



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

Management Discussion and Analysis
for the nine months ended September 30, 2021 and 2020

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Baselode Energy Corp. ("Baselode", the "Corporation", or the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the nine months ended September 30, 2021 and 2020. This MD&A has been prepared as at November 29, 2021 unless otherwise indicated. This MD&A should be read in conjunction with the condensed interim financial statements ("Financial Statements") and related notes for the nine months ended September 30, 2021, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars unless otherwise indicated.

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 Summary

On June 3, 2020, a transaction closed between Rider Investment Capital Corp. ("**Rider**", a Capital Pool Company) and QC Copper and Gold Inc. ("**QC Copper**", previously named PowerOre Inc.) wherein 100% interest in the Mann Silver-Cobalt Mine was purchased by Rider from QC Copper (the "**Purchase**") in exchange for the issuance of 17,857,143 Rider common shares to QC Copper at a deemed valuation of \$0.08 per share. The Purchase was part of Rider's Qualifying Transaction requirement for full listing on the TSX Venture Exchange. Rider changed its name to "Baselode Energy Corp." ("**Baselode**" or the "**Company**"), effecting the continuance of Rider under the Business Corporations Act (Ontario).

Concurrently, on June 10, 2020, Baselode i) commenced trading on the TSX Venture Exchange under the symbol "FIND", ii) announced the appointment of renowned Athabasca uranium explorer, James Sykes, as CEO & President, and iii) closed a \$700,000 private placement financing of 4,560,000 hard-dollar units (one share and one-half of one warrant) at a price of \$0.10 per unit and 2,033,333 flow-through units (one flow-through share and one-half of one warrant) at a price of \$0.12. Full warrants to purchase one full share are exercisable at \$0.15 and \$0.17, respectively, until June 10, 2022.

The Company has acquired 100% of the surface rights for two exploration projects, Shadow and Hook, in the Athabasca Basin area ("**Athabasca**" or the "**Basin**") of northern Saskatchewan, Canada, by way of online staking on June 11 and July 7, 2020, respectively. Both projects are free of any option agreements or underlying royalties. Shadow covers 45,979 hectares and is located approximately 30 km south of the Basin along the Virgin River Shear Zone ("**VRSZ**"). Hook covers 29,936 hectares and is adjacent to the southeast edge of the Basin, located approximately 60 km east-northeast of the Key Lake uranium mill.

12-Month Company Overview

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 entitles 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, and 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 entitles 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.

On December 14, 2020, the Company completed a private placement totaling \$3,505,000. It consisted of i) 8,445,000 flow-through units at a price of \$0.40 per unit for gross proceeds of \$3,378,000, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.60 for a period of 24 months from the date

of issue, and ii) 317,500 hard-dollar units at a price of \$0.40 per unit for gross proceeds of \$127,000, where each unit consists of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.60 for a period of 24 months from the date of issue.

On December 22, 2020, the Company was qualified for upgraded trading on the OTCQB Venture Market in the United States under the symbol "BSENF". The Company's trading of its shares on the OTCQB contribute to a larger North American presence and affords investors preeminent access to trading.

On March 8, 2021, the Company announced the acquisition of its Catharsis uranium project ("**Catharsis**") in the Athabasca Basin area of northern Saskatchewan, Canada. Catharsis covers 83,009 hectares within the basement rocks located approximately 75 km southwest of the Key Lake mill and Athabasca Basin edge. Catharsis is 100% owned by Baselode and is free of any option agreement or underlying royalties.

On March 18, 2021, the Company acquired an additional 12,000 hectares on Hook, bringing the project total to 41,928 hectares. The new project acquisitions cover interpreted structural corridors with potential indications for localized hydrothermal alteration and uraniumiferous boulder trains with grades ranging from 0.28 to 3.49 wt% U₃O₈ (SMDI #2037 and #2043).

On April 26, 2021, the Company commenced a Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical surveys covering the entire Catharsis and Hook projects. The surveys were completed on May 11 and May 17, 2021, respectively. Both surveys identified numerous gravity low features coincident with magnetic features that share similarities with hydrothermal alteration systems associated with structurally-controlled Athabasca uranium deposits. The Hook survey, in particular, identified numerous gravity low features associated with historic surface uranium occurrences. The surveys provided target areas for planned ground exploration follow-up and diamond drilling.

On May 25, 2021, the Company announced that it has received exploration permits from the Saskatchewan Ministry of Environment ("**SME**") for ground prospecting, mapping and sampling work for the Catharsis. The field crew started the groundwork on June 10, 2021, and had completed the work by July 13, 2021. The work identified favourable geology, including quartzite outcrops and Athabasca sandstone boulders, both of which are associated with a few Athabasca Basin high-grade uranium deposits, and provide new exploration models for the project.

On June 21, 2021, the Company received exploration permits from SME for prospecting, mapping and sampling work for Hook. The field crew started the groundwork on July 2, 2021, and had completed the work by July 13, 2021.

Also on June 21, 2021, the Company announced the start of a helicopter-borne VTEM™ Plus Time Domain EM and horizontal magnetic gradiometer geophysical survey on Catharsis. The survey is designed to locate discrete conductive trends which highlight the structures providing pathways for uranium-rich hydrothermal fluids. The survey will cover 3,260-line kilometres over the entire project with 400 m flight line-spacing. As of July 27, 2021, the survey has been put on hold due to mechanical problems with the equipment. The survey will resume operations in October. Results will be released once received and reviewed by the Company. The survey is being carried out by Geotech Ltd. ("**Geotech**") of Aurora, Ontario. Geotech's VTEM™ survey is considered to be a superior geophysical survey with the industry's highest spatial resolution of conductors.

On June 25, 2021, the company broadcast live to the public its first Annual General Meeting.

On July 13, 2021, the Company announced that it had received diamond drilling permits for the Catharsis project from SME.

On July 19, 2021, the Company staked an additional 36,000 hectares of prospective ground contiguous with its existing land package at Catharsis. The new Catharsis acquisitions host ten historic high-grade uranium surface occurrences with grades ranging from 0.066 to 7.65 wt% U₃O₈, many of which have been observed within fractures and shears, indicating structural controls for uranium deposition. Three of the showings are of particular interest because they have returned in excess of 1 wt% U₃O₈, which Baselode considers to be high-grade uranium mineralization. The showing discoveries all date back to the mid- to late 1970's and haven't been revisited since. The acquisitions cover a geological corridor hosting rock types similar to Cameco Corp.'s (TSX: CCO) basement-hosted Eagle Point uranium mine.

Also on July 19, 2021, the Company announced that a high-resolution airborne radiometric and magnetic geophysical survey had begun over the Hook project. The survey was completed on August 9, 2021 and the results identified a high-priority target area consisting of a cluster of strong radiometric uranium anomalies occurring over a 2-kilometre strike length. The survey was flown by Special Projects Inc. ("**SPI**") from Calgary, AB. SPI is considered to be an industry-leading provider of high-resolution airborne radiometric surveying. SPI flew the radiometric survey that delineated Fission Uranium Corp's (TSX: FCU) PLS boulder field which eventually led to the discovery of the high-grade uranium Triple R deposit. The Hook geophysical survey consists of 12,115-line kilometres with 50 m flight line-spacing and low-level flying to maximize radiometric results

On August 9, 2021, the Company announced that diamond drilling permits had been received from SME for Hook. The Company mobilized a field crew to Hook to follow-up the surface radiometric anomalies of interest defined by the SPI airborne survey, as well as to continue prospecting, mapping and sampling, and to prepare for the drill program.

On August 17, 2021, the Company presented a webinar entitled '*Hook: Defining Drill Target Areas*', that provided detailed interpretations of the airborne magnetic, gravity and radiometric geophysical surveys to identify lithological corridors and structures of interest for diamond drill hole targeting. The results defined and prioritized the Beckett and South Geikie target areas.

On August 23, 2021, the Company announced that a drill crew was mobilizing to the Hook project and that drilling should start within the week. An update from the field prospecting crew included identifying anomalous radioactive occurrences in outcrops at both the Beckett and South Geikie targets. The anomalies occur at lithological contacts intersected by north-south structures and validates the geophysical interpretations and the Company's working structural model for Hook. Baselode anticipates between 10 to 15 drill holes for a total of 2,500 metres, with each drill hole ranging from 150 to 250 metres drill hole depth. The drill program is planned with helicopter support to achieve broader target area coverage and to lessen any ground-induced environmental impacts within the project area

On August 30, 2021, the Company closed the first tranche of a non-brokered flow-through private placement totaling \$3,661,928. A total of 7,627,704 flow-through units at a price of \$0.48 per unit were sold, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.75 for a period of 24 months from the date of issue.

The second and final tranche of the August 30, 2021, private placement was closed on September 28, 2021. Under the second tranche, a total of 5,669,795 flow-through units at a price of \$0.48, and a total of 2,548,684 non-flow-through units at a price of \$0.48 were sold for gross proceeds of \$3,944,869.92. Each flow-through and non-flow-through unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.75 for a period of 24 months from the date of issue. In aggregate of both tranches, Baselode sold 13,297,499 flow-through units and 2,548,684 non-flow-through units for gross proceeds of \$7.6M.

On September 29, 2021, Baselode announced a new uranium discovery, ACKIO, on the Hook project. The Company drilled 16.2 metres of continuous elevated radioactivity* averaging 642 counts-per-second ("**cps**") starting at 133.8 m

drill hole depth in drill hole HK21-07, which was the first drill hole within the ACKIO target area. Multiple intersections of greater than 1,000 cps were made, including i) an average of 3,900 cps over 0.5 m at 138.8 m, which includes a 0.1 m interval of 12,500 cps, ii) an average of 2,000 cps over 0.9 m at 142.0 m, and iii) an average of 2,200 cps over 0.2 m at 147.2 m. The ACKIO discovery is hosted within a massive structurally-controlled hydrothermal alteration envelope that exceeds 250 m drill hole thickness. Drill hole HK21-07 also intersected Athabasca sandstones outside of the previously known Basin margin which provides the Company with exploration targets for near-surface unconformity-style uranium mineralization. Based on the encouraging drill results, the drill program was expanded from 2,500 metres to a minimum of 3,500 metres. Geochemical assay results will be released when they have been received and reviewed by the Company. *NOTE: elevated radioactivity = >300 cps as measured with an RS-125 handheld scintillometer.

As part of the same news release on September 29, 2021, Baselode provided an update about the Beckett target area in which seven drill holes (HK21-01 through HK21-06A) were completed for a total of 2,069 metres. Drill holes HK21-01, HK21-03 and HK21-04 all intersected broad zones of elevated radioactivity within quartzo-feldspathic pegmatite rock types. Some of the radioactive intervals were directly associated with yellow secondary uranium-bearing hydrous minerals within fractures and/or voids. The Beckett target area remains open for uranium exploration at depths below 300 m.

The completion of the Hook/ACKIO drill program was announced on October 13, 2021, with the Company highlighting multiple zones of elevated radioactivity being intersected in two additional holes on the ACKIO target, AK21-03 and AK21-04. Drill hole AK21-03 intersected two distinct zones of radioactivity; i) an average of 1,199 cps over 6.2 metres at 128.5 m drill hole depth (~90 m true vertical depth), and ii) an average of 876 cps over 3.75 m at 246.4 m drill hole depth (~170 m true vertical depth). Drill hole AK21-04 intersected an average of 474 cps over 9.95 m at 95.8 m drill hole depth. Drill hole AK21-04 was a vertically oriented drill hole. Drill hole AK21-02A failed to intersect any elevated radioactivity. A total of four drill holes for 1,611 metres were completed in the ACKIO discovery, and a total of 10 drill holes for 3,680 metres were completed during the Hook drill campaign. Two drill holes (HK21-06 and AK21-02) were abandoned after casing and re-started as HK21-06A and AK21-02A, respectively. Geochemical assay results will be released when they have been received and reviewed by the Company. *NOTE: drill hole HK21-07 was renamed AK21-01.

On October 13, the Company announced an additional 19,964 hectares of prospective ground was staked southwest and contiguous with the Hook project. The newly acquired land is called the Hook SW project. The project shares regional magnetic geophysical features that share similarities with those observed at ACKIO and present new target areas for exploration. Hook SW is 100% owned by Baselode and is free of any option agreement or underlying royalties.

Between September 30 and October 19, 2021, CEO James Sykes presented the new ACKIO discovery on a number of live webcast events.

On October 22, 2021, Baselode announced that CEO James Sykes was appointed to the Company's Board of Directors, with the appointment being effective immediately. Concurrently, Mr. Alexander Stewart, one of the founders of the Company, announced his retirement from the Company's Board of Directors.

On November 10, 2021, the Company announced that it had entered into an agreement with a syndicate of underwriters led by PI Financial Corp (the "Underwriters"), in which the Underwriters agreed to purchase an aggregate of 6,957,000 units of the Company at a price of \$1.15 per Unit on a bought deal private placement basis for gross proceeds of \$8.0 million. The Underwriters have the option to exercise an additional number of units at the same terms representing 15% of the placement in whole or in part any time prior to the closing of the placement. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$1.60 for a period of 30 months from the closing date.

As of November 22, 2021, the Underwriters bought deal private placement is anticipated to close on or around November 30, 2021.

The Company is fully-funded for aggressive exploration in 2022 on its four projects; Catharsis, Hook, Hook SW, and Shadow. Q1 2022 will see the Company focussed on an aggressive 10,000 m (minimum) drill campaign on the ACKIO discovery. A 400 m flight line-spaced airborne VTEM™ survey over the Catharsis project is anticipated to re-start in January and complete by March. Exploration plans for Q2/Q3 include i) another 10,000 m (minimum) drill campaign on the ACKIO discovery, ii) 2,500 m diamond drilling reconnaissance targets on Hook, iii) a 3,500 to 5,000 m exploration diamond drilling program on Catharsis targeting areas of interest to be identified by coincident geophysical features with ground reconnaissance exploration results, iv) four airborne geophysical surveys (VTEM, MT, magnetics/radiometrics, and gravity) over the Company's four projects, and v) ground reconnaissance mapping, prospecting and sampling on the Catharsis and Hook SW projects. The Company's goal is to have sufficient drill hole results to start an NI 43-101 mineral resource calculation of the ACKIO discovery by Q4 2022.

Core Business Strategy

Baselode is in the business of uranium exploration and its core business strategy is to create shareholder value exploring mineral projects and discovering deposits. Baselode's Athabasca 2.0 exploration model focuses on the discovery of near-surface, basement-hosted, high-grade uranium deposits that are amenable to open pit mining outside the perimeter of the Athabasca Basin. The Company has identified these types of deposits as those that have historically gone into production (i.e., economic at low uranium spot prices) and efficiently (i.e., from discovery to production between 6 to 12 years). The Company's Saskatchewan exploration projects include the Catharsis, Hook, and Shadow uranium projects. The Company also holds ownership of the past-producing Mann Mines silver and cobalt assets located in Milner Township, Ontario within the Cobalt-Gowganda region.

Mineral Exploration Projects

Catharsis Project

On March 8, 2021, the Company announced the acquisition of 83,009 hectares by way of online staking for its Catharsis uranium project ("**Catharsis**") in the Athabasca Basin area of northern Saskatchewan, Canada. On July 19, 2021, an additional 36,047 hectares of prospective ground was staked contiguous with the existing Catharsis land package. Catharsis is located approximately 70 km southwest of the Key Lake mill and Athabasca Basin edge. Catharsis is 100% owned by Baselode and is free of any option agreement or underlying royalties. .

Catharsis straddles the Western Wollaston and Mudjatik ("**WWM**") tectonic domains. The WWM is a geological terrane that hosts more than 2.0 billion pounds of Athabasca high-grade uranium. Minimal historical exploration has been completed on the project. However, showings discovered in the 1970s in the northeast tip of Catharsis include a grab sample that returned 1.38 wt% U₃O₈, a hematite altered fracture hosting 3,200 ppm U, and outcrop float grab samples that returned 490 to 1,800 ppm U. The July 19 project acquisitions covered ten historic uranium showings in surface outcrops as fracture and shear hosted uranium mineralization with grades ranging from 0.066 to 7.65 wt% U₃O₈.

Baselode's geophysical coverage of the project includes an original project-size Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical survey with 400 m flight line-spacing which was completed on May 11, 2021. The survey results identified numerous gravity low features coincident with magnetic features that share similarities with hydrothermal alteration systems associated with structurally-controlled Athabasca uranium deposits.

A helicopter-borne VTEM™ Plus Time Domain EM and horizontal magnetic gradiometer geophysical survey was started on June 21, 2021. The Survey is designed to locate discrete conductive trends which highlight structures that could provide pathways for uranium-rich hydrothermal fluids. The Survey will cover 3,260-line kilometres over the

entire project with 400 m flight line-spacing. The Survey is being carried out by Geotech Ltd. ("Geotech") of Aurora, Ontario. Geotech's Survey is considered to be a superior geophysical survey with the industry's highest spatial resolution of conductors. The survey was placed on-hold in July, 2021, due to mechanical issues with the equipment and won't restart until January 2022.

A field crew completed a ground prospecting, mapping and sampling program on Catharsis on July 13, 2021. The work identified favourable geology, including quartzite outcrops and Athabasca sandstone boulders, both of which are associated with a few Athabasca Basin high-grade uranium deposits. Geochemical sample results will be released after being received and reviewed by the Company.

Diamond drilling permits for Catharsis were received from SME on July 13, 2021; however, diamond drilling target generation requires the completion of the VTEM™ survey.

The 2022 exploration plans for Catharsis include i) completion of the project-wide, 400 m flight line-spaced airborne VTEM™ survey between January and March, ii) completion of a 400 m flight line-spaced airborne gravity survey over the eastern part of the project between February and April, iii) completion of a high-resolution, 50 m flight line-spaced airborne magnetic and radiometric survey over the eastern and southern parts of the project between March and June, iv) completion of a 400 m flight line-spaced airborne MT survey over the eastern and southern parts of the project between March and June, v) completion of a ground-based mapping, prospecting and sampling program over the eastern part of the project in June, and vi) planned 3,500 m to 5,000 m of diamond drilling targeting coincident airborne geophysical anomalies and areas of interest identified during ground reconnaissance exploration anticipated to start in June or July.

Hook Project (ACKIO Discovery)

On July 7, 2020, the Company announced the acquisition of 29,936 hectares for its Hook uranium project ("Hook") in the Athabasca Basin area of northern Saskatchewan, Canada. An additional 11,992 hectares were staked contiguous to the project on March 18, 2021, bringing the project total size to 41,928 hectares. Hook is located adjacent to the southeast edge of the Basin, and approximately 60 km east-northeast of the Key Lake mill. Hook is 100% owned by Baselode and is free of any option agreement or underlying royalties.

The Hook project is strategically located along a northwest trending regional magnetic low feature that hosts Cameco's (CCO:TSX) McArthur River mine 40 km to the northwest. The Hook project covers uranium showings of interest; the Art Lake radioactive pegmatite with uraniferous stains at surface, and radioactive boulder trains and swamps with grades ranging from 0.28 to 3.49 wt% U₃O₈ (Saskatchewan Mineral Deposit Index #2037 and #2043).

A Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical survey covering the entire project with 400 m flight line-spacing, including an additional 200 m flight line-spaced grid over the Beckett target area was completed on May 17, 2021. The airborne gravity survey results were instrumental discovering the ACKIO uranium zone.

In addition, a high-resolution airborne radiometric and magnetic survey over Hook was completed on August 9, 2021. The survey results identified a high-priority target area consisting of a cluster of strong radiometric uranium anomalies occurring over a 2-kilometre strike length, known as the South Geikie target area. The survey was completed by Special Projects Inc. ("SPI") from Calgary, AB. SPI is considered to be an industry-leading provider of high-resolution airborne radiometric surveying. SPI flew the radiometric survey that delineated Fission Uranium's PLS boulder field which eventually led to the discovery of the high-grade uranium Triple R deposit. The Hook geophysical survey consisted of 12,115-line kilometres with 50 m flight line-spacing and low-level flying to maximize radiometric results.

A field prospecting and mapping crew mobilized to the project August 9, 2021, and identified anomalous radioactive occurrences in outcrops at both the Beckett and South Geikie targets as identified by SPI's airborne radiometric

survey. These anomalies occur at lithological contacts intersected by north-south structures and validate the geophysical interpretations used to define the working structural model for Hook. Geochemical assay results from the program are still pending but will be released when received and reviewed by the Company.

A diamond drill crew mobilized to Hook on August 23, 2021 and the drill program was completed by October 13, 2021. A total of 10 drill holes, including two abandoned drill holes, were completed for a total of 3,680 m. Seven drill holes (HK21-01 through HK21-06A) were completed in the Beckett target area for a total of 2,069 metres, and five drill holes (AK21-01 through AK21-04) were completed in the ACKIO uranium discovery for a total of 1,611 metres. The drill program was completed with helicopter-support to achieve broader target area coverage and to lessen any ground-induced environmental impacts within the project area.

On September 29, 2021, Baselode announced a new uranium discovery, ACKIO, on the Hook project. The Company drilled 16.2 metres of continuous elevated radioactivity* averaging 642 counts-per-second ("cps") starting at 133.8 m drill hole depth in drill hole AK21-01 (previously HK21-07), which was the first drill hole within the ACKIO target area. Multiple intersections of greater than 1,000 cps were made, including i) an average of 3,900 cps over 0.5 m at 138.8 m, which includes a 0.1 m interval of 12,500 cps, ii) an average of 2,000 cps over 0.9 m at 142.0 m, and iii) an average of 2,200 cps over 0.2 m at 147.2 m. *NOTE: elevated radioactivity = >300 cps as measured with an RS-125 handheld scintillometer.

Multiple zones of elevated radioactivity were intersected in two additional holes on the ACKIO target, AK21-03 and AK21-04. Drill hole AK21-03 intersected two distinct zones of radioactivity; i) an average of 1,199 cps over 6.2 metres at 128.5 m drill hole depth (~90 m true vertical depth), and ii) an average of 876 cps over 3.75 m at 246.4 m drill hole depth (~170 m true vertical depth). Drill hole AK21-04 intersected an average of 474 cps over 9.95 m at 95.8 m drill hole depth. Drill hole AK21-04 was a vertically oriented drill hole. Drill hole AK21-02A failed to intersect any elevated radioactivity. Geochemical assay results will be released when they have been received and reviewed by the Company.

The ACKIO discovery is hosted within a massive structurally-controlled hydrothermal alteration envelope that exceeds 250 m drill hole thickness. In addition, drill holes AK21-01 through AK21-03 all intersected Athabasca sandstones outside of the previously known Basin margin which provides the Company with exploration targets for near-surface unconformity-style uranium mineralization.

Drill holes HK21-01, HK21-03 and HK21-04 within the Beckett target area intersected broad zones of elevated radioactivity associated with quartzo-feldspathic pegmatite rock types. Some of the radioactive intervals were directly associated with yellow secondary uranium-bearing hydrous minerals within fractures and/or voids. The Beckett target area remains open for uranium exploration at depths below 300 m.

The 2022 exploration plans for Hook/ACKIO include i) a minimum 10,000 metres of diamond drilling planned for the ACKIO discovery to begin in January with potential end date in April, ii) completion of a 400 m flight line-spaced airborne MT survey over the entire project between March and June, iii) another minimum 10,000 metres of diamond drilling planned for the ACKIO discovery to begin in June with potential end date in October, iv) a minimum 2,500 metres of diamond drilling planned to target coincident geophysical anomalies within the Hook project anticipated to begin in June with potential end date in September or October, and v) starting an NI 43-101 mineral resource estimate for the ACKIO discovery between October and December.

Hook SW Project

On October 13, the Company announced an additional 19,964 hectares of prospective ground was staked southwest and contiguous with the Hook project. The newly acquired land is called the Hook SW project. The project shares regional magnetic geophysical features that have similarities with those observed at ACKIO and present new target

areas for exploration. Hook SW is 100% owned by Baselode and is free of any option agreement or underlying royalties.

The 2022 exploration plans for Hook SW include i) completion of a 400 m flight line-spaced airborne gravity survey over the entire project between February and April, ii) completion of a high-resolution, 50 m flight line-spaced airborne magnetic and radiometric survey over the entire project between March and June, iii) completion of a 400 m flight line-spaced airborne MT survey over the entire project between March and June, and iv) completion of a ground-based mapping, prospecting and sampling program over areas identified and prioritized by the geophysical surveys between June and September.

Shadow Project

On June 11, 2020, the Company announced the acquisition 41,885 hectares for its Shadow uranium project ("**Shadow**") in the Athabasca Basin area of northern Saskatchewan, Canada. Additional mineral dispositions were staked on Shadow on August 28, 2020, bringing the project total 45,980 hectares to maximize discovery potential. Shadow is located south of the Basin along the Virgin River Shear Zone ("**VRSZ**"). The Shadow project 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. Shadow is 100% owned by Baselode and is free of any option agreement or underlying royalties.

In August, 2020, Baselode commissioned a project-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.

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 continuing consultation efforts with local Indigenous communities to ensure that exploration can proceed in a manner that does not affect Indigenous Rights or Lands.

Baselode's planned exploration on Shadow includes; i) a project-wide airborne gravity survey, and ii) a first-pass, 2,500 m diamond drilling program. The Company does not necessarily expect these exploration programs to advance in 2022.

Mann Mine Project

The Mann Mines ("**Mann**" or the "**Mines**") are silver and cobalt assets located in Milner Township, Ontario within the Cobalt- Gowganda region. The project 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 project. 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 project 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 MNM 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

MN11-02	27.8	34.3	6.5	17.9
and	95	144.5	49.5	14.3
	47.8	48.4	0.6	141

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

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 Project can, in general, be assigned to either of two sets: east-strike ("Easterly") and north-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 project. 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 (400 m) 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 project, 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, chalcocopyrite, 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 weathers rocks on surface and 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 on 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, QC Copper 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 Mines 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 oriented 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 project 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 project.

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

Summary of Quarterly Results

	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
Total assets	\$11,488,097	\$4,807,878	\$6,245,752	\$6,480,871
Total liabilities	1,084,700	239,071	297,428	579,080
Total shareholders' equity	10,516,409	4,568,807	5,948,324	5,901,791
Total revenue	-	-	-	-
Total expenses	1,560,547	3,036,357	439,972	609,335
Net loss	(1,532,546)	(2,802,448)	(405,428)	(604,089)
Basic and diluted net loss per share	\$(0.03)	\$(0.05)	\$(0.01)	\$(0.03)
	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
Total assets	\$525,366	\$765,778	\$199,733	\$220,265
Total liabilities	120,497	183,612	38,947	11,859
Total shareholders' equity	404,869	582,166	160,786	208,406
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	\$(0.01)	\$(0.08)	\$(0.00)	\$(0.01)

Selected Annual Financial Information			
Annual Information	Year Ended December 31, 2020	Year Ended December 31, 2019	January 31, 2018 (Date of Incorporation) to December 31, 2018
Cash and short-term investments	\$ 6,240,023	\$ 220,265	\$ 247,482
Total assets	\$ 6,480,871	\$ 220,265	\$ 247,482
Total liabilities	\$ 579,080	\$ 11,859	\$ 10,273
Shareholders' equity	\$ 5,901,791	\$ 208,406	\$ 237,209
Statement of Operations, Comprehensive Loss Data			
Total revenue	\$ -	\$ -	\$ -
Total expenses	\$ 2,631,217	\$ 28,803	\$ 91,636
(Loss) for the year	\$ (2,585,304)	\$ (28,803)	\$ (91,636)
Comprehensive (Loss) for the year	\$ (2,585,304)	\$ (28,803)	\$ (91,636)

Results of Operations

During the nine months ended September 30, 2021, the Company recorded a net loss of \$2,802,448 (2020 - \$1,673,233). A breakdown of the significant expenses are as follows:

	2021	2020
Consulting and management fees	\$ 299,658	\$ -
Exploration and evaluation expenses	3,180,110	1,564,489
Office, rent and general	16,185	11,038
Professional fees	37,789	88,571
Transfer agent, filing fees and shareholder communications	210,580	132,334
Share-based compensation	1,272,466	-

Exploration and Evaluation Expenses 2021

	<u>Mann Project</u>	<u>Shadow, Hook and Catharsis Project</u>	<u>Total</u>
Acquisition and staking costs	\$ -	\$ 57,000	\$ 57,000
Drilling expenses	-	424,073	424,073
Geological consulting	-	299,489	299,489
Geological and aerial surveying	-	1,359,469	1,359,469
Aerial transportation	-	541,832	541,832
Field expenses, equipment rental and supplies	-	304,707	304,707
Geophysical consulting	-	19,175	19,175
Camp costs	-	174,365	174,365
Total	\$ -	\$ 3,180,110	\$ 3,180,110

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, 2021, the Company had working capital of \$10,403,397 compared to December 31, 2020 when it had a working capital of \$5,781,181. As at September 30, 2021, the Company had \$11,488,097 in current assets, being an increase of \$5,127,836 from December 31, 2020 when its current assets totaled \$6,360,261. As at September 30, 2021, the Company's current liabilities totaled \$1,084,700 and as at December 31, 2020 current liabilities totaled \$579,080.

The Company had a cash balance of \$6,240,023 as at December 31, 2020 and increased by \$4,767,567 to \$11,007,590 as at September 30, 2021. In 2021, cash used in operating activities was \$3,170,398 compared to cash used in operations of \$489,388 in 2020. In 2021, cash provided by financing activities totaled \$7,964,574 (2020 - \$771,012). It was comprised of \$7,606,168 (2020 - \$700,000) cash received from a private placement, \$826,076 (2020 - \$Nil), cash received on shares to be issued of \$Nil (2020 - \$110,000), cash received from the exercise of warrants, \$35,000 (2020 - \$Nil) cash received from the exercise of stock options and \$Nil (2020 - \$667) cash advanced by related parties. This was offset by \$502,670 (2020 - \$40,487) cash used for share issue costs. In 2021, cash used in investing activities totaled \$26,609 (2020 - \$7,612) It was comprised of \$12,490 (2020 - \$Nil) of cash used for equipment purchases and \$14,119 (2020 - \$7,612) cash advanced to a related party.

Financing

(a) On September 28, 2021, the Company completed a private placement totaling \$3,944,870. It consisted of 5,669,796 flow-through units at a price of \$0.48 per unit for gross proceeds of \$2,721,502, 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 \$0.75 until September 28, 2023. The valuation of the warrants was estimated in the amount of \$429,000 using the Black-Scholes option pricing model. In addition, the Company received subscriptions for 2,548,684 hard-dollar units at a price of \$0.48 per unit for gross proceeds of \$1,223,368, 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 \$0.75 until September 28, 2023. The valuation of the warrants was estimated in the amount of \$193,000 using the Black-Scholes option pricing model. In connection with the financing, the Company has issued 513,291 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.75 until September 28, 2023. The valuation of the finders' warrants was estimated in the amount of \$77,737 using the Black-Scholes option pricing model. Also, in connection with financing the Company incurred cash finders' fees and other financing costs of \$246,380.

(b) On August 30, 2021, the Company completed a private placement totaling \$3,661,298. It consisted of 7,627,704 flow-through units at a price of \$0.48 per unit for gross proceeds of \$3,661,298, 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 \$0.75 until August 30, 2023. The valuation of the warrants was estimated in the amount of \$577,000 using the Black-Scholes option pricing model. In connection with the financing, the Company has issued 533,779 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.75 until August 30, 2022. The valuation of the finders' warrants was estimated in the amount of \$80,793 using the Black-Scholes option pricing model. Also, in connection with financing the Company incurred cash finders' fees of \$256,291.

(c) On December 14, 2020, the Company completed a private placement totaling \$3,505,000. It consisted of 8,445,000 flow-through units at a price of \$0.40 per unit for gross proceeds of \$3,378,000, 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 \$0.60 until December 14, 2022. In addition, the Company received subscriptions for 317,500 hard-dollar units at a price of \$0.40 per unit for gross proceeds of \$127,000, 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 \$0.60 until December 14, 2022. In connection with financing the Company incurred cash finders' fees, legal expenses and other financing costs of \$220,512.

(d) 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 parties 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.

(e) 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 3, 2022. The financing also included a flow-through dollar placement of 2,033,333 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 3, 2022. In connection with the private placements, the Company incurred cash finder's fees, legal fees and corporate finance fees of \$12,720 and issued 102,833 finder's warrants. Each finder's warrant entitles the holder, to purchase one common share at a price of \$0.10 until December 3, 2021.

Upcoming Financing

The Company has entered into a bought-deal private placement for an aggregate of 6,957,000 units of the Company at a price of \$1.15 per share for gross proceeds of \$8,000,550. In addition, the arrangement contains an option for a further 1,043,550 units. Each unit consists of one common share and one-half of one common share purchase warrant. Each warrant will be exercisable into one additional common share of the Company for 30 months from the closing date at an exercise price of C\$1.60. The financing is expected to close on November 30, 2021.

Related Party Transactions

Key management personnel compensation

Key management includes directors and officers. Unless disclosed elsewhere, related party transactions for the period ended September 30, include:

	2021	2020
Management and consulting fees	\$ 232,500	\$ 18,750
Geological exploration and acquisition costs included in exploration expenses	76,284	45,549
	<u>\$ 308,784</u>	<u>\$ 64,299</u>

The following are the balances due from related party as at:

	September 30, 2021	December 31, 2020
Due from Standard Ore Corporation	\$ 29,717	\$ -

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, consulting and premises rental services to the Company. The Company incurred \$6,741 (2020 - \$6,348) in rental expenses, \$10,000 (2020 - \$Nil) in expenses for consulting and management fee services and \$19,500 (2020 - \$Nil) in expenses for CFO services during the period ended September 30, 2021. The balance receivable is unsecured, non-interest bearing and due on demand.

Accounts payable and accrued liabilities at September 30, 2021 includes \$Nil (December 31, 2020 - \$984) owing to officers, directors and companies controlled by officers and directors.

During the period ended September 30, 2021, the Company incurred legal expenses of \$Nil (2020 - \$80,139) and share issue costs of \$Nil (2020 - \$27,767) with a law firm in which a former director is a partner.

During the year ended December 31, 2020, related parties subscribed for a total of 309,308 common shares for aggregate gross proceeds of \$68,592.

The amounts payable to related parties 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, 2021 and December 31, 2020, the Company has no financial instruments to classify in the fair value hierarchy. The fair value of the Company's financial instruments approximates their carrying amount given their short-term nature.

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. GST/HST receivable is 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.

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 29, 2021:

74,189,469 common shares issued and outstanding

6,055,000 incentive stock options outstanding

18,342,298 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

(i) During 2020, the Company received \$5,721,933 from the issue of flow-through shares. The Company also received \$6,382,800 flow through shares in 2021. Through September 30, 2021, the Company expended \$3,403,619 in eligible exploration expenditures and, as a result is committed to spend a further \$2,318,312 by December 31, 2022 and \$6,382,800 by December 31, 2023.

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.

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. The legislation to affect this extension has not yet been passed.

(ii) The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made and expects to make in the future, expenditures to comply with such laws and regulations.

(iii) Since March 31, 2020, 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.

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). The uranium spot price, 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 projects 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 in the future. 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 projects.

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 projects 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 projects or require abandonment or delays in development of new mining projects.

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 projects 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 projects 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 involve 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 projects, 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 projects. 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 project, 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 projects may be challenged or impugned, and title insurance is generally not available. Baselode's mineral projects 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 projects as permitted or to enforce its rights with respect to its projects. 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 projects 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 projects.

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 projects or production facilities, personal injury or death, environmental damage to Baselode's projects or the projects 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, 2021, 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 projects 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 projects;
- 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 Financial Statements as at September 30, 2021 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