

PINEHURST CAPITAL II INC.
INTERIM MANAGEMENT DISCUSSION AND ANALYSIS – QUARTERLY
HIGHLIGHTS

FOR THE PERIOD ENDED SEPTEMBER 30, 2020

Background

The management discussion and analysis (“**MD&A**”) of the results of operations and financial position of Pinehurst Capital II Inc. (the “**Company**”) for the three month period ended September 30, 2020 should be read in conjunction with the Company’s unaudited condensed interim financial statements for the period ended September 30, 2020.

This MD&A is dated November 30, 2020.

We have prepared this MD&A with reference to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. The Company’s financial statements have been prepared in accordance with International Financial Reporting Standard (“**IFRS**”). This MD&A complements and supplements, but does not form part of, the Company’s financial statements.

All figures contained in this MD&A are presented in Canadian dollars. Additional information relevant to the Company’s activities can be found on SEDAR at www.sedar.com.

Company overview

The Company was incorporated on July 13, 2018 under the *Business Corporations Act* (Ontario) (“**OBCA**”) and is a capital pool company (“**CPC**”), as defined in TSX Venture Exchange (“**TSX-V**”) Policy 2.4 (“**Policy 2.4**”). The principal business of the Company as a CPC is the identification and evaluation of companies, businesses, properties, or assets for acquisition and once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval (the “**Qualifying Transaction**” as defined by the TSX-V). The registered and head office address of the Company is 20 Holly Street, Suite 300, Toronto, Ontario, M4S 3B1.

The Company has not commenced commercial operations and has no assets other than cash. Until such time that a Qualifying Transaction is completed, the Company will have no significant revenue and will incur expenses primarily for Qualifying Transaction investigation, TSX-V listing and filing requirements, professional services and office facilities and administration, subject to certain restrictions under Policy 2.4.

On February 8, 2019, the Company became a reporting issuer in the provinces of British Columbia, Ontario, and Alberta.

On April 10, 2019 the Company successfully completed its initial public offering (“**IPO**” or “**Offering**”) of 3,000,000 common shares at a price of \$0.10 resulting in gross proceeds of

\$300,000. M Partners Inc. (the “**Agent**”) acted as agent for the Offering. In connection with the Offering, the Agent received a cash commission of \$30,000, a corporate finance fee of \$20,000 and 300,000 compensation warrants (the “**Agent's Warrants**”). The Agent's Warrants will expire 24 months from the date the Company's Common Shares are listed on the TSX-V. Upon completion of the Offering, the Company had 5,000,000 common shares issued and outstanding, of which, the 2,000,000 common shares held by the founders were held in escrow pending the completion of a Qualifying Transaction in accordance with Policy 2.4. The Company has also granted stock options to acquire an aggregate of 500,000 Common Shares at an exercise price of \$0.10 per share to the directors and officers of the Company, which will expire 10 years from the date of grant. All common shares acquired on exercise of stock options granted to directors and officer prior to the completion of a Qualifying Transaction must also be deposited in escrow pending the completion of a Qualifying Transaction in accordance with Policy 2.4.

The Company's common shares commenced trading on the TSX-V under the symbol “PINH.P” on April 16, 2019.

On September 10, 2020, the Company entered into a definitive agreement with Alliant Gold Corp. (formerly 1252201 B.C. Ltd.) (“**Alliant**”), pursuant to which the Company and Alliant have agreed to complete a business combination (the “**Transaction**”), whereby the Company will be the parent company (the “**Resulting Issuer**”) and the Resulting Issuer will own 100% of the issued and outstanding securities of Alliant (the “**Alliant Agreement**”). In accordance with the terms and conditions of the Alliant Agreement, the Transaction will be completed by way of a three-cornered amalgamation (the “**Amalgamation**”) among the Company, Alliant and Pinehurst II Acquisition Corp. (“**Subco**”), a wholly-owned subsidiary of the Company incorporated under the *Business Corporations Act* (British Columbia) for the purposes of completing the Transaction. The Amalgamation will result in Alliant combining its corporate existence with Subco, and the entity resulting from the Amalgamation will be a wholly-owned subsidiary of the Company. Following the completion of the Transaction, the Resulting Issuer is expected to carry on the business of Alliant, as currently contemplated to be constituted.

The Transaction will constitute a Qualifying Transaction pursuant to Policy 2.4.

In connection with, and immediately prior to the completion of, the Transaction, Alliant intends to acquire the Ana Paula gold development project located in the Guerrero Gold belt of Mexico (the “**Ana Paula Project**”), pursuant to a share purchase agreement (the “**Argonaut Agreement**”) dated September 10, 2020 between Alliant and Argonaut Gold Inc. (“**Argonaut Gold**”). In accordance with the terms and conditions of the Argonaut Agreement, Alliant will acquire all of the issued and outstanding shares of Aurea Mining Inc. and its wholly-owned subsidiary Minera Aurea S.A. de C.V. for an aggregate purchase price comprised of, in part, USD\$30,000,000 in cash on closing, a promissory note in the amount of CAD\$10,000,000 payable on the date on which Alliant announces the commencement of construction at the Ana Paula Project, a 1% net smelter return royalty in favour of Argonaut Gold, and such number of common shares of Alliant as would result, on exchange of such shares for common shares of the Resulting Issuer pursuant to the terms of the Transaction, in Argonaut Gold owning approximately 9.9% of the outstanding common shares of the Resulting Issuer immediately following the completion of the Transaction.

Previous owners of the Ana Paula Project have completed extensive work on drilling, mining methods, metallurgy and plant design, which resulted in a preliminary feasibility study titled “Ana Paula Project NI 43-101 Technical Report, Amended Preliminary Feasibility Study” issued by Alio Gold Inc. on June 7, 2017. A full feasibility study will be undertaken on closing of the Transaction.

Pursuant to the terms and conditions of the Alliant Agreement, Alliant intends on completing a non-brokered private placement (the “**Alliant Private Placement**”) of aggregate proceeds of not less than \$30,000,000 by the issuance of subscription receipts. The proceeds of the Alliant Private Placement will be used to fund a portion of the cash purchase price payable by Alliant under the Argonaut Agreement, continuing operating expenses, general working capital purposes and to fund the cost of the feasibility study for the Ana Paula Project. The remaining cash purchase price payable by Alliant under the Argonaut Agreement is expected to be funded by way of additional equity or debt funding to be raised prior to the completion of the Transaction.

The completion of the Transaction is subject to a number of conditions, including but not limited to, approval of TSX-V and all other necessary regulatory approvals and completion of the transactions contemplated by the Argonaut Agreement and the Alliant Private Placement. There is no guarantee that the Transaction will be completed on the terms disclosed herein, if at all. See "Risks and Uncertainties".

Forward-Looking Statements

Certain statements contained in the in this MD&A constitute forward-looking statements. These statements relate to future events or the Company’s future performance. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “propose”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. Forward looking information contained herein includes information related to the Transaction, the completion of the Argonaut Agreement, and the Alliant Private Placement.

Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company’s actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors, including the risk factors set out under the heading "Risks and Uncertainties" and including those risk factors set out in the Company's prospectus dated February 7, 2019, available on SEDAR at www.sedar.com.

Summary of Quarterly Results

	September 30, 2020
Total Assets	195,583
Total liabilities	36,155
Total shareholders' equity	159,428
Net loss for the period	(50,810)
<u>Basic and diluted loss per share</u>	<u>(0.01)</u>

Results of Operations

Three months ended September 30, 2020

At September 30, 2020, the Company had no continuing source of operating revenues and related expenditures. The Company recorded a net loss of \$50,810 for the period ended September 30, 2020. Of this, the Company incurred \$48,184 for legal fees and \$1,694 for accounting services. The Company incurred \$932 in listing and transfer agent fees.

Liquidity and Capital Resources

The Company has financed its operations to date through the issuance of common shares. The Company may seek capital through various means including the issuance of equity and/or debt.

As at September 30, 2020 the Company had cash on hand of \$195,583 to meet its obligations of \$36,155 and working capital of \$159,428.

There was a net change in cash holdings of the Company of (\$47,578) for the nine month period ended September 30, 2020.

As a CPC, the Company's routine expenses are limited to general administrative costs such as TSX-V listing and filing fees, audit fees and accounting fees. When the Company has identified a potential Qualifying Transaction, additional legal or other transaction-related costs may be incurred, regardless of whether or not the transaction is ultimately completed.

It is uncertain as to when a Qualifying Transaction can be completed, but the Company's current cash balance is sufficient to pay its existing accounts payable and accrued liabilities, to maintain routine on-going operations and to investigate potential Qualifying Transactions for the next 12 months.

Related Party Transactions

There was no remuneration paid to key management personnel during the period ended September 30, 2020.

During the period ended December 31, 2018, a shareholder paid \$16,950 on behalf of the Company related to a retainer for services by the Agent related to the IPO, see Note 6 of to the unaudited condensed interim financial statements for the period ended September 30, 2020. The amount is non-interest bearing and without specified terms of repayment; however, it was repaid as at December 31, 2019.

On April 10, 2019, the Company granted 500,000 stock options to directors and officers with an exercise price of \$0.10 per share and expiry date of April 12, 2029. The following is a breakdown of the stock options received by related parties:

- David Rosenkrantz: 125,000 common share purchase options;
- Ilana Prussky: 125,000 common share purchase options;
- Paul De Luca: 125,000 common share purchase options; and
- Tracy Graf: 125,000 common share purchase options.

Capital Management

The Company's objectives when managing capital are to maintain financial viability and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company includes equity, comprised of share capital, reserves and deficit, in the definition of capital.

Excluding the current liabilities, which relate to standard operating accounts payable, the Company's current capital is the result of the sale of common shares. The net proceeds raised to date are sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. However, additional funds may be required in the longer-term should the Company be unable to complete a Qualifying Transaction.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities or \$120,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under Policy 2.4.

Financial Instruments and Risk Management

As at September 30, 2020, the Company's financial instruments comprise cash and accounts payable and accrued liabilities which are carried at amortized cost. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

- Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash held in trust is a level 1 financial instrument measured at fair value on the statement of financial position

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash held in trust.

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Company's liabilities. The \$36,155 of accounts payable and accrued liabilities are due within one year.

Critical Accounting Estimates and Judgments

The Company's significant accounting policies are summarized in Note 2 to the unaudited financial statements for the period ended September 30, 2020.

Future Changes in Accounting Policies

The following standards have been issued but do not apply:

IFRS 16 Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

The Company does not have any leases and therefore, the adoption of the above standard would not have an impact on its financial performance and financial statement disclosures. There are additional new standards that have not been discussed as they are not expected to impact the Company.

Risks and Uncertainties

The Company's objective is to identify and complete a Qualifying Transaction and until such time as it does so, the Company will not have a source of recurring income, commercial operations, significant assets other than cash and shall not generate earnings or pay dividends. Until the completion of a Qualifying Transaction, the Company is not permitted to carry on any other business other than the identification and evaluation of potential Qualifying Transactions.

The closing of any proposed Qualifying Transaction is subject to a number of terms and conditions, including completion of due diligence procedures by parties to the transaction and receipt of all required regulatory approvals, and there is no assurance that a transaction will be completed.

Should the Company be unable to complete a Qualifying Transaction before its existing cash has been spent, it will require additional capital financing and there is no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If the Company does not complete a Qualifying Transaction within the time permitted by the TSX-V, its common shares could be delisted.

The Company's success depends to a certain degree upon key members of its management to identify a potential Qualifying Transaction. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

The proposed business of the Company and the completion of a Qualifying Transaction involves a high degree of risk and there is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period.

These factors indicate the existence of a material uncertainty that may cast doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue

as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

In 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Risks Related to the Proposed Transaction

The Transaction is subject to normal commercial risk that it may not be completed on the terms negotiated or at all. The closing of the Transaction is subject to the completion of other agreements, closing conditions and conditions precedent. There is no guarantee that such agreements will be reached or closing conditions and conditions precedent will be met, obtained or waived and there is no definitive assurance that the Transaction will be completed as anticipated.

Alliant may have current or future liabilities of which the Company is unaware, including liabilities such as potential liability claims that the Company may not or did not identify in the course of its due diligence. The Company may not be indemnified for all liabilities of this nature. In addition, there may be required capital expenditures that the Company did not identify or accurately quantify in the course of its due diligence.

Undisclosed liabilities or unexpected required capital expenditures may materially adversely affect the business, results of operations and financial condition of the combined businesses of Alliant and the Company.

Conflict of Interest

There are potential conflicts of interest to which all of the directors, officers, insiders and promoters of the Company will be subject in connection with the operations of the Company. All of the directors, officers, insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Company for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, insiders and promoters will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA.

Corporate Governance

TSX-V Policy 3.1 requires that the Company have an audit committee of at least three directors, the majority of whom are not employees, control persons or officers of the Company or any of its associates or affiliates. The audit committee will be responsible for overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company.

Given the current prescribed nature of the Company and its principal business being limited to identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction, it is anticipated that, prior to the Completion of the Qualifying Transaction, the only committee of the board of directors will be the audit committee.

The Company has appointed an audit committee consisting of the following three directors: David Rosenkrantz, Tracy Graf and Paul De Luca.