PELOTON MINERALS CORPORATION
Management's Discussion and Analysis
Period Ended September 30, 2021
Dated November 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 three and nine months ended September 30, 2021 and comparing results to the three and nine months ended September 30, 2020. The MD&A was prepared as of November 29, 2021 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and corresponding notes for the three and nine months ended September 30, 2021 and 2020 as well as the audited consolidated financial statements for the year ended December 31, 2020. 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 US States of Nevada and Montana.

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 OTCQB Market in the United States under the trading symbol PMCCF.

CORPORATE ACTIVITIES

MINERAL EXPLORATION PROJECTS

The Company has reached an agreement to acquire 100% of the issued and outstanding shares of privately held Westmount Resources LLC ("Westmount") through its wholly owned subsidiary, Celerity Mineral Corporation ("Celerity"). Westmount holds a 100% interest in 331 unpatented mineral claims called the Boulder Porphyry Property located near Butte, Montana. The shareholders of Westmount (the "Westmount Shareholders") will be issued 50% of the issued and outstanding shares of Celerity in exchange for their Westmount shares in this arms-length transaction.

The Boulder Porphyry Property (the "Boulder Property") is located approximately 16 miles (26 km) north-northeast of Butte, Montana, home of the historic Butte mining district. The Boulder Property is also approximately 20 miles (32 km) south-southwest of the Montana Tunnels, another large-scale former base and precious metal producer. Wikipedia describes the historic production of the Butte district as*: "From 1880 through 2005, the mines of the Butte district have produced more than 9.6 million metric tons of copper, 2.1 million metric tons of zinc, 1.6 million metric tons of manganese, 381,000 metric tons of lead, 87,000 metric tons of molybdenum, 715 million troy ounces (22,200 metric tons) of silver, and 2.9 million ounces (90 metric tons) of gold."*

The Butte, Boulder Property, and Montana Tunnels are all situated along the northeast-trending Great Falls Tectonic Zone (GFTZ) which is a continental scale, deep-seated, structural zone of crustal weakness that appears to have been intermittently active since the late Proterozoic (1.4 billion years ago) and at times has tapped deep mantle melts. Most of the epithermal and porphyry metal occurrences in Montana are localized along the GFTZ.

The Butte, Boulder Property, and Montana Tunnels are along or adjacent to a similarly trending major magnetic low along the axis of the GFTZ (see map below - from USGS regional magnetics, Johnson et. al. 1965). The Boulder Property is the least explored of these three magnetic low areas.

The Boulder Property is known to contain a large copper-molybdenum porphyry system within the Boulder Batholith and coeval Elkhorn Mountains Volcanics which is overlain by 300 to 2,100 feet of post-mineral Lowland Creek Volcanics. As a result, the porphyry system on the Boulder Property is not well exposed.

Between 1965 and 1977, the Anaconda Company (Anaconda) and Union Oil (Molycorp) drilled 8 deep core holes on the property into the Boulder Batholith based on the USGS regional magnetics and an Anaconda IP survey. These holes intersected a large porphyry system with low-grade copper mineralization. Continuous mineralized drill intercepts of between 1,255 and 1,614 feet grading a weighted average of between 600 and 1,000 ppm Cu were intersected. Three deep core holes were completed by O.T. Mining in 2004-5, approximately 1 mile southwest of the Anaconda and Molycorp drilling, intersecting similar porphyry alteration and continuous copper mineralization with drill intersects between 1,242 and 2,630 feet grading a weighted average of between 313 and 785 ppm Cu. In 2005-6 O.T. Mining conducted extensive geophysics and located potential higher-grade targets within the identified porphyry system however these targets were never drilled and the property has remained dormant since.

Westmount acquired the Boulder Property in 2020 and 2021 through staking and other legal processes.

Under the agreement to acquire Westmount and the underlying project, in addition to 50% of the issued and outstanding Celerity Shares, the Westmount Shareholders will also receive a promissory note in the amount of US $600,000 to be paid within one year (the “Promissory Note”), and a 1% net smelter return royalty (NSR) that may be bought down prior to commercial production by one-half for US $5 million. If the Promissory Note is not paid within one year the Westmount ownership and property revert back to the Westmount Shareholders.

Peloton plans to have Celerity self-fund its operations and seek to become its own publicly traded company in a series of financings and transactions. Peloton shareholders will receive Celerity shares at no cost as a dividend in kind and be given the opportunity to participate in Celerity financings by way of a rights offering or other private placements. The proceeds of such financings when completed will be used to pay out the Promissory Note; complete geophysical field work this year; initiate the drill permitting process; complete and file an NI 43-101 compliant technical report; file a Celerity prospectus; and seek a Celerity listing on a Canadian Exchange. It is expected to take up to one year to complete these tasks, and upon completion, it is anticipated that Peloton will retain a meaningful interest in Celerity going forward. No agreements have been established for any of the financings and no record dates for any of the above transactions have been set. Further details will be announced as the Company develops and proceeds with its plans.

President and CEO Edward (Ted) Ellwood comments: *“We have had our eye on this project for over ten years and are thrilled that it is coming to us. It is an exciting exploration target with tremendous upside potential and fits extremely well with the potential of our Nevada Carlin style gold projects which we also continue to advance and remain excited about. As for the financing and structural strategy, we feel this is the best approach toward financing the project adequately while minimizing Peloton dilution. Any percentage of another Butte would be significant.”*

Peloton now holds interests in two Montana projects (this Boulder Property and the SBSL epithermal gold exploration project which is under option to Frederick Private Equity and African Metals) as well as three Carlin style gold exploration projects in Elko County, Nevada all of which are permitted for drilling.

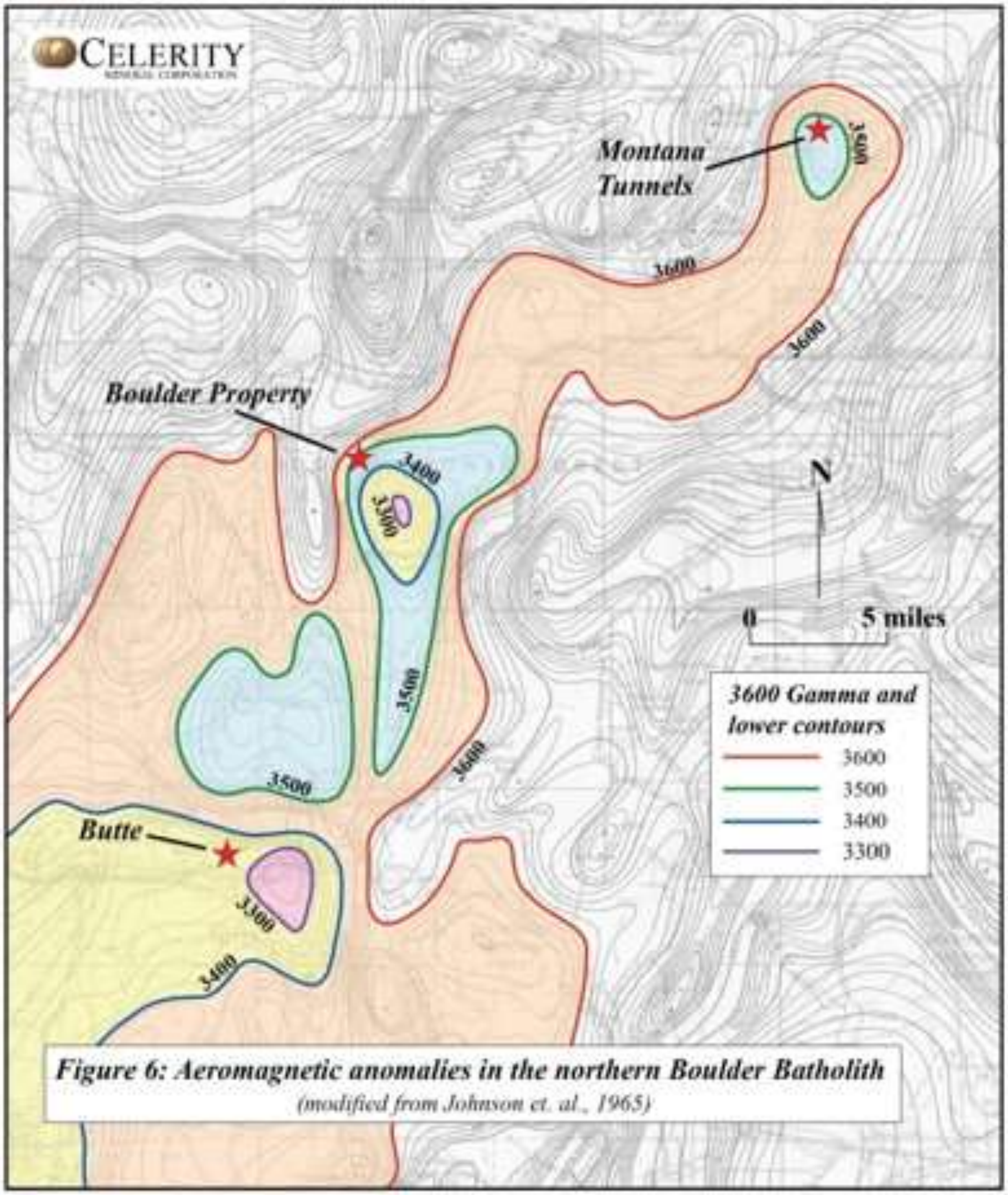

Figure 6: Aeromagnetic anomalies in the northern Boulder Batholith
(modified from Johnson et. al., 1965)

CORPORATE

In July 2021, the Company closed a private placement in the amount of CDN$122,500 for 1,633,334 units issued with an ascribed value of CDN$0.075 per unit. 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 common share at a price of CDN$0.125.

Corporate Activity Subsequent to the End of the Quarter

The Company modified the expiry time of certain outstanding warrants of the Company held by previous private placement investors as follows:

> 1,301,225 warrants exercisable at a price of CDN$0.15 until 5:00 pm on December 6, 2021 are now exercisable until 5:00 pm on December 6, 2023.

On November 15, 2021, the Company entered into an agreement with an arms-length consultant to provide investor awareness and market development to the Company over the next 18 months (the "Agreement"). The Agreement may be renewed for a second 18-month term or terminated by either party at any time after the first 18 months. The Company will issue the consultant 1,200,000 options to acquire common shares of the Company as follows:

> a) a first grant of 600,000 options exercisable at $0.10 upon the signing of a contract with the Optionee;
>
> b) a second grant of 600,000 options when the number of outstanding shares of the Company is sufficient to allow the second grant in accordance with the Company's stock option plan. The exercise price of the second grant shall be the greater of $0.12 or the closing price of the Company's common shares on the Canadian Securities Exchange on the day prior to the date of the second grant.
>
> All options are exercisable until three years after the date of the first grant, subject to early termination in accordance with the Company's stock option plan.

OVERALL PERFORMANCE

The Company's financial condition has changed over the nine months ended September 30, 2021 with the working capital decreasing from $18,923 at December 31, 2020 to ($525,819) at September 30, 2021. The Company's financial condition has changed over the three months ended September 30, 2021, with the working capital deficiency increasing by $144,714 from ($381,105) at June 30, 2021 to ($525,819) at September 30, 2021. The difference is mainly attributable to expenditures on mineral exploration activities.

SUBSEQUENT EVENTS

Refer to the Corporate Activities section above.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2021 (COMPARED WITH THREE MONTHS ENDED SEPTEMBER 30, 2020)

For the three months ended September 30, 2021 and September 30, 2020, the Company had no revenue. Exploration and claim maintenance expenses for the three months ended September 30, 2021 were $98,458 compared to $69,846 during the three months ended September 30, 2020.

Expenses incurred during the three months ended September 30, 2021 (compared to expenses incurred during the three months ended September 30, 2020) consisted of:
i.Office and administrative costs of $131,863 (2020 - $146,640);
ii.Professional Fees of $14,564 (2020 - $14,920);
iii.Foreign exchange gain of $7,524 (2020 Loss - $8,446);
iv.Stock-based compensation of $Nil (2020 - $24,113);

v.Depreciation of $2,270 (2020 – $2,270);
vi.Gain on revaluation of foreign currency warrants of $545,453 (2020 Loss - $329,797);
vii.Gain on revaluation of derivative liability of $38,767 (2020 Loss - $26,310);
viii.Accretion expense of $Nil (2020 - $5,641); and
ix.Fair value of warrants extended of $Nil (2020 - $126,202).

There were considerable changes in some line items between the three months ended September 30, 2021 and September 30, 2020. The changes from revaluation of foreign currency warrants and derivative liability and the fair value of warrants extended are book entries resulting from fluctuations in currency and stock price as well as the expiration of warrants, and can swing considerably from quarter to quarter. There is no effect on the company's cash position.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 (COMPARED WITH NINE MONTHS ENDED SEPTEMBER 30,2020

For the nine months ended September 30, 2021 and September 30, 2020, the Company had no revenue. Exploration and claim maintenance expenses for the nine months ended September 30, 2021 were $349,100 compared to $93,265 during the nine months ended September 30, 2020. The increase was due to an exploration drilling program conducted on the Company's Golden Trail Project and acquisition costs and claim fees relating to the Boulder Porphyry Property.

Expenses incurred during the nine months ended September 30, 2021 (compared to expenses incurred during the nine months ended September 30, 2020) consisted of:
i.Office and administrative costs of $375,642 (2020 - $316,832);
ii.Professional Fees of $43,782 (2020 - $43,563);
iii.Foreign exchange Loss of $2,228 (2020 Gain – $6,472);
iv.Stock-based compensation of $Nil (2020 - $24,113);
v.Depreciation of $6,810 (2020 – $6,810);
vi.Gain on revaluation of foreign currency warrants of $1,117,576 (2020 - Gain of $69,640);
vii.Gain on revaluation of derivative liability of $56,040 (2020 – Gain of $24,872);
viii.Accretion expense of $2,663 (2020 - $15,898); and
ix. Fair value of warrants extended of $33,870 (2020 - $219,668).

There were considerable changes in some line items between the nine months ended September 30, 2021 and September 30, 2020. The changes from revaluation of foreign currency warrants and derivative liability and the fair value of warrants extended are book entries resulting from fluctuations in currency and stock price as well as the expiration of warrants, and can swing considerably from quarter to quarter. There is no effect on the company's cash position.

Total assets as at September 30, 2021 were $185,575 (Dec. 31, 2020 - $606,379) and consisted of cash $79,352 (Dec. 31, 2020 - $497,338), HST receivable of $2,516 (Dec. 31, 2020 - $8,955) prepaid expenses of $16,883 (Dec. 31, 2020 - $19,302), equipment $43,129 (Dec. 31, 2020 - $49,939) and reclamation bonds of $43,695 (Dec. 31, 2020 - $30,845).

Total current liabilities as at September 30, 2021 were $624,570 (Dec. 31, 2020 - $506,672) consisting primarily of trade payables and amounts due to directors and officers. Included in this amount is $496,775 (December 31, 2020 - $367,283) owing to directors of the Company for management and directors fees.

The Company's long-term financial liabilities are:
i. Derivative liability for convertible debenture of $73,984 (September 30, 2020 - $100,228; Dec. 31, 2020 - $130,024); and
ii. Warrants denominated in a foreign currency of $622,314 (September 30, 2020 - $1,189,814; Dec. 31, 2020 - $1,625,276).

The liabilities for foreign currency warrants and derivative liability are book entries and can change considerably from quarter to quarter. There is no effect on the Company's cash position.

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.

Summary of Quarterly Results

Description	Sept 30/21	June 30/21	Mar 31/21	Dec 31/20	Sept 30/20	June 30/20	Mar 31/20	Dec 31/19
	$	$	$	$	$	$	$	$
Sales/Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income/Loss	344,589	(426,815)	441,747	(628,715)	(754,367)	(149,761)	284,963	(43,985)
Net Income/Loss Per share – Basic & Diluted	.003	(0.004)	0.004	(0.007)	(0.008)	(0.002)	0.003	(0.0005)

LIQUIDITY

As at September 30, 2021, the Company had cash in the amount of $79,352 (September 30, 2020 - $296,980) and current liabilities of $624,570 (September 30, 2020 - $421,020). As at September 30, 2021, the Company had a working capital deficiency of $525,819 (September 30, 2020 – deficiency $95,895). Included in this amount is $496,775 owing to directors of the Company for management and director fees. As a result, the Company has liquidity risk and is dependent on raising capital. The directors have agreed that all director fees that remain unpaid after two years be written-off at the end of each fiscal year of the Company, starting with the fiscal year ending December 31, 2013. All base fees that remain unpaid to management after two years will be written-off at the end of each fiscal year of the Company, starting with the fiscal year ending December 31, 2020.

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 November 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 Officers, 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).

Management and director fees in the amount of $273,970 were incurred in the period ended September 30, 2021. This amount was included in office and administrative costs in the consolidated statements of loss and comprehensive loss, however, the amounts were accrued since the directors did not wish to divert the limited available funds from the advancement of the mineral projects

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 audited financial statements for the year ended December 31, 2020.

Critical Accounting Estimates

The Critical Accounting Estimates of the Company are discussed in Note 2 to the Company's audited financial statements for the year ended December 31, 2020.

Financial Instruments

The Financial Instruments of the Company are discussed in Note 2 to the Company's audited financial statements for the year ended December 31, 2020.

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, whether expensed or recognized as assets, 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: September 30, 2021 – 105,719,975;
Issued and outstanding: November 29, 2021 (date of this report) – 105,719,975

Warrants outstanding: September 30, 2021 – 43,334,418
Warrants outstanding: November 29, 2021 – 43,334,418
The warrants expire between December 2021 and July 2024 and have a weighted average exercise price of CDN $0.1233 per share.

Broker Warrants outstanding: September 30, 2021 – 373,440
Broker Warrants outstanding: November 29, 2021 – 373,440
The warrants expire between October 2023 and July 2024.

Options outstanding: September 30, 2021 – 9,800,000
Options outstanding: November 29, 2021 – 10,400,000
The options expire between February 2022 and December 2025 and have a weighted average exercise price of CDN $0.1096 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.

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 into 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 TSX Trust Company 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.