Management's Discussion and Analysis of
Financial Condition and Results of Operations

For the period ended August 31, 2021

Management's discussion and analysis (MD&A) is current to October 9, 2021, and is management's assessment of the operations and the financial results together with future prospects of Mainstream Minerals Corporation. ("Mainstream", "Corporation", or the "Company"). This MD&A should be read in conjunction with our audited financial statements and related notes for the years ended November 30, 2020 and 2019 prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless stated otherwise.

Forward Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "may", "will", "anticipate", "plan", "intend", "estimate", "project", "continue", "believe", "estimate", "expect" and similar forward-looking terminology, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation of the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, our limited operating history, our reliance on key personnel, future capital needs, dependence on proprietary technology and limited protection thereof and general economic trends and international risk. The Company is subject to significant risks and any past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. This MD&A offers a brief overview of some of the risk factors to be considered in relation to the Company's business. This list may not be exhaustive and new risk factors may emerge from time to time. Please see the section "Risks and Uncertainties" for further information. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

CORPORATE OVERVIEW

Mainstream Minerals Corporation was incorporated under the name Mainstream Minerals Corporation pursuant to the Canada Business Corporations Act ("CBCA") on July 19th, 2006. The registered office of the Corporation is located at the 401 – 217 Queen Street West, Toronto, Ontario M5V 0R2.

At the present time, the Corporation has no mineral exploration properties.

BUSINESS ENVIRONMENT and OUTLOOK

When markets allow, the Corporation will attempt to acquire mineral properties that it can explore and develop. Economic turmoil, stock market volatility and weak commodity prices are hampering the levels of capital inflows into the mining and mineral exploration industries as capital markets tightened dramatically once again for junior mineral exploration companies, a situation that continues. The mining and exploration industry is cyclical and management firmly believes the sector will recover but in the interim the company will curtail all activities until the situation improves and has reduced the carrying values for all exploration and evaluation assets to zero.

BASIS OF PRESENTATION

Selected Annual Financial Information

The following table reflects the summary of annual results for the periods set out.

Year Ended November 30,	**2020**	2019
	$	$
Total Assets	**4,942**	12,230
Total Revenue	**Nil**	nil
Net Loss	**243,693**	139,638
Loss per share – basic and fully diluted	**0.05**	0.06

Summary of Quarterly Results

Results for the past eight quarters for selected financial statement amounts are presented below. The Company's quarterly operating results have varied in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

	August 31, 2021	**May 31, 2021**	**February 28, 2021**	**November 30, 2020**
	$	$	$	$
Total Revenue	Nil	Nil	nil	nil
Income (loss)	(37,955)	(424,765)	(687,465)	(51,883)
Loss Per Share – basic and fully diluted	0.00	0.02	0.06	0.01

	August 31, 2020	**May 31, 2020**	**February 29, 2020**	**November 30, 2019**
	$	$	$	$
Total Revenue	nil	nil	nil	nil
Loss	(61,538)	(80,424)	(49,848)	2,844
Loss Per Share – basic and fully diluted	0.02	0.03	0.02	0.00

Overall Performance

For the period ended August 31, 2021, the Company had $577,896 in cash (November 30 2020 - $841).

Nine Months Ended August 31, 2021 and 2020

The Company incurred a loss of $1,150,185 or $0.08 per share for the period ended August 31, 2021, compared with a loss of $191,810 or $0.07 a share for the period ended August 31, 2020.

Consulting fees amounted to $90,000 in the period ended August 31, 2021 compared to $90,000 during the period ended August 31, 2020.

Interest and bank charges relate to interest and charges for carrying credit balances and maintaining a bank account. During the period ended August 31, 2021, this amount was $172 and $213 in the ended August 31, 2020.

Office expenses for the period ended August 31, 2021 was $255 compared to $22 during the period ended August 31, 2020.

Professional fees decreased in the current period compared to previous. During the period ended August 31, 2021, the Company incurred $66,294 and $86,085 during the period ended August 31, 2020. The decreased is due to lower legal fees.

The Company incurred $7,116 in regulatory and filing fees during the period ended August 31, 2021 compared to $15,490 during the period ended August 31, 2020.

During the nine months ended August 21, 2021, the Company recorded an unrealized loss of $986,348 related to revaluation of marketable securities to fair market value (August 31, 2020 - $nil).

Three Months Ended August 31, 2021 and 2020

The Company incurred a loss of $37,955 or $0.00 per share for three-month period ended August 31, 2021, compared with a loss of $61,538 or $0.02 a share for the three-month period ended August 31, 2020.

Consulting fees amounted to $30,000 in the three-month period ended August 31, 2021 compared to $30,000 during the three-month period ended August 31, 2020.

Interest and bank charges relate to interest and charges for maintaining a bank account. During the period ended August 31, 2021, this amount was $57 and $59 in the period ended August 31, 2020.

Professional fees decreased in the current period compared to previous. During the period ended August 31, 2021, the Company incurred $12,322 and $22,047 during the period ended August 31, 2020.

The Company incurred $1,202 in regulatory and filing fees during the period ended August 31, 2021, compared to $9,432 during the period ended August 31, 2020.

During the period ended August 31, 2021, the Company recorded an unrealized gain of $5,626 related to revaluation of marketable securities to fair market value (August 31, 2020 - $nil).

Additional Disclosure for we are not a venture company Companies without Significant Revenue

Nine Months ended	**August 31, 2021**	August 31, 2020
Corporate expenses	**$ 163,837**	$ 191,810
Unrealized loss on revaluation of marketable securities	**986,348**	-
Total assets	**1,364,901**	20,180

Corporate Expenses	**August 31, 2021**	August 31, 2020
Consulting fees	**$ 90,000**	$ 90,000
Interest and bank charges	**172**	213
Office	**255**	22
Regulatory and filing fees	**7,116**	15,490
Professional fees	**66,294**	86,085

Outstanding share data	**August 31, 2021**	August 31, 2020
Issued and outstanding common shares	**17,319,233**	10,342,042
Outstanding options to purchase common shares	**Nil**	Nil
Outstanding warrants to purchase common shares	**Nil**	Nil

Company Directors

As at the date of this report, the directors and officers of the Company were:

Daniel Nauth	President, CEO and Director
Arvin Ramos	Chief Financial Officer and Director
Kelly Malcom	Director
James Fairbairn	Director

LIQUIDITY AND CAPITAL RESOURCES

During the period ended August 31 2021, the Company raised $600,023 through a private placement by issuing 1,764,773 common shares of the Company at a price of $0.34 per common share. There was no capital raise during the period ended August 31, 2020.

On February 3, 2021, the Company issued 4,411,765 common shares pursuant to the Share Exchange Agreement (the "Palisades Agreement") with Palisade Goldcorp Ltd. in exchange for 2,846,084 common shares of Tonogold Resources Inc. ("Tonogold Shares") at a deemed price of US$0.40 each share, being the fair market value of Tonogold Shares on the date the parties entered into the Palisades Agreement on September 17, 2020.

On March 25, 2021, the Company announced that it entered into a non-arm's length share purchase agreement with Cejay Kim dated January 15, 2021 (the "Kim Share Purchase Agreement") and an arm's length share purchase agreement with Michael Blady dated February 17, 2021 (the "Blady Share Purchase Agreement") (the Blady Share Purchase Agreement and the Kim Share Purchase Agreement are collectively referred to as the "Transaction"). Pursuant to the Kim Share Purchase Agreement, the Company issued 359,477 common shares in the capital of the Company to Mr. Kim at a price of $0.34 per common share in exchange for 1,111,112 common shares in the capital of a mining issuer that is listed on the TSX Venture Exchange that were beneficially owned and controlled by Mr. Kim at a fair market value of the common shares on the date the parties entered into the Kim Share Purchase Agreement. Pursuant to the Blady Share Purchase Agreement, the Company issued 441,176 Common Shares of the Company to Mr. Blady at a price of $0.34 per common share in exchange for an aggregate of 1,064,351 common shares in the capital of certain mining issuers that are listed on the Toronto Stock Exchange, TSX Venture Exchange and Canadian Securities Exchange respectively, that were beneficially owned and controlled by Mr. Blady at a fair market value of the common shares on the date the parties entered into the Blady Share Purchase Agreement. In addition, Mr. Blady acquired 441,176 common shares pursuant to private share purchase transactions.

The Company recorded unrealized gain on the revaluation of these marketable securities of $5,626 and an unrealized loss of $986,348 for the three and nine months ended August 31, 2021, respectively.

The Company will require substantial additional funds to further explore and, if warranted, develop its exploration properties. The Company has limited financial resources and no current source of recurring revenue, and there is no assurance that additional funding will be available to the Company to carry out the completion of its planned exploration activities. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and property development. The terms of any additional financing obtained by the Company could result in substantial dilution to the shareholders of the Company.

PROPOSED TRANSACTION

The Company announced that it has entered into a share purchase agreement dated September 14, 2021 (the "**Share Purchase Agreement**"), with Radio Fuels Resources Corp. ("**Radio Fuels**") and the shareholders of Radio Fuels (collectively, the **"Vendors**"), pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of Radio Fuels (the "**Transaction**"). Radio Fuels is a private company formed under the laws of Ontario, whose sole asset is a 100% interest in certain mineral claims and leases located in the Mining District of Sault St. Marie, Ontario (the "**Property**").

As consideration for the Transaction, the Company will issue an aggregate of 58,823,529 common shares in the capital of the Company (the "**Consideration Shares**") at a deemed price of $0.34 per Consideration Share to the Vendors. All securities issued pursuant to the Transaction will be subject to a statutory hold period of four months and one day from the issuance thereof, as applicable, in accordance with applicable securities laws.

Property

The Property is located approximately 11 km east of the City of Elliot Lake, Ontario, and is 100% owned by Radio Fuels, a private Canadian mining company involved in acquisition, exploration, and development of uranium deposits, which acquired the Property in June of 2017. The Property consists of 38 mining claims totally 371 claim units and three mining leases covering approximately 7,822 ha in the Sault St. Marie Mining Division. The Elliot Lake camp has historically produced more than 270 million pounds of U3O8 from vast, strata-bound deposits. The Property was formerly held by Pele Mountain Resources, which commissioned a Preliminary Economic Assessment ("**PEA**") and associated National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* Resource Estimate which was completed by Roscoe Postle Associates Inc. in 2012. The PEA indicates that positive economic results can be obtained for a portion of the Property, in a scenario that includes room and pillar mining, and uranium and rare earth recovery by conventional milling. The Base Case LOM plan for the Property indicates that 34.6 Mt, at average grades of 0.040% U3O8 and 1,455 g/t TREO, will be mined over 11 years at a nominal production rate of 9,000 tpd. Uranium production is projected to total 27.5 million pounds, and REO production is projected to total 44.1 million kilograms.

Concurrent Financing

In connection with the Proposed Transaction, the Company proposes to complete a non-brokered private placement of up to a maximum of 25,000,000 subscription receipts at a price of $0.40 per Subscription Receipt (the "**Issue Price**") for aggregate gross proceeds of up to a maximum of $10,000,000 (the "**Offering**"). The gross proceeds of the Offering (the "**Escrowed Proceeds**") will be held in escrow on behalf of the subscribers of the Subscription Receipts by Capital Transfer Agency ULC (the "**Escrow Agent**"), pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**") to be entered into on or about the closing date of the Offering (the "**Offering Closing Date**") among the Company and the Escrow Agent. Each Subscription Receipt will be automatically converted, without payment of any additional consideration and without further action on the part of the holder thereof, for one unit (a "**Unit**") of the Company upon satisfaction or waiver of the escrow release conditions ("**Escrow Release Conditions**") set out below and in the Subscription Receipt Agreement and prior to a Termination Event (as defined below), subject to adjustment in certain events. The Units to be issued upon conversion of the Subscription Receipts will be comprised of one common share of the Company (a "**Unit Share**") and one-half of one whole common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable by the holder thereof for one common share of the Company (each, a "**Warrant Share**") at an exercise price of $0.50 per Warrant Share for a period of five (5) years following the date of issuance, subject to adjustments in certain events.

The Escrow Release Conditions are as follows:

(a) The receipt of all required corporate, shareholder and regulatory approvals in connection with the Offering and the Transaction;

(b) The completion or the satisfaction of all conditions precedent to the Transaction, substantially in accordance with the definitive agreements relating to the Transaction; and

(c) The Company having delivered a notice to the Escrow Agent, confirming that the conditions set forth in (a) and (b) above have been met or waived.

In the event that: (i) the Escrow Agent does not receive the release notice contemplated by the Subscription Receipt Agreement prior to 5:00 p.m. (Toronto time) on that date which is 180 days after the Offering Closing Date (the **"Escrow Release Deadline**"); or (ii) prior to the Escrow Release Deadline, the Company announces to the public that it does not intend to proceed with the Transaction and/or satisfy the Escrow Release Conditions (each, a "**Termination Event**"), the Escrowed Proceeds (plus any interest accrued thereon) will be returned to the holders of the Subscription Receipts on a *pro rata* basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds are not sufficient to refund the aggregate Issue Price paid to the holders of the Subscription Receipts, the Company will be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall.

The net proceeds of the Offering will be used for general corporate purposes. The Subscription Receipts issued pursuant to the Offering will be subject to a regulatory four month hold period.

The securities that will be issued in connection with the Offering will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined under the U.S. Securities Act) absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Company has engaged Canaccord Genuity Corp. to act as its financial advisor for the Offering. The Company may pay certain eligible persons a commission in connection with the Offering.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

The Company has no commitments for capital expenditures, no contingencies and no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The financial statements include balances and transactions with directors and/or officers of the Company. The company defines its key management as its CEO, CFO, and its board of directors. These expenditures are summarized as follows:

For the nine-month period ended	**August 31 2021**	August 31, 2020
Consulting	**$ 90,000**	$ 90,000

Included in trade payables and other payables at August 31, 2021 is $110,000 (August 31, 2020 – $nil) due to related parties. Such amounts are due on demand, non-interest bearing and are unsecured.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All related parties' payables are due on demand, non-interest bearing and are unsecured.

RISKS AND UNCERTAINTIES

There are certain risk factors that could have material affects that are un-quantifiable at present due to the nature of the Company's industry segment and other considerations.

Coronavirus (COVID-19)
On January 30, 2020, the World Health Organization declared the coronavirus outbreak (COVID19) a "Public Health Emergency of International Concern" and on March 11, 2020, declared COVID-19 a pandemic. The current COVID-19 pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices and has raised the prospect of an extended global recession. As well, as efforts are undertaken to slow the spread of the COVID19 pandemic, the operation and development of projects may be impacted as governments have declared a state of emergency or taken other actions. If the operation or development of one or more of the operations or projects of the Company is suspended, it may have a material adverse impact on the Company's profitability, results of operations, and financial condition. The broader impact of the COVID-19 pandemic on investors, businesses, the global economy or financial and commodity markets may also have a material adverse impact on the Company's profitability, results of operations and financial conditions. The extent to which the coronavirus impacts the Company's results will depend on

future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity

Exploration Development and Operating Risk
Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration and development, any of which could result in work stoppages, damage to property, and possible environmental damage. None of the properties in which the Company has an interest have a known body of commercial ore. Development of the Company's mineral properties will follow upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in discoveries of commercially viable bodies or ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract the metal from the resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

Commodity Prices
The price of the common shares in the capital the Company ("Common Shares"), its financial results, exploration and development activities have been, or may in the future be, adversely affected by declines in the price of uranium, gold and/or other metals. These prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious, base and energy metals or interests related thereto. The effect of these factors on the price of these metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Additional Capital
The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing. The additional capital required to advance these properties is difficult to raise due to market conditions in the junior mining exploration sector.

Environmental, Aboriginal and, Permitting
All phases of the Company's operations are subject to environmental regulation and aboriginal consultation in the jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and/or disposal of hazardous or mine waste. Environmental legislation and aboriginal consultation are evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, in any, will not adversely affect the Company's operations.

Acquisition
The Company uses its best judgment to acquire mining properties for exploration and development in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and develop them, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition
The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Land Title
The Company has not sought formal title opinions on its mineral property interests in Canada. Any of the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. The Company has no present knowledge of any material defect in the title of any of the properties in which the Company has or may acquire an interest.