BRAVEHEART RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED AUGUST 31, 2020

*The following management's discussion and analysis ("**MD&A**") is management's assessment of the results and financial condition of Braveheart Resources Inc. ("**Braveheart**" or the "**Company**") and should be read in conjunction with the unaudited interim condensed consolidated financial statements for the three months ended August 31, 2020 and the audited consolidated financial statements for the year ended May 31, 2020 ("**2020**") , which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is October 28, 2020. Braveheart's most recent filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the Internet at www.sedar.com.*

*The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**") for Braveheart's exploration and mining projects as described in the following discussion and analysis is Ian Berzins, CEO of the Company and a Professional Engineer Registered in the Province of British Columbia.*

1. DESCRIPTION OF BUSINESS

Braveheart is a Canadian-based exploration company focused on acquiring, exploring and developing mineral properties throughout Canada.

On November 27, 2012, the Company filed Articles of Amalgamation under the Business Corporations Act (Ontario), whereby the Company was amalgamated with Braveheart to form an amalgamated corporation operating under the name of "Braveheart Resources Inc." (the "Company"). All amounts herein reflect the financial effects of the amalgamation.

2. HIGHLIGHTS OF THE QUARTER ENDED AUGUST 31, 2020

Highlights for the quarter ended August 31, 2020 include:

- In support of its permit applications for a new permit to store tailings on surface, management has engaged Stantec Consulting Ltd. ("Stantec") to design a new Tailings Storage Facility ("TSF") at its 100% owned Bull River Mine property near Cranbrook, British Columbia. The TSF design will be used as part of the re-start plan, the mine requires the construction of a new TSF to manage tailings waste from the processing of an existing stockpile of mineralized material on surface and future underground mining at the site. Braveheart has identified a possible location for the TSF within the existing mine permit boundary and adjacent to the process plant. Filtered tailings (also referred to as dry stack tailings) has been identified as the preferred tailings deposition technology for the new TSF. Permitting of the new TSF will require completion of a Best Available Technology ("BAT") options assessment as per MEMPR regulations. Should the BAT assessment identify other technologies as better options for the project, Stantec and Braveheart will review the impacts on the regulatory application process. Stantec possesses global mining and extensive experience in the design and development of tailings storage facilities, waste rock storage facilities, and associated water management structures. Their expertise extends from feasibility level to detailed design, site construction, and supporting mines from operations through closure. They have successfully completed designs and obtained mine permits in British Columbia for tailings facilities, mine rock dumps and water management dams.

- Management is encouraged by the recent 35% price increases of copper with spot market prices greater than $US3.00/pound while in March 2020 as low as $US 2.10/pound. These trends support our development and acquisition efforts.

- On August 6, 2020, Debenture holders exercised conversion of $2,400,000 of debenture principle into shares of the Company. On October 13, 2020, the Company issued 12,000,000 million shares at a conversion price of $0.20 as settlement of $2,400,000 of its Convertible Debenture.

- Completed the following equity financings for gross proceeds of $978,000:

  -August 6, 2020 private placement of 2,000,000 units at $0.1015 per unit for $203,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1688 per share until August 6, 2025.
  -September 1, 2020 private placement of 2,222,222 units at $0.1125 per unit for $250,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1875 per share until September 1, 2025.
  -September 22, 2020 private placement of 7,000,000 units at $0.075 per unit for $525,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until September 22, 2023.

- The company entered into a letter of intent ("LOI") with Cadillac Ventures Inc. **(TSXV: CDC) (OTC: CADIF) ("Cadillac")** for the purchase of a 100% interest in the Thierry Mine Project ("**Thierry**") near Pickle Lake , Ontario during August 2020. See below for further progress towards the anticipated purchase of the Thierry Mine Project.

HIGHLIGHTS OF EVENTS SUBSEQUENT TO AUGUST 31 2020

The company closed private placements as follows:

-On September 1, 2020 the Company issued 2,222,222 units at $0.1125 per unit for gross proceeds of $250,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1875 per share until September 1, 2025.

-On September 22, 2020 the Company issued 7,000,000 units at $0.075 per unit for $525,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until September 22, 2023.

-It is anticipated that the Company will issue on October 30, 2020 20,000,000 units at $0.075 per unit for $1,500,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until October 30, 2023.

On October 21, 2020 the company entered into an agreement with Cadillac Ventures Inc. (TSXV: CDC) ("Cadillac") for the purchase of Cadillac Ventures Holdings Inc. ('CVH') which owns a 100% interest in the Thierry Mine Project ("Thierry") near Pickle Lake , Ontario during August 2020.

Under the terms of the agreement Braveheart will acquire CVH from Cadillac for the following consideration: (i) $300,000 in cash; (ii) 13,500,000 common shares of Braveheart; and, (iii) a 2% net smelter royalty ("NSR") to be retained by Cadillac of which 1% of the NSR can be purchased by Braveheart for $1,000,000. Closing of the purchase of Thierry remains subject to Cadillac shareholder approval and the approval of the TSX Venture Exchange.

On October 22, 2020 the Company granted 3,600,000 options at a strike price of $0.10 and an expiry date of five years to officers, directors, employees and consultants.

The Company has its annual and special shareholders meeting scheduled for November 25, 2020.

3. PROPOSED ACQUISITION OF THIERRY MINE PROJECT

The proposed conditional acquisition is subject to Cadillac shareholder approval scheduled for November 11, 2020. The Thierry copper-nickel platinum group elements ("PGE") deposit was discovered by Union Miniere Exploration and Mining ('UMEX") of Belgium in 1969 and mined through open pit and underground workings between 1976 and 1982. The mine was shut down due to low commodity prices. Based on historical records UMEX milled 5,800,000 short tons of copper and nickel ore from the deposit with an average grade of 1.13% Cu and 0.14% Ni. In addition, precious metals payables included 47,000 ounces of palladium, 17,000 ounces of gold, 17,500 ounces of platinum and 900,000 ounces of silver. The most recent independent National Instrument 43-101 Technical Report and Resource Estimate was completed by P&E Mining Consultants Inc. in February 2012. This report has been published on the System for Electronic Document Analysis and Retrieval ("SEDAR"). This report estimates a current measured and indicated resource at the Thierry underground of 8,815,000 tonnes at a grade of 1.66% Cu and 0.19% Ni. Additional M&I metal values include 0.13 gpt Pd, 0.05 gpt Au, 0.04 gpt Pt and 4.0 gpt Ag. There are a further 14,922,000 tonnes in an inferred category at a grade of 1.64% Cu and 0.16% Ni. Additional Inferred metal values include 0.21 gpt Pd, 0.10 gpt Au, 0.07 gpt Pt and 6.4 gpt Ag. The Thierry project also contains a potential open-pit inferred resource at the K1-1 deposit. The K1-1 deposit contains 53,614,000 tonnes at a grade of 0.38% Cu and 0.10% Ni. Additional Inferred metal values include 0.14 gpt Pd, 0.03 gpt Au, 0.05 gpt Pt and 1.83 gpt Ag. The Company does not consider the current Thierry and K1-1 resources to be NI 43-101 compliant and is proposing purchase of the Thierry Mine Project as-is where-is. The Company intends to complete an up-dated National Instrument 43-101 Preliminary Economic Assessment ("PEA") following the acquisition.

The Thierry Mine Project is located approximately 15 km west of Pickle Lake, Ontario and accessible on a year-round basis by paved and all-weather roads. The property is approximately 4,700 hectares in size. There is a municipal airport and nearby rail system and the provincial power grid is within eight km of the mine. The underground infrastructure includes a three-compartment shaft, production decline to 520 metres below surface and lateral developments on three levels. The underground workings are currently flooded.

The proposed purchase of the property will give the Company geographical diversification in Canada with another material project in a Tier 1 jurisdiction.

4. MINERAL PROPERTY EXPLORATION AND DEVELOPMENT ACTIVITIES

4.1 Bull River Mine Property

During the quarter ended August 31, 2020, the Company incurred $10,249 in mineral property development costs associated with permit applications for a new permit to store tailings on surface.

5. RESULTS OF OPERATIONS

	Note	Three months ended August 31 2020	Three months ended August 31 2019
Expenses			
Marketing and advertising		$ **39,353**	$ 8,444
Consulting fees		**91,950**	114,259
Amortization	4	**46,966**	40,361
Accretion		**6,938**	3,445
Administrative expenses		**41,554**	70,530
Professional fees		**39,057**	50,827
Rent		**-**	1,000
Salaries and wages		**49,253**	108,977
Supplies and maintenance		**62,828**	101,144
Equipment repairs		**(351)**	-
Mining exploration and development expenses	5	**-**	426,688
Share based compensation	7	**15,147**	842,800
Interest expense	8, 9	**354,263**	351,288
Operating loss		**746,958**	**2,119,763**
(Gain) loss on sale of assets		**(475)**	7
Foreign exchange gain (loss)		**795**	771
Interest income		**(3,850)**	(18,311)
Net loss		$ **(743,428)**	**(2,102,230)**
Flow-through share premium renunciation	10	**(7,840)**	(30,000)
Corporate income tax recovery		**-**	(133,440)
Net loss and comprehensive loss for the period		$ **(735,588)**	$ **(1,938,790)**
Net loss per share		**(0.006)**	$ **(0.019)**
Weighted average outstanding shares		**113,320,878**	**100,289,239**

5.2 Analysis of Key Variances

Results of operations for the three months ended August 31, 2020 resulted in a net loss of $735,588, compared to a loss of $1,938,790 for the three months ended August 31, 2019.

- Mining exploration and development costs were nil in the quarter ended August 31, 2020 compared to $426,688 in the prior year when the company was doing exploration drilling. Bul River project effort is currently focused on securing dry stack tailings permitting.

- Share based compensation of $15,147 is the result of the Company having granted on June 11, 2020, 325,000 options at a strike price of $0.10 and an expiry date of three years to officers, directors, employees and consultants. During the prior year 5,955,556 options were granted at a strike price of $0.18 and an expiry of 4 years.

- Interest expense of $354,263 is the sum of interest incurred on the $5,000,000 related party loan and the effective interest on the convertible debenture related to the Purcell Project acquisition. Note that $149,325 is non - cash and is the amortization of the estimated fair value of the equity portion of the convertible debenture.

6. QUARTERLY FINANCIAL INFORMATION

The following is selected financial data from the quarterly interim consolidated financial statements of Braveheart for the last eight completed fiscal quarters ending August 31, 2020. This information should be read in conjunction with Braveheart's audited annual and unaudited interim consolidated financial statements for the periods below.

	August 31, 2019	May 31 2020	Feb. 29 2020	Nov. 30, 2019	Aug. 31, 2019	May 31 2019	Feb. 28 2019	Nov. 30, 2018
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
(a) Revenue	$3,850	$(10,053)	$1,924	$16,251	$18,311	$123	-	-
(b) Net loss and comprehensive loss	$(735,588)	$(365,106)	(1,588,348)	$(1,221,558)	$(1,938,790)	$(1,703,489)	$(579,321)	$(507,518)
(c) Net loss per share – basic and fully diluted[1]	($0.006)	$(0.000)	$(0.014)	$(0.012)	$(0.019)	$(0.021)	$(0.008)	$(0.011)

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation.

During the quarter ended February 28, 2019 the Company recognized a bargain purchase price of $10,366,552 based on initial estimates of fair value of assets acquired and liabilities assumed with the Purcell Project acquisition. During the quarter ended May 31, 2019 the Company finalized its estimates of fair values which have resulted in a $nil bargain purchase. The fourth quarter of the year end May 31, 2019 includes the reversal of the bargain purchase.

Braveheart does not generate any significant operating revenue.

7. FINANCIAL CONDITION

Based on the August 31, 2020 working capital position, Braveheart does not have sufficient cash to continue significant exploration activities on its mineral properties without additional financings. Braveheart intends to obtain proceeds from additional equity financing or prospective lenders to finance the proposed Thierry Mine Project acquisition as well as capital development of the Purcell mining facilities for ore mining operations or ore processing and exploration expenditures, as well as general and administrative expenditures; however, there can be no assurance that additional capital or other types of financing will be available or that, if available, the terms of such financing will be favourable to Braveheart.

8. LIQUIDITY AND CAPITAL RESOURCES

Braveheart is wholly dependent on equity or debt financing to complete acquisition, exploration, and development of its exploration and evaluation assets. Braveheart does not expect to generate any significant revenues from operations until earliest fall of 2021.

Braveheart is dependent on external financing to fund its acquisitions and exploration activities. In order to carry out further exploration and pay for general and administrative costs, Braveheart may spend its existing working capital and attempt to raise additional funds as needed. Braveheart will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The ability of Braveheart to successfully acquire additional mineral properties and proceed with exploration activities on current properties is conditional on its ability to secure financing when required. Braveheart proposes to meet additional capital requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times or in the amounts required or desired by Braveheart, or upon terms acceptable to Braveheart or at all.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of Braveheart, is reasonable. There were no changes in Braveheart's approach to capital management during the quarter ended August 31, 2020. Braveheart is not subject to externally imposed capital requirements.

Braveheart had no off-balance sheet arrangements at August 31, 2020.

9. OUTLOOK AND FUTURE EXPLORATION WORK

Working capital from Braveheart's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

Braveheart intends to target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio. In conducting its search for additional mineral properties, Braveheart may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors.

Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that Braveheart's funding initiatives will continue to be successful to fund its planned exploration activities.

An investment in Braveheart's securities is speculative.

10. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The financial statements for the quarter ended August 31, 2020 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that Braveheart's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The preparation of these unaudited interim condensed consolidated financial statements in accordance with International Accounting Standard as issued by the International Accounting Standards Board ("**IASB**"), requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Braveheart assesses the carrying value of exploration and evaluation assets each reporting period to determine whether any indication of impairment exists. The calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- due to the complexity and nature of Braveheart's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on Braveheart's financial position or results of operations as at and for the quarter ended August 31, 2020; and
- Management's assessment of the going concern assumption requires judgment with respect to the funds to be available over the next twelve months.

11. SIGNIFICANT ACCOUNTING POLICIES

Braveheart's significant accounting policies are summarized in the notes to the audited annual consolidated financial statements for the year ended May 31, 2020. Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Braveheart's consolidated financial statements.

Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are charged to operations as incurred. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Exploration and evaluation costs incurred prior to determination of the feasibility of mining operations are charged to operations as incurred. Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Fair values of share-based payments (including stock options and warrants) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which Braveheart receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by Braveheart.

12. ACCOUNTING ISSUES

12.1 Management of Capital Risk

The objective when managing capital is to safeguard Braveheart's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

Braveheart considers as capital its shareholders' equity and cash and equivalents. Braveheart manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, Braveheart may issue new common shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. Braveheart will require additional funds to carry out capital development and exploration on its mineral properties. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when Braveheart needs to raise capital, there will be access to funds at that time.

12.2 Management of Financial Risk

Braveheart is exposed to various property and financial risks and assesses the impact and likelihood of this exposure. These risks include property risk, credit risk, liquidity risk, market risk, interest rate risk and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 5 to the financial statements for the year ended May 31, 2020.

13. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – May 31, 2020	**113,175,899**
Share issue for cash	**2,000,000**
Shares issued on exercise of warrants	**400,000**
Common shares outstanding – August 31, 2020	**115,575,899**

Braveheart has an authorized share capital consisting of an unlimited number of common shares.

14 Warrants

	Number of Warrants
Warrants outstanding – May 31, 2020	**27,667,569**
Exercised for cash proceeds of $60,000	**(400,000)**
Expired	**(2,135,000)**
Issued	**2,000,000**
Warrants outstanding –August 31, 2020	**27,132,569**

15 Stock Options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is five years. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended August 31, 2019:

	Number of Options	Weighted Average Exercise Price	
Balance, May 31, 2020	8,155,556	$	0.16
Granted	325,000		0.10
Balance, August 31, 2020	8,480,556	$	0.15

On June 11, 2020 the Company granted 325,000 options at a strike price of $0.10 and an expiry date of three years to officers, directors, employees and consultants.

16. OTHER INFORMATION

16.1 Contractual Commitments

In June 2019 and December 2019 the Company has committed to spend $650,000 and $728,000 respectively from amounts raised through flow-through financing on eligible Canadian exploration and development expenses prior to December 31, 2020. As at August 31, 2020 the Company estimates a $152,000 remaining commitment on eligible Canadian exploration and development expenses by December 31, 2020.

The Corporation estimates the total undiscounted cash flows to settle its asset retirement obligations are approximately $470,750 in 2044. A Corporation credit adjusted risk-free interest rate of 15.0% and an estimated inflation rate of 3.0% was used to calculate the present value of asset retirement obligations.

16.2 Limitations of Controls and Procedures

Braveheart's Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Braveheart have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

16.3 Corporate Governance

Braveheart's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the unaudited interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

16.4 Related Party Transactions

On January 4, 2019 the Company entered into a loan agreement with Matlock Farms Ltd., a company controlled by Aaron Matlock, a director of the Company. The loan has a principal amount of $5,000,000 and carries an interest rate of 14.8% for a term of four years. Interest will accrue for the first two years, and commencing in the third year, the Company will be required to make blended payments comprised of principal and interest.

Under the terms of the loan agreement, $650,000 of the $5,000,000 remained in an escrow account as security for certain third-party debts with Matlock Farms Ltd. On March 1, 2019, $172,785, on September 3, 2019, $172,784 and on March 3, 2020, $172,784 was paid from the escrow account against the Matlock loan. The loan is secured by a general security agreement where assets with a net book value of $10,060,435 are pledged.

		August 31 2020		May 31 2020
Loan due January 4, 2023, bears interest at 14.8%	$	5,000,000	$	5,000,000
Principle paid		(518,354)		(518,354)
Accrued interest at end of period		1,217,019		1,012,081
	$	5,698,665	$	5,493,727

16.5 Subsequent Events

- The company closed private placements as follows:

-On September 1, 2020 the Company issued 2,222,222 units at $0.1125 per unit for gross proceeds of $250,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1875 per share until September 1, 2025.

-On September 22, 2020 the Company issued 7,000,000 units at $0.075 per unit for $525,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until September 22, 2023.

-It is anticipated that the Company will issue on October 30, 2020 20,000,000 units at $0.075 per unit for $1,500,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until October 30, 2023.

On October 13, 2020, Debenture holders exercised conversion of $2,400,000 into shares of the Company. The Company issued 12,000,000 million shares at a conversion price of $0.20 as settlement of $2,400,000 of its convertible debt.

On October 21, 2020 the company entered into an agreement with Cadillac Ventures Inc. (TSXV: CDC) ("Cadillac") for the purchase of Cadillac Ventures Holdings Inc. ('CVH') which owns a 100% interest in the Thierry Mine Project ("Thierry") near Pickle Lake , Ontario during August 2020.

Under the terms of the agreement Braveheart will acquire CVH from Cadillac for the following consideration: (i) $300,000 in cash; (ii) 13,500,000 common shares of Braveheart; and, (iii) a 2% net smelter royalty ("NSR") to be retained by Cadillac of which 1% of the NSR can be purchased by Braveheart for $1,000,000. Closing of the purchase of Thierry remains subject to Cadillac shareholder approval and the approval of the TSX Venture Exchange.

On October 22, 2020 the Company granted 3,600,000 options at a strike price of $0.10 and an expiry date of five years to officers, directors, employees and consultants.

16.6 Changes in Accounting Policies

None

17. FORWARD-LOOKING STATEMENTS CAUTIONARY NOTE

This MD&A may contain forward-looking statements that are based on Braveheart's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of Braveheart are set out above under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Certain information included in this MD&A may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of Braveheart. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although Braveheart believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Braveheart to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to Braveheart's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic mineral deposits; management's assessment of future plans for its property interests (See "Mining Properties – Exploration Activities"); management's economic outlook regarding future trends; Braveheart's expected exploration budget and ability to meet its working capital needs at the current level in the short term (See "Liquidity and Capital Resources" and "Financial Conditions"); expectations with respect to raising capital (See "Liquidity and Capital Resources"); and management's proposed undertaking to attempt to renegotiate certain of its option agreements (See "Financial Conditions").

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Braveheart's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with Braveheart's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mineral exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for Braveheart's exploration and development activities; operating and exploration and development costs; Braveheart's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration properties and other operations; market competition; and general business and economic conditions.

For further discussion of certain risks and uncertainties that could contribute to a difference in results that those expressed in certain forward looking statements contained herein, please review those risks listed under the heading "Risks Factors" in this MD&A. Although Braveheart has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are not guarantees of future performance and there can be no assurance that forward-looking 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. These forward-looking statements are made as of the date hereof and Braveheart takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at www.braveheartresourcesinc.com.