



Baselode Energy Corp.
(formerly Rider Investment Capital Corp. – A Capital Pool Company)

Management Discussion and Analysis
For the nine months ended September 30, 2020 and 2019

November 27, 2020

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Baselode Energy Corp. ("Baselode" or the "Company") (formerly Rider Investment Capital Corp. – A Capital Pool Company) to enable a reader to assess the financial condition and results of operations of the Company for the nine months ended September 30, 2020. This MD&A has been prepared as at November 28, 2020 unless otherwise indicated. This MD&A should be read in conjunction with the condensed interim financial statements and related notes (the "Statements") for the nine months ended September 30, 2020 and 2019. You are encouraged to review the Statements in conjunction with this document

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

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

Corporate Overview and Update

Rider Investment Capital Corp. ("Rider") was incorporated under the Alberta Business Corporations Act on January 30, 2018 and was a Capital Pool Company, as defined in the Policy 2.4 of the TSX Venture Exchange. The Company was required to complete a qualifying transaction on or before two years from the date the Company received its regulatory approval, May 23, 2018.

On February 25, 2020, Rider entered into a letter of intent to purchase the Mann Silver-Cobalt Mine from QC Copper and Gold Inc. ("QC Copper") (previously named PowerOre Inc.), a copper focused exploration company. Pursuant to the Transaction, on June 3, 2020 the Company acquired a 100% interest in the Mann Mine Property from QC Copper in exchange for the issuance to QC Copper of 17,857,143 common shares of the Company at a deemed price of \$0.07 per share, for aggregate consideration of \$1,250,000. On June 10, 2020, the transaction closed and the Company changed its name to "Baselode Energy Corp.", and effected the continuance under the Business Corporations Act (Ontario). The purchase was part of the Company's Qualifying Transaction requirement for full listing on the TSX Venture Exchange. The proposed Qualifying Transaction is an Arm's Length Qualifying Transaction and is not subject to shareholder approval, however an annual general and special meeting of shareholders will be convened concurrent with approval of the Qualifying Transaction by the TSX Venture Exchange to approve certain corporate changes that are part of the agreement, including the name change to the Corporation.

Concurrently, on June 10, 2020, the Company closed a \$700,000 private placement financing of 4,560,000 hard-dollar units at a price of \$0.10 per unit totaling \$456,000, and 2,033,333 flow-through units at a price of \$0.12 per totaling \$244,000. Each hard-dollar unit consists of one share and one-half of one warrant with each full warrant exercisable at a price of \$0.15 until June 10, 2022. Each flow-through unit consists of one flow-through share having "flow-through" privileges under the Income Tax Act, and one-half of one warrant with each warrant exercisable to purchase one non-flow-through share at a price of \$0.17 until June 10, 2022. The Company commenced trading on June 10, 2020 on the TSX Venture Exchange under the symbol "FIND".

Also, on June 10, 2020, the Company announced the appointment of James Sykes, a renowned uranium exploration geologist who has been involved in several discoveries in the Athabasca Basin. Most notably, Mr. Sykes was integral in the discovery of NexGen Energy's (NXE: TSX) Arrow deposit. Mr. Sykes holds a Bachelor of Science in Geology and Earth Science from Dalhousie University, and has been involved in uranium exploration for over 10 years focusing primarily on Saskatchewan's Athabasca Basin.

Core Business Strategy

Baselode is in the business of mineral exploration and its core business strategy is to create shareholder value by acquiring and exploring mineral properties. At this time, the focus of the Company is exploring and evaluating the Shadow and Hook uranium properties in Saskatchewan.

Shadow Property

On June 11, 2020, the Company announced the acquisition of its Shadow uranium property ("Shadow") in the Athabasca Basin area of Northern Saskatchewan, Canada. Shadow covers 41,885 hectares and is located south of the Athabasca Basin ("Athabasca" or the "Basin") along the Virgin River Shear Zone ("VRSZ"). Shadow is 100% owned by Baselode and is free of any option agreement or underlying royalties. The Shadow property was selected based on its favourable characteristics for potential basement-hosted uranium mineralization. The VRSZ is one of the largest structural trends observed in Northern Saskatchewan and hosts other uranium deposits, most notably Cameco's Centennial uranium deposit, located 55 km north of Shadow.

In August, 2020, Baselode commissioned a property-wide, 2,600 line-km, heli-borne, mobile magnetotellurics ("mobile MT") geophysical survey. Mobile MT acquires high-spatial resolution geoelectrical information from near-surface to depths greater than 1 kilometer. This technology can assist in identifying structures of interest and dilation zones that could possibly host uranium deposits. Based on the successful identification of structures of interest from the Mobile MT survey, additional ground was staked on August 28, 2020, to expand Shadow to 46,000 hectares, maximizing Baselode's discovery potential.

On November 2, 2020, the Company announced that it had completed a comprehensive review of new 3D resistivity depth inversion results of the Mobile MT survey. The geophysical interpretations depicted prospective structural corridors over ~12 km strike-length at the Key target area, ~12 km in the Eagle/SUE target area, and ~7 km in the Arrow target area. Each of the structural corridors penetrate deeper than 1 km from surface. Numerous shear fault architectures were recognized, such as bifurcating and sub-parallel structures, oblique-slip dilations, flower-structures and horsetail splays, all indicative of dilation structures required to draw in hydrothermal fluids and provide the necessary traps for uranium deposition.

The Company is planning follow-up exploration on Shadow in December, 2020, with ground gravity surveys over the three priority target areas; Key, Arrow, Eagle/SUE. Following gravity surveying, the Company will conduct a first-pass, 5,000 m planned diamond drilling program, scheduled to start in Q1 2021. All of the exploration permit applications have been submitted to the Saskatchewan Ministry of Environment. Permit approval is still pending.

Hook Property

On July 7, 2020, the Company announced the acquisition of its Hook uranium property ("Hook") in the Athabasca Basin area of northern Saskatchewan, Canada. Hook covers approximately 30,000 hectares within the basement rocks adjacent to the southeast edge of the Basin, and is located approximately 60 km east-northeast of the Key Lake mill. Hook is Baselode's second recent uranium property acquisition in the Athabasca. Hook is 100% owned by Baselode and is free of any option agreement or underlying royalties.

The Hook property is strategically located along a northwest trending regional magnetic low feature that incorporates Cameco's (CCO:TSX) McArthur River mine to the northwest and Skyharbour's (TSXV:SYH) Hook high-grade surface uranium veins to the southeast. The Hook property covers uranium showings of interest; the Art Lake radioactive pegmatite with uriferous stains at surface, and radioactive boulder trains and swamps. The source for the boulder trains or swamps have never been discovered.

Work planned for the Hook property in the coming months will include a fairly large historical assessment archive which is available from the Saskatchewan Geological Survey. Baselode is compiling this historical work and data from over the past 40 to 50 years to determine the appropriate next steps. All follow-up exploration for property is scheduled for Q2/Q3 2021 and will likely include property-wide airborne geophysics, detailed ground geophysics and geological studies, and diamond drilling in areas of interest.

Mann Mine Property

The Mann Mines (“Mann” or the “Mines”) are silver and cobalt assets located in Milner Township, Ontario within the Cobalt- Gowganda region. The property hosts 9 historic shafts and a ramp driven to the 210-foot (64 m) level. They were in production at various times in the 20th century and have recorded historic production prior to 1987 of over 330,000 oz of silver. The Mann Mines consist of 852.5 hectares in 18 contiguous mining claims, approximately 80 km west of Cobalt, Ontario, the renowned Temiskaming Silver district, from which 570,000,000 ounces of silver and over 28,000,000 pounds of cobalt have been produced. There is excellent road access to the Mines and local infrastructure is readily available.

There has been no drilling performed by QC Copper or its spin-out former parent Orefinders Resources Inc. on the Mann Property. However, Creso Exploration Inc carried out a diamond drilling program during 2011 and 2012 when the company collared 15 diamond core drill holes totalling 1,458 metres, with an average depth of 97 metres. All of this work was done to high standards, including assaying procedures that included standards and blanks in all batches and verification assays in a second laboratory and was validated by QC Copper’s consultant, M. Spahoe, an Independent Qualified Person as defined by NI43-101, and who was involved in the original drilling program by Creso (see QC Copper’s NI43-101 Technical Report on the Mann Property at www.sedar.ca).

Diamond drilling from 2011 and 2012 confirmed high grade silver and cobalt mineralization which are listed in table 2 below. The reader should note that the average true widths of the mineralized intervals shown above are approximately 70% of the intervals shown.

Table 2: Mann Mine Drill Results by Creso (2011-2012): High Grade Silver & Cobalt Intersections (From MNDM AFRI 20011567)

Hole Number	From Meters	To Meters	Length Meters	Grade Cobalt (%)
MN11-01	111.5	117.3	5.8	0.34%
including	112.9	114.3	1.4	1.12%
MN11-03	11	11.4	0.4	0.20%

Hole Number	From Meters	To Meters	Length Meters	Grade Silver (g/t)
MN11-01	29	58.3	29.3	131
including	37	38	1	2,320
including	52.2	52.7	0.5	1,210
MN11-03	21.3	50	28.8	181
including	35.9	41	5.2	978.5
including	39.8	40.5	0.7	5,130
MN11-02	27.8	34.3	6.5	17.9
and	95	144.5	49.5	14.3
including	47.8	48.4	0.6	141
MN12-06	16.6	38.3	21.7	58.7
including	23.3	24.7	1.4	695

The veins in the vicinity of the Mann Property can, in general, be assigned to either of two sets: one with an Easterly and other with a Northerly strike. Thomson (1968) notes: "Ore mined to date has come

exclusively from Easterly set and all the known but unmined ore occurrences (on the A, B, C and D vein zones) are also on the Easterly set of veins. In the view of the above, the writer feels the Easterly set should remain the main target of the exploration."

Silver-bearing veins are common over the entire length of the property. The veins are usually narrow, widening in places to several inches and then pinching to a crack rather abruptly. The ore occurs in short shoots or bunches in the veins, with portions of the vein completely barren. Some veins may be followed in a fairly straight course for several hundreds of feet. In a few places a diabase was intersected with fine cracks which are filled with native silver. The principal vein is No. 3 which McIlwaine (1978) citing Burrows (1926) describes as follows:

"The (No. 3) vein has been traced 1,300 feet by trenching, while open-cuts and underground operations indicated several ore shoots. No. 3 shaft has been sunk to a depth of 200 feet (61 m), while No. 4 shaft was sunk to the level 80-foot (24 m) level and connected on this level with No. 3 shaft. The ore shoot rakes west at 45 degrees. The vein is about one to 5.5 inches (14 cm) in width. On the Mann property, there are two pronounced north-south oriented ridges. On the west ridge, all of the veins have a strike of a few degrees north of east, whereas on the east ridge there are a number of veins which strike nearly north, in addition to a number which strike east. This has suggested the possibility of faulting."

Minerals found in the veins include:

- native silver, argentite, native bismuth, smaltite, niccolite, chalcopyrite, bornite, galena, pyrite, specularite (Collins 1913, Thomson 1968).
- Non-metallic minerals in the veins include: various carbonate minerals, quartz, and chlorite.

Wall rock alteration is present. Next to the vein proper is a chloritic zone and outside of this a thin feldspar rich zone may be present. Sometimes, the zone has a reddish colour and is similar in appearance to granophyre. An important part of the wall rock alteration is carbonatization, which on weathered rock on surface produces cavities.

In July 2018, QC Copper published the results of its detailed compilation of historical data on the Mann Mine Project. This compilation which focused mainly of results of surface and underground exploration in the 1980's and more recently in 2011-2012, highlights the very high grades of silver obtained at the bottom of the ramp excavated in the late 1980's. The ramp could be rehabilitated easily to provide access to the D Zone as well as some high-grade cobalt intersections located a few tens of metres to the south that were obtained in drilling in 2011-2012. The work suggests that the high-grade mineralized shoot on the D Zone is approximately striking E-W, dips vertically and might plunge towards the west at a moderate angle. Other targets that have been identified in the compilation include the No3 Zone beneath the deepest level (200ft or 60m) of the No3 shaft and beneath the A and C Zones.

In September 2018, the Company published results of a super high-resolution drone airborne air photo and magnetic survey over the Mann Mine and immediate surroundings. The air photos were assembled into a mosaic at two resolutions, a high resolution covering about 1.5 square kilometre and a super high-resolution image covering the Mine area. The imagery was used to locate left over ore stock piles and waste dumps, and was used to guide prospecting and sampling undertaken in September. The magnetic survey was flown on 50 metre spaced, north-south lines and provided clear evidence that the historic mining occurred on veins located on the most magnetic part of the Nipissing diabase sill but that the mineralization led to attenuation of the magnetics as a result of alteration of the primary magnetite. The magnetic survey also

showed that the mineralized veins correspond to ENE trending magnetic lineaments and that several additional structures were identified that do not occur near historic workings. These remain high-priority prospecting targets requiring follow-up investigations.

On February 7, 2019, QC Copper was issued an exploration work permit for the Mann Property to allow for trenching, stripping and diamond drilling on various targets. The permit is valid for a period of three years. The Company maintains an active consultative process with First Nations Communities that would be impacted by an eventual mining operation on the property.

No field work was carried out on the property during the period of this report.

Summary of Quarterly Results

	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
Total assets	\$525,366	\$765,778	\$199,733	\$220,265
Total revenue	-	-	-	-
Total expenses	328,796	1,673,233	19,853	12,132
Net loss	(288,129)	(1,673,233)	(19,853)	(12,132)
Basic and diluted net loss per share	\$(0.02)	\$(0.11)	\$(0.01)	\$(0.00)

	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Total assets	\$220,968	\$226,735	\$227,222	\$247,482
Total revenue	-	-	-	-
Total expenses	1,422	5,047	10,202	10,649
Net loss	(1,422)	(5,047)	(10,202)	(10,649)
Basic and diluted net loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

Selected Annual Financial Information

Annual Information	Year Ended December 31, 2019	January 31, 2018 (Date of Incorporation) to December 31, 2018
Cash and short-term investments	\$ 220,265	\$ 247,482
Total assets	\$ 220,265	\$ 247,482
Shareholders' equity (deficiency)	\$ 208,406	\$ 237,209
Statement of Operations, Comprehensive Loss Data		
Total revenue	\$ -	\$ -
Total expenses	\$ 28,803	\$ 91,636
(Loss) for the year	\$ (28,803)	\$ (91,636)
Comprehensive (Loss) for the year	\$ (28,803)	\$ (91,636)

Results of Operations

The Company recorded a net loss of \$1,981,215 (2019 - \$16,671) during the nine months ended September 30, 2020. A breakdown of the significant expenses are as follows:

	September 30, 2020	September 30, 2019
Consulting and management fees	\$ 27,450	\$ -
Exploration and evaluation expenses	1,564,489	-
Office, rent and general	11,038	113
Professional fees	88,571	6,279
Share-based payments	198,000	-
Transfer agent, filing fees and shareholder communications	132,334	10,279

Liquidity and Financial Condition

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

As at September 30, 2020, the Company had working capital of \$404,869 compared to December 31, 2019 when it had a working capital of \$208,406. As at September 30, 2020, the Company had \$525,366 in current assets, being an increase of \$305,101 from December 31, 2019 when its current assets totaled \$220,265. As at September 30, 2020, the Company's current liabilities totaled \$120,497 and as at December 31, 2019 current liabilities totaled \$11,859.

The Company had a cash balance of \$220,265 as at December 31, 2019 and increased by \$274,012 to \$494,277 as at September 30, 2020. In 2020, cash used in operating activities was \$489,388 compared to \$26,514 in 2019. In 2020, cash provided by financing activities totaled \$771,012 (2019 - \$Nil). It was comprised of \$700,000 (2019 - \$Nil) in cash from private placement financings, \$110,832 (2019 - \$Nil) from cash received in advance of a private placement which closed in October 2020, and \$667 (2019 - \$Nil) in advances by a related party. This was offset by cash used for share issue costs related to the private placement in the amount of \$40,487 (2019 - \$Nil). Investing activities consisted of \$7,612 (2019 - \$Nil) advanced to a related party.

Financing

(a) On October 16, 2020, the Company completed a private placement totaling \$3,000,010. It consisted of:

(i) 8,076,664 Flow-Through Units at a price of \$0.26 per unit for gross proceeds of \$2,099,933, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.40 for a period of 30 months from the date of issue.

(ii) 3,461,836 Hard-Dollar Units at a price of \$0.26 per unit for gross proceeds of \$900,077, where each unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.40 for a period of 30 months from the date of issue.

In connection with the financing, the Company has issued certain arm's length finders 698,588 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.26 for a period of 24 months. Also, in connection with financing the Company incurred cash finders' fees, legal expenses and other financing costs of \$182,632.

After the October 16, 2020 financing, QC Copper held approximately 44% of the Company's common shares.

(b) On June 10, 2020, the Company closed a \$700,000 private placement financing. The financing included of a hard dollar placement of 4,560,000 units at \$0.10 for a total of \$456,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.15 until June 10, 2022. The financing also included a flow-through dollar placement of 2,033,333,000 units at \$0.12 for a total of \$244,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.17 until June 10, 2022. In connection with the private placements, the Company incurred cash finder's fees of \$4,050 and issued 30,500 finder's warrants. Each finder's warrant entitles the holder, to purchase one common share at a price of \$0.10 until December 20, 2021. After the June 10, 2020 financing, QC Copper held approximately 62% of the Company's common shares.

Related Party Transactions

Key management personnel compensation

Key management includes directors and officers. The remuneration of the key management of the Company during the period ended September 30, 2020 consisted of management and consulting fees of \$18,750 (2019 - \$Nil), geological exploration and acquisition costs included in exploration expenses of \$45,549 (2019 - \$Nil) and share-based compensation of \$198,000 (2019 - \$Nil).

Unless disclosed elsewhere, related party transactions for the periods ended September 30, include:

	2020	2019
Management and consulting fees	\$ 18,750	\$ -
Geological exploration and acquisition costs included in exploration expenses	45,549	-
	<u>\$ 64,299</u>	<u>\$ -</u>

The following are the balances due from (to) related party:

	September 30, 2020	December 31, 2019
Due (to) QC Copper and Gold Inc.	\$ (667)	\$ -
Due from Standard Ore Corporation.	<u>\$ 7,612</u>	<u>\$ -</u>

QC Copper is a public company listed on the TSX Venture Exchange. QC Copper is the parent company of Baselode and owns 17,857,143 common shares of the Company (61.7%) at September 30, 2020.

Standard Ore Corporation ("Standard Ore") is a private company incorporated in Ontario and is controlled by a director of the Company. Standard Ore provides corporate and premises rental services to the Company. The Company incurred \$6,348 (2019 - \$Nil) in such costs during the period ended September 30, 2020.

Accounts payable and accrued liabilities at September 30, 2020 includes \$3,675 (December 31, 2019 - \$Nil) owing to officers, directors and companies controlled by officers and directors.

During the nine-month period ended September 30, 2020, the Company incurred legal expenses of \$80,139 (2019 - \$5,044) and share issue costs of \$27,767 (2019 - \$Nil) with a law firm in which a former director is a partner. The legal costs incurred were in the normal course of operations and were based on the exchange value of the service provided.

All of amounts are unsecured, non-interest bearing with no fixed terms of repayment. The amounts are unsecured, non-interest bearing with no fixed terms of repayment

Financial Risk Management

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

Fair value of financial instruments

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. As at September 30, 2020 and December 31, 2019, the Company has no financial instruments to classify in the fair value hierarchy.

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. Amounts receivable are due from the Government of Canada and the Company believes the risk of loss related to these is remote. The Company's exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses credit risk of cash as remote.

Liquidity risk

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

Currency and interest rate risk

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

Capital Management

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

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

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

Equity Securities Issued and Outstanding

As at November 27, 2020:

40,745,976 common shares issued and outstanding

4,550,000 incentive stock options outstanding

9,788,005 warrants outstanding

Corporate Governance Matters

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

Commitments and Contingencies

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures in the period permitted.

On July 10, 2020, the Department of Finance Canada announced a proposal to extend the time that issuers of "flow-through shares" have to incur eligible expenditures by 12 months. This extension applies to issuers with operations that have been impacted by COVID-19 and should provide relief to mining companies that have had to change or halt their operations due to the pandemic. In June 2020, the Company received \$244,000 from the issue of flow-through shares. Through September 30, 2020, the Company expended \$244,000 in eligible exploration expenditures and, as a result, had met its flow-through obligation. In October 2020, the Company raised \$2,099,933 in flow-through financing and accordingly is committed to spend \$2,099,933 on eligible exploration expenditures by December 31, 2022.

The Company has indemnified the subscribers of the flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Risks and Uncertainties

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

Capital Requirements

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

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

Dependence on Mineral Exploration Projects

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

Metal Prices

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

The spot price of uranium has been at its lowest levels since the Fukushima incident in 2011. However, the spot price of uranium has increased approximately 30% since the beginning of 2020, signaling that the spot price of uranium could be climbing higher. A global decree by governments and other regulatory bodies are trying to reduce CO₂ emissions, and nuclear energy is heralded as one of the best green energy sources to meet these target reductions.

Government Regulation, Permits and Licenses

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

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

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

Competition

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

Exploration, Development and Operational Risk

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

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

Reliance on Management and Key Employees

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

No Assurance of Titles, Boundaries or Approvals

Titles to Baselode's properties may be challenged or impugned, and title insurance is generally not available. Baselode's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, Baselode may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. Baselode

cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect Baselode's operations.

Environmental Risks and Hazards

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

Uninsured Risks

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

New Risk Factor

The COVID-19 pandemic is causing a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations or financial results, including the Company's ability to secure financing; however, the impact could be material

Evaluation of Disclosure Controls and Procedures

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

and procedures as at September 30, 2020, and have concluded that these controls and procedures are effective.

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

In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of: (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its properties and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

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

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Condensed Interim Financial Statements and Notes to the

Condensed Interim Financial Statements as at September 30, 2020 uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

"Stephen Stewart"

On behalf of Baselode's Board of Directors