



**MANAGEMENT’S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE NINE MONTHS ENDED MAY 31, 2020**

OVERVIEW AND INTRODUCTORY COMMENT

Viscount Mining Corp (the “Company”, “Viscount”) is a project generator and an exploration company with a portfolio of silver and gold properties in the Western United States, including Silver Cliff in Colorado and Cherry Creek in Nevada.

The Silver Cliff property in Colorado lies within the historic Hardscrabble Silver District in the Wet Mountain Valley, Custer County, south-central Colorado. It is located 44 miles WSW of Pueblo, Colorado, and has year-around access by paved road. The property consists of 2,297 acres where high grade silver, gold and base metal production came from numerous mines during the period 1878 to the early 1900’s. The property underwent substantial exploration between 1967 and 1984.

The property is interpreted to encompass a portion of a large caldera and highly altered sequence of tertiary rhyolitic flows and fragmental units which offers potential to host deposits with both precious and base metals. This has been demonstrated in the mineralization historically extracted from the numerous underground and surface mining operations. Drilling in the 1980s by Tenneco resulted in a historical pre-feasibility study on which basis it was planned to bring the property to production. The plan was abandoned following takeover by another company.

Viscount is currently in the planning stages for a drill program at Silver Cliff to expand the ACS resource estimate. To date ACS has determined based on the work completed that the Kate deposit contains 2,064,000 tonnes of Indicated Mineral Resource averaging 84 grams of silver per tonne for 5,560,000 ounces of silver and 3,172,000 tonnes of Inferred Mineral Resource averaging 70 grams of silver per tonne for 7,143,900 ounces of silver.

The Cherry Creek Property focus is on the exploration in the immediate vicinity of an area commonly known as the Cherry Creek Mining District, located approximately 50 miles north of the town of Ely, in White Pine County, Nevada. Cherry Creek consists of over 276 unpatented and 18 patented claims as well as mill rights and is comprised of more than 8,000 acres. Cherry Creek includes more than 20 past producing mines including Blue Bird, Chance Mine, Filmore, Last Chance, Star, Exchequer/ New Century Mine, Ticup and Motherlode mines.

This MD&A is dated July 29, 2020 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the nine months ended May 31, 2020 and the Company’s audited consolidated financial statements for the year ended August 31, 2019 and the related notes thereto.

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at www.sedar.com, and/or on the Company’s website at www.viscountmining.com.

MAJOR INTERIM PERIOD OPERATING MILESTONES

In light of the COVID-19 pandemic situation, the Company is sensitive to the growing concerns of our employees and stakeholders. The Company is closely monitoring developments around the outbreak of COVID-19.

On July 28th, the Company closed a non-brokered private placement totaling 23,958,332 units at \$0.24 per unit, for total gross proceeds of \$5,750,000 which included a 15% allowable over allotment. The offering was carried out pursuant to prospectus exemptions of applicable securities laws and is subject to final acceptance by the TSX Venture Exchange.

Each unit consists of one common share of the Company and one common share purchase warrant (“Unit”). Each warrant entitles the holder to acquire one share at a price of \$0.32 per share for a period of 2 years ending July 29,

2022. In connection with the closing the Company will pay cash commissions of \$343,610 and issue 1,426,964 finder's warrants. The finder's warrants have the same terms as the share purchase warrants. There will be a hold period of four months and one day on all securities issued under this financing.

The transaction constituted a related party transaction as there were directors and insiders of the Company that participated and together subscribed for an aggregate of 1,096,958 Units pursuant to the Offering.

As a result of the closing of the offering, there are 78,760,461 shares of VML issued and outstanding.

Planning continues on the Cherry Creek and Silver Cliff 2020 drill programs. Management has directed its Geologists to determine the best potential models and targets.

The goal at Silver Cliff is to expand its current resource and test new areas for mineralization. Our Geologist will be on property in August in preparation for the commencement of a drill program to commence.

In Cherry Creek, the Company will continue with understanding its existing structures and expanding on the known areas of mineralization uncovered thus far. Our Geologists are currently preparing a drill program to help improve our understanding of the deposits and move towards determining a resource.

INTERIM PERIOD FINANCIAL CONDITION

CAPITAL RESOURCES

Authorized

On May 31, 2020, the authorized share capital consists of an unlimited number of common shares without par value and without special rights or restrictions attached and an unlimited number of preferred shares without par value and with special rights or restrictions.

Issued and Outstanding

At May 31, 2020, the total issued, and outstanding share capital was 54,802,129 common shares with no par value (August 31, 2019 – 53,841,129).

Share capital transactions of the Company during the period ended May 31, 2020 and the year ended August 31, 2019 are summarized as follows:

- a) During the nine months ended May 31, 2020, the Company issued 961,000 common shares. The Company entered into extension agreements with David C. and Debra J. Knight Living Trust ("Knight") whereby the Company issued
 - i. 600,000 common shares on December 10, 2019, to extend the payment due on September 15, 2019 to December 31, 2019.
 - ii. 250,000 common shares on February 15, 2020 to further extend the payment due on September 15, 2019 to February 15, 2020.
 - iii. 66,000 common shares on April 14, 2020 to further extend the payment due on September 15, 2019 to July 31, 2020.
- b) On December 2, 2019, the Company issued 45,000 shares to Kingsmere Mining Ltd. in accordance with the Finders Fees agreement between the Company and Kingsmere.
- c) On January 22, 2019, the Company closed a non brokered private placement raising gross proceeds of \$752,500 from the issuance and sale of 3,762,500 units at a price of \$0.20 per unit of which \$98,000 was for accounts payable. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share of the Company for a period of 2 years from the closing date at an exercise price of \$0.35 per warrant share. The Company paid finders fees of \$19,600 and issued 73,500 finders warrants related to the private placement valued at \$7,976.
- d) On September 10, 2018, in accordance with the Silver Cliff Agreement, 85,000 common shares valued at \$0.25 per common share for a total value of \$21,250 were issued.

Liquidity and Capital Resources

At May 31, 2020 the Company had cash and cash equivalents of \$32,372 (August 31, 2019 - \$24,432), amounts receivable and prepaid expenses of \$2,621 (August 31, 2019 - \$19,232), trade payables and accrued liabilities of

\$411,503 (August 31, 2019 - \$321,461) and due to related parties of \$621,279 (August 31, 2019 - \$306,084) and loans payable of \$350,000 (August 31, 2019 - \$250,000).

The Company will require significant cash funding to conduct its exploration programs, meet its administrative overhead costs, and maintain its resource interests which will require the Company to obtain additional financing. The Company faces no known liquidity issues and plans its exploration programs based on available resources.

Results for each of the last eight quarters are set out in the table below:

All amounts in Cdn\$	Three month period ending 31 May 20	Three month period ending February 29, 2020	Three month period ending November 30, 2018	Three month period ending August 31, 2019
				\$
Operations:				
Revenues	Nil	Nil	Nil	Nil
Net loss and comprehensive loss	(746,923)	(565,140)	(65,741)	(400,180)
Loss per share	(0.01)	(0.01)	(0.00)	(0.01)
Balance Sheet:				
Total assets	3,274,999	3,236,067	3,256,898	3,262,325
Working capital	(1,347,789)	(1,165,914)	(892,498)	(833,881)
Shareholders' equity	1,892,217	2,053,540	2,319,039	2,384,780
	Three month period ending May 31, 2019	Three month period ending February 28, 2019	Three month period ending November 30, 2018	Three month period ending August 31, 2018
				\$
Operations:				
Revenues	Nil	Nil	Nil	Nil
Net loss and comprehensive loss	(212,245)	(281,547)	(203,840)	(274,551)
Loss per share	(0.00)	(0.01)	(0.00)	(0.01)
Balance Sheet:				
Total assets	3,135,216	3,198,884	2,934,793	2,819,117
Working capital	(471,029)	(194,835)	(456,184)	(211,057)
Shareholders' equity	2,605,425	2,817,670	2,410,086	2,551,568

Comparison of the results from operations for the nine months ended May 31, 2020 with May 31, 2019.

For the nine months ended May 31, 2020, the Company incurred a net loss and comprehensive loss of \$746,923 (May 31, 2019 – \$697,632) resulting in an unfavorable variance of \$49,291. The unfavorable variance was primary due to penalties incurred due to delays in payment of the Colorado property payments variance of \$252,476. Partly offset by reductions in promotional activities \$108,699, reduction in the number of consultants \$74,103, an overall reduction in administration and other activities \$22,282. To protect available cash resources management deferred salary payments and consulting fees totaling \$621,279.

Exploration and Evaluation Properties

During the nine months ended May 31, 2020, the Company spent \$21,345 (year ended August 31, 2019 - \$458,766). A summary of the changes in the Company’s exploration and evaluation properties for the nine -month period ended May 31, 2020 and year ended August 31, 2019 are as follows:

	For the Nine Months Ended May 31, 2020	For the Year ended August 31, 2019
	\$	\$
Balance beginning of year	3,197,211	2,738,445
Property acquisitions	9,900	190,987
Staking new claims and claim maintenance net of quarry recoveries	11,445	90,354
Consulting (Note 8)	-	76,369
Drilling	-	115,130
Recoveries	-	(14,074)
Total	3,218,556	3,197,211

RELATED PARTY TRANSACTIONS

On May 31, 2020, the balance due to related parties, who are officers, directors and/or shareholders, was \$621,279 (August 31, 2019 - \$306,084). Amounts owing relate to consulting services and advances on behalf of the Company provide by the related parties or by companies they controlled and for loans to the Company by related parties.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

The Company is committed to making cash payments, incurring exploration expenditures and/or issuing common shares pursuant to its exploration and evaluation property agreements as detailed in note 5 of the May 31, 2020 quarterly financial statements filed in conjunction with this MD&A.

RISK FACTORS

In our MD&A filed on SEDAR August 31, 2019, in connection with our annual financial statements (the “Annual MD&A”), we have set out our discussion of the risk factors which we believe are the most significant risks faced by Viscount. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company’s outstanding share data as at May 31, 2020 and year ended August 31, 2019:

Issued and Outstanding	May 31, 2020	August 31, 2019
Common Shares	54,802,129	53,841,129
Stock Options	2,585,800	4,210,800
Warrants	8,936,000	8,986,000
Fully diluted common shares outstanding	66,323,929	67,037,929

No stock options were issued during the nine months ended May 31, 2020. On January 22, 2019, the Company granted 971,000 stock options at a price of \$0.22 per common share to certain directors, officers and consultants of the Company. As per the Company's Stock Option Plan, the options granted are exercisable until January 22, 2024. The

Options and underlying common shares are subject to a four-month hold period in accordance with the policies of the TSX Venture Exchange. Grant of the options is subject to the approval of the TSX Venture Exchange.

QUALIFIED PERSON

Dallas Davis, P.Eng, FEC, an independent consulting geologist, is the Company's qualified person, reviewing the exploration projects described throughout the MD&A and is responsible for the design and conduct of the exploration programs and the verification and quality assurance of analytical results. He has not verified property holdings and titles, nor has he conducted a field inspection of the Cherry Creek property.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.