

# WALKER RIVER RESOURCES CORP.

## Management Discussion and Analysis

For the years ended November 30, 2020 and 2019

This Management Discussion and Analysis (“MD&A”), prepared March 30, 2021, should be read in conjunction with the consolidated financial statements and notes for the years ended November 30, 2020 and 2019 which were prepared in accordance with International Financial Reporting Standards.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### DESCRIPTION OF BUSINESS

Walker River Resources Corp. (“the Company”) was incorporated pursuant to the British Columbia Business Corporations Act on December 16, 2010 as Rhino Exploration Inc. On March 4, 2013 the Company changed its name to Walker River Resources Corp. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company’s shares are listed for trading on the TSX Venture Exchange under the symbol WRR.

The Company is an exploration stage company and is in the process of exploring its interest in the Lapon Gold Project (Nevada, USA) (“Lapon Gold Project”) that consists of, the Lapon Canyon Project, the Rattlesnake Project (“Rattlesnake”) and the Pikes Peak Project (“Pikes Peak”) and its interest in the Garfield Flats Project (Nevada, USA) (“Garfield Flats”). At November 30, 2020, the Company had not yet determined whether any of its projects contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and future profitable production from the properties or realizing proceeds from their disposition.

In March of 2017 the Company incorporated a subsidiary, Walker River Resources LLC, a Nevada company. The Company holds 100% of the issued and outstanding shares of the subsidiary.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

### EXPLORATION PROJECT

Total costs incurred on exploration and evaluation assets are summarized as follows:

Year ended November 30, 2020:

	<b>Lapon Gold Project</b>	<b>Garfield Project</b>	<b>Total</b>
Acquisition costs:			
Balance, beginning of year	\$3,825,283	\$ 115,447	\$ 3,940,730
Additions	3,564	29,277	32,841
Balance, end of period	3,828,847	144,724	3,973,571
Deferred exploration expenditures:			
Balance, beginning of the year	2,095,737	5,100	2,100,837
Geologist fees and assays	378,443	–	378,443
Depreciation	20,141	–	20,141

Balance, end of year	2,494,321	5,100	2,499,421
	<b>\$6,323,168</b>	<b>\$ 149,824</b>	<b>\$ 6,472,992</b>

Year ended November 30, 2019:

	<b>Lapon Gold Project</b>	<b>Garfield Project</b>	<b>Total</b>
Acquisition costs:			
Balance, beginning of year	\$ 3,639,012	\$ 115,447	\$ 3,754,459
Additions	186,271	–	186,271
Balance, end of period	3,825,283	115,447	3,940,730
Deferred exploration expenditures:			
Balance, beginning of the year	995,913	3,000	998,913
Geologist fees and assays	1,093,055	2,100	1,095,155
Depreciation	6,769	–	6,769
Balance, end of year	2,095,737	5,100	2,100,837
	<b>\$ 5,921,020</b>	<b>\$ 120,547</b>	<b>\$ 6,041,567</b>

### **Lapon Gold Project, Nevada**

The Company owns 100% of the Lapon Canyon Project, which is comprised of 147 claims. The previous owner of the Lapon Canyon portion of the Project retains a 1% Net Smelter Return (“NSR”). The Company has an option to buy the NSR for \$300,000.

On July 3, 2019, the Company acquired a 100% interest in 15 unpatented lode claims south of the Lapon Canyon Project's range front zone. This was formerly known as the Rattlesnake Project and is now included as part of the Lapon Gold Project. Consideration of US\$10,000 (\$13,081) was paid and 900,000 common shares of the Company were issued for the Rattlesnake claims.

In 2019, the Company increased its landholdings approximately four kilometres north of the Lapon Canyon Project by acquiring, through staking, an additional 36 claims. This area was formerly known as the Pikes Peak project.

Costs of the former Rattlesnake and Pikes Peak projects are now included in the Lapon Gold Project.

The Rattlesnake and Pikes Peak claims cover over eight kilometres of possible extensions of the range front zones to the west, north and south of the Lapon Canyon Project, adding several additional drill target areas to the Lapon Gold Project. Rattlesnake and Pikes Peak contain numerous historical workings that comprise milling facilities, several adits at different levels, underground workings with vertical shafts and a network of existing roads providing access to connect all the historical workings.

### **2015 Exploration Program**

Exploration work began in April 2015 and significant exploration progress was made in 2015. Within the upper Lapon Rose zone, gold mineralization in the form of Visible Gold was noted in two different locations within the upper adit.

Samples within this adit were taken for rock identification purposes. The intense alteration and shearing makes on site identification difficult. The samples were cut and studied using a microscope confirming that the in situ rock is Porphyry, in all probabilities, a quart monzonite intrusive. Copper mineralization, in the form of malachite and chalcopryrite has also been discovered within the Lapon Rose zone.

A newly discovered shear/alterated zone was discovered some 600 meters east of the Lapon Rose. Evidence of mining activities within this previously unknown zone were discovered with evidence of a collapsed mine portal.

Finally, another shear zone, some 1000 meters west of the Lapon Rose zone, shows intense iron oxide mineralization and silicification, with the presence of a previously unknown adit into the center of this. During the end of 2015, the Company completed an initial 5-hole reverse circulation (“RC”) drill program totaling 760 metres on the Lapon Project. The drill program was designed to test and confirm mineralization in an around the historical workings and mining on the Lapon Canyon Project.

The initial drill results confirmed the potential for the emplacement of significant gold mineralization on the Lapon Canyon Project.

### **2016 Exploration Program**

During 2016, the Company completed a 9-hole reverse circulation (“RC”) drill program totaling 1040 metres on the Lapon Canyon Project. The drill program was designed to build on the success of the initial 2015 drill program continuing to test and confirm mineralization in an around the historical workings and mining on the Lapon Canyon Project.

RC drill hole LC 16-10 was designed to verify the position of previously reported, presently inaccessible mined out area. The drill hole successfully intersected the mined-out stope at the reported location and verified the width at some 8 meters at a depth of 68 meters. It is significant that the gold mineralization encountered in LC 16-10 was encountered from 54.9 to 67.1 meters, only 0.8 meters from the stope.

These additional drill results from the 2016 drill program continue to confirm the potential for the emplacement of significant gold mineralization on the Lapon Canyon Project.

### **2017 Exploration Program**

During 2017 the Company’s geologists completed a thorough review and detailed compilation of the 2015 and 2016 drill programs. About 6,000 metres of drilling has been outlined and planned for the 2017 drill program. On October 4, 2017 the Company released preliminary results from the 2017 drill program. RC drill hole LC 17-13 and LC 17-14 both returned significant results, which continue to confirm the potential for the emplacement of gold mineralization on the Lapon Canyon Project.

Additionally, the Company increased its landholdings at the Lapon Canyon Project by acquiring through staking, an additional 60 claims covering the strike and dip extensions of the altered and mineralized zones discovered by geological mapping conducted by the company's geologists and confirmed by the 2015 and 2016 drill programs. The Lapon Canyon Project now consists of 96 claims (1,940 acres).

### **2018 Exploration Program**

The Company retained Fladgate Exploration Consulting Corp. of Thunder Bay, Ont., a full-service mineral exploration consulting firm. Fladgate will be responsible for the management and supervision of the exploration programs at the Lapon Canyon Project. Fladgate will initially complete the formation, interpretation and compilation of the Lapon Canyon Project's digital database. Fladgate's initial interpretations of the Lapon Canyon Project digital database will greatly enhance the planning and design of Walker's upcoming 2018 drill program. The Company and Fladgate are also planning a regional geological survey on all of the properties within the Lapon Canyon Project. These surveys will greatly aid in the acceleration of drilling, geological mapping and understanding of the gold mineralization at the Lapon Canyon Project and all of the Company’s other properties. Subsequent to year end the Company completed a six-hole RC drill hole program on the Lapon Canyon Project in December 2018. RC drill hole LC 18-28, LC 18-29, LC 18-30 and LC 18-31 all returned significant results, which continue to confirm the potential for the emplacement of gold mineralization on the Lapon Canyon Project.

## **2019 Exploration Program**

The Company received a 2-year extension from the U.S. Bureau of Land Management (the“BLM”) for its Notice of Intent (the“NOI”) exploration permit to conduct further drilling on the Lapon Gold Project. The NOI exploration permit with the BLM covers the disturbance areas created to establish drill road access and drill sites within the Lapon Gold Project. The Company has secured the required bonding to cover reclamation on the areas of permitted disturbance for the 2019 drill program. The Company can amend the NOI exploration permit over the next 2 years to increase the permitted disturbance areas for additional drill sites and access roads at the Lapon Gold Project. The Company completed its interpretation, compilation and update of the Lapon Gold Project’s digital database with the 2018 drill results. The Company has planned for an additional 30-hole drill hole program on the project for 2019.

During the period ending November 30, 2019, the Company completed a prospecting and mapping program. Followed up with drill road and pad construction on the Rattlesnake range front project. An initial RC drill program was completed in November 2019 with results pending.

During the period ending November 30, 2019, the Company expanded the Lapon Gold Project by acquiring the Rattlesnake and Pikes Peaks claims.

During the period ending November 30, 2019, the Company completed road access to the Pikes Peak claims and an initial prospecting and mapping program.

## **2020 Exploration Program**

The Company intended to build on the success of the 2019 exploration and drilling programs and continue with exploration at Lapon Canyon. In late 2020 the Company completed a ten- hole reverse circulation (“RC”) drill program which halted at the New Year’ break, results are pending. Resumption of the reverse circulation (“RC”) drill program has been delayed in early 2021 by COVID-19 related problems. The exploration programs will be contingent on the potential impact from current worldwide COVID-19 pandemic and the safety of the Company’s personal and contractors. During the period ending December 31, 2021 the Company also completed regional geological surveys on some the remote portions of the Lapon Gold Project.

### **Sampling Methodology, Chain of Custody, Quality Control and Quality Assurance**

All sampling was conducted under the supervision of the Company's project geologists and the chain of custody from the drill to the sample preparation facility was continuously monitored. A blank or certified reference material was inserted approximately every tenth sample. The Lapon Canyon Project samples were delivered to ALS Minerals certified laboratory facility in Reno, NV. The samples were crushed, pulverized and the sample pulps digested and analyzed for gold using fire assay fusion and a 50g gravimetric finish. Higher grade samples used a 1kg screen fire assay with screen to 100 microns and 50g gravimetric finish.

The scientific and technical content and interpretations contained in this MD&A have been reviewed, verified and approved by E. Gauthier, geol., Eng (OIQ) a Qualified Person as defined by NI 43-101, Standards of Disclosure for Mineral Projects.

### **Garfield Flats Project, Nevada**

On July 11, 2018, the Company signed an Exploration Lease with Option to Purchase Agreement (“Option”) with Nevada Canyon on the Garfield Flats Project, located in Mineral County, Nevada about 18 miles southeast of the town of Hawthorne, NV.

The Option gives the Company the exclusive purchase option and right to acquire 100% ownership of the Garfield Flats Project. Consideration for the acquisition of the Option is a cash payment of \$55,000 US. The Company cancelled its loan of \$55,000 US to Nevada Canyon as consideration for the acquisition cost of the Option.

The Garfield Flats Project consists of 59 unpatented mining claims.

The Nevada Canyon Option commenced on June 7, 2017 and continues for ten years, subject to the right to extend the Agreement for two additional terms of ten years each, and subject to an option to purchase the Property. Full consideration of the agreement consists of the following:

\$15,000 US (paid) initial cash payment upon the execution of the agreement on June 7, 2017,

\$15,000 US (paid) on the first anniversary of the agreement,

\$20,000 US (paid by Smooth Rock in accordance with the exploration agreement) on the second anniversary of the agreement,

\$10,000 US (paid) on the third anniversary of the agreement, \*

\$10,000 US on the fourth anniversary of the agreement, \*

\$25,000 US to be paid on the fifth anniversary of the agreement, \*

\$40,000 US to be paid on the sixth and any succeeding anniversary of the agreement.

\*On May 12, 2020, the Company renegotiated the third and fourth payments to \$10,000 with the property vendor.

The Company has an option to purchase the Garfield Flats Project for \$300,000 US.

On June 7, 2019 the Company signed a definitive exploration agreement with option to form a joint venture on the Garfield Flats property with Smooth Rock Ventures Corp (“Smooth Rock”).

Smooth Rock can earn an undivided 50-per-cent interest in the Garfield Flats property by financing \$600,000 in exploration expenditures as follows:

(a) for an initial 25-per-cent interest of the Garfield Flats project, \$300,000 in exploration expenditures within a one-year period,

(b) for an additional 25-per-cent interest, \$300,000 in exploration expenditures on or before the second anniversary, and

(c) upon earning a 50-per-cent interest, a 50/50 joint venture will be formed between Walker River and Smooth Rock.

Smooth Rock may accelerate any of the above earn-in periods at its option. Walker shall be the operator of the exploration during the earn-in period.

On June 14, Smooth Rock paid \$20,000 in accordance with the Walker River’s purchase agreement with Nevada Canyon.

### **2018 Exploration Program**

In late 2018 the Company completed its initial geological compilation and review of the Garfield Flats Project. This included a review of the altered and mineralized zones discovered by previous geological compilations and mapping of the historical workings, including the planning of the 2019 exploration program. Phase I of the Garfield Flats exploration program will consist of reconnaissance prospecting, geological mapping, surface trenching, relocating historical workings and ground based geophysical surveys. This reconnaissance program will provide accurate modern data to assist in the planning of the phase II drill program. Phase I is set to begin in the spring of 2019, with phase II expected to begin following the compilation of the phase I results, later in 2019.

### **2019 Exploration Program**

Phase I of the Garfield Flats 2019 exploration program will consist of reconnaissance prospecting, geological mapping, surface trenching, relocating historical workings and ground based geophysical surveys. This reconnaissance program will provide accurate modern data to assist in the planning of the phase II drill program. Phase I is set to begin in the spring of 2019, with phase II expected to begin following the compilation of the phase I results, later in 2019.

The Company and its JV partner Smooth Rock Ventures Corp, completed a ground based geophysical surveying portion of the Phase I exploration program on the Garfield Flats Project. A total of 282 kilometers (175 miles) of ground based geophysical surveying, has been completed. The results of which will be compiled along with the results from the other components of the Phase I of the Garfield Flats exploration program that consists of reconnaissance prospecting, geological mapping, surface trenching and relocation of historical workings on the property.

## 2020 Exploration Program

The Company's JV partner, Smooth Rock Ventures Corp., completed the remainder of Phase I of the Garfield Flats 2020 exploration program. This initial reconnaissance program will provide accurate modern data to assist in the planning of the 2021 phase II surface trenching and drill program. Phase II expected to begin later in 2021, contingent on the potential impact from current worldwide COVID-19 pandemic and the safety of Company personal and contractors.

## SELECTED ANNUAL INFORMATION

For the year ended November 30,

	2020	2019	2018
Revenue	–	–	–
Net Loss	(1,006,685)	(1,285,997)	(506,937)
Basic and Diluted Loss Per Share	(0.01)	(0.01)	(0.01)
Total Assets	9,928,168	6,761,725	4,879,416
Long-Term Debt	–	–	–
Dividends	–	–	–

## OPERATIONS

### Years ended November 30, 2020 and 2019

During the year ended November 30, 2020 the Company reported a net loss of \$ 1,006,685 (2019 - \$1,285,997). Included in the determination of operating loss was, consulting fees of \$531,733, (2019 - \$514,068), share based compensation of \$nil (2019 - \$299,503), advertising and promotion fees of \$84,131 (2019 - \$49,133), management fees of \$162,095 (2019 - \$142,048) and office and miscellaneous of \$59,959 (2019 - \$78,641). The expenses for the year ended November 30, 2020 were lower than the year ended November 30, 2019 primarily due to non-cash share-based compensation expensed in 2019 but not repeated in 2020.

During the three months ended November 30, 2020 the Company reported a net loss of \$383,901 (2019 - \$475,787). Included in the determination of operating loss was, consulting fees of \$167,333, (2019 - \$122,808), share based compensation of \$nil (2019 - \$210,924), advertising and promotion fees of \$49,122 (2019 - \$6,241), management fees of \$82,095 (2019 - \$40,000) and office and miscellaneous of \$22,286 (2019 - \$20,038). The expenses for the three months ended November 30, 2020 were lower than the three months ended November 30, 2019 primarily due to non-cash share-based compensation expensed in 2019 but not repeated in 2020. This was offset by increases in consulting, management and advertising and promotion expenses.

## SUMMARY OF QUARTERLY RESULTS

	November 30, 2020	August 31, 2020	May 31, 2020	February 29, 2020
Revenue	–	–	–	–
Net loss	(383,901)	(196,829)	(240,598)	(185,357)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	November 30, 2019	August 31, 2019	May 31, 2019	February 28, 2019
Revenue	–	–	–	–
Net loss	(475,787)	(237,818)	(247,821)	(324,571)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

On December 20, 2018 the Company issued 10,290,000 units at \$0.05 for gross proceeds of \$514,500. Each unit consisted of one share and one share purchase warrant exercisable until December 20, 2020 at \$0.10. The company paid commissions of \$6,280 cash and issued 125,600 non-transferable finders' warrants, each entitling its holder to acquire one common share at \$0.10 until December 20, 2020.

On January 21, 2019, the Company issued 4,400,000 units in a private placement at a price of \$0.05 per unit for gross proceeds of \$220,000. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable into one common share before January 21, 2021 at a price of \$0.10 per share.

On February 5, 2019, the Company granted 1,000,000 stock options to consultants entitling the holders to purchase one common share for each option held at a price of \$0.11 per share for a period of 5 years from the date of the grant. The fair value of these options was estimated using the Black-Scholes option pricing model with the following assumptions: stock price - \$0.11; exercise price - \$0.11; expected life – 5 years; expected volatility – 119%; risk-free interest rate – 1.80%. The fair value was calculated to be \$88,579.

On February 22, 2019, 6,113,154 warrants were exercised at \$0.12 per warrant for 6,113,154 shares for gross proceeds of \$733,578.

On February 22, 2019, 900,000 warrants were exercised at \$0.10 per warrant for 900,000 shares for gross proceeds of \$90,000.

On February 22, 2019, 500,000 warrants were exercised at \$0.15 per warrant for 500,000 shares for gross proceeds of \$75,000.

On March 4, 2019, 400,000 warrants were exercised at \$0.12 per warrant for 400,000 shares for gross proceeds of \$48,000.

On April 1, 2019, the Company issued 4,545,455 units in a private placement at a price of \$0.11 per unit for gross proceeds of \$500,000. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable into one common share before April 1, 2021 at a price of \$0.15 per share.

On April 18, 2019, 2,257,142 warrants were exercised at \$0.12 per warrant for 2,257,142 shares for gross proceeds of \$270,857

On May 1, 2019, 900,000 warrants were exercised at \$0.12 per warrant for 900,000 shares for gross proceeds of \$108,000.

On July 18, 2019 the Company issued 900,000 shares as payment for the Rattlesnake claims at a price of \$0.18 per share for a fair value of \$162,000. (Note 5)

On September 9, 2019, 500,000 warrants were exercised at \$0.15 per warrant for 500,000 shares for gross proceeds of \$75,000.

On September 15, 2019, the Company granted 2,000,000 stock options to consultants entitling the holders to purchase one common share for each option held at a price of \$0.105 per share for a period of 5 years from the date of the grant. The fair value of these options was estimated using the Black-Scholes option pricing model with the following assumptions: stock price - \$0.115; exercise price - \$0.105; expected life - 5 years; expected volatility - 152%; risk-free interest rate - 1.49%. The fair value was calculated to be \$210,924.

On January 10, 2020: 10,000,000 warrants at \$Nil were exercised for 10,000,000 shares

On February 14, 2020 500,000 common shares were issued pursuant to the exercise of warrants for consideration of \$50,000 and 250,000 common shares were issued pursuant to exercises of stock options for consideration of \$30,000.

On March 3, 2020, 1,050,000 common shares were issued pursuant to the exercise of warrants for consideration of \$105,000.

On March 27, 2020, 300,000 common shares were issued pursuant to the exercise of warrants at \$0.10 for consideration of \$30,000.

On April 15, 2020, the Company issued 5,715,656 units in a private placement at a price of \$0.07 per unit for gross proceeds of \$400,096.00. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable into one common share before April 16, 2022 at a price of \$0.08 per share.

On March 18, 2020, 3,752,267 warrants exercisable at \$0.10 expired.

On April 10, 2020, 1,000,000 warrants exercisable at \$0.10 expired.

On August 31, 2020 1,000,000 Warrants were exercised at \$0.10 per warrant and 300,000 warrants were exercised at \$0.08 for 1,300,000 shares for gross proceeds of \$124,000.

On September 10, 2020, 25,320,000 units at \$0.10 per unit were issued for gross proceeds of \$2,532,000. Each unit consists of one common share and one share purchase warrant, whereby each warrant shall be exercisable into one share for a period of three years from closing at a price of 13 cents per share.

The Company has paid finders' fees in connection with this private placement as follows: (i) paid an aggregate of \$165,600 in cash to eligible finders; and (ii) issued an aggregate of 1,656,000 share purchase warrants. The finder warrants will have the same terms as the warrants forming part of the units.

On September 15, 2020, 9,680,000 units were issued at a price of 10 cents per unit. Each unit consists of one common share and one share purchase warrant, whereby each warrant shall be exercisable into one share for a period of three years from closing at a price of 13 cents per share.

In connection with the private placement, the company has: (i) paid an aggregate of \$77,440 in cash to eligible finders; and (ii) issued an aggregate of 774,400 share purchase warrants. The finder warrants will have the same terms as the warrants forming part of the units.

On October 20, 2020, 900,000 common shares were issued pursuant to the exercise of warrants at \$0.10 for consideration of \$90,000.

On November 10, 2020, 1,500,000 common shares were issued pursuant to the exercise of warrants at \$0.10 for consideration of \$150,000.

On December 22, 2020, 1,350,000 common shares were issued pursuant to the exercise of warrants at \$0.10 for consideration of \$135,000.

On January 21, 2021, 2,600,000 common shares were issued pursuant to the exercise of warrants at \$0.10 for consideration of \$260,000.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company's cash and cash equivalents at November 30, 2020 were \$3,166,693 compared to \$592,102 at November 30, 2019.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

## **TRANSACTIONS WITH RELATED PARTIES**

### a) Related party transactions and balances

During the year ended November 30, 2020 and 2019 the following amounts were incurred or paid to officers and directors and/or their related companies:

- i) The Company incurred \$133,000 (2019: \$163,000) for deferred exploration expenses on the Lapon Gold Project to a company controlled by a director of the Company.
- ii) The Company incurred \$30,000 (2019: \$94,000) for deferred exploration expenses on the Lapon Gold Project and \$5,500 (2019: \$5,500) for advertising to a company controlled by a director of the Company.
- iii) The Company incurred \$11,312 (2019: \$40,750) for deferred exploration expenses on the Lapon Gold Project to a director of the Company.
  
- iv) Amounts due to related parties includes a balance due to a company controlled by a director and officer of the Company for expenses of \$2,142 (November 30, 2019: \$18,680). These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.
- v) Amounts due to related parties includes a balance due to a company controlled by a director and officer of the Company for expenses of \$13,095 (November 30, 2019: \$11,560). These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.
- vi) Amounts due to related parties includes a balance due to a director and officer of the Company for unpaid management fees and expenses of \$26,140 (November 30, 2019: \$42,253). These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.
- vii) Amounts due to related parties includes a balance due to a director of the Company for unpaid expenses of \$4,725 (November 30, 2019: \$4,725). These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.
- viii) Amounts due to related parties includes a balance due to a director of the Company for unpaid expenses of \$nil (November 30, 2019: \$4,858).

### b) Key management compensation

Key management includes directors and key officers of the Company, including the President, CEO and CFO. During the year ended November 30, 2020 and 2019:

The Company paid or accrued \$114,000 (2019: \$123,000) in management fees to a director and officer of the Company.

The Company paid or accrued \$48,095 (2019: \$19,048) in management fees to a director of the Company.

### c) Share purchases

During the year ended November 30, 2019 a company controlled by a director and officer of the

Company purchased 180,000 units at \$0.05 per unit at a cost of \$9,000.

During the year ended November 30, 2019 a director of the Company purchased 400,000 units at \$0.05 per unit at a cost of \$20,000.

During the year ended November 30, 2019, 300,000 stock options were granted to a director of the Company and 1,000,000 stock options were granted to a director of the Company. The Company recognized share-based compensation of \$26,574 and \$105,462 respectively.

On October 20, 2020, 400,000 common shares were issued to a director of the Company pursuant to the exercise of warrants at \$0.10 for consideration of \$40,000.

## **COMMITMENTS**

In relation to the flow-through private placements completed during the years ended November 30, 2013 and 2014, the Company was committed to incur and renounce \$613,500 in Canadian exploration expenditures by December 31, 2014. The Company was unable to incur \$520,116 of these expenditures. The flow-through share premium liability of \$139,059 represents the premium paid by investors on the portion of the required expenditures not incurred.

The Company agreed to indemnify the flow-through shareholders for certain costs they incurred as a result of not meeting its obligation to spend the flow-through share proceeds on qualifying Canadian exploration expenditures in compliance with the applicable tax rules and pursuant to the share subscription agreement entered into. As at November 30, 2020, the Company has included a provision for the indemnification of flow-through shareholders of \$372,052 (November 30, 2019: \$360,275) in accounts payable. During the year ended November 30, 2020, the Company recorded interest in the amount of \$11,778 related to the flow-through shares described above.

## **SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES**

All significant accounting policies and critical accounting estimates are fully disclosed in Note 3 of the audited consolidated financial statements for the year ended December 31, 2020.

## **FINANCIAL INSTRUMENTS**

The Company adopted all of the requirements of IFRS 9 Financial Instruments on December 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking “expected loss” impairment model.

The following is the Company’s new accounting policy for financial instruments under IFRS 9:

### **(i) Classification**

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at December 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original Classification IAS 39	New Classification IFRS 9
Cash	FVTPL	FVTPL
Sales tax receivable	Amortized cost	Amortized cost
Accounts payable	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost
Loan receivable	Amortized cost	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on December 1, 2018.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of comprehensive loss in the period in which they arise.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

### Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

### *IFRS 15*

The Company adopted IFRS 15 Revenue from Contracts with Customers Financial Instruments on December 1, 2018 using the modified retrospective approach. As the Company has no revenue, there was no impact to the Company's consolidated financial statements.

### Accounting Standards Issued but not yet in Effect

### *IFRS 16 – Leases*

IFRS 16 specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's consolidated financial statements.

## **SHARE CAPITAL**

### Issued

The company had 194,945,522 common shares issued and outstanding as at November 30, 2020 and 198,895,522 common shares at the date of this MD&A.

### Share Purchase Options

The Company has 11,750,000 stock options outstanding at November 30, 2020 and at the date of this MD&A.

### Warrants

The Company had 61,207,111 share purchase warrants outstanding at November 30, 2020 and 56,691,511 at the date of this MD&A.

### Escrow Shares

The Company has Nil shares held in escrow as at November 30, 2020 and as at the date of this MD&A.