GARIBALDI RESOURCES CORP.

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)

For the nine months ended October 31, 2020

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company's mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company's mineral discoveries, plans, out-look and business strategy.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, the effects of pandemics, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labor disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except where required by applicable securities laws.

DATE AND INTRODUCTION

Garibaldi Resources Corp. ("Garibaldi" or the "Company") is an exploration stage company. The Company's business is the acquisition, exploration and evaluation of mineral properties located in British Columbia, Canada and in Sonora, Sinaloa and Chihuahua States, Mexico. The Company's common shares are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol GGI.

This discussion and analysis of financial position, results of operations and cash flows of Garibaldi Resources Corp for the nine months ended October 31, 2020 includes information up to and including December 29, 2020 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the nine months ended October 31, 2020 and the Company's audited annual consolidated financial statements for the years ended January 31, 2020 and 2019. All dollar figures are in Canadian dollars unless otherwise stated.

The reader is encouraged to review the Company's statutory filings, including its Annual Information Form, on www.sedar.com and to review other information about the Company on its website at www.garibaldiresources.com.

MINERAL PROPERTIES IN CANADA

E&L

On June 3, 2016, the Company entered into a mineral property option agreement to acquire a 100% interest in 4 mineral tenures located in the Liard Mining Division of northwest British Columbia covering 766 hectares and known as the E&L property, on which previous operators had discovered a zone of nickel sulphides hereafter referred to as "the Northwest Historic Zone". In order to earn its interest, the Company was required make cash payments totaling $100,000, issue a total of 1,100,000 common shares and incur exploration expenditures totaling $375,000 over a four-year option period. The option was subject to a 2% net smelter return ("NSR") royalty retained by the optionor.

In late 2016, the Company increased the size of its E&L land package through three separate purchase agreements covering an additional 32 mineral tenures contiguous to the 4 E&L tenures initially optioned by the Company. These additional tenures were not subject to any NSR royalty.

On September 14, 2018, Garibaldi's directors approved an accelerated buyout of the June 3, 2016 mineral property option agreement. Garibaldi paid the remaining cash balance of $60,000 and issued the remaining 550,000 common shares due under the option agreement. As a result, Garibaldi owns a 100% interest in the E&L property, subject to the 2% NSR royalty.

With the expansion of the E&L property, Garibaldi controls a major portion of key ground extending 20 kms east-west between Colorado Resources' KSP project and the former Eskay Creek mine and 20 kms north-south from the McClymont Creek access road to the initial E&L claims ("Eskay Creek Land Package").

E&L – (cont'd)

Garibaldi continues the process of 3-D modelling the E&L property based on data from detailed geophysical surveys undertaken by the Company, which have provided new insights into the morphology and distribution of intrusions and associated magmatic sulphide mineralization on the E&L property. Garibaldi's exploration team has integrated historical data on the E&L property with the data obtained from 3-D modelling of the geophysical survey data. The compilation and interpretation indicated the potential for the discovery of a large-scale, high-grade magmatic nickel-copper sulphide exploration target within a four-kilometre-long and 1.5-kilometre-wide corridor containing olivine gabbros of what is herein termed the Nickel Mountain Gabbroic Complex ("NMGC"). An intrusion that hosts the Northwest Historic Zone of mineralization on the E&L property, is termed the "E&L Intrusion".

2016 Exploration Program

Field mapping and channel sampling of mineralization from the E&L property showing provided compelling evidence that the olivine gabbros are intrusive into Jurassic volcanic and sedimentary rocks of the Hazelton Group, and host to significant nickel-copper-cobalt sulphide mineralization with associated precious metals. Moreover, the sulphide mineralization encountered in channel samples had very high nickel tenors (metal concentration recalculated into 100% sulphide). On that basis, the Company proceeded with a full-scale heliborne versatile time-domain electromagnetic ("VTEM") survey that was able to detect conductive sulphide mineralization to a depth of approximately 300 metres. In addition, airborne geophysics was carried out over the promising Brass Hill area, approximately 2.7 kilometres northeast of the E&L property, where sampling in the summer of 2016 returned elevated high zinc values as well as highly anomalous gold and copper.

The complete data from the VTEM survey, together with other 2016 field data, and historical geophysical and geological data compiled by Garibaldi's team of nickel sulphide experts, indicated that the Golden Triangle's only known nickel-copper magmatic massive sulphide system could be much larger than originally thought. This data compilation resulted in the identification of significant high priority drill targets.

2017 Exploration Program

A Phase 1 diamond drilling program commenced in August of 2017 targeting the VTEM conductor from the west and the east in a scissor pattern to ensure successful evaluation.

The Company completed 14 drill holes for a total of 3,671 metres at the E&L property in 2017. 13 of the 14 holes drilled returned broad sections of disseminated to blebby net-textured sulphides (pyrrhotite-pentlandite-chalcopyrite), hosted in olivine gabbro, consistent with a much larger-scale mineralizing event than previously suspected. Geochemical analysis of the drill core indicates a very high metal tenor of the sulphide mineralization.

E&L – (cont'd)

2017 Exploration Program - (cont'd)

Drill hole EL-17-14 (the "Discovery Hole"), completed to a depth of 252 metres and collared at 200 metres east of the Northwest Historic Zone, intersected an important new zone, hereafter termed the "Discovery Zone" containing massive nickel-copper-rich sulphide mineralization. The hole, guided by the geological interpretation of data from successful earlier holes and Volterra borehole EM technology, entered massive sulphide mineralization at a depth of 123.75 metres and remained in massive sulphides over 16.75 metres within a broader 40.4-metre section of olivine gabbro grading 3.9% nickel and 2.3% copper from 100.4 metres to 140.8 metres (approximate true widths). The 16.75-metre massive sulphide intercept assayed 8.3% nickel and 4.2% copper and also included 6.4 g/t combined platinum and palladium, 0.19% cobalt, 1.1 g/t gold, and 11.1 g/t silver.

Assay results for other 2017 holes drilled at the E&L property underscore the very well-mineralized disseminated halo of the E&L property intrusion, with elevated grades of nickel and copper in EL-17-01 through EL-17-04 and each hole containing significant amounts of palladium, platinum, gold, silver and cobalt as well as high-grade nickel and copper.

- EL-17-01 was drilled away from the Northwest Historic Zone toward the then untested east, providing the best platform to collect borehole conductivity data, a survey technique undertaken at surface using a geophysical tool (borehole electromagnetic ("BHEM")) which is lowered down a completed drill hole after the core is removed. This system is capable of detecting the location and orientation of conductors within the surrounding rock units. The first hole intersected two long core intervals of disseminated sulphide mineralization totaling 176 metres to a depth of 332 metres, containing a 60.5 metre section grading 0.54% nickel and 0.53% copper. Higher grades of copper (0.80%), palladium (1.26 g/t), platinum (0.60 g/t) and gold (0.60 g/t) were intersected over 4.5 metres starting at 279.5 metres within a broad disseminated sulphide zone.
- EL-17-02 intersected broad core intervals of disseminated sulphide mineralization between a depth of 58.5 metres and 190.5 metres. Significant intercepts included 18 metres of 0.69% nickel and 0.80% copper, and 24 metres at 0.56% nickel and 0.65% copper. The hole was drilled toward the east into a previously untested area. Valuable geophysical data were generated from the downhole probe.
- EL-17-03, cut across part of the Northwest Historic Zone, intersected 13.5 metres grading 1.05% nickel and 1.0% copper within a broader core interval of 39 metres containing 0.91% nickel and 0.74% copper beginning at a depth of 42 metres.
- EL-17-04 cut 7.2% nickel, 3.4% copper, 0.82 g/t palladium, 0.78 g/t platinum, 0.40 g/t gold, 10 g/t silver and 0.195% cobalt over 4.8 metres at the bottom of a broader 48.2 metre interval from a depth of 108.4 metres grading 1.1% nickel, 0.69% copper, 0.38 g/t palladium, 0.23 g/t platinum, 0.16 g/t gold, 3.1 g/t silver and 0.032% cobalt.
- EL-17-04 also intersected a second zone of mineralization within a taxitic gabbro featuring 1.08% nickel and 0.68% copper over 12 metres starting at a depth of 189 metres. A taxitic gabbro is variably textured, a key indication of rocks that could host nickel-copper mineralization.
- EL-17-08 returning 39.3 metres grading 1.27% nickel and 0.81% copper, starting from 25.7 metres, including 5.85 metres at 5.1% nickel and 2.0% copper.

E&L – (cont'd)

2017 Exploration Program - (cont'd)

- EL-17-09 east of the historic E&L deposit discovery zone intersected two separate zones of mineralization including 9.9 metres of massive sulphides containing 7.3% nickel and 3.3% copper within a broader 12-metre section grading 6.2% nickel and 2.9% copper.

As crews prepared to drill a fifteenth hole (EL-17-15) toward another conductive target, a severe winter storm enveloped the area and made conditions unsafe. The Company was forced to terminate the 2017 drill program. Two drill rigs and other equipment were winterized and left on site.

On January 25, 2018, the Company provided the balance of the 2017 drill program results at the E&L property. Highlights included:

- Drill hole EL-17-10 supported the very high tenor and grade of magmatic sulphide mineralization in the Discovery Zone, returning 8.3% nickel, 4.1% copper, 0.19% cobalt, 4.3 g/t palladium, 1.9 g/t platinum, 1.1 g/t gold and 10.2 g/t silver over 10.3 metres (approximate true width).
- In a significant development that originated from a review of BHEM data using late-time channel 1 readings, Garibaldi identified two unusually strong conductive zones, one directly beneath EL-17-14 and the other south of the Northwest Historic Zone trending southwest to northeast, interpreted as signatures of potential conductive sulphides over a broad footprint at depth.
- Results from the first 14 drill holes strongly suggested that the Discovery Zone and the Northwest Historic Zone, 150 metres apart, are the product of an open-system magma conduit following a structural weakness in the country rocks, implying far greater tonnage and grade potential at Nickel Mountain than historical explorers had estimated.

2018 Exploration Program

Exploration in 2018 began with a geophysics program to further assess two high conductivity geophysical anomalies to prioritize drill targets. Data from BHEM surveys was merged with the results of the 2017 airborne VTEM data and this resulted in the interpretation of two large highly conductive anomalies (greater than 10,000 siemens), south of the 2017 drilling, termed HC1 and HC2.

HC1 trends north-south (approximate 200-metre length) whereas HC2 trends northeast-southwest (approximate 300-metre length). These interpreted conductors are of the type that may represent massive sulphides but can only be evaluated by drilling. Geological analysis suggests the possibility that HC1 connects to the massive sulphide intercept in EL-17-14, which contains 8.3% nickel and 4.2% copper over 16.75 metres (approximate true width) starting at a depth of 123.75 metres.

Drill hole EL-17-13 had been instrumental in identifying both HC1 and HC2. An exploratory hole drilled into the southern lobe of the mapped E&L property intrusive complex served as a platform for BHEM geophysics probing which aided in the interpretation of HC1 and HC2. Visual analysis of drill core in EL-17-13 indicated sections of sparse fine-grained disseminated sulphides, a few select samples of which did not return any significant mineralization.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

In early June of 2018, the Company resumed drilling at the E&L property using two drill rigs. The first stage of 2018 diamond drilling was to simultaneously further define the discovery zone and systematically step out from EL-17-14 to the south where promising conductive targets had been defined by geophysical surveys.

In the spring of 2018, Garibaldi completed extensive helicopter-borne VTEM and magnetics surveys at the E&L property and the surrounding claims in its Eskay Creek Land Package. The surveys covered approximately 1,650 line-kilometres of Garibaldi's claim group (including the Palm Spring property) and nearly tripled the size of the 2017 surveying program that returned multiple high-priority conductors, including the one that led to the discovery of nickel-copper-rich massive sulphides east of the Northwest Historic Zone.

In support of the 2018 drilling program, state-of-the-art geophysics utilizing HeliSam hybrid ground-air technology was carried out over a broad area in all directions surrounding the high-grade 2017 Discovery Zone. This cutting-edge survey conducted by Discovery Geophysics International ("Discovery") was able to provide valuable new information for precise drill hole locations within the HC-1 conductor target area as drilling stepped out initially to the south of EL-17-14.

Discovery owns the exclusive North American rights to HeliSam hybrid ground-air technology which is ideally suited to locate conductors potentially representing massive sulphides in rugged terrain such as the Eskay camp. Discovery deployed approximately 18 kilometres of heavy gauge insulated copper wire, configured in a number of ground loops for deep and rapid airborne exploration, using a helicopter-towed high sensitivity B-field receiver system.

Preliminary results from the 2018 VTEM survey extended the trend of conductors by 3.5 kilometres to the northeast while also revealing multiple new gold-VMS (volcanogenic massive sulphide) target areas on the Palm Spring property, part of Garibaldi's 200-square-kilometre Eskay camp land package.

Nickel Mountain Discovery Draws Industry-Leading Geophysics Company

Industry leader Lamontagne Geophysics Ltd. ("Lamontagne") is well known for its important contributions to nickel sulphide discoveries through its deep-borehole electromagnetic technology. At the E&L property, Lamontagne has been conducting follow-up drill hole surveys on the Company's 2018 drill holes with its proprietary BHEM tools, to complement the Discovery Geophysics International HeliSam survey, to detect additional conductive anomalies at the E&L property.

It should be noted that geophysical targets are interpretations subject to limitations on data and modelling. While geophysics has been effective at Nickel Mountain, geophysical targets should be viewed only as guides to drilling and sampling.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Assay results from the first eight holes (EL-18-15 to EL-18-22) of the 2018 drill program at Nickel Mountain have confirmed wide intervals of near-surface nickel-copper-rich sulphide mineralization in all directions surrounding the 2017 Discovery Zone. The results also included cobalt, platinum, palladium, gold and silver values.

Drilling highlights:

- EL-18-22, collared 186 m west-southwest of the Discovery Hole, EL-17-14, intersected 12.5 m @ 4.3% nickel and 2.7% copper plus three additional mineralized zones (21 m, 28.7 m and 11.4 m) within the first 150 m (extends the massive sulphide zone 42 m west-southwest of EL-17-14 massive sulphide zone)
- EL-18-20, collared 75 m west of EL-17-14, intersected 30.5 m @ 3.1% nickel and 1.9% copper including 8.4 m @ 7.8% nickel and 3.3% copper (extends the massive sulphide zone 20 m west of EL-17-14)
- EL-18-19, collared 75 m west of EL-17-14, intersected 34.9 m @ 2.0% nickel and 1.6% copper including 5.7 m @ 7.3% nickel and 5.1% copper (extends the massive sulphide zone 14 m west-southwest of EL-17-14)
- EL-18-16, collared 76 m west of Discovery Hole EL-17-14, intersected 34.1 m @ 2.4% nickel and 1.5% copper including 7.4 m @ 7.9% nickel and 3.9% copper (extends the massive sulphide zone 50 m southeast of EL-17-14)

Melting Icefield Exposes Massive Sulphides North and East of Discovery Zone

The peak of the summer ice melt in 2018 exposed a "ring" of never previously seen Nickel Mountain mineralization which is up to 1.6 km long and up to 1 km wide and includes massive sulphide outcrops and a massive sulphide boulder train around the receding margins of the E&L icefield, immediately adjacent to the Discovery and Northwest zones. Significantly, the Company's geologists also identified taxitic textured gabbro exposed at the northern edge of the icefield, coincident with an encouraging VTEM geophysical signature and 1,300 m from EL-17-14. Sampling and mapping of these important new surface discoveries continues. Future drilling will test the possibility that this very broad area, untested beneath the ice, hosts nickel-copper-rich sulphide mineralization at depth.

E&L – (cont'd)

2018 Exploration Program – *(cont'd)*

Dynamic Magmatic Sulphide System with Deep Roots

Dr. Peter Lightfoot, one of the world's premier nickel sulphide experts and Garibaldi's technical advisor, has commented: "The strong endowment of the massive and disseminated sulphide mineralization at Nickel Mountain is directly related to olivine gabbros that exhibit an unusual variable texture in drill core and outcrop. These rocks are grouped as taxites. A 3D geological model for the mineral zones and the host rocks is evolving as drilling and surface mapping uncovers more information to anchor the geometry of the contacts and the structures that offset the intrusion."

"It is now clear that the E&L Intrusion comprises at least three structurally offset segments, and all three contain disseminated and massive sulphide mineralization. Moreover, petrological and geochemical investigations of the taxitic gabbros indicate that the roots of the intrusion extend at least 462 metres beneath the E&L, where EL-18-18 intersected taxitic gabbro from 421.1 to 462.5 m, and more widely within gabbros extending well beyond the Discovery zone."

"There is strong evidence for an open-system emplacement history through 'magma highways from the mantle', indicating a mineralizing event of considerable scale with nickel grades in massive sulphides that are in the very top echelon." Dr. Lightfoot concluded.

Regional Exploration Update

A property-wide program of mapping and prospecting continued in 2018, focusing on VTEM anomaly areas, outcrop exposures along the interpreted northeast trend of the E&L Nickel Mountain intrusion, and key drainage areas. In conjunction with this program, additional VTEM surveys have been flown to validate and expand upon previous survey results and provide detailed coverage over newly-identified prospective areas.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Central Zone Discovery

Surface sampling of new massive sulphide outcrops exposed by melting ice and snow has confirmed a third discovery area known as the Central Zone located in between the Northwest and Discovery Zones. Until summer 2018, much of the Central Zone was covered by ice and snow. Fresh massive sulphides revealed by the receding ice sheet reinforce the potential of the untested 1.6-kilometre-long, one-kilometre-wide E&L ice field to host a major expansion of the E&L system.

Initial shallow drilling in the Central Zone intersected visually strong nickel-sulphide mineralization over significant widths to a depth of 75 metres. Drill hole EL-18-41 cut two zones of visually strong nickel-sulphide mineralization over core lengths of 18.7 metres (9.58 m to 28.3 m) and 21.8 metres (54.1 m to 75.9 m), respectively. The first zone featured variable textured gabbro with strongly disseminated sulphides and bottomed in semi-massive and massive sulphides (50 per cent to 98 per cent sulphides) over the final 1.7 metres of the zone. The second zone started at a depth of 54.1 metres and continued to 75.9 metres, again featuring variable textured gabbro along with moderate disseminated sulphides throughout the 21.8 metres. EL-18-41 was drilled to give geologists a better understanding of orientation of this zone to aid in targeting for subsequent holes.

Three massive sulphide showings (Crevasse, Gully and Cliff) were identified in the Central Zone, exposed by the receding ice field and featuring a classic Nickel Mountain pyrrhotite-pentlandite-chalcopyrite mineral assemblage. XRF analysis completed on samples from the Crevasse showing supports a grade profile consistent with the Discovery Zone. A Niton XL5-Mining model XRF was utilized to analyze samples with final results subject to confirmation by chemical analysis at SGS labs. The Company completed 16 *in situ* selected samples from the Crevasse showing taken over the full length of the structure, which is exposed for 34 metres, and then trends under the ice in both directions (east-west).

Assay results for EL-18-23 and EL-18-24 at Nickel Mountain expanded the Discovery Zone to the northwest and southeast.

- Drill hole EL-18-24 cut two mineralized zones, including 4.5 metres grading 8% nickel and 2.9% copper within a broader interval of 10.5 metres grading 3.7% nickel and 1.6% copper, approximately 64 metres southeast of the EL-17-14 intercept;
- Drill hole EL-18-23, collared on the edge of the icefield and drilled toward the west-southwest, has cut two shallow mineralized zones including a massive sulphide intercept of 5.6 metres grading 7.6% nickel and 3.4% copper, approximately 30 metres northwest of the EL-17-14 intercept and 35 metres above it in elevation;
- The EL-18-24 and EL-18-23 nickel-copper-rich massive sulphide intersections, like others at Nickel Mountain, are significant not only for their grades and widths but such intercepts represent highly prospective new target areas along the "magma highway" to vector into additional massive and disseminated sulphide mineralization.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

The Discovery Zone has now been recognized to comprise at least two segments: the Upper and Lower Discovery Zones (the "UDZ" and "LDZ" respectively).

Assay results for an additional nine drill holes (EL-18-25 to EL-18-33) confirmed that the Company has drilled into widespread near-surface nickel-copper sulphide mineralization, including massive sulphides in what is now referred to as the Northeast Zone at Nickel Mountain.

The shallow new Northeast Zone, located above the Upper Discovery and Lower Discovery Zones, has now been intersected in three drill holes and is open to the east and north.

Highlights included:

- Drill hole EL-18-33 cut three separate intervals highlighted by 4.8 metres of massive sulphides featuring 7.7% nickel and 2.95% copper within a broader 49-metre intersection starting at a downhole depth of just 37.9 metres and grading 1.34% nickel and 0.89% copper.

- This textbook magmatic sulphide intersection in EL-18-33 started 37.9 metres down hole within a well-mineralized taxitic gabbro chamber above, grading from disseminated into semi-massive sulphides at 75.7 metres down hole and then massive sulphides starting at 77.1 metres. Disseminated mineralization exceeding a threshold of combined 1% nickel plus copper was intersected farther down the hole in two separate intervals starting at 94.5 metres and 143.1 metres, respectively, including a precious-metal-rich 1.0-metre interval (95.9 metres to 96.9 metres) highlighted by 4 g/t palladium, 2.7 g/t platinum, 2 g/t gold and 14.9 g/t silver in an area that warrants further investigation.

- Drill hole EL-18-30, collared from the same location as EL-18-33 but drilled slightly farther toward the east, also intersected the shallow Northeast Zone massive sulphide sequence. Assays returned 7.8% nickel and 3.2% copper over 3.2 metres within a broader 9.7-metre interval grading 3% nickel and 1.6% copper. EL-18-30 also cut two other intervals of disseminated mineralization exceeding a threshold of 1% nickel plus copper, starting from surface.

- A detailed review of geological and geophysical information pertaining to the Upper Discovery and Lower Discovery Zones has revealed a robust flat-lying massive sulphide system with continuity that remains open for expansion in multiple directions.

Dr. Peter Lightfoot, technical adviser for Garibaldi, commented: "EL-18-30 and EL-18-33 confirm the exceptionally high grades of the massive sulphide mineralization in the new Northeast Zone, first detected in EL-18-23, at shallow levels on the northern flank of the E&L Intrusion."

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Exploratory Drilling Outside of Main Zones

Garibaldi's 2018 drill program was designed with two primary goals. The highest priority was to focus on expanding the known mineralized footprint around both the historic Northwest Zone and the 2017 Discovery Zone, with a particular emphasis on detection of high-value massive sulphides utilizing borehole electromagnetic geophysics.

The second priority was to confirm and outline the extent of the E&L intrusion in a 1.5-kilometre radius from the Northwest and Discovery Zones. The emphasis was on conductive, magnetic and geological features associated with known mineralization. The following large step-out exploratory holes did not intersect mineralization exceeding combined 1% nickel plus copper but provided invaluable geological information to the south and southwest of the mineralized zones.

Drill hole EL-18-31 targeted the east side of the northeast fault zone. Encouragingly, nearly the entire hole consisted of Nickel Mountain gabbro, intersecting a thick 275-metre sequence of gabbro to locally taxitic E&L gabbro, including well-developed orbicular features from 373 metres to 394 metres. This confirms the area is highly prospective.

Drill hole EL-18-29 was a 700-metre step-out to the southeast, targeting the centre of anomaly F, which was a VTEM (versatile time-domain electromagnetic) conductor. The hole intersected a thick sequence of volcanics with some sedimentary rocks. The sparse pyritic mineralization encountered would not explain the anomalously high conductivity.

Drill holes EL-18-28 and EL-18-32 were both large step-outs, 1.4 kilometres south of the Northwest Zone, testing portions of a magnetic anomaly. Both holes outlined mostly volcanic rocks of the Jurassic Hazelton Group with no significant mineralization but provided important stratigraphic knowledge. The highlight was 39 metres of melagabbro in EL-18-28 from 679.8 metres to 718 metres with trace to 1% sulphides (pyrite and chalcopyrite). This intersection is 775 metres south of taxitic melagabbro in EL-18-26 and provides an attractive target area for follow-up exploration. (A melagabbro is a gabbro that is rich in ferromagnesian minerals.)

Drill hole EL-18-27 tested for sulphides following the southwest-northeast-trending fault behind the Northwest Zone massive sulphides. This hole intersected Nickel Mountain gabbro but not significant mineralization. Its importance was to help map out the extent and shape of the intrusive complex.

EL-18-25 and EL-18-26 tested the area below the Sumitomo adit, a 4.90 metre exploration adit excavated in the early 1970's. Hole 25 was abandoned at 95 metres due to the change in dip down hole exceeding thresholds. Hole 26 encountered a sequence of disseminated sulphides in taxitic gabbro and melagabbro of the E&L intrusion. This part of the intrusion warrants further exploration.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Assay results for drill holes EL-18-34 to EL-18-46 provided the following highlights:

- Three drill holes in the Northwest Zone intersected disseminated sulphide mineralization, including one of the widest intervals to date -- 51.2 metres grading 0.72% nickel and 0.67% copper in EL-18-46. The Northwest Zone has been extended farther to the south into highly prospective terrain with orbicular gabbro and massive sulphide veins toward the margin of the intrusion.

- The first shallow drill holes into a portion of the Crevasse showing at the northern edge of the Central zone confirmed the presence of high-grade nickel mineralization to a depth of at least 28 metres below surface. This area remains open to the east, west and at depth with drill results highlighted by 6.19% nickel and 2.06% copper over 4.44 metres starting from surface in EL-18-45.

- Limited drilling under the 1.6-kilometre-long icefield, regional surface mapping and lithogeochemistry have greatly expanded the strike length of the gabbroic rocks of the Nickel Mountain Gabbroic Complex ("NMGC") to 12 kilometres in a northeast direction, well beyond Anomaly A.

Crevasse Showing Samples Average 5.3% Nickel

Receding ice exposed new outcrops of massive sulphide mineralization at Nickel Mountain, creating additional opportunities to expand the footprint of massive sulphides along the contact of the E&L Intrusion.

Sixteen rock samples collected along a strike length of 34 metres from *in situ* outcrop at the Crevasse showing of massive and semi-massive sulphides averaged 5.3% nickel and 2.3% copper. They also included an average of 0.21% cobalt, 0.25 g/t platinum, 0.37 g/t palladium, 0.19 g/t gold and 3.8 g/t silver.

The Crevasse showing, discovered in 2017's exploration program after an unprecedented summer of ice retreat, extends from west to east for 34 metres and is open in both directions and at depth. Only 15 metres of strike was drill tested in 2018 before winter conditions shut down operations.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Garibaldi Expands Nickel Mountain Gabbroic Complex ("NMGC")

Garibaldi's extensive 2018 program allowed geologists to expand the footprint of outcropping gabbroic rocks for approximately 12 kilometres along strike of the Northwest Historic Zone, adding significantly to Nickel Mountain's overall exploration potential.

The E&L Intrusion is part of the NMGC, and it consists of magnesium-rich taxitic and orbicular-textured olivine gabbros. The lateral extent of the E&L intrusion is open to the east-southeast and at depth, and potential exists for massive and disseminated sulphide mineralization along strike extensions of the intrusion well beyond the footprint of the intrusion identified at this time. Exploration for additional intrusions like E&L was initiated in 2018 with follow-up of magnetic and electromagnetic anomalies, surface mapping of gabbroic rocks, and litho-geochemical sampling. The greatly expanded strike length of the NMGC was planned to be an important component of Garibaldi's exploration and drilling strategy in 2019.

Exploratory Drilling Outside of Main Zones

Three holes were drilled (EL-18-39, EL-18-40 and EL-18-44) to begin to build an understanding of the geology and exploration potential beneath the icefield north and northeast of the expanding mineralized footprint of the known E&L zones.

Drill holes EL-18-44 and EL-40 were collared approximately 1,000 metres east-northeast of the Discovery Zones. Both holes intersected weakly mineralized NMGC gabbro near surface (zero to 35.4 metres in EL-18-44, and zero to 101 metres in EL-18-40).

Drill hole EL-18-39 was highly encouraging as it targeted under the icefield from the eastern side of the northeast fault zone. Drill hole EL-18-39 intersected gabbro of the NMGC and Hazelton Group sediments. The gabbroic rocks included a section of variable textured gabbro/melagabbro with disseminated sulphides from 310 metres to 519.4 metres. Another deeper interval of weakly mineralized gabbro interleaved with mudstone was intersected from 783.6 to 1,007.8 metres. This has provided important information about the extent and geometry of the NMGC.

Drill hole EL-18-35 was collared approximately 200 metres southwest of the Lower Discovery Zone and intersected a 278-metre package of NMGC gabbro with variable textured intervals and trace disseminated to locally blebby sulphides, warranting follow-up.

Drill hole EL-18-34 was collared approximately 700 metres southeast of the Lower Discovery Zone, targeting a strong magnetic response. This hole intersected a sequence of weakly magnetic volcanic rocks with local interfingered sedimentary rocks and minor disseminated pyrite and rare chalcopyrite. Follow-up is required in this area as well.

E&L – (cont'd)

2018 Exploration Program – (cont'd)

Quality Assurance/Quality Control (QA/QC)

Garibaldi has applied a rigorous quality assurance/quality control program at the E&L Nickel Mountain project using best industry practice. All core was logged by a professional geoscientist and selected intervals were sampled. NQ2 drill core was sawn in half and each sample half was placed in a marked sample bag with a corresponding sample tag then sealed. The remaining half core is retained in core boxes that are stored at a secure facility in Smithers, BC.

Chain of custody of samples was recorded and maintained for all samples from the drill to the laboratory. All diamond drilling sample batches included 5% QA/QC samples consisting of certified blanks, standards and field duplicates. Two certified ore assay laboratory standards and one blank standard were used in the process and were supplied by CDN Resource Laboratories Ltd., an independent laboratory located in Langley, B.C.

Samples were submitted to SGS Canada Inc. in Vancouver, B.C., an ISO 9001: 2008-certified lab, for base metal, sulphur and precious metal analysis using inductivity coupled plasma (ICP), fire assay (FA) and Leco methods.

Samples were prepared by crushing the entire sample to 75% passing two millimetres, riffle splitting 250 grams and pulverizing the split to better than 85% passing 75 microns. Gold, platinum and palladium were analyzed using a 30-gram fire assay and ICP-AES. Total sulphur was analyzed using a Leco method. Nickel, copper, cobalt, silver and other elements were analyzed by sodium peroxide fusion and ICP-MS.

The performance on the blind standards, blanks and duplicates achieved high levels of accuracy and reproducibility and has been verified by Jeremy Hanson, a qualified person as defined by National Instrument 43-101.

Jeremy Hanson, P.Geo, a qualified person as defined by NI 43-101, has verified the data, including drilling, sampling, test and recovery data, by supervising all of such procedures. There are no known factors that could materially affect the reliability of data collected and verified under his supervision. No quality assurance/quality control issues have been identified to date.

E&L – (cont'd)

2018 Exploration Summary

Garibaldi completed the first full season of drilling at Nickel Mountain, the Golden Triangle's first nickel-copper-cobalt-platinum-palladium-gold-silver magmatic massive sulphide system.

The 2018 drill program produced 11,573 metres of drill core, more than three times the previous year's metreage. By the end of the 2018 exploration program, drilling and extensive surface work at E&L had identified three relatively shallow zones (Discovery, Central and Northwest), including a newly identified sulphide body 30 metres above the Discovery zone at a depth of just 80 metres. Each of the zones remains open in all directions and features top-tier massive sulphide grades of an unusually pure composition according to Dr. Peter Lightfoot, Garibaldi technical adviser, who is recognized as one of the world's leading nickel sulphide experts. Meanwhile, a combination of fieldwork and step-out drilling over the summer and fall has confirmed that the Nickel Mountain gabbroic complex strikes northeast for at least three kilometres and extends across strike for at least one km.

Olivine gabbros with unusual variable textures extending to depth indicate a dynamic complex at Nickel Mountain, where the root zone of the intrusion has been impacted by post-magmatic deformation processes. Geological, geochemical, structural and geophysical data collected in the 2017 and 2018 programs are being used to construct a 3-D model of the mineral system, which can help to guide 2019 exploration.

Steve Regoci, President and CEO of the Company, commented: "Not only have we made important progress in expanding the footprint of this nickel-copper-rich mineralization, but our geological understanding of this unique Eskay camp system -- from the configuration of the intrusion to the controls on mineralization -- has advanced dramatically over last year."

Dr. Lightfoot commented: "Increasingly, Nickel Mountain represents an important new discovery within the Eskay rift. The project is ideally positioned to leverage the demand from dramatically declining nickel-cobalt sulphide discoveries and the resulting depletion of high-quality nickel inventories required to fuel the electric vehicle battery revolution."

E&L – (cont'd)

2019 Exploration Program

On June 13, 2019, Garibaldi announced the commencement of its 2019 drilling program at E&L. The 2019 drilling program was planned as follows:

- The drill program was to focus on building out the five currently known mineralized zones at the E&L deposit outlined through 46 drill holes during 2017 and 2018. The E&L system is open for expansion in all directions and at depth.

- The Company expected to significantly increase daily drilling meterage and dramatically reduce costs per metre drilled utilizing state-of-the-art new drill rigs which require less water and fuel than comparable drills.

- Assay protocols had been reviewed, changes had been implemented and the Company expected that turnaround times would be greatly improved.

- Detailed analysis of oriented drill core, geology and key geochemical correlations at the E&L deposit provided valuable new insights with regard to structural controls on mineralization and drill targeting.

- Lamontagne Geophysics planned to continue with borehole electromagnetic geophysical surveys which have proven to be an effective tool in detecting conductive areas hosting massive sulphides.

- The Company had received a notice of work approval from the B.C. Ministry of Mines to expand the number of drill-pad locations at E&L from 46 to 107.

Garibaldi Welcomes Advanced New Drill Rigs For 2019 Drilling Program

The Company utilized two advanced heli-portable surface drill rigs, the DrillCo MDS 1950, with drilling performed by ITL Diamond Drilling Ltd., for its 2019 drilling program. The DrillCo MDS 1950 operates with 160 horsepower at the head and can reach depths of over 2,000 metres (NQ). It provides more power than comparable conventional drills and also consumes an estimated 25% to 30% less fuel. The drill rigs are mounted on a hydraulic-powered rotating turntable allowing for rapid azimuth and dip change, eliminating costly helicopter support to realign drill rigs when targeting off-hole anomalies. The drills also feature data logging capabilities, providing drilling metrics on a per-shift basis.

E&L – (cont'd)

2019 Exploration Program – (cont'd)

On August 9, 2019, Garibaldi released assay results from the initial hole of the 2019 drilling program:

- The first hole of the 2019 season, EL-19-47, intersected 6.1% nickel and 2.8% copper (plus cobalt, platinum, palladium, gold and silver) over 9.32 metres within a broader near-surface interval of 50.57 metres (estimated true width is 40.45 metres) containing 1.50% nickel and 0.94% copper, extending the Lower Discovery Zone ("LDZ") to the southeast. The massive sulphide intercept in EL-19-47 is approximately 64 metres southeast of the EL-17-14 massive sulphide intercept.

Dr. Peter Lightfoot, Garibaldi technical adviser, commented: "EL-19-47 extends the LDZ along the southern flank of the E&L intrusion to the east of previous massive sulphide intervals. The mineralization continues to exhibit a very pure combination of pyrrhotite, pentlandite and chalcopyrite with a very high nickel tenor over the massive sulphide interval. The LDZ remains open along a shallow plunge to the east with more holes planned to establish continuity with previous intercepts to the south."

On September 12, 2019, Garibaldi released assay results for three additional drill holes:

- Drill hole EL-19-48 intersected 7.12% nickel and 3.34% copper over 4.76 metres within 44.5 metres of 1.20% nickel and 0.79% copper (true width estimated at 35.6 metres), widening the LDZ by 12 metres to the northeast.
- Drill hole EL-19-53, filling a gap on the northwest part of the LDZ, has cut 30.2 metres of 4.74% nickel and 3.22% copper (plus cobalt and precious metals) including 18.2 metres of 7.04% nickel and 3.81% copper within a broader intercept of 86.5 metres (65 metres to 151.5 metres) averaging 1.88% nickel and 1.32% copper (true width estimated at 69.2 metres).

Drill hole EL-19-53 represented the widest massive sulphide intercept (18.2 metres) and the longest section of continuous mineralization (86.5 metres) since Garibaldi discovered the high-grade Lower and Upper Discovery Zones in 2017.

Drill hole EL-19-54 has extended the Lower and Upper Discovery Zones to the west by 14 metres and 33.5 metres, respectively. Significantly, it also intersected strongly mineralized olivine gabbro at depth (302 metres to 324.7 metres) in a second magma chamber that plunges toward the southeast where a potential feeder zone may exist.

E&L – (cont'd)

2019 Exploration Program – (cont'd)

On November 4, 2019, Garibaldi reported assay results for an additional 11 drill holes. Highlights included:

- For the first time at E&L, massive sulphide mineralization had been intersected below the Lower Discovery Zone ("LDZ") in a second new chamber starting 202 metres downhole and 50 metres below and 40 metres north of the LDZ in drill hole EL-19-65.

- Drill hole EL-19-54 cut four separate intervals of massive sulphide mineralization totalling 9.7 metres core length, at depths starting from 35 metres, 82 metres, 114 metres and 147 metres, including 4.9 metres grading 5.46% nickel and 3.21% copper. This important hole extended the Upper and Lower Discovery Zones westward and, significantly, intersected 51.2 metres of disseminated nickel sulphide mineralization in a chamber starting 290 metres downhole. In total, EL-19-54 cut 142 metres (core length) of mineralization in multiple intervals (84.4 metres above a combined 1% nickel-copper threshold), including 52.3 metres grading 0.65% nickel and 0.49% copper starting just 32.5 metres from surface.

- The two mineralized chambers greatly expand the potential scale of the E&L system at depth, providing a vector into potential new massive sulphide zones as these chambers exhibit sulphide textures similar to those previously seen only at shallower levels.

Dr. Peter Lightfoot, technical adviser to Garibaldi, commented: "One of the grand unifying features of magmatic sulphide deposits is their tendency to occur in differentiated intrusions with chaotic textures. The crystallization products of the magma in these chambers form pipe-like intrusions that provided the magma highways from the mantle to the surface. Examples from the central Asian nickel belt include Karatungk with structurally complex pathways, similar to those now being unravelled at E&L. Strategic deeper drilling at E&L has successfully encountered important new intervals of mineralized gabbroic rocks with E&L-style mineralization."

Northwest Zone Expanded

A fan of short holes (EL-19-55 to EL-19-60) provided information on the continuity of mineralization between the massive sulphide mineralization at the Northwest Historic Zone and the outcropping surface massive sulphide mineralization at the Crevasse zone. Data indicate that the massive sulphides at the contact of the E&L chamber continue from the Northwest Zone over a distance of 40 metres eastward toward the Crevasse zone. These holes establish that the contact of the E&L chamber in the Northwest Zone is a curved subvertical surface along which massive sulphides are concentrated along the gabbro-sediment contact. This shell of massive sulphides extends over 100 metres in length to a depth of 80 metres and remains open at depth along the untested southern boundary that features encouraging geophysical signatures.

E&L – (cont'd)

2019 Exploration Program – (cont'd)

On December 20, 2019, Garibaldi reported assay results for an additional 5 drill holes. Highlights included:

- Drill hole EL-19-71 cut 7.94% nickel, 5.85% copper, 0.16% cobalt, 7.05 g/t palladium, 2.73 g/t platinum, 1.75 g/t gold and 15.81 g/t silver over 4.43 metres within 14.99 metres (estimated true width of 12 metres) highlighted by 5.25% nickel and 3.21% copper in the upper section of the Lower Discovery Zone ("LDZ"). This hole cut massive sulphides from 142.5 metres to 157.5 metres, including a total of 4.9 metres of dikes with mineralization.

- Drill hole EL-19-65 indicates there may be a distal mineralized zone enriched in copper and precious metals as 7.92% copper, 6.33 g/t palladium, 2.69 g/t platinum, 3.0 g/t gold, 40.0 g/t silver and 1.49% nickel were intersected in a chalcopyrite vein between 132.5 and 132.8 metres downhole within one of three wide intervals of mineralization in this hole. EL-19-65 also confirmed (for the first time) nickel-rich massive sulphides 50 metres below the LDZ, starting at a depth of 212.4 metres, providing a vector into potential new chambers along structural corridors.

- Drill hole EL-19-64 has produced the widest mineralized intercept to date east of the Northwest Historic Zone - 103.98 metres grading 0.56% nickel and 0.51% copper starting just 16.7 metres downhole, confirming there is a shallow and well-mineralized gabbro directly north of the LDZ. Importantly, EL-19-64 is also the third drill hole to intersect a known chamber 170 metres below the LDZ. This southeast-dipping chamber is considered highly prospective for potential concentration of massive sulphides and exhibits high nickel-copper tenor.

Jeremy Hanson, Garibaldi's vice-president of exploration, commented: "These latest results emphasize persistent widespread nickel-copper mineralization at E&L. Both deeper chambers, in holes 64 and 65, were found utilizing geological and geochemical interpretation as opposed to the use of borehole geophysics alone. These chambers hold excellent exploration potential. Hole 71, drilled to test geometry and compare metallurgy, tenor and grade, shows the propensity of the LDZ to host high precious metal values and very enriched copper to go along with top-tier nickel grades."

Garibaldi's 2019 exploration program at E&L was terminated in early November. Garibaldi completed 38 diamond drill holes in 2019 for a total of 10,069 metres. Significant new potential was identified at depth while numerous open areas adjacent to known mineralization remain to be tested.

E&L – (cont'd)

2019 Exploration Program – (cont'd)

On January 22, 2020, Garibaldi reported assay results for an additional 9 drill holes. Highlights included:

- EL-19-75 has extended the Lower Discovery zone ("LDZ") 25 metres to the north where it remains open, cutting 2.14 metres of 7.1% nickel and 3.9% copper within a broader 90-metre mineralized interval. More significantly, this intersection demonstrates a contact-style massive sulphide along the eastern wall of the E&L main chamber. This greatly expands the potential for a shell of continuous massive sulphides along the country rock contact within this segment of the E&L intrusion.

- EL-19-74 has cut 5.98 metres grading 6% nickel and 2.6% copper, extending the Northeast zone eight metres to the east.

- EL-19-72 (4.4 metres at 2.6% nickel and 0.93% copper starting just 39.5 metres downhole) provides additional support for the presence of a new near-surface, flat-lying massive-semi-massive sulphide zone (adjacent to the Central zone) with a minimum 50 metres of strike length.

- El-19-67 has intersected two intervals of mineralized gabbro well below the LDZ, indicating the main E&L chamber is connected to the second deeper chamber confirmed by earlier drill holes EL-19-54 and EL-64. Elevated Cu-Ni ratios, total precious metals and metal tenors indicate the potential for a high-grade or enriched Cu-PGE (platinum group element) zone along trend.

- Two important geophysical anomalies (F and Q), approximately 700 metres southeast and nearly 1,000 metres south of the historic E&L deposit, respectively, are being revisited for their potential to greatly expand the nickel sulphide footprint at E&L, underscoring the scale of this system.

On February 21, 2020, Garibaldi reported assay results for the remaining drill holes from the 2019 drilling program at E&L. Highlights included:

- The eastern section of the Lower Discovery zone ("LDZ") expands and thickens to the north as demonstrated by drill hole EL-19-82, which cut 9.83 metres of massive sulphides grading 7.2% nickel, 3.6% copper and 4.8 g/t 3PM (precious metals palladium, platinum and gold combined) within 32.75 metres of 2.7% nickel and 1.6% copper (135.25 metres (m) to 168 m). This hole also cut 5.97 metres of 4.3% nickel, 2.3% copper and 1.5 g/t 3PM in the Upper Discovery zone.

- Notably, borehole electromagnetics show two separate and significant conductors converging in the immediate vicinity of EL-19-82's massive sulphides to the north, providing a high-priority area for follow-up drilling with geologists targeting a potential large pool of massive sulphides extending the LDZ.

E&L – (cont'd)

2019 Exploration Program – (cont'd)

- Nearly three metres above the 9.83-metre massive sulphide interval and the LDZ in EL-19-82 is an extremely high-grade 38-centimetre vein that returned 10.0 g/t palladium, 4.3 g/t platinum, 0.12% cobalt, 3.4 g/t gold, 26.0 g/t silver, 6.5% nickel and 4.8% copper, additional evidence of precious metal enrichment in the system.

- Drill hole EL-19-76 cut 43.61 metres, grading 1.6% nickel and 1.3% copper, starting 110 metres downhole, including 6.11 metres at 7.5% nickel, 3.5% copper and four g/t 3PM, as it successfully targeted a transitional style of higher-grade mineralization between the main chamber of the E&L intrusion and the LDZ to help establish the scale of the sediment-hosted mineral lens.

- Drill hole EL-19-78 returned 58.92 metres of disseminated mineralization northwest of the LDZ, grading 1.1% nickel, 1.2% copper and 2.3 g/t 3PM.

- Drill hole EL-19-79 cut 63.80 m of 1.6% nickel and copper and 1.7 g/t 3PM approximately 10 metres north of the central part of the LDZ in addition to two narrow massive sulphide veins (13 centimetres (cm) and 1.3 m), indicating potential to expand the LDZ further to the north in this area with impressive grades. The 13-centimetre vein returned 5.4% nickel, 7.2% copper, 0.09% cobalt, 7.5 g/t palladium, 4.9 g/t platinum, 8.4 g/t gold and 33.0 g/t silver.

- Exploratory drill hole EL-19-80, collared 50 metres east of the LDZ and drilled toward the southeast for a geophysical platform, intersected three intervals of mineralized E&L gabbro at depth, tracking the system more than 400 metres from the main chamber where the intrusion is in contact with the Hazelton Group. This opens up a large new domain for exploration in 2020, which will begin with borehole electromagnetics.

- Drill hole EL-19-84 cut 5.42 m, grading 7.7% nickel, 3.8% copper, 0.14% cobalt, 6.56 g/t 3PGE and 9.9 g/t silver along the southern portion of the LDZ, in addition to two strongly mineralized intervals of disseminated gabbro outside the LDZ.

E&L – (cont'd)

2020 Exploration Program

On September 11, 2020, Garibaldi announced the initial drill results from the 2020 program which has extended the strike length of the mineralized E&L system from 200 metres to over 650 metres to the east, where the intrusion remains open.

Drilling along an extension of the trend of the E&L intrusion, which was now recognized to be a bladed dike, has identified mineralized mafic and ultramafic rocks carrying an E&L geochemical signal. The open system intrusion is open to the west and east. Diamond drilling continues to aggressively build out on the persistent widespread nickel-copper mineralization, which includes massive sulphides featuring top-tier nickel-copper grades in addition to palladium, platinum, cobalt, gold, silver and strategic PGE (platinum group element) rare metals including rhodium.

Highlights included:

- EL-20-88, collared 350 metres east of pivotal hole EL-19-80 (identified as E&L gabbro), intersected 142.79 metres of mineralized taxitic gabbro and olivine pyroxenite along trend of the E&L system. This large stepout exhibited an E&L geochemical signature which expanded the strike length of the E&L gabbroic intrusion to over 650 metres within a two-kilometre structural corridor that remains untested and open.

- El-20-89 has produced the widest mineralized intercept so far from 71.34 metres to 223 metres returning nickel-copper mineralization over 151.6 metres grading 0.56% nickel and 0.61% copper. This intersect included 80.53 metres of 0.88% nickel and 0.85% copper, which expanded the northeastern massive sulphide zone six metres south, the LDZ 15 metres north and the Second Chamber 45 metres west. Semi-massive veins along the contact edge with sediments assayed 0.33 m (100.54 to 100.87 m) of 6.87% nickel and 1.69% copper, and 0.15 m (147.48 to 147.63 m) of 3.04% nickel and 1.62% copper.

Precision BHEM surveys completed on holes EL-19-80 and EL-20-88 detected several high-priority conductors off hole on both the north and south sides of the new extension of the E&L intrusion, along the trend of the mineralized gabbro system. Hole 80 had intersected E&L gabbro approximately 450 metres southeast of the main chamber, whereas hole 88 extended the plunge length of the E&L intrusion to over 650-metre depth which remains open.

Jeremy Hanson, Garibaldi vice-president of exploration, stated: "Holes EL-19-80 and EL-20-88 were instrumental to understanding the directional trend of the E&L system. The drill results and BHEM data confirm that E&L is far more extensive at depth than indicated by shallow drilling and surface outcrop. Garibaldi has now identified E&L mineralized gabbro for over 650 metres of strike length and to 578 metres at depth, less than one-third of the way down slope to the base of Nickel Mountain. Both of these large stepout holes identified mineralized E&L-type gabbro with elevated metal tenors. Borehole EM responses from both holes detected multiple off-hole conductors, providing a vector towards high-priority drill targets."

E&L – (cont'd)

2020 Exploration Program – (cont'd)

Importantly, mineralized orbicular-textured E&L type gabbro has recently been found at surface in float 950 metres west of the outcropping E&L gabbro at Nickel Mountain. Furthermore, melagabbroic intrusions have now been identified 1.3 kms east of E&L. Increasingly, the exploration potential to discover new mineralized intrusions at E&L continues to grow both along strike and vertically with deeper drilling. Mineralized outcrops approximately 12 kms northeast of Nickel Mountain have been recently discovered which returned 2.4% nickel and 3.2% copper utilizing a portable XRF, assays are pending.

The 2020 drill program has succeeded in identifying a mineralized extension of the E&L intrusion, which has the shape of a structurally modified bladed dike, along a predicted plunging trend toward the east. Wider segments of the dike contain disseminated sulphide mineralization and the flanking contacts are associated with contact and footwall-type massive sulphide mineralization rich in nickel, copper, cobalt, platinum, palladium and gold. The E&L intrusion contains taxitic and orbicular-textured melagabbros, and where the dike is wider and in contact with Hazelton sedimentary rocks; massive sulphides are developed along the flanks of the intrusion in the sedimentary rocks.

Dr. Peter Lightfoot, Garibaldi technical adviser, commented: "A number of global magmatic sulphide ore deposits are associated with dikes or pipe-like intrusions controlled by structures. These dikes were originally open system magma conduits, termed chonoliths, with narrow dike-like blades flanking the pipe-like intrusion. The pipe is often the nexus of heavier mineralization. The recognition of this morphology at E&L thanks to detailed drilling and structural studies in 2019 provided the basis for drilling to follow the steeply plunging mineralized open system conduit towards the east. Renewed prospecting along strike also provided new evidence of mineralized taxitic olivine gabbro at surface. The discovery of mineralized orbicular gabbro and olivine pyroxenite in hole EL-19-80 to the east, and finding mineralized taxitic-textured olivine gabbro and orbicular-textured surface float samples west of E&L, provides important new evidence that the scale of the mineral system may extend considerably along strike beneath the overlying talus fields and vertically towards the base of Nickel Mountain."

With new geochemical and geophysical targets located at depth, the immediate goal of the drill program is to follow the steeply plunging E&L gabbro to the east. The conductors detected off hole will be drill tested for mineralization. It should be noted that the potential importance to exploit deeper targets for mineralization within these expanding zones cannot be overstated and remains the highest priority.

EL-20-85 and EL-20-86 tested a northeast-trending structure along the projected contact with a sedimentary unit, hole 85 intercepted 34.5 metres (130 to 164.5m) of 0.13% nickel and 0.01% copper while hole 86 intercepted 20 metres (135 to 155 m) of 0.13% nickel and 0.05% copper. EL-20-87 was drilled north of the E&L system to provide a BHEM platform. All three holes were drilled from the same platform providing essential structural data and sections of low-grade mineralization, with no significant intercepts.

E&L – (cont'd)

2020 Exploration Program – (cont'd)

Garibaldi concluded its 2020 exploration program at E&L in late November. The Company completed 12 drill holes during the 2020 exploration season. The Company has now completed a total of 96 drill holes at E&L. Assay results for the balance of the 2020 drill holes are pending and will be released as soon as they are available.

Jeremy Hanson, P.Geo., a Qualified Person as defined by NI-43-01 regulations and a director of the Company, has reviewed this MD&A and approved the above technical disclosure concerning the E&L property.

Palm Spring

On May 5, 2016 and amended on June 19, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 35 mineral tenures located in the Liard Mining Division in northwest British Columbia known as the Palm Spring Property. The optionor retained a net smelter return royalty of 2% which may be reduced to 1% by the Company at any time for $1,000,000.

The Palm Spring Property is contiguous with the Company's E&L Property.

Under the terms of the agreement, in order to acquire a 100% interest in the Palm Spring Property, the option payments and share issuances were as follows:

- Within 10 days of TSX-V approval – a cash payment of $10,000 (paid) and the issuance of 100,000 common shares (issued with a fair value of $8,000).
- On or before May 5, 2017 – the issuance of an additional 200,000 common shares (issued with a fair value of $30,000).
- On or before May 5, 2018 – the issuance of an additional 300,000 common shares (issued with a fair value of $924,000).
- On or before June 19, 2018 – the issuance of an additional 56,000 common shares (issued with a fair value of $172,480).
- On or before June 19, 2018 – incur an additional $97,000 in exploration expenditures (incurred).

During the year ended January 31, 2019, the Company re-negotiated the Palm Spring option agreement and paid the all re-negotiated option payments. At January 31, 2019, the Company owned a 100% interest in the Palm Spring Property.

Much of the Palm Spring property features receding glaciers, exposing previously hidden favorable volcano-sedimentary stratigraphy similar to that of Eskay Creek, a former gold-silver mine of Barrick Gold Corp. Historic surface sampling on the Palm Spring property by Noranda returned high-grade gold and copper values and revealed unique Eskay Creek-type pathfinder minerals in trenches and outcrops.

Palm Spring – (cont'd)

2019 Exploration Program

Garibaldi has discovered a high-grade gold quartz vein system at "Casper" on the Palm Spring property located north of the E&L property. Casper has a strategic low-elevation location with proximity road access approximately 15 kilometres west of the Eskay Creek mine.

Highlights of the 2019 Exploration Program at Casper:

- Soil and MMI survey sampling indicate the mineralized system has a strike length of at least 500 metres and is open along trend.

- Two VTEM (versatile time domain electromagnetic) conductors are found 500 and 1,000 metres south of the Casper showing.

- The exploration team located a quartz vein, now known to contain high gold grades, including native gold, in dense vegetation. This vein has now been exposed over 43 metres by hand trenching and remains open along trend. The quartz vein sulphides include chalcopyrite, galena, pyrrhotite, pyrite and arsenopyrite with native gold confirmed by scanning electron microprobe. This discovery occurs along the robust and underexplored McLymont Creek fault.

- To gauge the potential for grade, the quartz vein was tested with 21 shallow drill holes to a maximum depth of 2.5 metres using a Shaw backpack drill. Eighteen of the holes returned significant gold, silver, copper, lead and zinc mineralization. Ten holes returned at least one 0.60-metre interval grading between 12.6 g/t gold and 64.6 g/t gold while silver grades from those samples along 17 metres of strike ranged from 16.3 g/t to 90.5 g/t.

- Eight channel samples across the Casper vein returned a weighted average of 7.36 g/t gold over a mean length of 0.62 metre.

- Thirty-three of 207 float and grab samples from the Casper claim area, including the vein, returned greater than two g/t gold including 17 samples with grades ranging from 11.35 g/t gold to 144 g/t gold (samples are selective and are not necessarily representative of mineralization hosted on the property).

- The Casper discovery is located less than one kilometre off the McLymont Creek access road and just two kms from the AltaGas Forrest Kerr camp at an elevation ranging from approximately 400 to 600 metres. Casper represents an easily accessible target, not requiring helicopter support, that can be drilled throughout the year.

- Garibaldi has secured a five-year drill permit for the Casper area.

Palm Spring – (cont'd)

2020 Exploration Program

Utilizing a shared base camp with E&L, along with flexible work plan schedules adapted for weather, has resulted in gains in productivity and accelerated development at the lower elevation Casper high-grade gold discovery. Two new quartz veins have been identified in proximity to the high-grade Casper vein, including one with multiple samples of visible gold.

Highlights of the 2020 Exploration Program at Casper:

- Field crews collected 165 samples within 250 metres north of and 250 metres south of the northwest-southeast striking Casper vein with grades reaching as high as 249 g/t gold, 13 samples returned grades exceeding 10 g/t gold, and 23 samples returned grades exceeding 1 g/t gold.

- Mechanical trenching at the Casper gold quartz vein further uncovered the high-grade vein over more than 120 metres from the initial 43 metres of hand trenching exposing the discovery.

- The quartz vein remains open with mineralized rock samples extending along trend for 330 metres within a 500 metre gold-in-soil and MMI (mobile metal ion) geochemical anomaly.

- Four new mineralized veins have been discovered this season most notably one 44 metres downslope from the main vein which like the Casper vein also contains visible gold and returned 76.9 g/t gold.

- The quartz vein sulphides include chalcopyrite, galena, pyrrhotite, pyrite and arsenopyrite with native gold. This discovery occurs along the robust and underexplored McLymont Creek structural corridor.

- Field crews completed 94 unbiased channel samples spaced one metre apart throughout exposed sections of the Casper vein. This channel sampling will aid in future drill hole planning and trenching.

Jeremy Hanson, Vice-President Exploration, stated: "Even at this early stage, it's remarkable to see such consistent elevated gold grades in a quartz vein extending more than 120 metres that remains open. The recent discovery of additional mineralized veins is extremely encouraging, especially with visible gold."

Palm Spring – (cont'd)

2020 Exploration Program – (cont'd)

Highlights of 2020 Channel Sampling at Casper:

- A total of 61 channel sample assays returned gold grades ranging from 0.676 g/t gold up to 93.29 g/t gold from a channel sample that contained visible gold.

- The Casper quartz vein system remains open with mineralized rock samples extending along trend for 330 metres. Recent infill soil samples returned up to 500 parts per billion gold 140 metres along trend northwest of the northernmost channel.

- A significant IP resistivity low occurring 100 metres south of the main Casper vein is now under investigation.

- The discovery of the Casper gold quartz gold vein system is along the robust and underexplored mineralized McLymont Creek structural corridor, west of the Eskay rift. Volcanic and sedimentary rock units outcropping along faults near geochemical and geophysical anomalies are being sampled and mapped.

Jeremy Hanson, Vice-President Exploration, stated: "The expanding Casper vein system may represent the surface expression of a much larger system at depth. The number of mineralized veins, found 50 to 100 metres from the main vein, the geophysical anomalies identified and a volcanic unit outcropping found 300 metres east containing up to 4.2 g/t gold are especially encouraging."

Current elevated gold prices make Casper an attractive and high-priority gold target for the Company. In late November 2020, the Company began a drilling program at low elevation Casper. The program was designed to test the grade and width of the gold mineralization at depth. The Company completed 4 drill holes at Casper. Assay results will be released as soon as they become available.

Jeremy Hanson, P.Geo., a Qualified Person as defined by NI-43-01 regulations and a director of the Company, has reviewed this MD&A and approved the above technical disclosure concerning the Palm Spring property.

Red Lion

The Company owns a 100% interest in 6 mineral tenures located in the Omenica Mining Division of British Columbia known as the Red Lion property. The Red Lion property is subject to a net smelter return royalty of 2% which may be reduced to 1%, at any time, upon payment by the Company of $2,000,000.

The Red Lion property is located in northwest B.C. approximately 67 kilometres southeast of the Kemess mine and adjoins the Kliyul copper-gold porphyry project under option to Teck Resources Ltd. Red Lion shows extremely strong copper-gold stream sediment geochemistry in both government regional geochemical survey responses and follow-up proprietary surveys. Access and infrastructure at Red Lion are excellent with the power line to the Kemess South mine only three kilometres away.

Extensive geophysical and surface sampling programs carried out, combined with compilation and contouring of historical soil sampling results from RL Ridge, have revealed a 10-kilometre-long northwest-southeast-trending mineralized corridor in the prospective Quesnel trough. This large corridor is parallel to the Omineca mining road and power lines to Kemess that strategically pass through the Red Lion claims.

The Red Lion, never previously drilled, was gradually expanded to 75 square kilometres from the original 35 square kilometres acquired by Garibaldi in early 2014.

Three major target areas along Red Lion corridor include:

- An extensive copper-in-soil anomaly at the RL Ridge target stretches northwest-southeast for 4.2 kilometres and east-west for 400 metres to 800 metres within a broader anomaly up to 1.7 kilometres wide.
- Parallel to the east of this large geochemical anomaly is a 2.4-kilometre-long induced polarization chargeability high, open to the north and south, that continues up slope from the Omineca road. The IP high coincides with anomalous copper-gold rock, soil and stream sediment results along with a magnetic high that is known to be underlain by a diorite to a monzodiorite intrusive in a largely overburden-covered area (RL East target).
- A second chargeability high, 1.8 kilometres long, is located fewer than two kilometres northwest of RL Ridge at the RL West target and also coincides with anomalous copper-gold rock, soil and stream sediment results and a magnetic high underlain by a diorite intrusive.

Significantly, the four chip samples at RL West with the highest measured chargeability were associated with abundant pyrite and assayed the highest grades in gold, copper and cobalt. Those values ranged from 1.07 grams per tonne gold to 37.5 grams per tonne gold, 0.21% copper to 13.6% copper, and anomalous cobalt to 0.55% cobalt. Extensive outcropping exists at RL West, and numerous areas have yet to be sampled. The fact that the chargeability high appears to be related to sulphides carrying mineralization is extremely encouraging. The IP chargeability highs at Red Lion are similar to those measured at the adjoining Kliyul copper-gold property to the south.

Charles Greig, MSc, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the Red Lion property.

Grizzly

The Company acquired the Grizzly claims located in the Sheslay Valley district of north western British Columbia, subject to a 2% net smelter return royalty. The Company has the option at any time to reduce the NSR to 1% for a payment of $1,000,000 to the vendor.

The Grizzly property is an exciting early stage copper-gold porphyry project located in northwest B.C. in the emerging Sheslay district. Grizzly consists of 286 square kilometres and adjoins Prosper Gold Corp.'s Star project (an advanced porphyry copper-gold prospect) on its western and southern sides. In addition, Grizzly is contiguous to Doubleview Capital Corp.'s Hat property where a new drilling discovery was announced in 2014.

Initial assay results from the first five holes ever drilled by Garibaldi have revealed unique Sheslay district mineral discoveries along a 1.2-km wide portion of Grizzly Central including a potential large-scale deposit in a "Kaketsa multi-element ultramafic". The fertile Kaketsa pluton is known to extend as close as 2.5 kms west of the "Ultra 1 Zone" defined by three of the holes.

The discovery of the Ultra 1 Zone supports the theory that a series of "masked" deposits may exist at Grizzly Central which is almost entirely overburden-covered. Garibaldi is the Sheslay district's dominant landholder with seven regional target areas adjacent to gold-copper porphyry deposits on two other properties, 120 km west of Imperial Metals Corp.'s Red Chris gold-copper mine.

Widely-spaced drill holes GC-15-01, GC-15-03 and GC-15-04 in the Grizzly Central Ultra 1 Zone intersected a very thick, homogeneous ultramafic "black unit", consisting of high-grade magnesium (grades ranging between 21.7% and 23.5% magnesium in each hole) and elevated nickel (ranging between 0.11% and 0.15% nickel in each hole). This structure is preceded by consistent, highly elevated scandium at the top of each hole including 54 metres grading 34 g/t in GC-15-03.

All three holes bottomed in the strongly magnetic, fine-grained and intensely altered black unit which was intersected for 206 metres in GC-15-03.

Meanwhile, GC-15-05, collared 650 metres east of GC-15-03, returned consistent, highly elevated scandium in all assayed 3-metre core samples (20 in total) at various depths throughout its 253-metre length. This included a 33-metre section (from 19 metres to 52 metres) grading 34 g/t scandium, while the final 3 metres of the hole returned the highest scandium grade of 39 g/t.

Multiple high-opportunity targets have been identified from Grizzly West to West Kaketsa to Grizzly Central to Grizzly South.

Maps showing location, sampling areas and full results from recent work completed at West Kaketsa and Grizzly West are available on the Garibaldi web site.

Charles Greig, MSc, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and has approved the above technical disclosure concerning the Grizzly property.

King and King South

On August 15, 2009, the Company entered into a mineral property option agreement to acquire 6 mineral claims in the Golden Triangle area of British Columbia known as the King property and situated immediately north of the past producing high-grade Snip gold mine.

Under the terms of the agreement, the Company agreed to pay $10,000 (paid), issue 100,000 common shares (issued at a fair value of $21,000), pay an additional $90,000 in cash or shares in tranches over five years and complete $100,000 in exploration work on the property (completed). The Company was to make a $70,000 payment by June 30, 2014 which it did not pay. On December 15, 2015, the option agreement was amended and the Company earned a 100% interest in the King Property by agreeing to engage the optionor to complete a minimum of $72,500 of exploration work on the King property in 2016 in lieu of making the final $70,000 option payment. The optionor retained a net smelter return royalty of 2%.

During the nine months ended October 31, 2020, the Company staked additional claims at the King property for $930.

On May 10, 2016, recognizing the significance of developments unfolding in this key part of British Columbia's Golden Triangle, Garibaldi tripled the size of its King property by purchasing an additional 17 claims (King South) contiguous to the southern border of the King property. In exchange for the claims the Company issued 300,000 common shares with a fair value of $30,000 and agreed to engage the vendor to complete a minimum of $50,000 (completed during the year ended January 31, 2017) of exploration work on the claims. The vendor retained a net smelter return royalty of 2% which could be be reduced to 1% by the Company at any time for $1,000,000.

The expansion of the King property divided the project into King North and King South with King South just several kms northeast of the past producing Snip gold mine. In late 2016, Skeena Resources carried out a successful drill program at Snip in an attempt to define new resources outside of the historical mined areas.

King North, featuring at least three mineralized zones, is permitted for drilling. Limited trenching and sampling carried out by the Company over an area identified in the 1980's at King North supports historical results suggesting a high-grade interval in one North zone trench averaged 295 g/t silver with 19.4% combined lead-zinc over 6 metres across the strike of the mineralized zone. The South zone at King North is also prospective for high-grade silver-lead-zinc mineralization while the Central zone has returned high-grade gold values from historical surface sampling at the Chubby Creek prospect.

During the year ended January 31, 2020, the Company wrote-off property acquisition costs of $30,000 related to the King South property.

Mr. Carl Von Einsiedel, P.Geo., a Qualified Person as defined by NI-43-01 regulations, has reviewed this MD&A and approved the above technical disclosure concerning the King property.

Sid, Sunrise and Atlin

On October 5, 2016 and amended on September 20, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 17 mineral tenures located in the Omenica Mining Division in British Columbia known as the Sid and Sunrise claims and a 100% interest in 4 mineral tenures located in the Atlin Mining Division of British Columbia known as the Atlin claims. In order to earn the interests, the Company was required to pay $90,000 (paid) and issue 500,000 common shares over a four-year option period. The mineral properties are subject to 2% net smelter return royalties retained by the optionor.

Under the terms of the option agreement, in order to acquire the 100% interests in the mineral properties, the share issuances were as follows:

- Within 10 days of TSX-V approval – the issuance of 100,000 common shares (issued with a fair value of $11,000).
- On or before October 5, 2017 – the issuance of an additional 100,000 common shares (issued with a fair value of $220,000).
- On or before November 5, 2018 – the issuance of an additional 100,000 common shares (issued with a fair value of $93,000).
- On or before November 5, 2019 – the issuance of an additional 100,000 common shares (issued with a fair value of $98,000).
- On or before November 5, 2020 – the issuance of an additional 100,000 common shares (issued with a fair value of $42,000).

The 2% net smelter return royalties may be reduced to 1% by the Company at any time for $1,000,000.

The Company has completed all the property payments required under the option agreement and now owns a 100% interest in the Sid, Sunrise and Atlin properties.

On March 31, 2019, the Company entered into a mineral property purchase agreement to acquire a 100% interest in 21 mineral claims known as the Keystone claims located in the Atlin Mining Division of British Columbia. The purchase price was $56,000.

Tora Tora

Tora Tora is located near Princeton, B.C. and is 25 kms north of the producing Copper Mountain mine. The property is largely overburden covered but features a prominent circular-shaped magnetic anomaly identified in a 2013 aeromagnetic survey which management believes may be the expression of a buried intrusive body. Tora Tora is located just 2 kms west of Sego Resources' 2012 discovery hole (DDH-12-21; 100.4 m of 0.95% copper, 0.55 g/t gold and 3.5 g/t silver).

In 2017, the Company completed the first two drill holes of a Phase 1 diamond drilling program at Tora Tora. The drill holes were collared 250 metres apart and were drilled to depths of nearly 200 metres, deeper and farther north than any of the several historical holes that were completed at Tora Tora.

Each of the first two test holes intersected propylitic alteration throughout. In copper porphyries, propylitic alteration is associated with the outer distal zones of deposits. The bottom of the second hole, drilled to a depth of 190 metres, returned anomalous copper mineralization in a pyrite-dominated sulphide assemblage with minor chalcopyrite occurring in quartz-carbonate veins, blebs and fine-grained disseminations. Garibaldi geologists were encouraged by the extensive new information acquired from this exploratory drilling, which will provide important guidance for future drilling.

Black Gold

The Company owns, through its 100% owned subsidiary, San Pedro Stone Inc., a granite quarry known as Black Gold which is located 40 kms north of Grand Forks, B.C. There is a quarry permit issued by the B.C. Ministry of Mines as well as a reclamation deposit in place.

Garibaldi's Black Gold claims are potentially suitable for extraction of dimension-stone-quality black granite. Garibaldi's management group has retained this legacy asset after securing an independent assessment indicating that the size of the deposit combined with the unique and attractive appearance of the stone had potential commercial value worthy of further evaluation. The Company continues to examine ways to unlock the value of Black Gold.

MINERAL PROPERTIES IN MEXICO

Garibaldi has utilized sophisticated remote sensing technologies to explore for new gold-silver and base metal deposits in the central and northern parts of Mexico's prolific Sierra Madre. The Company currently controls three properties in this region strategically located close to some of the most robust gold and silver mining projects ever discovered in Mexico.

These properties, namely, Rodadero, Tonichi and Iris, were acquired because they covered broad areas of virtually unexplored hydrothermal alteration that are strikingly similar to the alteration zones associated with many nearby known deposits. The Company completed a state-of-the-art, fixed wing alteration mapping survey (hyperspectral survey) covering Rodadero, Tonichi and Iris. The hyperspectral survey identified multiple high priority target areas at each of these properties.

Sonora Properties

The Company owns two non-contiguous concession packages in Sonora State, Mexico, known as the Tonichi and Rodadero properties. The Company must incur minimum exploration and development expenditures approximating $75,000 per year to keep the concessions in good standing. The concessions will each be subject to a 1% net smelter return royalty which the Company can purchase at any time for $1,000,000 each.

Rodadero

The Rodadero property, where the Company made a high-grade discovery in 2014 at the Silver Eagle target, is located approximately 90 kms northwest of Agnico Eagle's La India mine and Alamos Gold's Mulatos mine. The Company has built significantly on the work of the Mexican Department of Mines whose geological maps for Rodadero showed numerous known gold and silver occurrences, placer gold occurrences and more importantly large areas of alteration similar to the alteration zones identified in the Mulatos area. Detailed geological work at Mulatos has demonstrated that the large alteration zones are associated with epithermal systems that formed gold deposits.

The Company has carried out an extensive exploration program at Rodadero to evaluate the mineralized zones located to date. Additional sampling and detailed mapping ahead of reducing the concessions to cover only the significant areas of mineralization was completed. This work resulted in the identification of several important targets. After reduction of the concessions, the mineralized areas were divided into the Rodadero North and Rodadero South areas.

Rodadero North Target Areas

The Company has identified 12 targets at Rodadero North - Silver Eagle, Rambo, El Rey, Dolores, Batuc, La Fortuna, La Colorada, Tarichi, Reales, La Tortuga, La Estrella and Igualama - through mapping, sampling and the use of the Company's hyperspectral database (see map at www.garibaldiresources.com).

Mapping and broadly-spaced sampling at Silver Eagle has outlined three new mineral horizons surrounding the near-surface, high-grade deposit west and up to 350 meters north of discovery hole SE-14-01. Silver Eagle is a nearly flat lying tabular mineralized body. Significantly, after an extensive review of data, company geologists and technical advisers now believe that the Silver Eagle and Reales targets along the western side of Rodadero are indeed linked as part of a north-northwest trending structural zone extending for at least 2.5 kms.

Meanwhile, a potential new discovery area called Rambo, with the target being high-grade gold, is located approximately 6 kms east of the Silver Eagle near-surface deposit, which was defined in 2014 and 2015. Rambo is contiguous to the northern boundary of privately held claims where a small-scale mining operation is extracting both high-grade gold and high-grade silver.

In addition to Silver Eagle and Rambo, 10 other mineralized centers have so far been outlined at Rodadero over nearly 50 sq. kms through mapping, sampling and the use of the company's proprietary hyperspectral database.

Tonichi

The Tonichi property is located approximately 90 kms west of Alamos Gold’s Mulatos mine. Tonichi shows gold and silver as well as porphyry copper and porphyry molybdenum occurrences.

The Tonichi concessions host a multitude of mineral prospects within broad zones of intense alteration over many square km. These target areas are being explored for potential drill targets in addition to the Locust “gold in soil” anomaly. The Company completed a trenching and mapping program on the Locust target to develop plans for future drilling. At the same time, the Company continued with the ongoing assessment of multiple targets identified by hyperspectral survey. Garibaldi's hyperspectral remote sensing technology has been a rapid, cost-effective method of identifying the best drill targets throughout this strategic land package.

The Company's drilling efforts were focused on the Locust target in the northern part of Tonichi where the Company was following up on an important mineralized intercept (0.24 g/t gold and 0.16% copper over 104.6 metres) in hole MAR-13-02. Drilling at Locust (2745 meters in 16 widely spaced holes) with the Company's own diamond drill rig outlined a broad envelope of near-surface mineralization that measures at least 5 kms along trend and 1-2 km across. The exploration targets are an oxide gold deposit and/or a gold-copper porphyry system.

During the year ended January 31, 2020, the Company wrote-off exploration and evaluation assets of $3,334,895 related to the Tonichi property.

Iris

The Company acquired a 100% interest in the Iris property located in Chihuahua State, Mexico. The property is subject to a 2% net smelter return royalty. The Company has the right to buy down the royalty to 1% by paying US$1,500,000 to the vendor.

The Iris property has drill-ready targets and is strategically located in the heart of a robust mining and exploration camp in western Chihuahua State. The property is in the area of several recently discovered mines, including Agnico Eagle’s Pinos Altos mine and Minera Frisco’s Ocampo mine.

Minera Frisco is also actively exploring a land package (the Venus Property) contiguous to the eastern border of Iris, in between Garibaldi's concession and Agnico Eagle's ground which hosts Pinos Altos.

Garibaldi acquired Iris based on an ASTER-SWIR satellite image outlining a distinct silica anomaly and the observation that the regional Ocampo caldera rim that bisects Pinos Altos traverses through the northern portion of Iris. Both Agnico Eagle and Aurico Gold (later acquired by Minera Frisco) purchased Garibaldi's proprietary hyperspectral data of the Ocampo mining district.

La Patilla

The Company owns a 100% interest in the 99 hectare La Patilla property located in Sinaloa State, Mexico. Should the property be placed into commercial production, the Company is required to issue 800,000 common shares to the original owner and pay a 3% NSR royalty capped at US$3,000,000. The NSR may be reduced to 1% at any time upon the payment of US$2,000,000 by the Company to the original owner.

La Patilla was acquired as a potential near-term exploitation project. Several gold-bearing quartz veins and/or breccia bodies at La Patilla have drawn interest from artisanal miners for many years. The property features easy access, relatively flat terrain at low elevations, and is surrounded by excellent infrastructure in an established mining district. Garibaldi has also negotiated a long-term agreement with the local community to allow for any potential future metal extraction on the property by the company.

First-ever diamond drilling at La Patilla returned highly encouraging gold values near-surface including an interval grading 10.4 g/t gold over 8.5 metres in LP-14.

Garibaldi has received excellent metallurgical results for the La Patilla vein system with a gold recovery rate of 95% from a flotation test carried out by the Mexican Geological Survey in Chihuahua City.

The analyzed head grade for a grab sample (7.9 kilograms) was 17.7 g/t gold. Material was taken from surface exposures in the vein system where previous drilling reported high-grade gold values. Garibaldi cautions that the head grade is not necessarily representative of mineralization at La Patilla in general or, specifically, within the zones, structures or geological features that were sampled for the metallurgical testing.

Dr. Craig Gibson, PhD., P. Geo., director of the Company and Qualified Person as defined by NI 43-101 regulations, has reviewed and approved the technical information on the Mexican properties contained in this MD&A on behalf of the Company.

SELECTED ANNUAL INFORMATION

The following table sets out selected annual financial information for the Company for the years ended:

	January 31, 2020 $	January 31, 2019 $	January 31, 2018 $
Revenues	Nil	Nil	Nil
Net and comprehensive loss	(5,863,487)	(2,661,663)	(2,128,399)
Basic and diluted loss per share	(0.05)	(0.03)	(0.03)
Total assets	46,025,008	43,930,732	27,435,336
Non-current financial liabilities	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

DISCUSSION OF OPERATIONS

The Company recorded a net and comprehensive loss of $797,460 for the nine months ended October 31, 2020 compared to $1,951,135 for the nine months ended October 31, 2019.

Expenses for the nine months ended October 31, 2020 were $825,793 compared to $2,194,082 for the nine months ended October 31, 2019.

Consulting fees increased to $159,119 in 2020 compared to $77,594 in 2019. The Company entered into a consulting agreement with Mark Scott in February 2020 which called for consulting fees of $6,000 per month. This agreement terminated in October 2020. In addition, the Company incurred consulting fees of $15,050 related to land management issues in Mexico.

The Company recorded a foreign exchange gain of $32,887 during the nine months ended October 31, 2020. The gain was primarily related to land taxes payable in Mexico. The Mexican peso deteriorated sharply during the three months ended April 30, 2020. The Company paid the land taxes in May 2020.

Share-based compensation expense was $162,750 in 2020 compared to $1,536,000 in 2019. The Company granted 325,000 stock options in the 2020 period compared to 1,200,000 options in the 2019 period.

The Company recorded other income of $125,386 on the settlement of flow-through premium liabilities during the nine months ended October 31, 2019.

The Company incurred expenditures on exploration and evaluation assets of $6,296,071 during the nine months ended October 31, 2020 compared to $10,586,564 during the nine months ended October 31, 2019.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended January 31, 2020 and 2019 are derived from the Company's audited annual consolidated financial statements. All other quarterly figures are derived from the Company's unaudited condensed interim consolidated financial statements.

	October 31, 2020 $	July 31, 2020 $	April 30, 2020 $	January 31, 2020 $
Comprehensive loss	(237,797)	(391,494)	(168,169)	(3,912,352)
Basic loss per share	(0.00)	(0.00)	(0.00)	(0.03)
Fully diluted loss per share	(0.00)	(0.00)	(0.00)	(0.03)

	October 31, 2019 $	July 31, 2019 $	April 30, 2019 $	January 31, 2019 $
Comprehensive loss	(187,914)	(1,618,312)	(144,909)	(3,230,368)
Basic loss per share	(0.00)	(0.02)	(0.00)	(0.04)
Fully diluted loss per share	(0.00)	(0.02)	(0.00)	(0.04)

In the above table, the large variances in quarterly results are due to share-based compensation expense, the write-off of exploration and evaluation assets and to deferred income tax expense recorded during a particular quarter.

LIQUIDITY AND CAPITAL RESOURCES

At October 31, 2020, the Company has not advanced its mineral properties to commercial production and has not generated revenue from operations. The Company does not expect to generate revenues in the foreseeable future and expects to continue to incur costs to further explore its mineral properties.

The Company estimates that the administration of its corporate affairs will cost in the order of $250,000 per quarter or $1,000,000 per year. In addition, the Company's Mexican properties require the payment of bi-annual property maintenance taxes.

At October 31, 2020, the Company had working capital of $918,715 which is not sufficient to meet its ongoing commitments and further its exploration programs for the next twelve months. The Company has financed its operations and mineral property exploration programs to date primarily through the issuance of common shares. The Company has been successful in raising funds in the past to finance operations, however, there is no assurance it will be able to do so in the future.

Financing Activities

During the Period from February 1, 2020 to December 29, 2020:

The Company announced a flow-through private placement of up to 5,000,000 units at $0.60 per unit for gross proceeds of up to $3,000,000. Each flow-through unit will be comprised of one flow-through common share and one-half of one share purchase warrant. Each full warrant will be exercisable into one common share at $0.75 for a period of two years.

The Company issued 3,388,666 common shares pursuant to closing of the first tranche of the private placement for proceeds of $2,033,200. The Company also issued 1,694,333 share purchase warrants exercisable into common shares at $0.75 until November 20, 2022. On closing the first tranche, a finder's fee payment of $105,000 was made and 175,000 finder's warrants were issued. The finder's warrants are exercisable into common shares at $0.60 until November 20, 2022.

The Company issued 2,050,000 common shares pursuant to the exercise of stock options for proceeds of $310,000.

During the Year Ended January 31, 2020:

The Company issued 6,887,433 common shares pursuant to the exercise of share purchase warrants for proceeds of $5,598,061.

The Company issued 400,000 common shares pursuant to the exercise of stock options for proceeds of $200,000.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements to report.

MANAGEMENT CHANGES

In February 2020, the Company announced that Mark Scott would be appointed to the Company's Board of Directors and take on the position of Vice President of Corporate Development. Mark Scott was the Vice President of Vale Canada and the head of its Manitoba nickel operations. Mr. Scott enjoyed a successful 20-year career with Vale, Inco and Noranda.

In September 2020, the Company accepted the resignation of Mark Scott, who recently took another junior mining company public and will now focus his attention on this new opportunity. The Company thanks him for his contributions to Garibaldi and wishes him well. Mark continued to provide services to Garibaldi through October 2020.

In September 2020, the Company announced that Jeremy Hanson would be appointed to the Company's Board of Directors. Mr. Hanson has played an instrumental role in the discovery and development of the E&L project. Mr. Hanson graduated with a BSc honours with distinction from Simon Fraser University. A professional geoscientist with over a decade of mineral exploration experience throughout Canada, he began his career with Teck in 2010 on grassroots gold exploration in Ontario. In 2013, he completed a thesis on the GJ porphyry deposit in northwest British Columbia with SFU and Teck. He is the founder and president of Hardline Exploration Corp., a mineral exploration service company. He is a director of the Smithers Exploration Group and vice-president of exploration for the Company, where he guides exploration at E&L. He has worked with junior, mid-tier and major companies throughout B.C., Yukon, Quebec and Ontario, and brings a strategic mindset to every project and broad geological knowledge with experience in nickel-copper, porphyries, epithermal, lode gold and VMS deposits.

TRANSACTIONS BETWEEN RELATED PARTIES

At December 29, 2020, the Board of Directors of the Company are Steve Regoci, Barrie DiCastri, Greg Burnett, Craig Gibson, Jeremy Hanson and Dr. Raymond Goldie. The officers of the Company are Steve Regoci, Chief Executive Officer and Barrie DiCastri, Chief Financial Officer.

Key management personnel compensation

The Company considers its Board of Directors and Executive Officers to be key management. The Company incurred the following key management compensation charges during the nine months ended October 31, 2020 and 2019:

		2020		2019
Exploration and evaluation costs	$	54,897	$	-
Consulting fees		60,795		-
Management fees		216,000		216,000
Share-based compensation		68,750		768,000
	$	400,442	$	984,000

At October 31, 2020, trade payables and accrued liabilities included $532,629 (January 31, 2020: $12,729) due to a director of the Company and to a company with a director in common with the Company for services provided.

PROPOSED TRANSACTIONS

The Company has no proposed transactions to report.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Site Closure and Reclamation Provisions

The Company assesses its mineral properties' rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact any amounts charged to operations for reclamation and remediation. At the periods presented, no reclamation obligation has been incurred. Therefore, no provision has been recorded which represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

CRITICAL ACCOUNTING ESTIMATES – (cont'd)

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Share-Based Payments

Management uses valuation techniques in measuring the fair value of share options granted. The fair value is often determined using the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's consolidated financial statements.

Deferred Income Taxes

Judgement is required to determine which types of arrangements are considered to be a tax on income in contrast to an operating cost. Judgement is also required in determining whether deferred tax liabilities are recognized in the consolidated statement of financial position. Deferred tax assets, including those potentially arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable income in future periods, in order to recognize deferred tax assets. Assumptions about the generation of future taxable income depend on management's estimates of future operations and cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by production and sales volumes, commodity prices, reserves, operating costs, closure and rehabilitation costs, capital expenditure, and other capital management transactions) and judgement about the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize deferred tax assets or offset these against any deferred tax liabilities recorded at the reporting date could be impacted.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company's significant accounting policies are disclosed in Note 3 to its unaudited condensed interim consolidated financial statements for the nine months ended October 31, 2020.

The following standard was adopted by the Company effective February 1, 2019:

IFRS 16 – Leases - In June 2016, the IASB issued IFRS 16 – *Leases* which established principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17 - *Leases*. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17.

In accordance with the transition provisions in IFRS 16, the new rules were adopted retrospectively with any cumulative effect of initially applying the new standard recognized on February 1, 2019. The comparatives are not restated and are accounted for under IAS 17 and IFRIC 4 as permitted under the specific transitional provisions in the new standard.

Upon adoption of IFRS 16, the Company recognized lease liabilities in relation to a lease for office space which had previously been classified as "operating lease" under the principles of IAS 17. Under IAS 17 lease payments were recorded as expenses as they were incurred. Under IFRS 16, lease payments are applied to the lease liability and the Company records lease interest expense and amortizes the right of use asset associated with the lease.

Under IFRS 16, the lease liability was measured at the present value of the remaining lease payments as at February 1, 2019, discounted using the Company's incremental borrowing rate. The incremental borrowing rate applied to the lease liability on February 1, 2019 was 10%.

An associated right-of-use asset for the lease was measured at the amount equal to the lease liability on February 1, 2019. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at October 31, 2020, the Company's financial instruments consist of cash and cash equivalents, trade payables and lease liability.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Mexico. As most of the Company's cash is held by one major Canadian bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash and cash equivalents.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at October 31, 2020:

	Within one year	Between one and five years	More than five years
Trade payables	$ 1,572,589	$ -	$ -
Lease liability	44,239	75,127	-
	$ 1,616,828	$ 75,127	$ -

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The Company's Mexican subsidiary is exposed to currency risk because it holds cash and incurs expenditures that are denominated in Mexican pesos while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican pesos:

		October 31, 2020		January 31, 2020
Cash	$	6,352	$	232
Trade payables		(7,199)		(220,810)
	$	(847)	$	(220,578)

Based on the above net exposure, at October 31, 2020, a 10% change in the exchange rate of the Mexican peso in relation to the Canadian dollar would impact net income or loss by approximately $100.

The Company is also exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in US dollars:

		October 31, 2020		January 31, 2020
Cash	$	15,608	$	41,792
Trade payables		(6,841)		(6,797)
	$	8,767	$	34,995

Based on the above net exposure, at October 31, 2020, a 10% change in the exchange rate of the US dollar in relation to the Canadian dollar would impact net income or loss by approximately $900.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are exposed to interest rate risk. The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS – (cont'd)

Classification of financial instruments

Financial assets included in the consolidated statements of financial position are as follows:

	October 31, 2020	January 31, 2020
Fair value through profit or loss:		
Cash and cash equivalents	$ 336,812	$ 6,202,086
	$ 336,812	$ 6,202,086

Financial liabilities included in the consolidated statements of financial position are as follows:

	October 31, 2020	January 31, 2020
Fair value through profit or loss:		
Trade payables	$ 1,572,589	$ 513,034
Lease liability	119,366	149,274
	$ 1,691,955	$ 662,308

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial instruments measured at fair value on a recurring basis as at October 31, 2020 and January 31, 2020:

	October 31, 2020		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 336,812	$ -	$ -
	$ 336,812	$ -	$ -
	January 31, 2020		
	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 6,202,086	$ -	$ -
	$ 6,202,086	$ -	$ -

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this MD&A, the Company is also subject to other risks and uncertainties including the following:

COVID - 19

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak has adversely affected workforces, economies, and financial markets, leading to an economic downturn. Management has implemented safeguards and protocols recommended by the relevant health authorities to protect its workers and will continue to monitor the situation.

General Risk Associated with the Mining Industry

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures which balances risk while at the same time allowing properties to be advanced.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and competition for professionals is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

RISKS AND UNCERTAINTIES – (cont'd)

Option Agreements

The Company is currently earning some of its interests in its mineral properties through option agreements and acquisition of title to the property is only completed when the option conditions have been met. These conditions generally include making property payments and incurring exploration expenditures on the properties and can include the completion of pre-feasibility studies. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the mineral property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

Permits and Licences

The operations of the Company will require licences and permits from various governmental authorities, which have been applied for and/or will be applied for at the proper time. There can, however, be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development and mining operations of its projects.

Environmental Regulation

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions or various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. The Company may become subject to liability for pollutions or hazards against which it cannot insure or again which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

OUTSTANDING SHARE DATA

Number of Issued and Outstanding Common Shares

At December 29, 2020	121,549,075

Share Purchase Warrants

At December 29, 2020, there were 5,043,936 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number of warrants outstanding	Exercise Price	Expiry Date
2,539,683	$4.50	October 20, 2022
634,920	$4.50	October 26, 2022
1,694,333	$0.75	November 20, 2022
175,000	$0.60	November 20, 2022
5,043,936		

Stock Options

At December 29, 2020, there were 2,525,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number of options Outstanding	Exercise Price	Expiry Date
700,000	$0.50	August 18, 2022
200,000	$1.50	September 26, 2022
100,000	$2.30	February 16, 2023
1,200,000	$1.50	July 18, 2024
125,000	$1.25	February 11, 2025
200,000	$1.25	July 14, 2025
2,525,000		