



American Eagle Gold Corp.
(formerly Pacific Precious Inc.)

Management Discussion and Analysis
for the nine months ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)



The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of American Eagle Gold Corp. ("American Eagle", the "Corporation", or the "Company") (formerly Pacific Precious Inc.) to enable a reader to assess the financial condition and results of operations of the Company for the nine months ended September 30, 2021 and 2020. This MD&A has been prepared as at November 29, 2021 unless otherwise indicated. This MD&A should be read in conjunction with the annual financial statements ("Financial Statements") and related notes for the year ended December 31, 2020, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars unless otherwise indicated.

All figures contained in this MD&A are presented in Canadian dollars.

The Company's head office is located at Suite 1805, 55 University Avenue, Toronto, Ontario, M5J 2H7.

Corporate Overview and Update

American Eagle Gold Corp. ("American Eagle" or "Company"), was incorporated under the Business Corporations Act (Canada) on June 22, 2018. The Company's principal business is the acquisition and exploration of mineral properties. To date, the Company has not earned revenue as it is in the exploration stage. The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing. On July 1, 2018, the Company acquired 100% of common shares of Kraip Energy Ltd ("Kraip"), a Papua New Guinea corporation. On July 8, 2020, the 100% interest in Kraip was sold.

On July 8, 2020, the Company entered into a share exchange agreement and issued 6,349,398 common shares of the Company in exchange for 5,000,000 common shares of Orefinders Resources Inc. ("Orefinders"). The value of the shares issued and received was estimated to be \$600,000 based on the quoted market price of the Orefinders shares acquired at the transaction date. Certain shareholders of the Company (the "Original Shareholders") agreed to transfer all of their 15,000,000 common shares of the Company to Standard Ore Corporation (a corporation controlled by a director of the Company). In exchange, Standard Ore Corporation assigned the property option agreement on the Golden Trend property to the Company. This has been recorded as a share-based payment transaction where the transaction was settled by the Original Shareholders on behalf of the Company. The value of the 15,000,000 shares transferred to Standard Ore Corporation was estimated at \$1,417,457 based on the estimated fair value of the shares of the Company using the price per share from the above share exchange agreement. This amount was recorded in exploration and evaluation expenses in 2020. In addition, the Company agreed to transfer all of its shares in Kraip to the Original Shareholders of the Company as partial consideration for the assignment of the property option agreement on the Golden Trend property. As a result of the disposal of its 100% investment in Kraip, the Company recorded a gain on sale of subsidiary of \$13,135. As part of the sale of the shares in Kraip, the Company was granted a 3% NSR on Kraip's Kuta Ridge Property which was estimated to have a nominal value.

On June 3, 2020, the transaction closed and the Company changed its name to "American Eagle Gold Corp.", and effected the continuance under the Business Corporations Act (Ontario). The purchase was part of the Company's Qualifying Transaction requirement for full listing on the TSX Venture Exchange. The proposed Qualifying Transaction is an Arm's Length Qualifying Transaction and is not subject to shareholder approval, however an annual general and special meeting of shareholders will be convened concurrent with approval of the Qualifying Transaction by the TSX Venture Exchange to approve certain corporate changes that are part of the agreement, including the name change to the Corporation.

On July 8, 2020, the Company issued 6,349,398 common shares to acquire 5,000,000 common shares of Orefinders at a valuation of \$600,000. The valuation was determined using the quoted market price of the common shares of Orefinders at the transaction date.



In July, 2020, American Eagle Gold entered into an agreement to acquire the Golden Trend Project in the Cortez Trend district of Nevada from Rubicon Resources Inc. ("Rubicon"). Previous to Rubicon Resources, Kinross Gold operated the project but only drilled two exploration holes. Despite having numerous owners in the past, property remains relatively unexplored with next to no historical drilling at depth.

On September 16, 2020, the Company completed a non-brokered private placement of 1,100,000 common shares at a price of \$0.10 per common share to raise proceeds of \$110,000. In connection with the private placement, the Company incurred finder's fees of \$1,200.

On February 5, 2021, the Company closed a \$3,598,230 non-brokered private placement financing at a price of \$0.20 per share. The Company issued 17,991,148 units consisting of one common share and one-half of one common share purchase warrant, with each warrant exercisable for up to February 5, 2023 at an exercise price of \$0.30 for one common share in connection with private placement, the Company issued 315,000 broker units at \$0.20, consisting of one common share and one-half of one common share purchase warrant, with each warrant exercisable up to February 5, 2023 at exercise price of \$0.30. The Company further issued 734,245 brokers' warrants with each warrant exercisable up to February 5, 2021 at exercise prices ranging from \$0.20 to \$0.30. In addition, the Company incurred \$95,461 of cash brokers' fees.

On June 28, 2021, the Company entered into an asset purchase agreement with Pyramid Lake LLC ("Pyramid Lake"), pursuant to which the Company agreed to acquire Pyramid Lake's interest in the Garden Gate project in exchange for consideration of an initial cash payment of \$50,000; 200,000 common shares of the Company (each, a "Share"); advanced royalty payments starting at \$15,000, paid every six months, and an option granting Pyramid Lake a 3.0% net smelter returns royalty on the Project, with American Eagle having the right to buy one and a half (1.5%) at the time of a production decision for \$1,000,000.

Core Business Strategy

American Eagle Gold is focused on exploring for a world-class gold deposit on its flagship property, Golden Gate. The property is located on the Cortez Trend, next door to Barrick Gold and Newmont Mining's Gold Rush and Cortez Mine, which host over 27 million ounces of gold. The company plans to drill and advance its relatively unexplored property and continue to focus on acquiring and advancing gold projects in the area.

Mineral Exploration Projects

Golden Gate, Nevada

History

Golden Gate is an amalgamation of the Golden Trend and Garden Gate Properties immediately adjacent to the 15,000,000 ounce Goldrush deposit which is owned by Nevada Gold Mines, the joint venture between Barrick (ABX:TSX) and Newmont (NGT:TSX).

In July, 2020, American Eagle Gold entered into an agreement to acquire the Golden Trend Project in the Cortez Trend district of Nevada from Rubicon Resources Inc. ("Rubicon"). Previous to Rubicon Resources, Kinross Gold operated the project but only drilled two exploration holes. Despite having numerous lessees in the past, property remains relatively unexplored with next to no historical drilling at depth.

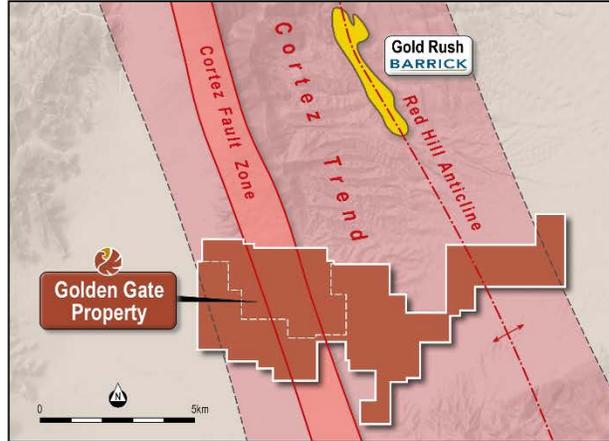
On June 28, 2021, American Eagle Gold entered into a purchase agreement for the Garden Gate Pass ("Garden Gate") property in the Cortez mining district, Nevada, USA. Garden Gate is a contiguous expansion of the Company's flagship Golden Trend property and more than tripled its land package (2,225 acres to 7,574 acres) immediately south of Barrick and Newmont's Cortez joint venture. American Eagle's Garden Gate and Golden Trend consolidation is referred to now as the Golden Gate Project ("Golden Gate").



Garden Gate + Golden Trend = **Golden Gate Property** Significantly Increases Cortez Trend Land Package

Prior to Acquisition: 2,225 acres

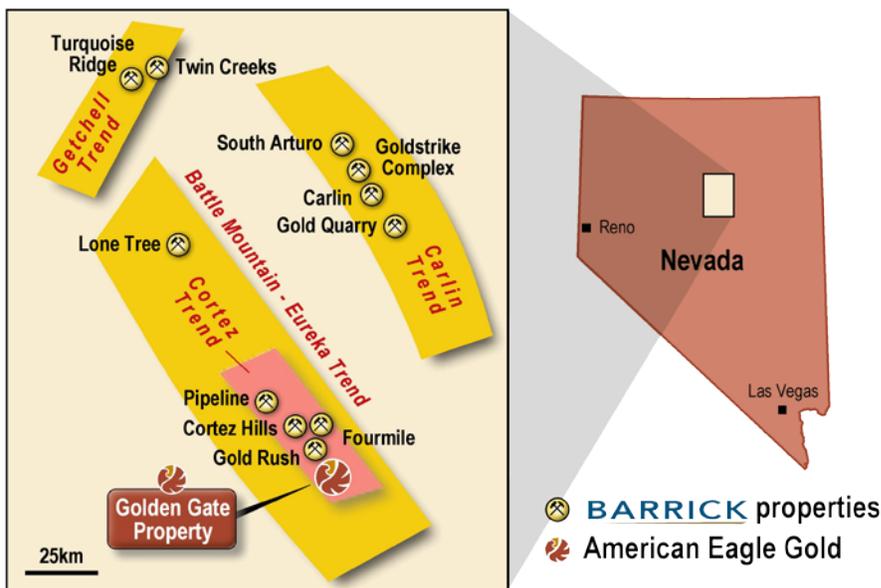
Post Acquisition: 7,574 acres



Location

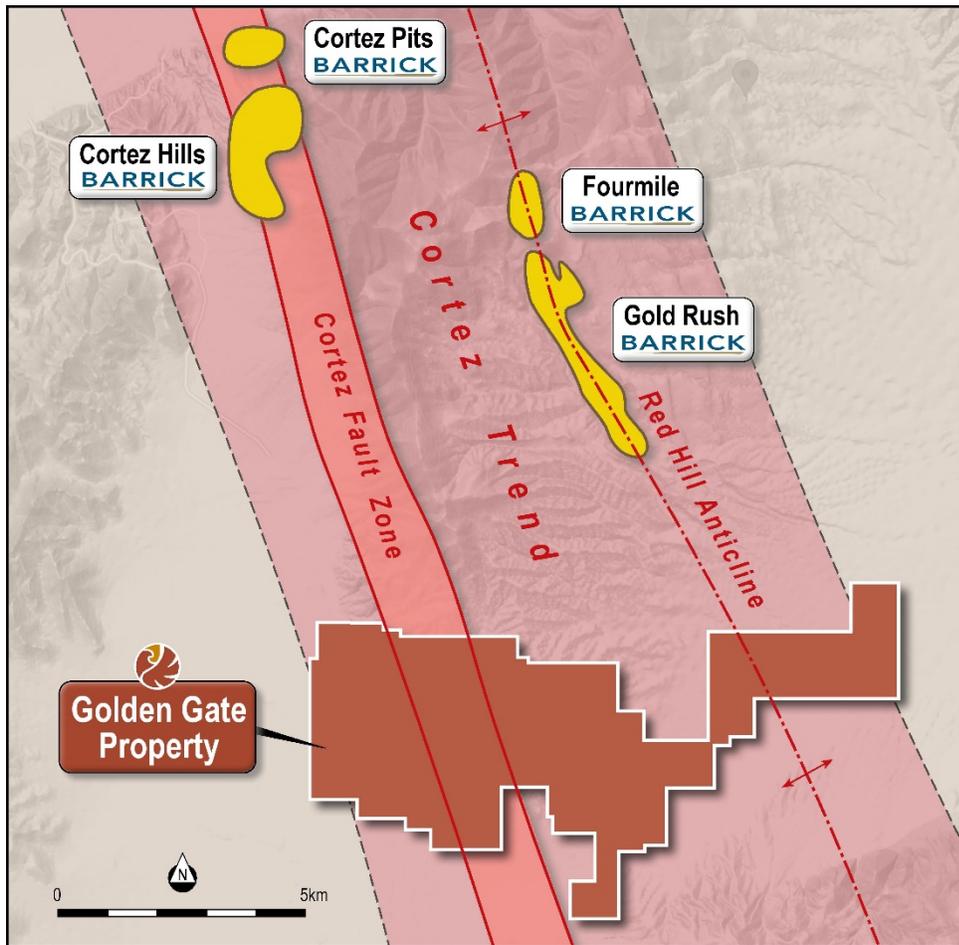
The company's philosophy is to be located in one of the most prolific and investor friendly gold jurisdictions in the world, Nevada.

The Golden Gate property is sought after real estate, given it is strategically located within the prolific Battle Mountain – Eureka trend. The Golden Gate property spans 7,574 acres and lies immediately adjacent to the Goldrush deposit property and southeast of, and along the same structure as Barrick Cortez Hills mine. The Company believes Golden Gate shares similar geology to Barrick's Goldrush deposit; however, it has seen only limited exploration to date and is therefore considered an early exploration stage opportunity within this highly productive environment.





Regional Map



Proximity to Nevada Gold Mine's Cortez Operations

Property Geology

The Golden Gate property is centered on an exposure of the upper plate siliciclastic rocks of the Vinini Formation, Tertiary gravel and volcanic rocks that is bounded by the Cortez fault system to the west and the Northern Nevada Rift to the east. A series of northeast trending, steeply dipping normal faults transect the property and are coincident with anomalous, albeit low level, gold, arsenic and mercury soils suggesting these structures provided channel ways for mineralized hydrothermal fluids.

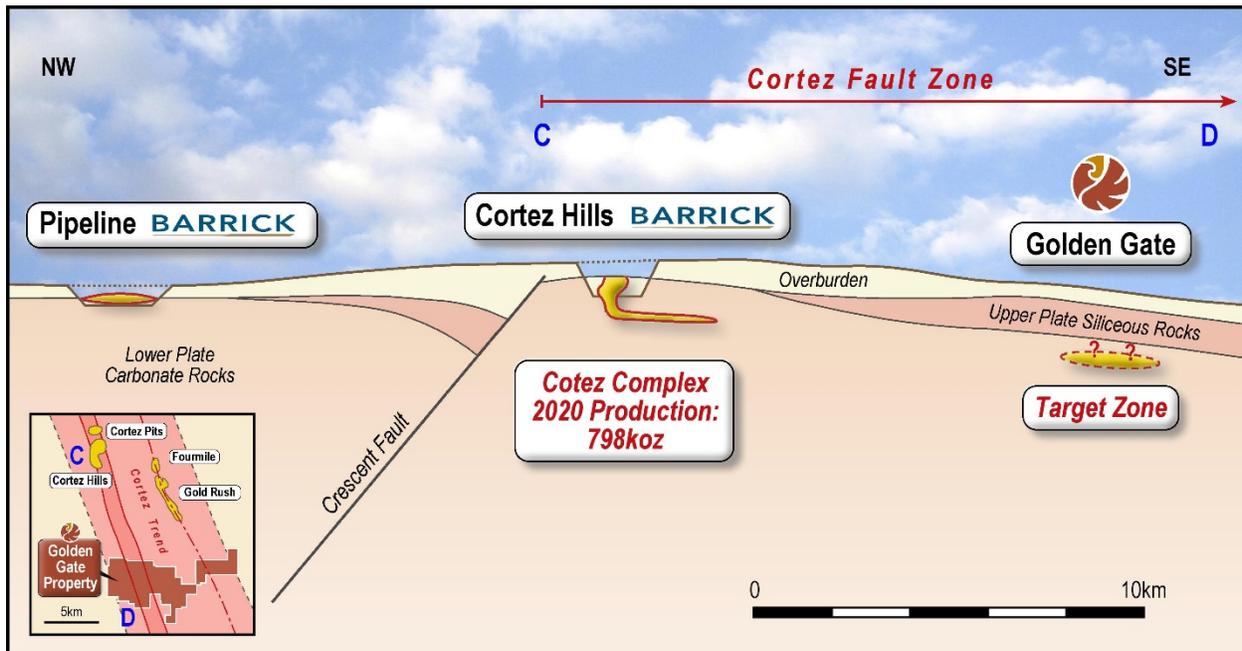
The presence of lower plate carbonate lithologies that host the major Goldrush, Cortez and Pipeline deposits has been noted in a single drill hole collared near the northern boundary of the claim block, and in several rotary drill holes on the eastern portion of the property. The confirmation of Carlin-style host rocks, the diagnostic chemical signature and proximity to known multi-million-ounce deposits all suggest the Golden Gate property is worthy of additional exploration work.

Future exploration will focus on defining deep drill targets by analyzing the relationship between the productive structures, geochemical anomalism and possible geophysical signature of buried Carlin-style deposits.



Current Exploration Activities

A CSAMT geophysical survey was conducted across the western portion of the Golden Gate property in April 2021 to determine the presence of highly resistive zones at depth that could represent lower-plate carbonate rocks at depth; results were generally positive. Two 2D seismic lines were completed on a general NE-SW trend to identify low-angle structural architecture at depth; the northern line shows a pattern of low-angle structural deformation (folding and thrusting) favorable for the emplacement of Carlin-type gold systems. Surface geology on the western half of the project area was remapped at 1:5000 scale and integrated with historic rock-chip and soil sample data. Surface and geophysical data have been combined to define at least 2 priority target areas for drilling in Q4 2021.



Agreements

Golden Trend, Nevada

On April 26, 2021, the Company has exercised the option under the 12-month exclusive option and has entered into a mining lease and option agreement to purchase 111 unpatented mining claims on the Golden Trend Property in Eureka County, Nevada. Under the mining lease agreement, the initial term is ten years and the advanced minimum royalty payments (AMR) are (a) US\$50,000 (\$63,203- paid) on the effective date (b) US\$15,000 (\$19,000 – paid November 1, 2021) six months thereafter (c) US\$15,000 (\$19,110) on the first anniversary of the effective date (d) US\$15,000 (\$19,110) six months thereafter (e) US\$15,000 (\$19,110) on the second anniversary of the effective date (f) US\$15,000 (\$19,110) six months thereafter. On the third anniversary of the effective date and every six months remaining under the term of the agreement, the AMR payments shall be increased to US\$17,000 (\$21,658). During the lease term, the Company has the right to purchase the property subject to a 3% Net Smelter Royalty at a cost of US\$2,000,000 (\$2,548,000) and the issue of 2,000,000 common shares of the Company. After purchase of the property, the advanced minimum royalty payments shall be US\$10,000 (\$12,740) every six months. The September 30, 2021 US exchange rate was used to approximate the Canadian values.



Garden Gate, Nevada

The Company entered into a lease with option to purchase agreement dated June 28, 2021, with Pyramid Lake LLC ("Pyramid Lake"), pursuant to which the Company has agreed to acquire Pyramid Lake's interest in Garden Gate in exchange for initial consideration consisting of a cash payment of US\$25,000 (\$31,578 - paid). On closing in July 2021, the remaining US\$25,000 (\$33,204 - paid) plus 200,000 common shares (issued) of the Company were due. The agreement included the grant of a 3.0% net smelter returns royalty on production from Garden Gate, with the Company having the right to buy back one and a half percent (1.5%) at the time of a production decision for US\$1,000,000 (\$1,274,000). In addition to this initial consideration, the Company has agreed to make advanced royalty payments to Pyramid Lake as follows: a cash payment of US\$15,000 (\$19,110) in the first year of the agreement (in addition to the initial cash payment specified above); cash payments of an aggregate of US\$30,000 (\$38,100) in each of the second and third years of the agreement; cash payments of an aggregate of US\$34,000 (\$43,316) in the fourth and fifth years of the agreement; cash payments of an aggregate of US\$40,000 (\$50,960) in the sixth year of the agreement; and following the sixth year, cash payments each year thereafter in an amount equal to the aggregate cash payments made in the prior year, plus an additional 5%. Further, the Company has the right to ultimately purchase the Garden Gate property at any time upon the payment of US\$2,000,000 (\$2,548,000) in cash and the issuance of 2,000,000 shares to Pyramid Lake. The September 30, 2021 US exchange rate was used to approximate the Canadian values.

Kuta Ridge, Papua New Guinea

The Company held a 100% interest in the Kuta Ridge Property until its sale of Kraip in July 2020. The Company retained a 3% NSR on Kraip's Kuta Ridge Property in Papua New Guinea. Kraip has the right to purchase 2/3 of the NSR at any time before the start of commercial production for \$500,000 for every 0.5% component thereof, leaving the Company with a minimum 1% NSR.

Summary of Quarterly Results

	September 30, 2021	June 30, 2021	March 31, 2021
Total assets	\$2,556,037	\$3,086,994	\$4,075,856
Total liabilities	28,713	11,693	337,410
Total shareholders' equity	2,527,324	3,075,301	3,738,446
Total revenue	-	-	-
Total expenses	2,494,983	1,317,851	595,155
Net loss	(2,494,983)	(1,317,851)	(595,155)
Basic and diluted net loss per share	\$(0.05)	\$(0.03)	\$(0.01)
	September 30, 2020	June 30, 2020	March 31, 2020
Total assets	\$1,086,961	\$92,560	\$874,392
Total liabilities	18,300	40,832	43,560
Total shareholders' equity	1,068,661	51,728	830,832
Total revenue	-	-	-
Total expenses	1,139,303	10,584	19,394
Net loss	(1,139,303)	(10,584)	(19,394)
Basic and diluted net loss per share	\$(0.03)	\$(0.00)	\$(0.00)



Annual Information	Year Ended December 31, 2020	Year Ended December 31, 2019
Cash	\$ 136,237	\$ 114,812
Total assets	\$ 874,392	\$ 121,749
Total liabilities	\$ 43,560	\$ 40,043
Shareholders' equity	\$ 830,832	\$ 81,706
Statement of Operations, Comprehensive Loss Data		
Total revenue	\$ -	\$ -
Total expenses	\$ 1,377,131	\$ 207,520
(Loss) for the year	\$ (1,377,131)	\$ (207,520)
Comprehensive (Loss) for the year	\$ (1,377,131)	\$ (207,520)

Results of Operations

During the nine months ended September 30, 2021, the Company recorded a net loss of \$2,494,983 (2020 - \$1,139,303). A breakdown of the significant expenses are as follows:

	2021	2020
Exploration and evaluation expenses	\$ 680,077	\$ 1,457,132
Consulting and management fees	202,145	-
Audit, accounting and legal	173,366	27,528
Shareholder relations	327,760	-
Stock-based compensation	655,706	-
Unrealized loss (gain) on investment	400,000	(325,000)

Exploration and Evaluation Expenses 2021

	<u>Golden Trend and Garden Gate ("Golden Gate")</u>	<u>Kuta Ridge</u>	<u>Total</u>
Acquisition and option payments	\$ 319,321	\$ -	\$ 319,321
Geological consulting	84,088	-	84,088
Geological surveying	231,134	-	231,134
Assay and sampling	33,491	-	33,491
Travel and accommodation	12,043	-	12,044
Total	\$ 680,077	\$ -	\$ 690,078



Liquidity and Financial Condition

Due to the nature of the junior mineral exploration business, the Company relies upon external financing to fund its ongoing business activities. Financing options are continually being evaluated and pursued by the Company, such as the issuance of share capital and/or debt financing. The Company's ability to continue as a going concern is dependent upon financing arrangements for its business activities. As with any business in this industry, there are uncertainties associated with its ability to raise additional financing through private placements, or other sources to fund these activities. As such, the Company is subject to liquidity risks.

As at September 30, 2021, the Company had working capital of \$2,202,324 compared to December 31, 2020 when it had a working capital of \$105,832. As at September 30, 2021, the Company had \$2,231,037 in current assets, being an increase of \$2,081,645 from December 31, 2020 when its current assets totaled \$149,392. As at September 30, 2021, the Company's current liabilities totaled \$28,713 and as at December 31, 2020 current liabilities totaled \$43,560.

The Company had a cash balance of \$136,237 as at December 31, 2020 and increased by \$1,970,962 to \$2,107,199 as at September 30, 2021. In 2021, cash used in operating activities was \$1,494,329 compared to \$55,024 in 2020. In 2021, cash provided by financing activities totaled \$3,476,769 (2020 - \$99,971). It was comprised of \$3,598,230 (2020 - \$110,000) cash received from the issue of common shares. This was offset by cash used for share issue costs of \$96,461 (2020 - \$1,200), share subscription liability of \$25,000 (2020 - \$Nil), and cash repaid to a related party of \$Nil (2020 - \$8,829). In 2021, cash used in investing activities totaled \$11,478 (2020 - \$Nil) and consisted of advances from a related party.

Financing

(a) On June 1, 2019, the Company completed a non-brokered private placement of 6,000,000 common shares at a price of \$0.05 per common share to raise proceeds of \$300,000.

(b) On July 8, 2020, the Company issued 6,349,398 common shares to acquire 5,000,000 common shares of Orefinders at a valuation of \$600,000. The valuation was determined using the quoted market price of the common shares of Orefinders at the transaction date.

(c) On September 16, 2020, the Company completed a non-brokered private placement of 1,100,000 common shares at a price of \$0.10 per common share to raise proceeds of \$110,000. In connection with the private placement, the Company incurred finder's fees of \$1,200.

(d) On February 5, 2021, the Company closed a \$3,598,230 non-brokered private placement financing at a price of \$0.20 per share. The Company issued 17,991,148 units consisting of one common share and one-half of one common share purchase warrant, with each warrant exercisable for up to February 5, 2023 at an exercise price of \$0.30 for one common share. In connection with private placement, the Company issued 315,000 broker units at \$0.20, consisting of one common share and one-half of one common share purchase warrant, with each warrant exercisable up to February 5, 2023 at exercise price of \$0.30. The Company further issued 734,245 broker warrants with each warrant exercisable up to February 5, 2021 at exercise prices ranging from \$0.20 to \$0.30. In addition, the Company incurred \$95,461 of cash brokers' fees.



Related Party Transactions

Key management includes directors and officers. The remuneration of the key management of the Company during the nine months ended September 30, 2021 consisted of management and consulting fees of \$122,000 (2020 - \$Nil) charged by directors or officers of the Company or companies controlled by directors or officers of the Company.

Standard Ore Corporation provides corporate, consulting and premises rental services to the Company. The Company incurred \$4,120 (2020 - \$Nil) in rental expenses, \$35,000 (2020 - \$Nil) in expenses for consulting and management services and \$12,000 (2020 - \$Nil) in expenses for CFO services during the period ended September 30, 2021.

The following is the balance due from related party as at:

	September 30, 2021	December 31, 2020
Due from Standard Ore Corporation	\$ 11,478	\$ -

The balance receivable is unsecured, non-interest bearing and due on demand.

As at September 30, 2021 and December 31, 2020, the Company held 5,000,000 common shares of Orefinders Resources Inc. at a fair value of \$325,000 (December 31, 2020 - \$725,000) based on the quoted market price of the Orefinders' shares. The Company has directors in common with Orefinders. During the nine months ended September 30, 2021, the Orefinders charged the Company \$40,000 (2020 - \$Nil) in legal expenses relating to the plan of arrangement. At September 30, 2021, Orefinders held 5,200,000 or approximately 9% of the common shares of the Company.

In the private placement referred to in Note 10(a), 1,100,000 common shares were subscribed for by officers and directors of the Company. In the private placement referred to in Note 10(c), 100,000 common shares were subscribed for by officers and directors of the Company. In the private placement referred to in Note 10(d), 425,000 common shares were subscribed to by officers, directors of the Company and related companies.

The amounts payable to related parties are unsecured, non-interest bearing with no fixed terms of repayment.

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Fair value of financial instruments

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. As at September 30, 2021 and December 31, 2020, the Company has no financial instruments to classify in the fair value hierarchy. The fair value of the Company's financial instruments approximates their carrying amount given their short-term nature.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. GST/HST receivable is due from the Government of Canada and the Company believes the risk of loss related to these is remote. The Company's exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses credit risk of cash as remote.



Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. In the long-term, the Company may have to issue additional equity to ensure there is sufficient capital to meet long-term objectives.

Currency and interest rate risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currencies giving rise to this risk are the US dollar and PNG kina.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns to shareholders and benefits to other stakeholders.

The Company considers the items included in equity as capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or return capital to shareholders.

There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Equity Securities Issued and Outstanding

As at November 29, 2021:

56,955,547 common shares issued and outstanding

5,000,000 incentive stock options outstanding

9,887,319 warrants outstanding

Corporate Governance Matters

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

Commitments and Contingencies

- a) The Company's exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.
- b) In March 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company's financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID-19 globally could adversely impact the Company's operations and ability to raise capital.



Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Risks and Uncertainties

American Eagle's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

Capital Requirements

The Company will require significant capital in order to fund its operating costs and to explore and develop any project. American Eagle has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. American Eagle will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to American Eagle or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt

securities of American Eagle, the interests of shareholders in the net assets of American Eagle may be diluted. Any failure of American Eagle to obtain financing on acceptable terms could have a material adverse effect on American Eagle's financial condition, prospects, results of operations and liquidity and require American Eagle to cancel or postpone planned capital investments.

Dependence on Mineral Exploration Projects

Any adverse development affecting the progress of Company's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company and its business or prospects.

Metal Prices

The development and success of any project of the Company will be primarily dependent on the future spot price of gold (and other metals). The gold spot price, like any other commodity, is subject to significant fluctuation and is affected by a number of factors, which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. Future serious gold price declines could cause any future development of and commercial production from the Company's projects to be impracticable.

Government Regulation, Permits and Licenses

The Company's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral projects.



Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral projects may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties

imposed for violations of applicable laws or regulations. Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing projects or require abandonment or delays in development of new mining projects.

Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other exploration and mining companies in connection with the acquisition of projects producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than American Eagle. As a result of this competition, American Eagle may be unable to maintain or acquire attractive mining projects on terms it considers acceptable or at all. Consequently, the financial condition and any future revenues and operations of American Eagle could be materially adversely affected.

Exploration, Development and Operational Risk

The exploration for, and development of, mineral deposits involve significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few projects, which are explored, are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, and government regulations including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in American Eagle not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its projects. There is no certainty that the expenditures made by American Eagle towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore. Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or project, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.



Reliance on Management and Key Employees

The success of the operations and activities of American Eagle is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside contractors, experts and other advisors. American Eagle does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely affect American Eagle's operations and financial performance.

No Assurance of Titles, Boundaries or Approvals

Titles to American Eagle's projects may be challenged or impugned, and title insurance is generally not available. American Eagle's mineral projects may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, American Eagle may be unable to operate its projects as permitted or to enforce its rights with respect to its projects. American Eagle cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect American Eagle's operations.

Environmental Risks and Hazards

All phases of American Eagle's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect American Eagle's operations. Environmental hazards may exist on the projects in which American Eagle holds interests which are unknown to American Eagle at present and which have been caused by previous or existing owners or operators of the projects.

Uninsured Risks

American Eagle's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral projects or production facilities, personal injury or death, environmental damage to American Eagle's projects or the projects of others, delays in development or mining, monetary losses and possible legal liability. Although American Eagle maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. American Eagle may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to American Eagle on affordable and acceptable terms. American Eagle might also become subject to liability for pollution or other hazards which may not be insured against or which American Eagle may elect not to insure against because of premium costs or other reasons. Losses from these events may cause American Eagle to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

New Risk Factor

The COVID-19 pandemic is causing a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures,



quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations or financial results, including the Company's ability to secure financing; however, the impact could be material

Evaluation of Disclosure Controls and Procedures

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at September 30, 2021, and have concluded that these controls and procedures are effective.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109.

In particular, the certifying officers filing this 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 financial statements for external purposes in accordance with IFRS. The issuer'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 the 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.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors



as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its projects and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its projects;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Condensed Interim Consolidated Financial Statements and Notes to the Financial Statements as at September 30, 2021 uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

"Stephen Stewart"

On behalf of American Eagle's Board of Directors