

**STALLION GOLD CORP. (formerly HYBRID MINERALS INC.)  
MANAGEMENT’S DISCUSSION AND ANALYSIS:  
FOR THE YEAR ENDED DECEMBER 31, 2021**

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**DATE: MAY 2, 2022**

**DESCRIPTION OF BUSINESS**

The Board of Directors of Stallion Gold Corp. (formerly Hybrid Minerals Inc.) (the “Company” or “Stallion”) is pleased to present to its shareholders a summary of the Company’s activities for the year ended December 31, 2021, 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, 2020 and the audited consolidated financial statements for the year ended December 31, 2021, 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; 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.

## SELECTED ANNUAL INFORMATION

	Years ended December 31,		
	2021 -\$-	2020 -\$-	2019 -\$-
Net loss	(614,741)	(585,329)	(122,845)
Net loss per share (basic and diluted)	(0.01)	(0.04)	(0.01)
Total assets	10,092,011	2,686,183	380,449

## SUMMARY OF QUARTERLY RESULTS

The following is a summary of selected financial information for the most recent eight quarters ending December 31, 2021:

Quarter-Ended	12/31/2021	9/30/2021	6/30/21	3/31/21	12/31/20	9/30/20	6/30/20	3/31/20
Income (Loss) for the period	\$97,065	\$(125,201)	\$(126,832)	\$(459,773)	\$(515,327)	\$(18,435)	\$(25,659)	\$(25,908)
Basic and diluted loss per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.02)	(\$0.04)	(\$0.00)	(\$0.00)	(\$0.00)

### Year ended December 31, 2021

During the year ended December 31, 2021, net loss increased to \$614,741 (2020 - \$585,329), respectively. The increase in net loss was primarily a result of an increased operating costs as discussed below:

- increase in management fees to \$163,200 (2020 - \$18,145) for the fees paid to CEO and CFO.
- increase in professional fees to \$107,897 (2020 - \$62,449) for the fees related to legal services for general corporate matters and ongoing accounting fees.
- increase in transfer agent and filing fees to \$95,265 (2020 - \$49,417) for increased equity activities and various regulatory filings.
- increase in stock-based compensation to \$300,287 (2020 - \$Nil) for the 900,000 stock options granted to certain employees, officers, directors and/or consultants.
- the above is offset by a gain on disposal of subsidiaries of \$338,505.

### Three months ended December 31, 2021

During the three months ended December 31, 2021, the Company recognized net income of \$97,065 (2020 – net loss of \$515,327). The increase in net income was primarily a result of the Company disposing of its wholly-owned subsidiary, Hybrid USA, resulting in a gain on disposal of \$338,505. This was partially offset by an increase in management fees to \$42,000 (2020 – recovery of \$4,355), consulting fees to \$108,000 (2020 - \$109,000) and investor relations to \$40,830 (2020 - \$Nil). During the comparative period, the Company recognized an impairment on the Chuchinka Property in the amount of \$312,090.

The Company is currently focusing all of its efforts on its newly acquired Horse Heaven Project and, as a result, was more active during the year ended December 31, 2021 compared to the same period in 2020.

## **LIQUIDITY AND CAPITAL RESOURCES**

As at December 31, 2021, the Company had working capital of \$3,118,935 compared to a working capital of \$2,197,706 as at December 31, 2020. Net cash used in operating activities for the year ended December 31, 2021 was \$672,329 (2020 - \$324,468). For the year ended December 31, 2021, the Company raised \$2,001,000 in July 2021 by issuing 5,002,500 units at a price of \$0.40 per unit. Each unit consisted of one common share of the Company and one-half of one transferable share purchase warrant, each whole warrant entitling the holder to acquire one additional common share at an exercise price of \$0.50 for a period of one year. In addition, the Company has paid Finder's fees of \$87,600 in cash and issued 219,000 share purchase warrants (Finder's Warrant), each Finder's Warrant entitles the holder to acquire one common share at an exercise price of \$0.50 for a period of 12 months.

The Company also spent \$400,000 related to the Horse Heaven acquisition and \$223,889 in various exploration and evaluation expenses.

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 December 31, 2021, the amount of \$73,400 (2020 – \$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 December 31, 2021, the amount of \$Nil (2020 - \$299,202 (US\$235,000)) was owed to a company controlled by former directors of Mineral One.
- (c) During the year ended December 31, 2021, the amount of \$127,200 (2020 – \$nil) was incurred to a company controlled by Drew Zimmerman, the Chief Executive Officer of the Company, for management fees.
- (d) During the year ended December 31, 2021, the amounts of \$36,000 (2020 – \$3,000) and \$24,000 (2020 - \$2,000) were incurred to companies controlled by Dong Shim, the Chief Financial Officer of the Company, for management fees and professional fees, respectively.
- (e) During the year ended December 31, 2021, the amount of \$136,900 (2020 - \$nil) was incurred to a company controlled by William Breen, the VP Exploration of the Company, for consulting fees. At December 31, 2021, the balance owing of \$8,538 (2020 - \$nil) was included in accounts payable and accrued liabilities.

- (f) During the year ended December 31, 2021, the amount of \$36,000 (2020 - \$6,000) was incurred to a company controlled by Kelly Pladson, the Corporate Secretary of the Company, for consulting fees. As at December 31, 2021, the balance owing of \$3,150 (2020 - \$nil) was included in accounts payable and accrued liabilities.
- (g) During the year ended December 31, 2021, the amount of \$nil (2020 – \$7,500) was incurred to the former Chief Financial Officer of the Company for management fees.
- (h) During the year ended December 31, 2021, the amount of \$nil (2020 – \$7,645) was incurred to the former President of the Company for management fees.

## **FINANCIAL INSTRUMENTS**

As at December 31, 2021, the Company’s financial instruments consists of cash, accounts payable and accrued liabilities, and amount due to related party. 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 year ended December 31, 2021, and have not been applied in preparing the Company’s consolidated 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 consolidated financial statements.

## **ADDITIONAL INFORMATION FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

An analysis of material components of the Company’s general and administrative expenses is disclosed in the consolidated financial statements for the year ended December 31, 2021 to which this MD&A relates. An analysis of material components of the Company’s exploration and evaluation assets is disclosed in the consolidated financial statements for the year ended December 31, 2021 to which this MD&A relates.

## **DISCLOSURE OF OUTSTANDING SHARE DATA**

As at May 2, 2022:

Common shares outstanding	60,062,502
Stock options outstanding	1,650,000
Warrants outstanding	4,290,917
Fully diluted share capital	66,003,419

## **TRANSACTIONS SUBSEQUENT TO DECEMBER 31, 2021**

On February 24, 2022, the Company issued 12,000,000 common shares and paid \$400,000 pursuant to the Horse Heaven agreement.

On February 28, 2022, the Company granted 850,000 stock options exercisable at a price of \$0.345 per common share expiring on February 28, 2027 to directors and consultants of the Company.

## **RISKS AND UNCERTAINTIES**

See “Risks and Uncertainties” Section in the Company’s MD&A for the year ended December 31, 2020. There were no material changes to the risks and uncertainties for the year ended December 31, 2021.

### 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](http://www.sedar.com).