MOUNT DAKOTA ENERGY CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
NINE MONTHS PERIOD ENDED OCTOBER 31, 2020

December 21, 2020 - The following Management Discussion and Analysis of financial results of Mount Dakota Energy Corp. ("Mount Dakota" or "the Company") should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the nine months ended October 31, 2020 and the accompanying notes thereto. Additional information relating to the Company is available on SEDAR at www.sedar.com. Mount Dakota is listed on TSX Venture Exchange under the symbol "MMO.V".

Mount Dakota is currently listed on the NEX on the TSX Venture Exchange. The Company is in the process of re-organizing and seeking opportunities outside of the petroleum and natural gas sector. The Company is pursuing the divestment of its petroleum assets. Therefore, the management of the Company wishes to inform shareholders of the Company, and potential shareholders, that shares in the Company should be rated as "highly speculative", and are not suitable for risk adverse individuals or portfolios. Please consult with your registered financial advisor as to the appropriateness of having or holding shares in a "highly speculative" security.

The unaudited condensed consolidated interim financial statements for the nine months ended October 31, 2020, which are discussed in this MD&A, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The significant accounting policies used by Mount Dakota are disclosed in Note 3 to the audited annual consolidated financial statements. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Management reviews its estimates on a regular basis. The emergence of new information and changed circumstances may result in actual results or changes to estimated amounts that differ materially from current estimates. All dollar amounts included herein are in Canadian dollars except where noted.

OPERATIONS

Mount Dakota did not have any production to report during the nine months ended October 31, 2020. On October 6, 2020, the Company was approved for the Alberta Site Rehabilitation Program grant (the "ASRP") totaling $100,683 to be used towards the abandonment and reclamation of the Company's two wells (the "Program"). The $100,683 of approved funding consists of $18,000 for environmental engineering consulting and $82,683 for contractors. The Company is using arm's length companies to manage the Program. Funds are transferred directly from the Alberta government to the contractors managing the Program. The current status of the Program is described in 'Subsequent Events' in this MD&A.

FINANCIAL RESULTS

Gross petroleum and natural gas revenue during the nine months ended October 31, 2020 was $Nil compared to $NIL during the previous period ending in 2019. The Company has decided to abandon its oil and gas assets as they were deemed uneconomic by management. The Company is exploring business interests outside of the oil and gas sector.

Operating Income	For nine months ended October 31, 2020 ($)	For nine months ended October 31, 2019 ($)
Revenue	-	-
Royalties (Refund)	-	-
Production Costs	-	-
Gross Operating Profit (Loss)	-	-

General and Administrative

General and administrative expenditures for the nine months ended October 31, 2020 were $179,048 as compared to $169,870 for 2019. As of October 31, 2020, $1,855,214 (2019 - $1,694,489) has been accrued to parties related to a director of the Company. The outstanding amounts are non-interest bearing, unsecured and due on demand.

Annual Financial Information

Year Ended	IFRS January 31, 2020	IFRS January 31, 2019	IFRS January 31, 2018
Financial Results			
Revenue	$ -	$ -	$ -
Oil & Gas Expenditures	-	731	1,215
General & Administrative	226,522	255,169	219,722
Loss for the Year	(98,612)	(254,893)	(198,744)
Loss Per Common Share (Basic & Diluted)	(0.01)	(0.02)	(0.03)
Financial Position			
Working Capital (Deficiency)	(2,020,839)	(1,920,729)	(1,964,828)
Petroleum and Natural Gas Properties	1	1	1
Exploration and Evaluation Assets	-	-	-
Total Assets	91,401	163,261	86,056
Share Capital	6,221,154	6,221,154	5,921,154
Deficit	(8,553,385)	(8,454,773)	(8,199,880)

Cash Flow from Operations and Net Income (Loss)

For the nine months ended October 31, 2020, the Company reported loss and comprehensive loss of $178,395 compared to loss and comprehensive loss of $168,496 for the comparative period in 2019.

Summary Information of the Eight Most Recently Completed Quarters:

Three-Month Period Ended	IFRS October 31, 2020	IFRS July 31, 2020	IFRS April 30, 2019	IFRS January 31, 2019
Revenue	Nil	Nil	Nil	Nil
Oil & Gas Expenditures	Nil	Nil	Nil	Nil
General & Administrative	81,630	49,711	47,707	56,152
Other Income	96	95	462	124
Total (Loss)	(81,534)	(49,616)	(47,245)	(69,884)
Loss Per Common Share - Basic & Diluted	(0.00)	(0.00)	(0.00)	(0.01)

Three-Month Period Ended	IFRS October 31, 2019	IFRS July 31, 2019	IFRS April 30, 2018	IFRS January 31, 2018
Revenue	Nil	Nil	Nil	Nil
Oil & Gas Expenditures	Nil	Nil	Nil	Nil
General & Administrative	54,638	70,741	44,991	50,819
Other Income	507	250	616	121
Total (Loss)	(54,131)	(69,990)	(44,375)	(50,698)
Loss Per Common Share - Basic & Diluted	(0.00)	(0.00)	(0.00)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

For the nine months ended October 31, 2020, the Company reported a net loss of $81,534, cash flows from operating activities of $(10,283), an accumulated deficit of $8,731,779 and a working capital deficiency of $2,199,885. These factors raise significant doubt about the Company's ability to continue as a going concern. The continuance of the Company's operations is dependent on obtaining and maintaining sufficient debt or equity financing. The Company currently has no bank loans outstanding. The net debt outstanding is $2,033,200.

SHARE CAPITAL

On July 23, 2018, the Company closed a non-brokered a private placement of 6,000,000 common shares at a price of $0.05 per share for gross proceeds of $300,000.

Proceeds of the offering were used for general operating expenditures relating to the Company's oil and gas properties and for repaying certain debts.

As of the date of this MD&A, 13,362,562 common shares are outstanding and no Class A or B preference shares have been issued.

RELATED PARTY TRANSACTIONS

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel and companies related to them were recorded as follows:

(a) Accounting expense totalling $9,900 (2019 - $8,100) provided by a company controlled by a director of the Company has been paid or accrued during the period. As at October 31, 2020, $4,725 (January 31, 2020 - $Nil) has been included in due to related parties.

(b) Rent totalling $27,000 (2019 - $27,000) for office premises provided by a company controlled by a director of the Company has been charged to operations. As at October 31, 2020, $48,000 (January 31, 2020 - $21,000) has been included in due to related parties.

(c) The Company entered into the following loan agreements with a director of the Company:

- On March 31, 2014, the Company signed a loan agreement with a director of the Company to borrow an aggregate of $100,000 at a rate of 15% per annum, the principal of which had been repaid during the year ended January 31, 2017. A total amount of $41,548 (2019 - $41,548) in interest has been accrued and is included in loans payable relating to this loan.
- During fiscal 2016 and 2017, the Company entered into three additional loan agreements to borrow an aggregate amount of $60,000 at a rate of 15% per annum, of which $50,000 had been repaid during the fiscal year ended January 31, 2017. The outstanding principal balance of $10,000 and total accrued interest of $13,018 (January 31, 2020 - $11,893) has been included in loans payable relating to these loans.
- On January 3, 2018, the Company received $20,000 from a director of the Company at a rate of 15% per annum. The outstanding principal balance of $20,000 and total accrued interest of $8,480 (January 31, 2020 - $6,230) has been included in loans payable relating to this loan.
- On September 30, 2020, the director entered into a debt-purchase agreement with another director who assumed all outstanding principal and accrued interest in an aggregated amount of $92,671. Interest on outstanding loans keep on accruing in accordance with the initial loan agreements.
- As at October 31, 2020, the total outstanding principal and interest included in loans payable amount to $30,000 (January 31, 2020 - $30,000) and $63,046 (2019 - $58,546) respectively

(d) Advances of $7,800 at a rate of 15% per annum received during 2017 from a party related to a director of the Company remain outstanding.

- On September 30, 2020, the related party entered into a debt-purchase agreement with another director who assumed all outstanding principal and accrued interest in an aggregated amount of $12,757. Interest on outstanding loans keep on accruing in accordance with the initial loan agreements.
- As at October 31, 2020, total outstanding principal and interest included in loans payable amount to $7,800 (January 31, 2020 - $7,800) and $5,054 (2019 - $3,884) respectively.

(e) Advances of $5,000 were received during April 2020 from a company controlled by a director of the Company remain outstanding. There is no interest being charged for the advances. During the period ended October 31, 2020, further $12,000 have been advanced.

As at October 31, 2020, total advance of $17,000 (January 31, 2020 - $Nil) and total accrued interest of $Nil (2019 - $Nil) has been included in loans payable relating to the advances.

(f) As at October 31, 2020, the total loan principal balance outstanding is $54,800 (January 31, 2020 - $37,800) with total accrued interest of $68,100 (January 31, 2020 - $63,847). During the period ended October 31, 2020, the Company incurred interest expense of $4,253 (2019 - $4,253) relating to the loans.

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(g) On March 31, 2014, the Company entered into debt assignment agreements with parties related to a director of the Company for total amounts owing of $1,116,739, the sum of which is included in due to related parties.

On September 30, 2020, the related parties entered into a debt-purchase agreements with another director who assumed all such outstanding amounts of $1,116,739. The amounts are non-interest bearing and due on demand.

As at October 31, 2020, the debts are included in due to related parties.

(h) Consulting expenses totalling $45,000 (2019 – $45,000) provided by a company controlled by a director of the Company have been accrued during the period. As at October 31, 2020, outstanding consulting expenses of $340,750 (January 31, 2020 - $295,750) are included in due to related parties.

(i) Consulting expenses totalling $45,000 (2019 – $45,000) provided by a director of the Company have been accrued during the period.

On September 30, 2020, the director entered into a debt-purchase agreement with another director who purchased $330,000 of his outstanding consulting expenses.

As at October 31, 2020, outstanding consulting expenses of $15,000 (January 31, 2020 - $300,000) are included in due to related parties.

BUSINESS PROSPECTS AND OUTLOOK

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company is exploring opportunities to acquire assets and/or businesses beyond the oil and gas sector within which it is currently operating.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of the recovery of accounts receivable, amortization, depreciation, depletion and impairment of property and equipment and exploration and evaluation assets, petroleum and natural gas reserves, decommissioning provisions, and deferred income tax assets and liabilities. Actual results could differ from these estimates.

Oil and Gas Accounting—Reserves Determination

The process of estimating reserves is complex. It requires significant estimates based on available geological, geophysical, engineering and economic data. To estimate the economically recoverable crude oil and natural gas reserves and related future net cash flows, the Company incorporates many factors and assumptions including the expected reservoir characteristics, future commodity prices and costs and assumed effects of regulation by governmental agencies. Reserves are used to calculate the depletion of the capitalized oil and gas costs and for impairment purposes as described in Note 3 (d) to the audited annual financial statements.

Property and Equipment

The Company evaluates its long - lived assets (petroleum and natural gas properties) for impairment if indicators exist. Cash flow estimates for the impairment assessments require assumptions and estimates about the following primary elements—future prices, future operating and development costs, remaining recoverable reserves and discount rates. In assessing the carrying values of the unproved properties, the Company makes assumptions about its future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

Decommissioning Provisions

In estimating the future decommissioning provisions, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as asset removal and remediation techniques and costs are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at amounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political and safety environments.

Depreciation and depletion

Depletion of petroleum and natural gas properties is provided using the unit-of-production method based on production volumes before royalties in relation to total estimated reserves as determined annually by independent engineers and internal reserve evaluations. Changes in forward price estimates, production levels or results of future drilling may change the economic status of reserves and may result in reserves being revised.

Share-based payments

The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free interest rate. These estimates will impact the amount of share-based payments recognized. When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

Income taxes

Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

DISCLOSURE CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING

Disclosure controls and procedures are designed to provide reasonable assurances that all relevant information is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), and that management has evaluated the effectiveness of the Company's disclosure controls and procedures as defined in National Instrument 52-109 of the Canadian Securities Administrators and has concluded that such disclosure controls and procedures are effective. However, they do not expect that the disclosure controls and procedures or internal control over financial reporting will prevent all errors or fraud. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

OFF-BALANCE SHEET ARRANGEMENTS AND PROPOSED TRANSACTIONS

As of October 31, 2020, the Company did not have any off-balance sheet arrangements or proposed transactions.

FINANCIAL INSTRUMENTS AND RISK

Financial Instruments

The Company classified its financial instruments as follows:

	October 31, 2020		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 2,938	$ -	$ 2,968
Accounts payable and accrued liabilities	-	(55,086)	(55,086)
Due to related parties	-	(1,855,214)	(1,855,214)
Loans payable	-	(122,900)	(122,900)
	$ 2,938	$(2,033,200)	$(2,030,262)

	January 31, 2019		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 11,989	$ -	$ 11,989
Accounts payable and accrued liabilities	-	(30,938)	(30,938)
Due to related parties	-	(1,733,489)	(1,733,489)
Loans payable	-	(101,647)	(101,647)
	$ 11,989	$(1,866,074)	$(1,854,085)

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. The financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities measured at fair value on a recurring basis as of October 31, 2020 are as follows:

	Balance at October 31, 2020 $	Quoted Prices in Active Markets for Identical Assets (Level 1) $	Significant Other Observable Inputs (Level 2) $	Significant Unobservable Inputs (Level 3) $
Financial Assets:				
Cash	2,938	2,938	–	–

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. There have not been any significant changes from the previous year as to how these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risk exposures is described below.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and amounts recoverable. To minimize the credit risk related to cash, the Company places these instruments with high credit quality financial institutions. The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts. As at October 31, 2020, cash balances do not exceed the amounts covered by federal deposit insurance. As at October 31, 2020, the Company has minimal amounts recoverable exposure, as it relates to amounts due from the government of Canada pursuant to goods and services tax credits.

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 manages liquidity risk by maintaining adequate cash and credit facilities with financial institutions and other parties. The Company continuously monitors and reviews both actual and forecasted cash flows. As at October 31, 2020, the Company had a working capital deficiency of $2,199,885. The carrying value of balances due within 12 months approximate their fair values due to their relatively short period to maturity.

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. The Company is not exposed to significant currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. As at October 31, 2020, $37,800 (2020 - $37,800) in loans payable is owing and is subject to interest at a fixed rate of 15% per annum. The Company is therefore not exposed to significant interest rate risk on its financial instruments.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of its commodities. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

RECENT ACCOUNTING PROUNCEMENTS AND ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new accounting standards, amendments to standards and interpretations have been issued, effective for annual years beginning on or after January 1, 2019:

IFRS 16 – Leases is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract: the lessee and the lessor. IFRS 16 eliminates the classification of leases as either operating or finance leases, as is currently required by IAS 17 – Leases, and instead introduces a single lessee accounting model. This standard was effective for years beginning on or after January 1, 2019 and did not have a significant impact on the Company's financial statement presentation.

There are no other IFRSs or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The CEO and CFO of Mount Dakota are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. The Company assessed the design of its internal control over financial reporting as of October 31, 2020. During this process, management identified certain weaknesses in internal controls over financial reporting which are as follows:

- Due to the nature of the joint venture agreements, the Company is completely reliant on joint venture partners for revenue and cost statements for some of the Company's wells; the Company's limited size does not make it economically feasible to establish a staff to audit the statements of the Company's partners

- Due to the limited number of staff, the Company does not have the sufficient number of financial personnel with the technical accounting knowledge to address all the complex and non-routine accounting transactions that may arise

These weaknesses in internal controls over financial reporting result in a possibility that a material misstatement would not be prevented or detected. Management and the board of directors work to mitigate the risk of a material misstatement in financial reporting, however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

READER ADVISORY

Statements in this document may contain forward-looking information. The reader is cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on this forward looking information.

COMMITMENT

On February 1, 2010 and March 6, 2010, the Company entered into surface lease agreements with a third party whereby the Company will pay annual consideration of $4,000 for the Alsike I property and annual consideration of $8,000 for the Alsike II property, respectively, for a total of five years. Total consideration paid at the end of five years will be $60,000. The Company has made total payments of $34,500 with $25,500 outstanding to be paid during fiscal year 2021.

On October 28, 2020, the Company entered into a settlement-agreement according to which the Company agrees to pay the amount of $37,000 in full and final settlement for all damages that may have incurred on the surface leases.
Further, the Company will pay $3,000 representing rentals due and owing for period of January 1, 2020 to December 31, 2021. The additional costs have been charged to operations as decommissioning expense (see Note 5).

Settlement	$	37,000
Rentals 2020 -2021		3,000
	$	40,000

SUBSEQUENT EVENTS

On December 7, 2020, the Alsike 1 and Alsike 2 wells were successfully abandoned using the approved funds from the ASRP. Costs of the abandonments exceeded $30,789 above the approved funds of $82,683. The Company is responsible for the $30,789 and is in the process of arranging payment.

The Company's contractors will apply for additional funding from the ASRP to complete the reclamation of the Alsike 1 and Alsike 2 for the purposes of receiving reclamation certificates for both well sites.