

**STALLION GOLD CORP.
MANAGEMENT’S DISCUSSION AND ANALYSIS:
FOR THE PERIOD ENDED SEPTEMBER 30, 2022**

DATE: NOVEMBER 25, 2022

DESCRIPTION OF BUSINESS

The Board of Directors of Stallion Gold Corp. (the “Company” or “Stallion”) is pleased to present to its shareholders a summary of the Company’s activities for the nine months ended September 30, 2022, and any other pertinent events subsequent to that date up to and including the date of this report.

The following information should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2021 and the unaudited condensed consolidated financial statements for the nine months ended September 30, 2022, and related notes, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The Company’s principal business activity is the identification and evaluation of mineral resource assets.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements and information. Such forward looking statements are based on the Company’s plans and expectations and involve known and unknown risks, uncertainties and factors which may cause the actual results, performance, or achievements of the Company to be materially different from any performance or achievement expressed or implied by such forward looking statement.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The Company was incorporated on November 7, 2011 under the Business Corporations Act (British Columbia). The head office of the Company is located at 700 – 838 W Hastings Street, Vancouver, British Columbia, V6C 0A6.

The Company trades on the TSX Venture exchange under the symbol STUD.

On March 1, 2021, the Company entered into a Share Option Agreement (“Agreement”) pursuant to which the Company has been granted the option to acquire all the shares outstanding in 1262446 B.C. Ltd. (“Horse Heaven Parent”), a private mineral exploration company. Horse Heaven Parent is the sole owner of Horse Heaven Holdings Inc. which holds a 100% interest in the Horse Heaven mineral property. As consideration, the Company has agreed to pay a total of \$1,200,000 and issue an aggregate 36,000,000 common shares as follows:

- \$200,000 as a non-refundable deposit on the LOI and execution and delivery of the agreement (paid).
- \$200,000 and 12,000,000 common shares following the satisfaction or waiver of all of the conditions precedent in the Agreement (the “Effective Date”) (paid and issued);
- \$400,000 and 12,000,000 common shares on the first anniversary of the Effective Date (paid and issued); and
- \$400,000 and 12,000,000 common shares on the second anniversary of the Effective Date.

The Company holds the right to accelerate any of these payments at its discretion and, upon all payments and share issuances being made, the option will be exercised.

On May 20, 2022, the Company entered into an earn-in option agreement to acquire 100% interest in the Richmond Mountain gold project (the “Project”) from Bronco Creek Exploration Inc., a wholly-owned subsidiary of EMX Royalty Corporation (“EMX”). The Company can earn 100% interest in the Project by:

- (a) making execution and option payments totalling US\$500,000 over a five-year option period as follows; and
 - \$25,000 upon execution and delivery of the agreement (paid).
 - \$25,000 on or before the first anniversary of the Effective Date;
 - \$50,000 on or before the second anniversary of the Effective Date;
 - \$50,000 on or before the third anniversary of the Effective Date;
 - \$100,000 on or before the fourth anniversary of the Effective Date; and
 - \$250,000 on or before the fifth anniversary of the Effective Date
- (b) completing US\$1,500,000 in exploration expenditures during the option period as follows:
 - \$200,000 on or before the first anniversary of the Effective Date;
 - \$200,000 on or before the second anniversary of the Effective Date;
 - \$300,000 on or before the third anniversary of the Effective Date;
 - \$350,000 on or before the fourth anniversary of the Effective Date; and
 - \$450,000 on or before the fifth anniversary of the Effective Date.

Upon completing the option earn-in, EMX will retain a 4% NSR royalty interest on the Project. The Company has the ability to buy down the NSR to 2.5% by:

- (a) completing an initial half-percent (0.5%) royalty buyback for a payment of US\$750,000 prior to the third anniversary of the option exercise.
- (b) If the first buyback is completed, an additional half percent (0.5%) can be bought back for US\$1,000,000, and a third half percent (0.5%) increment for US\$1,200,000 at any time prior to Commercial Production.

Beginning on the first anniversary of the option exercise, the Company will also make annual advance royalty (“AAR”) payments of US\$100,000. Additionally, after the option has been exercised, the Company will make payments in gold ounces (or the USD equivalent) at the following Project milestones:

- (a) 200 ounces of gold upon completion of a Preliminary Economic Assessment;
- (b) 400 ounces of gold upon completion of a Prefeasibility Study; and
- (c) 650 ounces of gold upon completion of a Feasibility Study.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of selected financial information for the most recent eight quarters ending September 30, 2022:

Quarter-Ended	9/30/22	6/30/22	3/31/22	12/31/21	9/30/21	6/30/21	3/31/21	12/31/20
Income (Loss) for the period	\$(163,773)	\$(156,228)	\$(401,375)	\$97,065	(\$125,201)	(\$126,832)	(\$459,773)	(\$515,327)
Basic and diluted loss per share	(\$0.00)	(\$0.00)	(\$0.01)	\$0.00	(\$0.00)	(\$0.00)	(\$0.02)	(\$0.04)

Three months ended September 30, 2022

During the three months ended September 30, 2022, the Company recognized net loss of \$163,773 (2021 – \$125,201). The increase in net loss was primarily a result of increased operating costs as discussed below:

- a. Increase in consulting fees to \$67,800 (2021 – \$9,000) for the fees paid to the President and administrative consultant.
- b. Increase in office and miscellaneous expenses to \$53,878 (2021 – \$26,672) for the fees mainly related to marketing services.
- c. The above is offset by decrease in transfer agent and filing fees to \$10,436 (2021 – \$37,693) for the fees related to various regulatory filings.

Nine months ended September 30, 2022

During the nine months ended September 30, 2022, the Company recognized net loss of \$721,376 (2021 – \$711,806). The increase in net loss was primarily a result of increased operating costs as discussed below:

- a. Increase in consulting fees to \$139,800 (2021 – \$65,600) for the fees paid to the President and administrative consultant.
- b. Increase in management fees to \$135,000 (2021 – \$121,200) for the fees paid to the CEO and CFO.
- c. Increase in office and miscellaneous expenses to \$114,155 (2021 – \$70,886) for the fees mainly related to marketing services.
- d. The above is offset by decrease in professional fees to \$41,374 (2021 – \$68,460) related to legal services for general corporate matters and ongoing accounting fees, stock-based compensation to \$270,805 (2021 – \$286,830) for the 850,000 stock options granted to certain employees, officers, directors and/or consultants at an exercise price of \$0.345 per share for a period of 5 years, and transfer agent and filing fees to \$37,183 (2021 – \$88,328) for the fees related to various regulatory filings.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022, the Company had working capital of \$1,669,603 compared to a working capital of \$3,118,935 as at December 31, 2021. Net cash used in operating activities for the nine months ended September 30, 2022 was \$470,690 (2021 – \$383,558).

The Company also spent \$400,000 related to the Horse Heaven acquisition, \$32,062 related to the Richmond Mountain acquisition, and \$566,699 in exploration and evaluation expenses mainly related to the Horse Heaven property.

The Company has a history of operating losses and of negative cash flows from operations. While management identifies projects of merit for acquisition, the Company will remain reliant on capital markets for future funding to meet its ongoing obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements at the time of this management discussion and analysis.

RELATED PARTY TRANSACTIONS

- (a) As at September 30, 2022, the amount of \$73,400 (December 31, 2021 – \$73,400) was owed to a company where the former President of the Company is the President, CEO, and CFO. The amount owed is non-interest bearing, unsecured and due on demand and is included in accounts payable and accrued liabilities.
- (b) As at September 30, 2022, the balance owing of \$8,271 (December 31, 2021 – \$8,538) to a company controlled by the VP Exploration of the Company was included in accounts payable and accrued liabilities. During the nine months ended September 30, 2022, the amount of \$81,000 (2021 – \$109,900) was incurred to a company controlled by the VP Exploration of the Company for consulting fees.
- (c) As at September 30, 2022 the balance owing of \$17,146 (December 31, 2021 – \$nil) to a company controlled by the Chief Executive Officer of the Company was included in accounts payable and accrued liabilities. During the nine months ended September 30, 2022, the amount of \$108,000 (2021 – \$91,200) was incurred to a company controlled by the Chief Executive Officer of the Company for management fees.
- (d) During the nine months ended September 30, 2022, the amounts of \$27,000 (2021 – \$30,000) and \$23,000 (2021 – \$18,000) were incurred to companies controlled by the Chief Financial Officer of the Company for management fees and professional fees, respectively. At September 30, 2022, the balance owing of \$5,250 (December 31, 2021 - \$nil) was included in accounts payable and accrued liabilities.
- (e) During the nine months ended September 30, 2022, the amount of \$nil (2021 – \$27,000) was incurred to a company controlled by the Corporate Secretary of the Company for consulting fees.
- (f) During the nine months ended September 30, 2022, share-based compensation of \$254,875 (2021 – \$nil) was granted in stock options to directors and officers of the Company.

FINANCIAL INSTRUMENTS

As at September 30, 2022, the Company's financial instruments consists of cash, accounts payable and accrued liabilities. The fair values of these financial instruments approximate carrying values due to the relatively short-term maturity of these instruments.

ACCOUNTING POLICIES

A number of new standards, and amendments to standards and interpretations, are not yet effective for the nine months ended September 30, 2022 and have not been applied in preparing the Company's condensed consolidated interim financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed consolidated interim financial statements.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A:

Common shares outstanding	60,062,502
Stock options outstanding	1,650,000
Fully diluted share capital	61,712,502

RISKS AND UNCERTAINTIES

See "Risks and Uncertainties" Section in the Company's MD&A for the year ended December 31, 2021. There were no material changes to the risks and uncertainties for the period ended September 30, 2022.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations.

CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52- 109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost-effective basis.

OFFICERS AND DIRECTORS

Drew Zimmerman, CEO and Director

William Breen, President and Vice President of Exploration

Dong Shim, CFO

Jay Martin, Director

Terri Anne Welyki, Director

Terrance Wells, Director

Additional information is available on SEDAR at www.sedar.com.