PELOTON MINERALS CORPORATION
Management's Discussion and Analysis
Year Ended December 31, 2020
Dated April 29, 2021
(Form 51-102F1)

This Management Discussion and Analysis ("MD&A") of *Peloton Minerals Corporation (the "Company") is provided for the purpose of reviewing the fiscal year ended December 31, 2020 and comparing results to the previous fiscal year. The MD&A was prepared as of April 29, 2021 and should be read in conjunction with the Company's audited consolidated financial statements and corresponding notes for the years ended December 31, 2020 and 2019. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards appropriate in the circumstances. All monetary amounts are expressed in United States dollars unless otherwise indicated.*

Additional information related to the Company is available for view on SEDAR at www.sedar.com and at the Company's website located at www.pelotonminerals.com.

DESCRIPTION OF THE BUSINESS

The Company is a mineral exploration company focused on the acquisition and exploration of mineral resource properties, primarily gold and silver prospects in the states of Nevada and Montana, USA.

The Company is a reporting issuer in the Provinces of British Columbia and Ontario and its common shares trade on the Canadian Securities Exchange ("CSE") under the symbol PMC, and on the OTC QB Market in the United States under the trading symbol PMCCF.

CORPORATE ACTIVITIES

MINERAL PROJECTS

INDEPENDENCE VALLEY, Elko County, Nevada

Independence Valley Project ("Independence Valley") is 100% owned, with no royalties outstanding, and is comprised of a 785-acre claim package located in Elko County, Nevada on the southern extension of the Carlin Gold Trend and about 79 kilometres south-west of the Newmont-Barrick Long Canyon joint venture. Independence Valley is also within the historical Spruce Mountain mining district which hosted many base and precious metals mines since the 1840's. The Spruce Mountain deposits are typically associated with rhyolitic and granitic intrusive rocks which intrude structural feeders. Independence Valley hosts the largest untested rhyolite dome in the Spruce Mountain Mining District.

During 2020 the Company sought and obtained a permit to allow drilling of geophysical targets identified at Independence Valley. The Company posted and funded a Surface Management Bond for the project with the Bureau of Land Management in the amount of US $13,543.

Exploration on this project in 2019 consisted of a CSAMT geophysical survey and one reverse circulation drill hole drilled to a depth of 1,140 feet to test a potential down-dropped east limb of a NNW trending anti-form. This drilling encountered detectable gold mineralization in a fine grained hypabyssal intrusive and in the contact zone with adjacent Paleozoic carbonate sedimentary rocks over a core length of 345 feet as well hydrothermal alteration over a core length of 500 feet.

GOLDEN TRAIL PROJECT, Elko County, Nevada

Golden Trail is situated on the northeastern margin of the Long Canyon Gold Trend in north eastern Nevada, about 80 kilometers north of the Newmont-Barrick Long Canyon joint venture. Golden Trail is 100% owned, with no royalties outstanding, and is comprised of a 909-acre claim package.

Extensive surface exploration has identified Carlin style alteration and many geologic similarities to Long Canyon. The largest identified gold vein at surface, the Golden Trail Vein ("GTV"), is over 1,200 meters long and has an associated alteration zone that averages 30 meters wide. Over 900 grab samples have been taken along the GTV assaying from anomalous to 28 grams gold, and continuous 5-foot trench samples returned 13.7 grams gold per ton "g/t" with 36.2 g/t silver in one 5-foot trench, and 3.49 g/t gold with 105 g/t silver in a second 5-foot trench.

A major gravity anomaly underlies Golden Trail. This is derived from a regional USGS survey and the gravity anomaly is interpreted by the USGS to be a shallow pluton or magmatic intrusion. A more recent detailed Peloton gravity survey shows a change in gradient along the western boundary of the NW striking gravity anomaly and a series of coincident surface hydrothermal alteration anomalies have been identified through hyperspectral airborne and surface technology and geochemical sampling. These anomalies occur in the hanging wall of NW striking and NE dipping high-angle normal faults, are high in ammonia illite and alumina illite which are often associated with Carlin-style deposits, and geochemistry shows elevated pathfinder elements and gold mineralization. In late 2020, the Company commenced a 2,400 feet of reverse circulation drilling which lasted into Q1 of 2021 to test hydrothermal alteration anomalies identified at surface.

TEXAS CANYON, Elko County, Nevada

Texas Canyon is 100% owned, with no royalties outstanding, and is comprised of a 909-acre claim package. Texas Canyon is located in Elko County, Nevada on the northeastern margin of the Long Canyon Gold Trend, about 7 kilometres west of the Company's Golden Trail Project, and about 55 kilometres of the Newmont-Barrick Long Canyon joint venture.

Texas Canyon is centered on a major boundary fault between mineralized Paleozoic limestone and post-mineral Tertiary geologic units which include the Jarbidge Rhyolite and tuffs and conglomerates of the Humboldt Formation. This fault and related structures are thought to be the conduit for mineralizing fluids that altered and replaced the limestone and limestone breccias. This is based on detailed geologic mapping, surface geochemistry with gold values up to 1280 ppb and molybdenum values up to 1660 ppm, a surface magnetic survey and a surface radiometric survey. The recent Peloton airborne hyperspectral survey corroborated prior data, showing broad hi AL-illite and NH3-illite anomalies at Texas Canyon.

In 2020, the Company continued work on an NI 43-101report on the project, and also filed an application for a drilling permit with the Bureau of Land Management which is expected to be completed during Q2 of 2021.

SILVER BELL & ST. LAWRENCE, Virginia City Mining District, Montana

The Silver Bell & St. Lawrence Project ("SBSL") comprises one (1) patented mining claim and twenty- nine (29) unpatented mining claims covering approximately 620 acres. SBSL is located about four miles southwest of the town of Virginia City, Montana, in Madison County, and about 79 kilometers southeast of Butte, Montana. Year-round access is available by a public road running off of paved Montana Highway 287. Electrical power extends to within approximately 2 miles of the property.

The SBSL is under an Exploration Agreement with a Joint Venture Option (the "Agreement") with Frederick Private Equity Corporation and its partner African Metals Corporation (collectively "AFR:") whereby AFR may earn up to a 75% interest in the SBSL by spending a total of US$2,000,000 in exploration expenses within six years and make annual option payments.

AFR may first earn a 51% interest in the project by making annual US$10,000 option payments and spending US$1,000,000 in exploration within four years with a minimum of $200,000 in expenditure during the first two years. AFR may earn a further 24% interest in the Project by then making annual US$25,000 option payments and spending an additional US$1,000,000 in exploration over a two-year period following the establishment of the first 51% interest, for a total of US$2,000,000 to earn a 75% interest. After AFR has earned either a 51% or a 75% interest, as the case may be, a mining venture or mining company may be formed with respect to the project, and AFR and Peloton will contribute their respective share of further exploration and development expenditures. In the event that either party's interest is diluted to ten percent (10.0%) or less, it shall relinquish its interest to the other party, in return for a royalty agreement that conveys to the diluting party a royalty of one percent (1.0%) of net smelter returns on all minerals thereafter produced and removed from the project. The non-diluting party may, at any time, buy-down that royalty by one-half percent (0.05%), so that the total royalty is one-half percent (0.05%) of net smelter returns, by paying US$250,000 to the royalty holder. The Project is subject to an earlier outstanding 2% NSR, the majority of which can be bought down to one percent (1%).

SBSL hosts two past-producing gold-silver mines, the Silver Bell Mine and the St. Lawrence Mine. Both mines operated in the early 1900s and the St. Lawrence was reactivated in the early 1980s. Historical production records are incomplete but available information suggests that historical production at the St. Lawrence was approximately 0.22 opt gold and 3.8 opt silver. Smelter receipts for small shipments from the St. Lawrence indicate that some ore with much higher grades was shipped. For example, a smelter receipt from October 30, 1964 states that 8.027 tons were received grading 0.76 opt gold and 20.0 opt silver. Historical production at the Silver Bell averaged approximately 0.2 opt gold and 15.1 opt silver.

On February 27, 2020, the Company announced the results of the first drilling program on the property conducted by AFR in late 2019. A total of 2,111.5 feet of core drilling was completed in 12 holes sited east and west along strike from the headframe of the former St. Lawrence mine. The holes were designed to test the depth, extent, thickness, and grade of the vein system that was worked previously on at least two levels from an inclined shaft at the headframe. In addition, geologic mapping was conducted as well as surface sampling of veins, wall rocks and dumps.

Nine vein intercepts containing significant Gold ("Au") and silver ("Ag") values were cut by drill holes as shown in the Table below. Intercepts included a high value of 34.4 grams per metric tonne ("g/T") Au and 130.5 g/T Ag over 0.61 meters. Highlights of the program, conclusions and recommendations are:

Highlights of the Program, Conclusions and Recommendations:

- Nine (9) vein intercepts were encountered ranging from 0.21 meters in core width to 2.8 meters and an average thickness of 1.17 meters.
- Average weighted values for the 9 intercepts was 4.94 g/T Au and 65.35 g/T Ag.
- The 34.4 g/T Au intercept was encountered 40 meters down the dip of the veins from the 150 Level of the old workings demonstrating both the potential for grade and the potential at depth.
- The 34.4 g/T Au intercept was encountered at the western limit of the 2019 drill pattern and should be tested for the potential of a high-grade ore shoot based on that drill result and recent geologic mapping.
- An untested mineralized fault zone east of the mine was identified through geologic mapping and is coincident with the strongest VLF geophysical response on the property. This is a high priority drill target.
- Drilling in 2019 tested only 150 meters of the approximately 1,100 meters of known strike length along the SBSL vein system. Additional geologic mapping, surface sampling and drilling is recommended along the undrilled sections of the veins.
- Several of the holes, including SL 19-4C and SL 19-12C below, intercepted additional veins that do not appear to correlate with the two veins in the historical workings, opening the possibility of a multiple-vein system.

The table below shows weighted average gold and silver grades and thicknesses for nine vein intercepts encountered in the 2019 drilling program that have a weighted average grade, including internal waste, greater than

1 g/T gold. Several holes intersected voids or historic workings where the vein was projected to be and therefore returned no result but demonstrated that the historical workings are more extensive than previously recognized.

Intercept ID	From (m)	To (m)	Interval (m)	Au grams/metric Tonne	Ag grams/metric Tonne	Host*
SL19-1C	15.5	16.5	0.91	2.7	106.0	qvbx
SL19-2C	17.2	17.8	0.61	2.0	32.0	qfg-qvbx
SL19-4C-1	39.2	41.3	2.1	3.3	40.6	Qv
SL19-4C-2	47.2	49.1	2.0	2.3	57.6	qv-qfg
SL19-5C	47.5	50.3	2.8	2.1	23.0	Qv
SL19-10C-1	42.9	43.3	0.40	11.9	276.0	Qv
SL19-10C-2	47.5	48.4	0.94	4.2	111.0	Qv
SL19-12C-1	44.7	44.9	0.21	6.1	79.0	Qv
SL19-12C-2	48.5	49.1	0.61	34.4	130.5	Qv

* Qv = Quartz Vein; Qvbx = quartz vein brecca; gfg = quartzofeldspathic gneiss

These vein intercepts also reported strong anomalous base metal values up to 460 ppm copper, 2060 ppm Zinc, and 7400 ppm lead.

FINANCINGS

During the year, the Company closed three private placements.

1) On May 7, 2020, the Company issued 3,258,264 units at $0.075 CDN per unit for proceeds of $224,370 CDN ($173,363 USD). Each unit consists of one common share and one share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.125 CDN up to May 7, 2023.

2) On August 20, 2020, the Company issued 7,934,629 units at $0.075 CDN per unit for proceeds of $597,097 CDN ($445,553 USD). Each unit consists of one common share and one share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.125 CDN up to August 20, 2023.

3) On October 16, 2020, the Company issued 4,966,667 units at CDN$0.075 per unit for proceeds of CDN$372,500 ($282,405 USD). Each unit consists of one common share and one common share purchase warrant exercisable for three years. Each warrant entitles the holder to purchase one share at a price of $0.125 CDN up to October 16, 2023. Of the total Private Placement, $222,500 was not subject to a finder's fee and $150,000 was subject to a finder's fee payable to an arms length party. The finder's fee consisted of $12,000 in cash and 160,000 brokers warrants with each broker warrant exercisable at $0.075 within three years to purchase additional private placement units consisting of one common share and one common share purchase warrant exercisable for three years at $0.125.

During the year, 637,727 common shares were issued upon the exercise of 637,727 warrants for proceeds of $49,598 ($63,773 CDN).

CORPORATE

Warrants and Options

During the year, the Company modified the expiry times of certain outstanding warrants of the Company as follows:

a. 4,034,090 warrants exercisable at a price of CDN$0.10 until June 30, 2020 are now exercisable until June 30, 2022;

b. 4,827,999 warrants exercisable at a price of CDN$0.10 until August 31, 2020 are now exercisable until August 31, 2022.

During the year, the Company granted stock options as follows:

a. 500,000 stock options to directors and officers exercisable at $0.10 CDN until June 7, 2024;

b. 150,000 stock options to a consultant exercisable at $0.12 CDN until October 15, 2025;

c. 2,150,000 stock options to directors exercisable at $0.135 CDN until December 18, 2025

OVERALL PERFORMANCE

In summary the Company's financial condition has changed over the twelve months ended December 31, 2020. Working capital went from a deficiency of ($280,661) at December 31, 2019 to $18,923 at December 31, 2020. The difference is mainly attributable to financing activities during the year.

SELECTED ANNUAL INFORMATION

The following table provides selected financial information and should be read in conjunction with the Company's Consolidated Financial Statements for each respective year.

	Year Ended Dec. 31, 2020	Year Ended Dec. 31, 2019	Year Ended Dec. 31, 2018
	$	$	$
Revenue	Nil	Nil	Nil
Income (loss) for the year	(1,247,880)	(316,103)	(394,059)
Net income (loss) per share (1)	(0.014)	(0.004)	(0.005)
Total assets	606,379	146,978	205,492
Current debt -convertible debenture	97,337	75,427(2)	58,449(2)
Long-term debt -derivative conversion liability - debenture	130,024	125,100	180,436
Long-term debt -derivative conversion liability – foreign currency warrants	1,625,276	831,794	921,244
Dividends per share	Nil	Nil	Nil

Notes:
(1) basic and diluted
(2) classified as long-term debt in 2019 and 2018

SUBSEQUENT EVENTS

Refer to the Corporate Activities section above.

RESULTS OF OPERATIONS

For the year ended December 31, 2020 and December 31, 2019, the Company had no revenue. Exploration and claim acquisition and maintenance expenses for the year were $99,447 compared to $216,231 during the previous year.

Year ended December 31, 2020 Compared to Year ended December 31, 2019

Operating Revenues: The Company is a mineral exploration company and has no operating revenues.

The Company incurred a net loss of $1,247,880 for the year ended December 31, 2020, compared to the year ended December 31, 2019 loss of $316,103. $642,534 of the 2020 loss is from items such as stock-based compensation resulting from the grant of stock options, the fluctuations in value of the foreign currency warrants, accretion expense or the revaluation of the derivative liability and has no effect on the company's cash position.

Expenses for the year ended December 31, 2020 were $804,411 a decrease of $45,863 from the amount of $850,274 for the year ended December 31, 2019.

Expenses incurred during the year were:

i. Office and administrative costs of $420,106. (2019-$345,365);
ii. Professional Fees of $85,793. Includes legal and audit fees. (2019-$107,709);
iii. Exploration and evaluation expenditures were $99,447 (2019 - $216,231);
iv. $183,943 of stock-based compensation expense was recognized during the year. (2019 - $149,052);
v. Depreciation of $9,080 (2019 – $9,080);
vi. Foreign exchange loss of $6,042; (2019 – loss $22,837);
vii. Loss on revaluation of foreign currency warrants of $279,238 (2019- gain $678,842);
viii. There was a gain of $82,271 from the reversal of director fees payable; (2019 - gain $233,592)
ix. Accretion expense of $21,910 (2019 - $16,978);
x. Loss on revaluation of derivative liability $4,924 (2019 – gain $55,336);
xi. Loss on fair value of warrants extended $219,668. (2019 – loss $416,603).

Total assets as at the end of December 31, 2020 were $606,379 (2019 - $146,978) and consisted of cash $497,338 (2019 - $52,895), HST receivable of $8,955 (2019 - $1,686) prepaid expenses of $19,302 (2019 - $18,318), equipment $49,939 (2019 - $59,019) and reclamation bonds $30,845 (2019-$15,060).

Total current liabilities as at December 31, 2020 were $506,672 (2019 - $353,560) consisting primarily of trade payables and $367,283 (2019 - $306,151) due to directors and officers.

The Company's long-term financial liabilities are a derivative liability for warrants denominated in a foreign currency of $1,625,276 (2019 - $831,794), a Derivative Liability for a convertible debenture of $130,024 (2019 – $125,100), neither of which affect the Company's cash position, and a current liability of $97,337 for a convertible debenture (2019 – $75,427), There were considerable changes in some line items between the years ended December 31, 2019 and December 31, 2020. During the year ended December 31, 2020, the Company reversed $82,271 (2019 - $233,592) of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors. There were changes in: the gain from revaluation of foreign currency warrants which changes based on inputs in the Black-Scholes option pricing model (ie. stock price volatility) and can swing considerably from quarter to quarter; derivative liability; and the fair value of warrants extended. There is no effect on the company's cash position from the fluctuations in value of the foreign currency warrants, fair value of warrants extended, accretion expense or the revaluation of the derivative liability.

The Company has no sales and has never earned revenues with the exception of non-material interest revenue. Raising capital through sales of its common shares funds the Company's exploration operations. The company has also issued convertible debentures.

SUMMARY OF QUARTERLY RESULTS

Three months Ended December 31, 2020 Compared to Three months Ended December 31, 2019

Operating Revenues: The Company is a mineral exploration company and has no operating revenues.

The Company's net loss for the three months ended December 31, 2020 was $628,715. The Company's loss for the three months ended December 31, 2019 was $43,985.

Expenses incurred during the three months ended December 31, 2020 were:

- i. Office and administrative costs of $103,274. (2019-$77,219);
- ii. Professional Fees of $42,230. Includes legal and audit fees. (2019-$49,543);
- iii. Exploration and evaluation expenditures were $6,182 (2019 - $173,458);
- iv. Stock based compensation $159,830 (2019 – Nil);
- v. Depreciation of $2,270 (2019 – $2,270);
- vi. Foreign exchange loss of $12,514; (2019 – loss of $10,064);
- vii. Loss on revaluation of foreign currency warrants of $348,878 (2019 –gain - $175,411);
- viii. Gain on reversal of director fees $82,271 (2019 - $233,592):
- ix. Accretion expense of $6,012 (2019 - $4,659);
- x. Loss on revaluation of derivative liability of $29,796 (2019-gain $7,099);
- xi. Fair value of warrants extended of $Nil (2019 - $142,883).

There were considerable changes in some line items between the quarters ended December 31, 2019 and December 31, 2020. During the year quarter December 31, 2020, the Company reversed $82,271 (2019 - $233,592) of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors. There were changes in: the gain from revaluation of foreign currency warrants which changes based on inputs in the Black-Scholes option pricing model (ie. stock price volatility) and can swing considerably from quarter to quarter; derivative liability; and the fair value of warrants extended. There is no effect on the company's cash position from the fluctuations in value of the foreign currency warrants, fair value of warrants extended, accretion expense or the revaluation of the derivative liability. Quarterly results can vary from quarter to quarter depending on the level of activity and exploration programs.

Summary of Quarterly Results

Description	Dec 31/20	Sept 30/20	June 30/20	Mar 31/20	Dec 31/19	Sept 30/19	June 30/19	Mar 31/19
	$	$	$	$	$	$	$	$
Sales/Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income/Loss	(628,715)	(754,367)	(149,761)	284,963	(43,985)	(375,129)	61,269	41,742
Net Income/Loss Per share – Basic & Diluted	(0.007)	(0.008)	(0.002)	0.003	(0.0005)	(0.005)	0.001	0.001

LIQUIDITY

As at December 31, 2020, the Company had cash in the amount of $497,338 (2019-$52,895) and current liabilities of $506,672 (2019-$353,560). As at December 31, 2020, the Company had working capital of $18,923 (2019 – deficiency of $280,661). As a result, the Company has liquidity risk and is dependent on raising capital.

CAPITAL RESOURCES

For its long-term business objectives, the Company will require funds for ongoing exploration work on its current mineral projects, to work on any other mineral projects that it acquires, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term, and none are presently contemplated other than as disclosed above and/or over normal operating requirements.

The Company is not in default of its obligations on any of its mineral properties at this time.

OFF BALANCE SHEET ARRANGEMENTS

At April 29, 2021, the Company had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

Remuneration of Directors and key management of the Company was as follows:

	2020	2019
Management and director fees (i)	$265,496 (i)	$261,248 (i)

(i) Included in office and administrative costs in the consolidated statements of loss and comprehensive loss.

Other related party balances are listed below:

(a) Included in accounts payable and accrued liabilities is $367,283 (2019 - $306,151) of amounts owing to directors of the Company for management and director fees.

(b) During the year ended December 31, 2020, the Company reversed $82,271 of management and director fees owing to directors which were included in accounts payable and accrued liabilities. These management and director fees have been permanently forgiven by the directors.

PROPOSED TRANSACTIONS

There are no transactions proposed at this time other than as disclosed herein.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Accounting Policies

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Committee.

The significant accounting policies of the Company are summarized in Note 2 to the Company's financial statements.

Critical Accounting Estimates

The Critical Accounting Estimates of the Company are discussed in Note 2 to the Company's financial statements.

Financial Instruments

The Financial Instruments of the Company are discussed in Note 2 to the Company's financial statements.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's: (a) capitalized or expensed exploration and development costs; (b) expensed research and development costs; (c) deferred development costs; (d) general and administrative expenses; and (e) any material costs, deferred or expenses, not already referred to in this MD&A is provided in the Company's Condensed Interim Consolidated Financial Statements and its Audited Consolidated Financial Statements for the year ended December 31, 2020, which can be accessed on SEDAR under the Company's profile page at www.sedar.com.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company's authorized share capital consists of unlimited common shares without par value.
Issued and outstanding: December 31, 2020 – 101,418,641;
Issued and outstanding: April 29, 2021 (date of this report) – 101,418,641

Warrants outstanding: December 31, 2020 – 49,428,087
Warrants outstanding: April 29, 2021 – 46,109,905
The warrants expire between April 2021 and October 2023 and have a weighted average exercise price of CDN $0.1182 per share.

Broker Warrants outstanding: December 31, 2020 – 160,000
Broker Warrants outstanding: April 29, 2021 – 160,000
The warrants expire October 2023 and have a weighted average exercise price of CDN $0.075 per share.

Options outstanding: December 31, 2020 – 9,800,000
Options outstanding: April 29, 2021 – 9,800,000
The options expire between February 2022 and December 2025 and have a weighted average exercise price of CDN $0.1089 per share.

Dividend Policy

No dividends have been paid on any shares of the Company since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Controls and Procedures

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with International Financial Reporting Standards. Based on a review of its internal control procedures at the end of the period covered by this MD&A, management believes its internal controls and procedures, for the nature and size of the entity, are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

Management is also 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. Management has evaluated the effectiveness of the Company's disclosure controls and procedures and has concluded that these controls and procedures are effective, for the nature and size of the entity, in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company.

Litigation

The Company is not a party to any litigation.

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

Risks Associated with Exploration and Mining Operations

The exploration of mineral properties involves a high degree of risk which cannot be avoided despite the experience, knowledge and careful evaluation of prospective properties by management. There can be no assurance commercial quantities of ore will be discovered on the Company's mineral properties. Even if such commercial quantities are subsequently discovered by the Company's exploration efforts, there can be no assurance such properties can be brought in to commercial production. Operations may be subject to disruption due to weather conditions, labour unrest or other causes beyond the control of the Company. Hazards such as unexpected formations, pressures, flooding, or other conditions over which the Company does not have control may be encountered and may adversely affect the Company's operations and financial results.

Environmental Risks

Environmental legislation is continuing to evolve such as will require strict standards and enforcement, increased fines and penalties for non-compliance, more stringent assessment of proposed projects and a greater degree of corporate responsibility. There can be no assurance that current requirements and future changes to environmental legislation may not adversely affect the Company's operations.

Mineral Market

The market for minerals is subject to factors beyond the Company's control, such as market price fluctuation, currency fluctuation and government regulation. The effect of such factors cannot be accurately calculated. The existence of any or all such factors may restrict the access to a market, if same exists, for the sale of commercial ore which may be discovered.

Funding Requirements

In order to move forward with its exploration activities, the Company will require additional funding. There can be no guarantee that such funds will be available as and when required or, if available, be accessible on reasonable commercial terms.

Reliance on Management

The Company anticipates that it will be heavily reliant upon the experience and expertise of management with respect to the further development of the mineral properties. The loss of any one of their services or their inability to devote the time required to effectively manage the affairs of the Company could materially adversely affect the Company.

Auditors, Transfer Agent and Registrar

The auditors of the Company are RSM Canada LLP, of Toronto, Ontario. The Transfer Agent and Registrar for the Common Shares of the Company is TMX Equity Transfer Services in Toronto, Ontario.

Forward Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's internal projections, expectations, future growth, performance and business prospects and opportunities and are based on information currently available to the Company. Since they relate to the Company's current views with respect to future events, they are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by law or by CSE policies.