares of the Company at an implied issue price of C\$0.10 per Common Share. At the annual and special meeting of shareholders of the Company held on October 6, 2020, the Company sought and obtained disinterested shareholder approval for the settlement of \$395,101.71 owing to current and former directors and officers of the Company.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's investments and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the nine months ended September 30, 2020 and to the date of this MD&A, equity markets in the junior resource sector, particularly the TSXV, have been very difficult and this was compounded by the COVID-19 pandemic. However, companies with good projects continue to access the capital markets to fund their operations.

Apart from these factors and the risk factors noted under the heading "Risk Factors" below, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Financial Highlights

The following tables set forth selected audited and unaudited consolidated financial information of the Company as at and for the periods indicated. This financial information is derived from, and should be read in conjunction with, the consolidated financial statements of the Company for the year ended December 31, 2019 and three and nine months ended September 30, 2020 and the notes thereto. Financial information presented below is prepared in accordance with accounting policies in accordance with IFRS unless otherwise stated.

Balance sheet review

	As at	
	<u>September 30, 2020</u>	<u>December 31, 2019</u>
Total Assets	\$733,198	\$1,170,897
Cash	\$690,783	\$10,391
Current Liabilities	\$1,033,578	\$1,045,316
Total Liabilities	\$1,737,486	\$1,672,267
Shareholders' Equity	(1,004,289)	(501,370)

On September 30, 2020, the Company's total assets were \$733,198 (December 31, 2019: \$1,179,897), comprising of cash of \$690,783 (December 31, 2019: \$10,391), prepaid expenses for new projects of \$13,386 (December 31, 2019: \$9) and GST receivable balance of \$29,029 (December 31, 2020: \$Nil). Key movements on the balance sheet are as follows:

- The decrease in assets resulted from the sale and write off of certain tangible assets due to a decline in prospects for the Brazil diamond assets, which were sold in the quarter.
- The Company's total assets included other receivables of \$42,415 (December 31, 2019: \$9) which comprises of GST receivable and prepaid expenses for new projects acquisition. Inventory on hand was \$Nil (December 31, 2019: \$25,081) due to the sale of Brazilian subsidiary.
- Total liabilities of \$1,737,486 as at September 30, 2020 increased from \$1,672,267 as at December 31, 2019 due to normal business activities. Certain debt due to insiders was settled for shares after the quarter end.

Income statement review

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>30-Sep-20</u>	<u>30-Sep-19</u>	<u>30-Sep-20</u>	<u>30-Sep-19</u>
Net Loss	\$374,046	\$108,226	\$1,184,330	\$808,501

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

During the three months ended September 30, 2020, the Company incurred a net loss of \$374,046 (three months ended September 30, 2019: \$108,226). The expenses for the three months ended September 30, 2020, include the following material items:

- During the period, the Company divested its Brazilian subsidiary which resulted the loss of \$112,455.
- Consultants and directors' fees increased in the three months ended September 30, 2020, to \$80,674 compared with \$20,475 for the same period in 2019, as the Company started compensating senior management.
- On July 23, 2020, the Company has granted 9,750,000 stock options to its directors, management and consultants, vested immediately. The fair value of stock options was valued using Black Scholes model at \$78,849 expensed as stock based compensation during the reporting period.
- Public company costs increased in the three months ended September 30, 2020, to \$21,987 compared with \$781 for the same period in 2019, due to additional listing fees for private placement.
- Legal fees increased in the three months ended September 30, 2020, to \$20,733 compared with \$3,056 for the same period in 2019, primarily due to the private placement, sale of the Brazilian subsidiary and a name change.

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

During the nine months ended September 30, 2020, the Company incurred a net loss of \$1,184,330 (nine months ended September 30, 2019: \$808,501). The expenses for the nine months ended September 30, 2020, include the following material items:

- During the nine months ended September 30, 2020, the Company wrote off certain tangible assets with book value of \$967,071 due to the Company's decision to focus on advancing new Mongolian projects.
- During the period, the Company divested its Brazilian subsidiary which resulted the loss of \$112,455 due to determination of the future consideration is not available.
- On July 23, 2020, the Company has granted 9,750,000 stock options to its directors, management and consultants, vested immediately. The fair value of stock options was valued using Black Scholes model at \$78,849 expensed as stock based compensation during the reporting period.
- Consultants and directors' fees increased in the nine months ended September 30, 2020, to \$164,758 compared with \$61,425 for the same period in 2019, as the Company started compensating senior management.
- During the nine months ended September 30, 2020, the Company settled its debt to the drilling contractor for drilling completed on the Company's Brazilian diamond properties through the issuance of 9,693,960 Common Shares at a deemed issuance price of \$0.05 per Common Share. In a result the Company has recognised gain on debt settlement of \$96,939.
- Accounting and audit expenses decreased in the nine months ended September 30, 2020, to \$97,865 compared with \$136,456 for the same period in 2019, due to less business activity.
- Legal fees increased in the nine months ended September 30, 2020, to \$64,277 compared with \$27,197 for the same period in 2019, primarily due to private placement, sale of Brazilian subsidiary and a name change.
- Public company expenses decreased in the nine months ended September 30, 2020, to \$36,299 compared with \$24,732 expenses for the same period in 2019, due to less business activity.

Cash Flow

Net cash used in operating activities for the nine months ended September 30, 2020 was \$324,729 (nine months ended September 30, 2019: \$166,806). Operating activities were affected by payments to directors and suppliers of \$368,456 and receipt of GST refund \$43,403 and interest income of 324.

Net cash used in investing activities during the nine months ended September 30, 2020, was \$nil (nine months ended September 30, 2019: \$50,968).

Net cash from financing activities were \$1,004,392 for the nine months ended September 30, 2020 (nine months ended September 30, 2019: \$26,190). The financing activities include the private placement of raising \$1,000,000 and payment of transactions costs and receipt of GST refund for previous years.

Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of prospective mineral properties are financed through the completion of equity transactions such as equity offerings and the exercise of warrants and stock options. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Risk Factors" below.

The Company has no operating revenues and therefore must utilize its current cash reserves, funds obtained from the issuance of share capital, exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of September 30, 2020, the Company had 209,125,278 common shares issued and outstanding and 14,850,000 options and 66,993,166 warrants that would raise \$5,416,133 if exercised in full. This is not anticipated in the immediate future. See "Trends" above.

Trade and other payables increased to \$1,033,578 as at September 30, 2020, compared to \$1,029,196 as at December 31, 2019, and comprises \$700,976 that has extinguished for shares after the reporting period as at date of this MD&A.

The Company raised \$1,000,000 in total during the nine months ended September 30, 2020. The Company's cash and cash equivalents as of September 30, 2020 is sufficient to pay the current liabilities after the debt settlements.

As at September 30, 2020, the Company had negative working capital of \$300,380, compared to a negative working capital of \$1,009,835 as at December 31, 2019, a decrease of \$709,455 or approximately 70%. The Company had cash and cash equivalents of \$690,783 as at September 30, 2020, compared to \$10,391 as at December 31, 2019, an increase of \$680,392. The increase in working capital and cash and cash equivalents are due to the private placement closed on July 3, 2020 that raised \$1,000,000 in total with two tranches.

The Company's liquidity risk from financial instruments is minimal as excess cash is held in current bank accounts.

The Company has reviewed its discretionary administrative overhead for the following twelve months and anticipates the requirement to be approximately \$0.4 million. In addition, the Company estimates the exploration work programs at its projects to cost approximately \$0.5 million.

The Company will continue to monitor its working capital requirements closely to ensure the Company meets its commitments and continues to move forward on development. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company. See "Risk Factors" below and "Forward Looking Statements" above.

The following liquidity and financing measures have been undertaken in order to manage the Company working capital and funding requirements.

Debt for Equity Settlement

As at reporting date, the Company settled approximately \$700,976 in residual amounts owing to certain past and current officers, directors and service providers of the Company through the issuance of common shares of the Company. The Company obtained disinterested shareholder approval to settle debts in Common Shares on the same terms.

The participation by the insiders in the Debt Settlement is considered a "related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 on the basis that the Debt Settlement with related parties constitutes the distribution of securities of the Company for cash consideration of less than \$2.5 million. Neither the Company nor, to the knowledge of the Company after reasonable inquiry, the related parties, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. The debt settlement with each related party was unanimously approved by the Company's independent directors and the Company sought and received disinterested shareholder approval for the settlement of \$395,101.71 owing to current and former directors and officers of the Company.

On February 26, 2020 the Company announced that it has issued Common Shares in payment of drilling services provided to the Company pursuant to a drilling for shares arrangement previously announced on April 17, 2018. The Company settled an aggregate amount of \$484,698 owing to the drilling contractor for drilling completed on the Company's Brazilian diamond properties through the issuance of 9,693,960 Common Shares at a deemed issuance price of \$0.05 per Common Share, all in accordance with the drilling contract entered into between the Company and the drilling contractor.

Additional Financing & Convertible Debenture Units

In August 2018, the Company completed non-brokered private placement of 653 convertible debenture units (the "Convertible Debenture Units") at a price of \$1,000 per Convertible Debenture Unit with its largest shareholder, R&R Venture Partners ("R&R") (the "Offering"). Each Convertible Debenture Unit consisted of: (i) one \$1,000 principal amount of 12% unsecured convertible debenture (a "Convertible Debenture"); and (ii) 500 Common Share purchase warrants (each, a "Warrant") of the Company.

The Convertible Debentures bear interest from the date of closing at 12% per annum, calculated and payable quarterly in arrears on March 31, June 30, September 30 and December 31 in each year, and will mature August 2, 2023 (the "Maturity Date"). On August 2, 2020, the date that is 24 months from the date of issuance, interest payable on the outstanding principal amount of the Convertible Debentures was capitalized and the Company started paying interest on the outstanding principal accordingly.

The Convertible Debentures are unsecured obligations of the Company and rank *pari passu* in right of payment of principal and interest with all other Convertible Debentures issued under the Offering. The obligations of the Company under the Convertible Debentures will be jointly and severally guaranteed by the Company's material subsidiaries.

The Convertible Debentures are convertible at the option of the holder into Common Shares at any time prior to the close of - 9 - business on the Maturity Date at a conversion price of \$0.20 per Common Share (the "Conversion Price"). Each Warrant will be exercisable to acquire one Common Share (a "Warrant Share") at an exercise price of \$0.20 per Warrant Share for a period of 36 months following issuance, subject to customary adjustments in certain events.

On July 3, 2020, the Company completed the second and final tranche of its previously announced non-brokered private placement issuing 66,666,666 units of the Company at a price of \$0.015 per unit for gross proceeds of \$1,000,000. Each unit is comprised of one common share of the Company and one common share purchase warrant with each warrant exercisable for one common shares at a price of \$0.05 per share for a period of 12 months from closing.

Related Party Transactions

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties). The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Related parties include members of the board of directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Data below relates to the nine months ended September 30, 2020.

Mr. Matthew Wood, Chief Executive Officer and Director, levied fees of \$60,791 (September 30, 2019: \$nil) for nine months ended September 30, 2020. The outstanding payable at September 30, 2020 to Mr. Wood is \$151,339. It was settled in shares after the reporting period.

Mr. Luis Azevedo, Chief Operating Officer and Director, levied fees of \$nil (September 30, 2019: \$nil) for the nine months ended September 30, 2020. Mr. Azevedo advanced \$35,596 by way of a loan (year ended December 31, 2019: \$16,120) and it was recorded as a short-term loan payable. The loan is repayable one year from the date of the receipt of the loan, bearing interest of 5% per annum. During the year ended December 31, 2019, the Company sold \$8,751 of its exploration and evaluation assets to Mr. Azevedo. Together with director's fees, a total of \$105,436 is due to Mr. Azevedo and this was settled in shares after the reporting period.

Mr Jeremy South, Chief Financial Officer and Director, provided services from Helston Capital Corp, a company of which Mr. South is a Director. Helston Capital Corp, levied fees of \$62,000 (September 30, 2019: \$40,950) and a total of \$142,089 was outstanding as at September 30, 2020. This outstanding amount was settled in shares after the reporting period.

FFA Legal Ltda, a company in which Mr. Azevedo is a director, provided the Company with legal and accounting services in Brazil. As at September 30, 2020, the outstanding payable to FFA Legal Ltda was \$158,247, which was settled in shares after the reporting period.

On February 12, 2018 and April 20, 2018, the Company issued 5,800,000 and 1,100,000 options respectively to directors. On July 24, 2020, the Company has granted 7,500,000 stock options to directors. As at September 30, 2020, there were 12,600,000 options outstanding to current directors of the Company:

Name	Number	Value
Matthew Wood	3,100,000	\$313,951
Luis Azevedo	3,100,000	\$313,951
Jeremy South	2,500,000	\$124,131
Solongo Gunsendorj	1,500,000	\$12,131
Bataa Tumur-Ochir	1,500,000	\$12,131
Max Jahn	600,000	\$113,182
Gizman Abbas	300,000	\$48,927

Outlook

The Company is committed to advancing its mineral interests in Mongolia as well as acquiring new licences. It has started preliminary work at its 100% owned Bayan Undur project and it plans to restart exploration activity in early 2021. The Company continues to review additional prospective licences and will update shareholders on these activities, including progress on the Baruun Tal Project.

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that the market will be favourable, and hence it may be possible to obtain additional funding for its projects.

Notwithstanding, the Company is mindful that the market could fall with little or no warning. Accordingly, its plans for the near term are to recommence drilling programs at its projects, to monitor market fundamentals, and to ensure that the Company is well positioned to weather any possible resurgence of a market downturn. See "Risk Factors".

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's December 2017 MD&A for the fiscal year ended December 31, 2017, available on SEDAR at www.sedar.com.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

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 filed by the Company 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. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. 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.

Subsequent events

On October 30, 2020, the Company completed previously announced acquisition of four mining licenses comprising the Bayan Undur ("BU") project located in Bayankhongor province, Mongolia. The Company acquired all of the shares of BK Mining LLC, which is the indirect 100% owner of the BU project, for nominal cash consideration. The Company was able to favorably renegotiate the consideration payable for the acquisition from that originally agreed and previously announced. The Company commenced preliminary work at the BU project in July 2020.

On October 30, 2020, the Company, as previously announced, has completed the settlement of debts owing to certain parties. It has entered into agreements to settle an aggregate of \$700,976.47 owing to certain officers and directors of the Company and service providers to the Company through the issuance of an aggregate of approximately 7,009,764 Common Shares of the Company at an implied issue price of C\$0.10 per Common Share. The amount to be settled includes \$471,685.71 of accrued directors' fees and accrued management and consulting fees owing to the Company's current and former directors and officers.

At the annual and special meeting of shareholders of the Company held on October 6, 2020, the Company sought and obtained disinterested shareholder approval for the settlement of \$395,101.71 owing to current and former directors and officers of the Company.