SILVER PHOENIX RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
AS AT AND FOR THE THREE MONTHS ENDED JUNE 30, 2020

Dated: August 18, 2020

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of Silver Phoenix Resources Inc. for the six months ended June 30, 2020 and is prepared as at August 18, 2020. Throughout this MD&A, unless otherwise specified, "Silver Phoenix" or "Company" refer to Silver Phoenix Resources Inc. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2019 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"), together with the unaudited condensed interim financial statements as at and for the six months ended June 30, 2020, which were prepared in accordance with IFRS and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting (collectively referred to as the "Financial Statements"). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that this MD&A does not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the periods covered. The financial statements together with the other financial information included in this MD&A fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date hereof and for the periods presented herein. The Board of Directors' approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's strategies and objectives
- General business and economic conditions
- Foreign political policies and objectives
- The Company's ability to successfully negotiate mining licenses
- The Company's success at completing future financings
- The continued financial support of its debtors and shareholders

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. The forward-looking statements contained in this document are made as of the date hereof. Accordingly, readers should not place undue reliance on forward-looking statements.

CORPORATE OVERVIEW

Silver Phoenix was incorporated on February 14, 2003 under the Company Act (British Columbia). The Company is an exploration stage company engaged in acquiring, exploring and developing mineral properties, principally located in British Columbia, Canada. The Company is listed on the Canadian Securities Exchange, under the trading symbol SP. The address of the Company's corporate office and principal place of business is 1600 – 609 Granville Street, Vancouver, BC V7Y 1C3, and its registered and records office is located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8.

The Company is in the process of exploring its mineral property interests and has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable. As of June 30, 2020, the Company has not generated revenues from its principal activities and is considered to be in the exploration stage.

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 financials markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

MINERAL PROPERTIES

Big Showing Property, British Columbia

On February 14, 2003, the Company entered into an agreement to acquire a 100% interest in the Big Showing property for mineral claims for a total area of 1,000 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the former President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006. As at June 30, 2020, the mineral claims are held for the Company in trust by the former President of the Company.

During the year ended December 31, 2018, due to a lack of available funding, the Company temporarily ceased exploration of the Big Showing Property and considered to instead explore opportunities to sell the property. Accordingly, the Company wrote the property down to $1 by recording an impairment charge of $82,488 against the carrying value of the property. The Company continues to actively pursue opportunities to sell the property, and, dependent upon the availability of funding, is also considering plans to recommence further exploration activities. In the prior fiscal year, the Company has made a payment instead of exploration and development work to the Ministry of Finance to ensure that the claims remain in good standing.

Waverley-Tangier Property, British Columbia

On March 15, 2004, the Company entered into an agreement to acquire a 100% interest in the Waverley-Tangier Property for mineral claims for a total area of 5,675 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the former President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006.

During the year ended December 31, 2018, due to a lack of available funding, the Company temporarily ceased exploration of the Waverley-Tangier Property and considered to instead explore opportunities to sell the property. Accordingly, the Company wrote the property down to $1 by recording an impairment charge of $86,622 against the carrying value of the property. On October 17, 2019, the Company transferred ownership of this property to the former President as part of a debt-settlement agreement. See Related Parties section for details.

River Jordan Property, British Columbia

On March 16, 2006, the Company entered into an agreement to acquire a 100% interest in the River Jordan Property for mineral claims for a total area of 649 hectares in the Revelstoke Mining Division of British Columbia. The Company acquired 90% of the property from the former President and director of the Company and 10% from an individual who became a director of the Company on November 1, 2006.

During the year ended December 31, 2018, due to a lack of available funding, the Company temporarily ceased exploration of the River Jordan Property and considered to instead sell the property. Accordingly, the Company wrote the property down to $1 by recording an impairment charge of $386,463 against the carrying value of the property. On October 17, 2019, the Company transferred ownership of this property to the former President as part of a debt-settlement agreement. See Related Party section for details.

SELECTED ANNUAL INFORMATION[1]

Silver Phoenix is a publicly traded Canadian exploration company with no mineral producing properties, and thus, does not have revenues from any mineral properties. The Company had limited operating activities during 2017, 2018 and 2019, with costs principally relating to the maintenance of the Company as a public company.

	For the year ended December 31, 2019	For the year ended December 31, 2018	For the year ended December 31, 2017
Revenue	$ -	$ -	$ -
Loss and comprehensive loss for the period	$ (122,513)	$ (1,223,420)	$ (203,633)
Basic/diluted loss per share[2]	$ (0.00)	$ (0.09)	$ (0.01)
Total assets	$ 28,378	$ 439,675	$ 789,507
Current liabilities	$ 62,769	$ 374,678	$ 1,018,090
Long-term liabilities	$ -	$ -	$ -

[1] *Audited financial information prepared in accordance with International Financial Reporting Standards ("IFRS")*

[2] *Per share information has been retroactively adjusted to reflect the February 28, 2019 1.45 old for 1 new common share consolidation*

SUMMARY OF QUARTERLY RESULTS[1]

	2nd Quarter Ended June 30, 2020	1st Quarter Ended March 31, 2020	4th Quarter Ended December 31, 2019	3rd Quarter Ended September 30, 2019
(a) Revenue	$ -	$ -	$ -	$ -
(b) Loss and comprehensive loss for the period	$ (42,600)	$ (38,979)	$ (15,376)	$ (38,837)
(c) Basic/diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
	2nd Quarter Ended June 30, 2019	**1st Quarter Ended March 31, 2019**	**4th Quarter Ended December 31, 2018**	**3rd Quarter Ended September 30, 2018**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Income/(Loss) and comprehensive income/(loss) for the period	$ (75,246)	$ 6,946	$ (1,129,824)	$ (11,376)
(c) Basic/diluted loss per share[2]	$ (0.00)	$ 0.00	$ (0.08)	$ (0.00)

[1] *Unaudited financial information prepared in accordance with IFRS*

[2] *Per share information has been retroactively adjusted to reflect the February 28, 2019 1.45 old for 1 new common share consolidation*

Quarterly results vary in accordance with the Company's exploration and financing activities. Mineral exploration is typically a seasonal business, and accordingly, the Company's operating expenses, and cash requirements, will fluctuate depending upon the season and the level of activity. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen, and the Company is able to secure equity financing with favorable terms, the Company's activity levels, and the size and scope of planned exploration projects will typically increase.

The gain in the first quarter ended March 31, 2019 related to expense recoveries of previously accrued penalties and interest, and professional fees. The reduced loss in the fourth quarter ended December 31, 2019 is attributed to the debt settlement agreement with the former President whereby a gain of $29,998 was recognized (see Related Parties section). The significant increase in loss for the fourth quarter ended December 31, 2018 principally related to stock based compensation ($247,000) on incentive stock options granted during the quarter, and to the write-down ($768,606) of the Company's mineral resource properties, based on the Company's current inactivity on the properties.

RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020 COMPARED TO THE THREE AND SIX MONTHS ENDED JUNE 30, 2019

The following is an analysis of the Company's operating results for the three and six months ended June 30, 2020 and includes a comparison against the three and six months ended June 30, 2019.

Expenses:

Bank charges for the three and six months ended June 30, 2020 was $576 and $594 respectively, compared to $43 and $145 for the same periods in the previous year.

General and administrative expenses for the three and six months ended June 30, 2020 were $Nil and $43 respectively, compared to $Nil and $490 for the same periods in the previous year. These charges were incurred for various services related to the operation of a publicly listed company.

Management fees for the three and six months ended June 30, 2020 were $36,000 and $72,000 respectively, compared to $36,000 and $72,000 for the same periods in the previous year. The fees relate to a contract entered into in November 2018 for accounting and administrative services.

Professional fees for the three and six months ended June 30, 2020 were $Nil and $Nil respectively, compared to $22,631 and $24,631 for the same periods in the previous year. These fees include auditing and legal costs.

Transfer agent and filing fees for the three and six months ended June 30, 2020 were $6,024 and $8,942 respectively, compared to $16,572 and $30,225 for the same periods in the previous year.

Expense recoveries for the three and six months ended June 30, 2020 were $Nil and $Nil respectively, compared to $Nil and $59,322 for the same periods in the previous year. The amount in the prior period reflects the reversal of accrued interest and penalties with respect to flow through liabilities in the amount of $49,722 (see Flow Through Premium section) and reversing an old invoice.

Net loss and comprehensive loss for the periods

As a result of the above activities, the Company experienced loss and comprehensive loss for the three and six months ended June 30, 2020 of $42,600 and $81,579 respectively, compared to a loss $75,246 and $68,300 for the same periods in the previous year.

SHARE CAPITAL

Authorized
Unlimited common shares without par value

Shares issued

	Number of Common shares
Balance as at December 31, 2017	**13,488,878**
Private placement	68,966
Balance as at December 31, 2018	**13,557,844**
Private placement	25,000,000
Balance as at December 31, 2019, June 30, 2020 and the date of this MD&A	**38,557,844**

On March 12, 2018, the Company closed a non-brokered private placement of 68,966 units of the Company at the price of $0.29 per unit for gross proceeds of $20,000. Each unit was comprised of one common share and one common share purchase warrant. Each warrant entitled the holder to purchase an additional common share at $0.36 per share until March 12, 2023.

On December 14, 2018, the Company closed a non-brokered private placement for proceeds of $1,250,000 through the issuance of 25,000,000 subscription receipts (the “Subscription Receipts”) of the Company at a price of $0.05 per Subscription Receipt. On February 28, 2019, the Subscription Receipts automatically converted into 25,000,000 units of the Company (each, a “Unit”) for no additional consideration. Each Unit consists of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional common share at a price of $0.075 per share until February 28, 2024.

Share consolidation

On February 28, 2019, the Company completed a consolidation of the Company’s shares on a 1.45 for one-new share basis. All share and per share information in this MD&A has been retroactively adjusted to reflect this consolidation.

Stock options

The Company has a stock option plan whereby the maximum number of shares subject to the plan, in the aggregate, shall not exceed 10% of the Company's issued and outstanding shares. The maximum term of any option will be five years and the vesting is at the direction of the board, however, options granted to consultants performing “investor relations’ activities” must at a minimum vest in stages over a period of not less than twelve months, with no more than ¼ of the options vesting in any three month period or such longer period as the board determines. The exercise price shall be no less than the discount market price as determined in accordance with stock exchange on which the common shares are listed.

On December 14, 2018, the Company granted 1,310,344 stock options to directors, officers and consultants of the Company. The stock options have an exercise price of $0.145 and a life of five years. The stock options vested immediately upon grant. The fair value of the options $247,000 was estimated using the Black-Scholes option-pricing model assuming an expected life of 5 years, grant date share price of $0.13, dividend rate of 0.00%, a risk-free interest rate of 2.04% and an expected volatility of 351%.

A summary of the Company’s stock option activity is as follow:

	Number of stock options	Weighted average exercise price
Balance, December 31, 2017	**-**	**$ -**
Granted	1,310,344	0.145
Balance as at December 31, 2018 and 2019, June 30, 2020 and the date of this MD&A	**1,310,344**	**$ 0.145**

As at June 30, 2020 and the date of this MD&A, stock options outstanding and exercisable are as follows:

Grant Date	Number of options Outstanding and Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
December 14, 2018	**1,310,344**	$0.145	December 14, 2023	3.46
Total	**1,310,344**	**$0.145**		**3.46**

Warrants

On March 12, 2018, as part of the Company’s non-brokered private placement, the Company issued 68,966 share purchase warrants with each warrant entitling the holder to purchase an additional common share at the price of $0.36 until March 12, 2023.

On February 28, 2019, as part of a non-brokered private placement the Company issued 25,000,000 share purchase warrants, with each warrant entitling the holder to acquire one common share at a price of $0.075 per share until February 28, 2024.

Upon completion of the non-brokered private placement on February 28, 2019, all prior outstanding share purchase warrants were cancelled by mutual agreement.

A summary of the Company's share purchase warrant activity is as follows:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2017	**2,017,241**	**$ 0.25**
Issued with private placement	68,966	$ 0.36
Balance as at December 31, 2018	**2,086,207**	**$ 0.25**
Warrants cancelled	(2,086,207)	$ 0.25
Issued with private placement	25,000,000	$ 0.075
Balance as at December 31, 2019, June 30, 2020 and the date of this MD&A	**25,000,000**	**$ 0.075**

As at the date of this MD&A, the following share purchase warrants are issued and outstanding:

Number of Warrants	Exercise Price	Expiry date	Remaining contractual life (years)
25,000,000	$0.075	February 28, 2024	3.83

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital deficiency of $115,971 as at June 30, 2020 as compared to a working capital deficiency of $34,392 as at December 31, 2019. At June 30, 2020, the Company had cash in the amount of $1,387 as compared to $8,724 at December 31, 2019.

On December 14, 2018, the Company closed a non-brokered private placement for proceeds of $1,250,000 through the issuance of 25,000,000 Subscription Receipts of the Company at a price of $0.05 per Subscription Receipt. On February 28, 2019, the Subscription Receipts automatically converted into 25,000,000 units of the Company (each, a "Unit") for no additional consideration. Each Unit consists of one common share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional common share at a price of $0.075 per share until February 28, 2024.

The Company has no operating revenues and finances its operations principally through equity financing. Although the Company has been successful in raising the above funds, there can be no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. In these uncertain times, the Company carefully monitors its expenditure and cash flows. The Company anticipates that it will continue to rely on the equity market to raise additional funds when needed. Debt financing has not been used to fund property acquisitions and exploration and the Company has no current plans to use debt financing.

Since incorporation, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration.

The Company does not have any commitments for material capital expenditures, and none are presently contemplated other than as disclosed above normal operating requirements. The Company may require funds in order to fund exploration programs on the Big Showing Property, and as a result, the Company will have to continue to rely on equity and debt financing in the future. There can be no assurance that financing, whether debt or equity, will always 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.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties. The following discussion summarizes certain risk factors that apply to the Company's business. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also materially adversely affect the business, financial condition and results of operations, or the trading price of the Company's common shares if any such risks actually occur.

An investment in the Company's common shares should be considered highly speculative due to the nature of the Company's existing business and operations.

The Company requires financing in order to maintain and continue its operations.

The Company's ability to continue will largely be reliant on its continued attractiveness to equity investors and its ability to obtain additional financing to maintain and grow operations. Failure to obtain sufficient financing may result in delaying, scaling back, elimination of, or indefinite postponement of, the development schedule and its current or future programs. Additionally, should the Company require additional capital to continue, failure to raise such capital could result in the Company going out of business. 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 financing will be favourable to the Company.

From time to time, the Company may issue new shares, seek debt financing, dispose of assets, or enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards.

The Company depends on the business and technical expertise of its management team.

The Company is dependent on the business and technical expertise of its management team. If it is unable to rely on this business and technical expertise, or if any of the expertise is inadequately performed, the business, financial condition and results of operations of the Company could be materially adversely affected until such time as the expertise could be replaced.

The Company's share price is expected to be volatile.

Securities of micro- and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies involved. These factors include macroeconomic development globally and market perceptions of the attractiveness of particular industries and location of the assets. The Company's share price is expected to be volatile and will be affected by the Company's financial conditions or results of operations as reflected in its liquidity position and earnings reports.

Other factors unrelated to the Company's operations and performance that may have an effect on the price of the Company's shares include: the lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities to be delisted further reducing market liquidity.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The Company is subject to risks presented by fluctuations in exchange rates.

The Company publishes its financial statements in Canadian dollars. Substantially all of its expenses are denominated in Canadian dollars and the US Dollar. Any significant fluctuation in the exchange rates between the Canadian dollar, and the US Dollar may have an adverse impact on its results of operations and may adversely affect the value of its revenue and net income.

FLOW-THROUGH PREMIUM

During the year ended December 31, 2015, the Company issued 1,724,138 flow through units and recognized a deferred flow-through premium of $62,500, non-cash, as the difference between the amounts recognized in common shares and the amounts the investors paid for the units. During 2015, the Company recognized $39,375 as amortization of the deferred flow-through premium liability to other income based on the amount of eligible expenditures spent as at December 31, 2015.

The Company was unable to renounce, to the flow through subscriber, resource expenses in an equal amount to the flow-through funds and accordingly, there was a shortfall of $93,212 calculated as the amount of flow through funds less the amount of resource expenses renounced to the subscriber by the Company. The Company and the flow through subscriber agreed to an amendment to the flow-through agreement, and the subscriber agreed to refile its return and covenanted not to claim the shortfall in the future.

The amendment to the flow through agreement was accounted for in 2019 with the original flow-through premium liability of $23,125 eliminated and adjusted to share capital because it is considered to be capital in nature based on the initial transaction which was the issuance of shares. The accrued expense liability for interest and penalties in the amount of $49,722 is also eliminated; however, it is recorded within expense recoveries in net loss because it was originally recorded as an expense provision. Therefore, in accordance with the amendment to the flow-through agreement the deferred flow-through premium and penalty provision is $Nil as at December 31, 2019 and as of the date of this MD&A.

FINANCIAL INSTRUMENTS

The fair value of the Company's amounts receivable, marketable securities and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of the instruments. The Company's other financial instrument, being cash, is classified as amortized cost.

(a) Financial Risk Factors

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk that one party to a financial instrument will not fulfill some or all of its obligations, thereby causing the Company to sustain a financial loss. As at June 30, 2020, the Company had $2,421 (December 31, 2019 - $19,652) in receivables due from the Government of Canada and as such the Company considers its credit risk to be low.

(iv) *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting its obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2020, the Company had a cash balance of $1,387 (December 31, 2019 - $8,724) to settle current liabilities of $119,780 (December 31, 2019 - $62,769). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at June 30, 2020, the Company has no sources of revenue to fund its operating expenditures or fund any identified business acquisition and as such will likely require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital, or debt financing. If the Company is unable to continue to finance itself through these means, it is possible that the

Company will be unable to continue as a going concern as disclosed in Note 1 of the financial statements. Consequently, the Company is currently exposed to a significant level of liquidity risk.

(v) *Market risk*
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices.

i. Interest rate risk

The Company considers itself to have minimal exposure to interest rate risk as it currently has no interest-bearing investments or debt.

ii. Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

RELATED PARTY TRANSACTIONS

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

A transaction is considered to be a related party transaction when there is a transfer of resources on obligations between related parties. There were no such related party transactions during the period ended June 30, 2020.

On October 17, 2019, pursuant to a debt settlement agreement between the Company and its former President, in consideration of final and full settlement of indebtedness owed to the former President in an aggregate amount of $40,000, the former President accepted full and sole ownership of the Waverly-Tangier and River Jordan properties, along with the $10,000 property bond held by the Company in connection with the properties, and all related property data and records.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into off-balance sheet arrangements. The Company does not have any outstanding derivative financial instruments, forward contracts, foreign exchange contracts or off-balance sheet guarantees.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.