GRANDE PORTAGE RESOURCES LTD.

MANAGEMENT DISCUSSION & ANALYSIS OF

RESULTS OF OPERATIONS AND FINANCIAL CONDITION

For the Nine Months Ended July 31, 2018 and 2017

MANAGEMENT DISCUSSION AND ANYLYSIS
(Dated September 26, 2018)

This Management Discussion and Analysis ("MD&A") of Grande Portage Resources Ltd. (the "Company" or "Grande Portage") provides analysis of the Company's financial results for the nine months ended July 31, 2018 and should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements and the notes thereto for the nine months ended July 31, 2018 and the audited consolidated financial statements and notes thereto for the year ended October 31, 2017, which are available on SEDAR at www.sedar.com.

The July 31, 2018 financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. The Company's significant accounting policies are the same as those applied in the Company's annual financial statements as at and for the year ended October 31, 2017. All amounts are expressed in Canadian dollars, unless otherwise stated.

This MD&A is current as at September 26, 2018, the date of preparation, and includes certain statements that may be deemed "forward-looking statements". We direct investors to the sections "Forward-Looking Information" and "Risk and Uncertainties" included within this MD&A.

Additional information relating to Grande Portage is available on the SEDAR website at www.sedar.com and on the Company's website at www.grandeportage.com.

DESCRIPTION OF BUSINESS

The Company is an exploration stage company whose shares trade on Tier II (effective June 16, 2016) of the TSX Venture Exchange. The Company holds a 100% leasehold interest in the Herbert Gold Project, consisting of 91 mining claims located 20 miles north of Juneau, Alaska, subject to minimum annual advance royalties of US$30,000 and a 5.0% net smelter returns royalty.

The Company is in the process of exploring its principal mineral property and has not yet determined whether the property contains ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs 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 necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company incurred a net loss of $597,677 (2017 - $282,868) for the nine months ended July 31,2018 and had an accumulated deficit of $17,118,597 (October 31, 2017 - $16,520,920) which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected.

<u>FORWARD LOOKING STATEMENTS</u>

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements") within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the uncertainties associated with: regulatory and permitting considerations, financing of the Company's acquisitions and other activities, exploration, development and operation of mining properties and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information as well as other risks and uncertainties referenced under "Risks and Uncertainties" in this MD&A.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those set out below and including those referenced in the “Risks and Uncertainties” section of this MD&A, and, as a result they may never materialize, prove incorrect or materialize other than as currently contemplated which could cause the Company’s results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strategy”, “goals”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Selected Annual Financial Information:

For the year ended	**October 31, 2017**	**October 31, 2016**	**October 31, 2015**
Total revenues	$ -	$ -	$ -
Net Loss			
Total for the year	(517,521)	(386,386)	(278,207)
Per share (basic and diluted)	(0.03)	(0.04)	(0.04)
Working capital (deficit)	70,981	(181,061)	(247,156)
Total assets	6,466,567	4,553,069	4,123,768
Exploration & Evaluation Assets	5,830,763	4,326,701	4,082,207
Total long-term financial liabilities	-	-	-

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

The Company’s recorded loss for the financial years ended October 31, 2017, 2016 and 2015 is comprised mainly of general and administrative expenses. The reported net loss for 2017, 2016 and 2015 includes share-based compensation expense of $89,533, $94,000 and $Nil, respectively.

Results of Operations for the three months ended July 31, 2018 and 2017

During the three-month period, the Company incurred $127,031 (2017 - $159,079) in operating costs. The Company recorded an unrealized gain on investments of $214 (2017 – Loss of $572) and a gain on foreign exchange of $307 (2017 – Loss of $329) during the three-month period. Costs incurred during the current and prior periods were relatively comparable to the prior period with increases in legal and accounting fees, shareholder relations costs and regulatory fees being offset with decreases in office expenses and travel and promotion.

During the three-month period, there was a total of $485,951 (2017 - $383,806) incurred for exploration expenditures on the Company’s Herbert Gold Project in Alaska. The majority of the costs were for drilling, geological consulting, field expenses and for preparation of the Company’s revised technical report which was filed on SEDAR on May 28, 2018.

During the current period, the Company extended the expiry date to August 6, 2018 for 1,649,500 of its outstanding unlisted common share purchase warrants. The Warrants, each of which is exercisable to purchase one common share of the Company at $0.25 per share were originally issued by the Company as part of non-brokered unit private placement financing completed in December 2016.

The Company entered into an agreement with Mackie Research Capital Corporation in connection with a short-form prospectus offering of up to 27.5 million units at a price of $0.20 per Unit to raise aggregate gross proceeds of up to $5.5 million. Each Unit will consist of one (1) common share and one-half (1/2) of a common share purchase warrant. Each whole Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.275 per share, if exercised within a period of 12 months from the date of closing of the Offering. In the event that the 10-day volume weighted average price for the Company's common shares is equal to or greater than $0.50 per share, then the Company may issue a press release notifying such holders that the Warrants must be exercised within thirty (30) days from the date of delivery of such press release, otherwise the Warrants will expire at 4:30 p.m. (Vancouver time) on the thirty-first (31st) day after the date of issuance of the press release. The Offering is being made by the Agent and members of its selling group, on a best efforts basis.

The Company will pay the Agent a cash commission of 7.0% of the gross proceeds raised in respect of the Offering, and issue to the Agent an aggregate number of share purchase warrants to acquire that number of common shares that is equal to 10.0% of the total number of Units sold at an exercise price of $0.20 per share for a period of up to 12 months from the Closing Date. The Company has also agreed to immediately pay to the Agent a corporate finance fee of $50,000 and issue a compensation option entitling the Agent to acquire up to an additional 750,000 shares exercisable at $0.20 per share for a period of up to 12 months from the Closing Date. In addition, the Company has granted the Agent an over-allotment option to acquire up to an additional 15% of the Units sold, or up to another 4,125,000 Units to cover over-allotments for a period of up to 30 days from the Closing Date. The net proceeds of the Offering will be used for the further exploration and development of the Company's Herbert Gold Project, Alaska, and general working capital.

On July 3, 2018, the Company announced that its shares commenced trading on the OTCQB Venture Market in the United States under the symbol **GPTRF** effective July 3, 2018.

Results of Operations for the nine months ended July 31, 2018 and 2017

During the nine-month period, the Company incurred $598,527 (2017 - $342,558) in operating costs which includes $259,600 (2017 - $84,100) recorded in share-based compensation for the granting of stock options. The Company recorded an unrealized gain on investments of $473 (2017 – Loss of $430) and a gain on foreign exchange of $309 (2017 – Loss of $2,130) during the nine-month period. Costs incurred during the current and prior periods were relatively comparable with increases in legal fees, shareholder relations costs and consulting fees being offset with decreases in office expenses and regulatory fees. These increased costs related to the Company's efforts to list its shares on the OTCQB Venture Market in the United States.

During the nine-month period, there was a total of $590,004 (2017 - $481,229) incurred for exploration expenditures on the Company's Herbert Gold Project in Alaska. The majority of the costs were for drilling, geological consulting, field expenses and for the preparation of the Company's revised technical report which was filed on SEDAR on May 28, 2018.

On February 23, 2018, the Company granted 1,500,000 options to directors, officers, and consultants at an exercise price of $0.15 for a five-year period.

Selected Quarterly Financial Information:

	3rd Quarter Ended July 31, 2018	**2nd Quarter Ended April 30, 2018**	**1st Quarter Ended January 31, 2018**	**4th Quarter Ended October 31, 2017**
Revenue	Nil	Nil	Nil	Nil
Loss (gain) for period	$127,031	$377,406	$93,240	$234,653
Loss (gain) per share	$0.00	$0.01	$0.00	$0.01

	3rd Quarter Ended July 31, 2017	**2nd Quarter Ended April 30, 2017**	**1st Quarter Ended January 31, 2017**	**4th Quarter Ended October 31, 2016**
Revenue	Nil	Nil	Nil	Nil
Loss (gain) for period	$159,079	$107,756	$16,033	$64,434
Loss (gain) per share	$0.00	$0.00	$0.00	$0.01

LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2018, the Company's primary asset was its investment in exploration and evaluation assets of $6,420,767 (October 31, 2017 - $5,830,763).

During the nine-month period ended July 31, 2018, the Company experienced cash flows of $49,890 (2017 – Outflow of $207,372) from operating activities. Investing activities used cash of $590,004 (2017 - $481,229) which was spent on the Company's Alaskan property.

At July 31, 2018, the Company held cash and cash equivalents of $154,698, had a working capital deficit of $706,312, has not yet achieved profitable operations, has commitments due in the coming fiscal year, and had an accumulated deficit of $17,118,597 since inception and expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to advance its mineral property interests, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company does not derive any revenues from operations and does not expect to generate any revenues from operations in the foreseeable future. The Company has no material income from operations.

The Company's mineral exploration activities have provided the Company with no sources of income and a history of losses and deficit positions. However, given the nature of its business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of the Company's performance and valuation.

The Company is dependent on raising funds through the issuance of shares and/or debt instruments or disposing of interests it has in exploration and evaluation assets in order to finance further acquisitions, undertake exploration and development activities on exploration and evaluation assets and meet general and administrative expenses in the long term.

There is no assurance that additional funding will be available to allow the Company to fully explore its exploration and evaluation assets. Failure to obtain financing could result in the delay or indefinite postponement of further exploration and the possible partial or total loss of the Company's interest in certain properties. The Company may be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized.

RECLAMATION BONDS

The Company placed Guaranteed Interest Certificates ("GICs") in trust as reclamation deposits pursuant to a condition of receiving consent from a government agency to explore its resource property interests. As at July 31, 2018, the Company held GICs totaling $54,759 (US $42,472) (October 31, 2017 – $54,759 (US$42,472)).

STATEMENT OF EXPLORATION AND EVALUATION ASSETS

	Herbert Gold
Balance, October 31, 2016	$4,326,701
Deferred exploration costs:	
Acquisition costs	26,860
Consulting	1.129
Drilling advances	89,741
Field expenses	30,546
Food/lodging	37,872
Freight	3,069
Fuel	3,731
Geological fees	40,406
Helicopter costs	90,938
Legal fees	18,178
Site personnel	27,231
Share-based compensation	50,200
Travel costs	3,976
Total additions, net of recoveries	481,229
Balance, July 31, 2017	**$4,807,930**
Balance, October 31, 2017	**$5,830,763**
Acquisition costs:	
Shares issued	-
Cash payments and other	38,790
	38,790
Deferred exploration costs:	
Assaying	16,206
Drilling	274,401
Field expenses	28,382
Food and lodging	48,020
Freight	12,089
Fuel costs	5,587
Geological consulting	71,294
Helicopter costs	57,955
Legal fees	1,463
Site Personnel	18,523
Travel costs	13,043
Vehicle rentals	4,251
Total additions	590,004
Balance, July 31, 2018	**$6,420,767**

RESOURCE PROPERTIES

Herbert Gold Project

Pursuant to an agreement dated June 16, 2010, as amended on June 12, 2012, (the "Option Agreement") with Quaterra Alaska, Inc. ("Quaterra"), the Company was granted and has exercised an option to acquire a 65% interest in a mining lease dated November 1, 2007 (the "Mining Lease") for the Herbert Gold Project, consisting of 84 unpatented mining claims (now 91 unpatented mining claims pursuant to the area of interest provisions of the Mining Lease), located 20 miles north of Juneau, Alaska. The Company was required to incur at least USD$1,250,000 (incurred) under the Option Agreement in exploration expenditures on the property to acquire its 65% interest.

On October 24, 2011, the Company entered into a joint operation with Quaterra (the "JVA") with their initial joint interests being Quaterra 35% and the Company 65%. Under the JVA, the Company's subsidiary was appointed as operator of the project. Pursuant to the JVA, Quaterra and the Company's subsidiary were deemed to have contributed a value of $673,077 and $1,250,000, respectively, as Initial Contributions. These initial values were deemed contributed in full by both parties as at October 31, 2012. Each party was also required to contribute its proportionate share of costs for all future exploration and development work. During the year ended October 31, 2015, Quaterra gave the Company a notification of its election not to participate in future programs on the property. This notice did not cancel the JVA between the Company and Quaterra, according to which Quaterra continued to be responsible for 35% claim maintenance fee.

During the year ended October 31, 2016, the Company entered into a purchase agreement with Quaterra to acquire Quaterra's remaining 35% interest in the Mining Lease in exchange for the issuance of 1,182,331 common shares (issued) on a non-diluted basis, equal to 9.0% of the Company's outstanding common shares, and a cash payment of $250,000 USD (due within 90 days of the earlier of: (i) the delivery of a favorable feasibility report on the Herbert Gold Project; or (ii) change of control of the Company; or (iii) sale of the Herbert Gold Project). The Company issued the 1,182,331 common shares during the year ended October 31, 2016 upon completion of the assignment of the remaining 35% interest to the Company. Quaterra was also granted a limited right to participate in any future equity financings of the Company over the first $1.0 million raised, in order to maintain its equity interest in the Company at its then current equity interest in the Company on a non-diluted basis. The opportunity to participate has now expired.

An additional 760,464 common shares of the Company were issued to Quaterra during the period with respect to the private placement completed in June 2017, pursuant to Quaterra's anti-dilution rights (which are now fulfilled).

Current Activities

On July 9, 2018, the Company commenced drill and crew mobilization and is drilling two 12-hour shifts per day. The Company intends to drill approximately 18-20 holes from up to three different platforms which will test up to four separate major veins and their satellitic structures. The 2018 drill program is a continuation of previous drilling which successfully tested multiple gold-quartz veins of the Herbert mesothermal vein system with very encouraging results. The current drill program will test targets primarily focusing on expansion of the gold-bearing Goat and Deep Trench veins.

In addition to the drilling program, a LiDAR survey was recently flown over the project area covering approximately 5,000 acres which will provide a significantly enhanced topographic base map of the area. LiDAR can effectively penetrate brush and tree-covered terrain making topographic features and lineations caused by structures in the bedrock much more easily mapped on the ground which helps greatly in the all-important structural interpretation of the bedrock hosting the Herbert deposits.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

COMMITMENTS

The Company entered into management fee agreements with a Director, the President, and the CFO of the Company (see Note 6). The agreements can be terminated by the Company upon providing twelve months of notice, based on the mutual agreement or with no notice for just cause. In case of the absence of just cause of or the mutual agreement, the Company is required to pay a full twelve months of additional compensation upon termination. The agreements expire on October 31, 2018 and the Company is committed to make monthly payments of $16,550.

INVESTMENTS

As at July 31, 2018, the Company had available for sale 3,000 common shares Quaterra Resources Inc. with a market value of $195, (cost - $2,118). The Company also holds 1,875 common shares of Aleafia Health Inc (previously Canabo Medical Inc) having a market value of $1,312 (cost - $22,500).

RELATED PARTY TRANSACTIONS AND BALANCES

Included in accounts payable at July 31, 2018 is $272,344 (2017 - $202,086) owing for services to companies controlled by directors and officers of the Company. These amounts are unsecured, non-interest bearing, and are due on demand.
During the nine months ended July 31, 2018, the Company incurred the following related party transactions:

(a) As at July 31, 2018, $3,410 (2017 - $25,230) in legal fees was paid to a law firm of which a principal shareholder was formerly a director of the Company;

(b) As at July 31, 2018, the Company incurred a total of $74,700 (2017 - $74,700) to a company controlled by the President & CEO of the Company for management services.

(c) The Company paid or incurred a total of $51,750 (2017 - $51,750) to a company controlled by a Director of the Company for management services.

(d) The Company paid or incurred $22,500 (2017 - $22,500) to a company controlled by the CFO of the Company for accounting fees.

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the nine months ended July 31, 2018 and 2017. Short-term key management compensation consists of the following for the nine months ended July 31, 2018 and 2017:

	2018	2017
Management fees	$ 126,450	$ 126,450
Accounting fees	22,500	22,500
Share-based payments	259,600	-
	$ 408,550	$ 148,950

COMMITMENTS

The Company entered into management fee agreements with a Director, the President, and the CFO of the Company (see Note 6). The agreements can be terminated by the Company upon providing twelve months of notice, based on the mutual agreement or for just cause. In case of the absence of just cause of or the mutual agreement, the Company is required to pay a full twelve months of additional compensation upon termination. The agreements expire on October 31, 2018 and the Company is committed to make monthly payments of $16,550.

SHARE CAPITAL

Issued and Outstanding:	Balance outstanding as at September 26, 2018 is 44,000,365.
Stock Options outstanding:	Balance outstanding as at September 26, 2018 is 2,475,000.
Share Purchase Warrants:	Balance outstanding as at September 26, 2018 is 8,707,667.

RISK FACTORS

The following is a brief description of some of the risks that investors should be aware of. This discussion should not be considered complete and therefore, the Company, its Directors and officers would like to recommend shareholders, lenders, investors and readers of the Management Discussion and Analysis and other documents that the Company may disseminate to review their investments directly with their financial advisors.

a) the Company has not yet commenced commercial operations and has no history of earnings;
b) there can be no assurance that an active and liquid market for the Company's common shares will develop and an investor may find it difficult to resell its common shares.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value

The Company's financial instruments include cash and cash equivalents, receivables, accounts payable, and the Gold Streaming Arrangement liability. The carrying values of cash, receivables and payables approximate fair value because of the short-term nature of these instruments.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents and marketable securities as all are placed with two major Canadian financial institutions. The Company is not exposed to significant credit risk on its cash and cash equivalents and marketable securities as all have been placed with major financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. At July 31, 2018, the Company had a working capital deficit of $706,312 (October 31, 2017 – Working Capital of $70,981). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at July 31, 2018, the Company does not have adequate working capital to discharge its existing financial obligations. There is no assurance that financing of sufficient amounts or on terms acceptable to the Company will be available. Subsequent to the period end, the Company closed a short-form prospectus offering through Mackie Research Capital Corporation resulting in the issuance of 11,600,000 units of the Company at the price of $0.20 per Unit to raise aggregate gross proceeds of $2,320,000.

Market Risk

The Company's financial instruments include marketable securities which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. The Company closely monitors market values to determine the most appropriate course of action.

Interest Rate Risk

The Company is not subject to any significant interest rate risk. In management's opinion, the Company's interest rate risk is minimal as its cash equivalents may be redeemed upon demand without significant penalty.

Foreign Currency Risk

The Company's currency risk exposures arise from transactions denominated in foreign currencies. The Company's foreign exchange risk arises primarily with respect to the United States dollars ("USD"). The Company incurs exploration expenditures denominated in the USD. Fluctuations in the exchange rates between United States dollars and Canadian dollars could have a material effect on the Company's business, financial condition and results of options. The result of sensitivity analysis conducted by the Company shows an increase (decrease) of 10% in the foreign exchange rates between USD and Canadian Dollar could result in an increase (decrease) of the Company's net assets by approximately $21,070 (2017 - $4,200). The Company does not engage in any hedging activity.

Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

SUBSEQUENT EVENTS

a) On August 2, 2018, 500,000 warrants at a price of $0.25 were exercised for gross proceeds of $125,000.

b) On August 6, 2018, 1,149,500 warrants at an exercise price of $0.25 expired unexercised.

c) On September 2, 2018, 892,383 warrants at an exercise price of $0.25 expired unexercised.

d) On September 20, 2018, the Company closed a short-form prospectus offering through Mackie Research Capital Corporation resulting in the issuance of 11,600,000 units of the Company at the price of $0.20 per Unit to raise aggregate gross proceeds of $2,320,000. Each Unit consisted of one (1) common share of the Company and one-half (1/2) of one common share purchase warrant. Each whole Warrant is exercisable to purchase one additional Common Share at an exercise price of $0.275, subject to adjustment, until September 19, 2019, subject to the Company's right to accelerate the exercise of the Warrants, in the event that trading price of its common shares is equal to or greater than $0.50 per share for ten (10) consecutive trading days.

e) On September 25, 2018, the Company announced that subject to TSX Venture Exchange approval, the Company has granted incentive stock options to various directors, officers and consultants to purchase up to 1,200,000 common shares exercisable on or before September 24, 2023 at a price of $0.22 per share.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy of the information presented herein. The Company maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors has responsibility for developing and implementing the Company's approach to governance issues. Committees of the Board presently consist of an Audit Committee.

CAUTIONARY STATEMENT RISKS AND UNCERTAINTIES

This MD&A may contain “forward looking statement” that reflect the Company’s current expectations and projections about its future results. When used in this MD&A, words such as “estimate”, “intend”, “expect”, “anticipate”, and similar expressions are intended to identify forward-looking statements, which by their very nature, are not guarantees of the Company’s future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied, by these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, unfavorable feasibility studies, fluctuations in the market valuation for the minerals, difficulties in obtaining required approvals for the development of a mine and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company does not intend, and does not assume any obligation to update these forward-looking statements.