



MANAGEMENT'S DISCUSSION AND ANALYSIS

DECEMBER 31, 2021 AND 2020

INTRODUCTION

The Management's Discussion and Analysis ("MD&A") of James Bay Resources Limited (the "Company" or "James Bay") should be read in conjunction with the Company's consolidated audited financial statements for the years ended December 31, 2021 and 2020. Those financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts shown in this MD&A and in the financial statements are expressed in Canadian dollars, unless otherwise noted. This MD&A was reviewed and approved by the Company's Audit Committee and Board of Directors on April 27, 2022.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to the Company that are 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 "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such forward-looking statements relate to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company's exploration property. 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 achievement 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. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made.

COMPANY OVERVIEW

James Bay is a junior resource company originally focused on the acquisition and exploration of base and precious metal mineral properties, with activities centered in Canada.

In 2011, the Company entered into a preliminary agreement to conduct due diligence to identify potential oil and gas acquisition targets in Nigeria.

In 2012, the Company signed an agreement to acquire a 47% interest in the Ogedeh Marginal Field Award on the Farmed-Out Area within the Oil Mining Licence 90 ("OML 90 Project" or the "Ogedeh Project"). The OML 90 Project has been placed on hold given the economics in current market conditions.

The Company, through its wholly owned subsidiary, James Bay Energy Nigeria Limited ("JBENL") has a 45% ownership interest in Crestar Integrated Natural Resources Limited ("CINRL" or "Crestar") with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

CORPORATE STRUCTURE

In February 2012, the Company incorporated a wholly owned Nigerian subsidiary, James Bay Energy Nigeria Limited (“JBENL”). Pursuant to an agreement signed with D&H Solution AS, 100% share ownership interest of D&H Energy Nigeria Limited (“DHENL”) and Ondobit Limited (“OL”) were transferred to JBENL on March 9, 2012.

In April 2012, 2255431 Ontario Inc., (a wholly owned subsidiary of the Company), assigned its 100% ownership interest of James Bay Coal LLC (“JBC LLC”) to James Bay. JBC LLC is a US entity and a wholly owned subsidiary of James Bay. JBC LLC was later converted from a Delaware corporation to a Delaware limited liability company called James Bay Energy Nigeria LLC (“JBEN LLC”). Subsequently, 2255431 Ontario Inc. was wound up in June 2013.

The Company, through its wholly owned subsidiary JBENL has a 45% ownership interest in CINRL with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited (“CHEPCL”).

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

James Bay Energy Nigeria LLC, USA	100%
James Bay Energy Nigeria Limited, Nigeria	100%
D&H Energy Nigeria Limited, Nigeria	100%

PETROLEUM PROPERTY INTERESTS

OML 25 PROJECT

The Company, through its wholly owned subsidiary JBENL has a 45% ownership interest in CINRL with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited (“CHEPCL”).

In June 2014, CINRL was selected as the winning bidder for a 45% participating interest in active Oil Mining Lease No. 25 (“OML 25”) in the Niger Delta region, offered by joint venture partners: The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited, and Nigerian AGIP Oil Company Limited (collectively the “Shell JV”). CINRL obtained terms for a loan from a prospective future investor, for the full purchase price of OML 25.

The Company, through CINRL, is engaged in arbitration (the “Arbitration”) before the International Chamber of Commerce (International Court of Arbitration) against The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited and Nigerian Agip Oil Company Limited, in relation to claims involving its interest in OML 25 and has filed a Respondent /Counterclaimant Statement of Defence and Counterclaim in the Arbitration.

Pursuant to the agreement with the Company’s litigation counsel, James Bay is to pay 30% of the legal fees, to a cap of US\$1.25 M. The terms of the 70% accrued fees (“Accrued Fees”) are contingent as follows:

1. If the Arbitration is resolved prior to the date on which the hearing is scheduled to commence, James Bay shall pay litigation counsel an amount equal to three times the Accrued Fees.
2. If the Arbitration is not resolved prior to the commencement date of the Hearing, James Bay shall pay litigation counsel an amount equal to five times the Accrued Fees.

In addition to the Accrued Fees, James Bay has agreed to pay litigation counsel a success fee equal to 2% of any sums recovered by Crestar at resolution of the Arbitration, whether through settlement, award or otherwise.

The maximum legal fees exposure is US\$375,000. The Company has paid US\$307,500 with the remaining balance of \$67,500 included in accounts payable and accrued liabilities as at December 31, 2021. Subsequent to year end, the Company paid the full balance outstanding to the litigation counsel.

During the year ended December 31, 2021, the Company recorded a loss on equity investment in CINRL of \$878,053 (December 31, 2020 - \$185,395). As at December 31, 2021, the Company recorded impairment of equity investment of \$1,016,852 (December 31, 2020 - \$226,595). The majority of expenses incurred in CINRL pertains to arbitration fees in connection with OML-25. The Company incurred approximately \$1,097,000 in arbitration costs for the year-ended December 31, 2021. This includes legal, professional and arbitration panel fees.

INVESTMENT IN CERRADO GOLD

On November 8, 2018, the Company announced that the Board of Directors approved an investment (the "Investment") of US\$1.5 million to acquire 3,333,334 common shares from the treasury of Cerrado Gold Inc. ("Cerrado" or "Cerrado Gold"). The Investment represented approximately 14% of the issued and outstanding common shares of Cerrado Gold on November 8, 2018.

Cerrado, through its 100%-owned Brazilian subsidiaries Templewood Mineração e Participações Societárias Ltda ("Templewood") and Serra Alta Mineração Ltda. ("Serra Alta") owns the Monte de Carmo Gold Project ("MDC") in the State of Tocantins, Brazil and the Minera Don Nicholas mine in Santa Cruz province, Argentina.

On February 19, 2021, Cerrado completed a reverse takeover ("RTO") transaction with BB1 Acquisition Corp. ("BB1") whereby Cerrado amalgamated with a wholly owned subsidiary of BB1 and the shareholders of BB1 received corresponding securities of Cerrado on a 1:8.3 basis for the issuance of Cerrado shares and options. Cerrado continued under the name Cerrado Gold Inc. following the completion of the RTO and began trading its common shares on the TSX Venture Exchange under the symbol CERT.

Mr. Stephen Shefsky, President, Chief Executive Officer and a director of James Bay, is also a director and a shareholder of Cerrado Gold. Mr. Mark Brennan, a former director of James Bay, is also a director and a shareholder of Cerrado Gold. Due to the common directors and the Company's shareholding in Cerrado Gold, it was determined that as of December 31, 2020 until April 30, 2021, the Company could exercise significant influence over Cerrado Gold and the investment was accounted for on an equity basis as of those dates.

On April 30, 2021, Mr. Mark Brennan resigned as a director of James Bay. This event triggered a change of accounting policy as the Company no longer exercised significant influence over Cerrado and did not meet the definition of an associate. Therefore, the Company's investment in Cerrado Gold was reclassified as financial asset recorded at FVTPL.

Upon reclassification of the investment, the Company recorded a loss on equity investment in Cerrado Gold of \$25,020 (December 31, 2020 - \$1,254,404) and other comprehensive loss of \$Nil (December 31, 2020 - \$237,807). The Company recorded \$4,526,891 gain in the statement of income and comprehensive income during the year. This gain consisted of \$4,579,860 unrealized gain upon reclassification as financial asset recorded at FVTPL, \$209,623 realized gain and \$262,592 unrealized loss at year-end.

During the year, the Company sold 790,434 shares for total net proceeds of \$1,177,703. At December 31, 2021, the fair value of the 2,542,900 common shares of Cerrado Gold held by the Company was \$3,585,489. Subsequent to year-end, the Company sold 593,300 shares for gross proceeds of approximately \$854,400.

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

RESULTS OF OPERATIONS

Revenue

The Company is in the exploration and evaluation stage and therefore, did not have revenues from operations.

Expenses and Income

For the year ended December 31, 2021, the Company recorded total expenses of \$494,950 (December 31, 2020 – \$254,045) from operations. The increase was mainly due to non-cash share-based payment of \$372,300 (December 31, 2020 - \$Nil). The Company granted 5,000,000 stock options in December 2021 to directors, officers and a consultant of the Company. Professional fees were also reduced to \$64,467 (December 31, 2020 – \$194,263). The Company settled US\$100,800 (CAD\$128,950) legal fees payable with US\$50,000 (CA\$63,970) payment. The balance was written-off during the year. Thus, reduce the total professional fees as compared to prior year.

Net loss and comprehensive loss

For the year ended December 31, 2021, the Company recorded net income of \$2,076,833 (December 31, 2020 – net loss of \$1,911,054). The major fluctuations are as follows:

- (i) Impairment in CINRL of \$1,016,852 (December 31, 2020 - \$226,595). The Company incurred additional professional and legal expenses in connection with the Arbitration.
- (ii) Loss pick-up from CINRL of \$878,053 (December 31, 2020 - \$185,395). The increase in Arbitration expenses correspond with the increase in loss pick-up in James Bay.
- (iii) The Company recorded a gain of \$4,526,891 (December 31, 2020 - \$Nil) from investment in Cerrado Gold. Upon reclassification as financial asset recorded at fair value through profit or loss (FVTPL), the Company recorded \$4,579,860 of unrealized gain and \$209,623 of realized gain. This is offset by \$262,592 of unrealized loss to adjust the investment to its fair value at December 31, 2021.

CASH FLOWS

Operating Activities

For the year ended December 31, 2021, the Company had net cash inflow of \$307,557 (December 31, 2020 - \$44,930) from operating activities. The Company's net change in non-cash working capital was an inflow of \$455,137 as compared to \$282,639 for the same period in 2020. The change in non-cash working capital is attributable to the increase in accounts payable from \$897,194 in 2020 to \$1,428,366 in 2021 fiscal year.

Investing Activities

For the year ended December 31, 2021, the Company had a net cash outflow of \$632,238 (December 31, 2020 - \$411,990) from investing activities. The Company received \$1,177,703 from the sale of Cerrado shares during the year. The Company used these funds to finance the Arbitration costs and working capital of the Company. For the year ended December 31, 2021, the Company advanced \$1,809,941 to equity investment in CINRL.

Financing Activities

For the year ended December 31, 2021, the Company had a net cash inflow of \$299,538 (December 31, 2020 - \$406,735) from financing activities. The Company raised \$300,000 in a private placement. The President and CEO funded \$6,000 during the year for working capital in the form of shareholder loans.

SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

Selected data from the Company's financial statements for the year ended December 31, 2021 and for the two preceding financial years are as follows:

	2021 \$	2020 \$	2019 \$
Interest (income) expense	3,253	(7,325)	(844,066)
Expenses	494,950	254,045	297,816
Net (income) loss	(2,076,833)	1,911,054	7,032,055
Other comprehensive loss from investment in Cerrado Gold	-	237,807	-
Total comprehensive (income) loss for the year	(2,076,833)	2,148,861	7,032,055
Basic and diluted loss (income) per share attributable to the common shareholders of James Bay	(0.04)	0.04	0.15
Total assets	3,647,124	185,361	1,819,171
Total liabilities	1,743,683	1,262,399	983,043
Shareholder's equity (deficit)	1,903,441	(1,077,038)	(836,128)

Note: Net (income) loss per share on a diluted basis is the same as basic net loss per share, as all outstanding stock options and warrants are anti-dilutive.

SELECTED QUARTERLY FINANCIAL INFORMATION

SUMMARY OF QUARTERLY RESULTS

	Quarter-ended			
	December 31, 2021 \$	September 30, 2021 \$	June 30, 2021 \$	March 31, 2021 \$
Working capital (deficiency)	(1,694,987)	(1,534,173)	(1,625,631)	(1,268,307)
Operating expenses	406,969	25,829	41,762	20,391
Interest expense (income)	773	-	821	1,658
Net (income) loss and comprehensive (income) loss	1,085,801	(321,662)	(3,492,367)	651,396
Net (income) loss and comprehensive (income) loss per share attributable to the common shareholders of the Company (basic and diluted)	0.02	(0.01)	(0.07)	0.01

	Quarter-ended			
	December 31, 2020 \$	September 30, 2020 \$	June 30, 2020 \$	March 31, 2020 \$
Working capital (deficiency)	(1,135,843)	(917,858)	(924,426)	(1,002,489)
Operating expenses	52,164	51,689	98,502	51,690
Interest expenses (income)	(8,863)	466	606	466
Total comprehensive loss	1,060,153	397,758	297,850	393,099
Total comprehensive loss per share attributable to the common shareholders of the Company (basic and diluted)	0.02	0.01	0.01	0.001

Note: Net loss per share on a diluted basis is the same as basic net loss per share, as all outstanding stock options and warrants are anti-dilutive in fiscal 2020.

LIQUIDITY AND OUTLOOK

As at December 31, 2021, the Company had no source of operating cash flows. The Company reported net income and other comprehensive income of \$2,076,833 and a deficit of \$17,026,260. The Company's continuance as a going concern is dependent upon its ability to obtain equity capital and financing for its working capital and for the exploration, development and operation of its properties.

The Company's opinion concerning liquidity and its ability to avail itself in the future of the financing options mentioned above are based on currently available information. To the extent that this information proves to be inaccurate, future availability of financing may be adversely affected. Factors that could affect the availability of financing include the Company's performance (as measured by various factors including the progress and results of its exploration work) and equity markets, investor perceptions and expectations of past and future performance, the global financial climate.

CAPITAL RESOURCES

Common shares

At December 31, 2021 and April 27, 2022 the Company had 54,014,068 common shares issued and outstanding.

Stock options

At December 31, 2021 and April 27, 2022, the Company had 5,000,000 stock options issued and outstanding.

Warrants

At December 31, 2021 and April 27, 2022 the Company had 7,316,667 issued and outstanding warrants.

FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures from the previous period.

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to cash and cash equivalents and amounts receivable is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have liquidity to meet liabilities when due. At December 31, 2021, the Company had cash of \$30,520 (December 31, 2020 - \$55,663) to settle current liabilities of \$1,669,520 (December 31, 2020 - \$1,213,283). The Company has a working capital deficiency of \$1,620,823 (December 31, 2020 - \$1,135,843). The Company's current financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

(a) Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company is subject to foreign exchange risk as the Company has certain assets and liabilities, and makes certain expenditures, in US dollars and Nigerian Naira. The Company is therefore subject to gains and losses due to fluctuations in the US dollar and the Nigerian Naira relative to the Canadian dollar. The Company does not hedge its foreign exchange risk.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period.

Fair value

The carrying value of cash, amounts receivable, CEBA loan, shareholder loan, accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of the financial instruments. Management believes the carrying value of the convertible debentures approximates its fair value. The derivative liabilities are recorded at their estimated fair values.

Fair value hierarchy and liquidity risk disclosure

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

RELATED PARTY DISCLOSURES

The consolidated financial statements include balances and transactions with directors and officers of the Company and/or corporations related to them. During the years ended December 31, 2021 and 2020, the Company entered into the following transactions involving related parties:

During the year ended December 31, 2021, \$79,481 (December 31, 2020 - \$188,321) was charged by a law firm of which a partner is a director of the Company. As of December 31, 2021, included in accounts payable and accrued liabilities is an accumulated balance of approximately \$229,000 (December 31, 2020 - \$188,321) owing to this law firm.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of key management personnel for years ended December 31, 2021 and 2020 were as follows:

	December 31, 2021	December 31, 2020
Management salaries	\$252,287,000	\$252,000
Director fees	45,000	-
	<u>\$297,332,000</u>	<u>\$252,000</u>

During the year ended December 31, 2021, the Company paid \$92,600 and accrued \$180,000 (December 31, 2020 - paid \$64,800 and accrued \$187,200) to three executive officers, of which \$245,340 (December 31, 2020 - \$291,600) has been charged as management fees to CINRL.

At December 31, 2021, the Company has accrued a total of \$410,000 (December 31, 2020 - \$370,000) in management salary to the President and CEO. Of which, \$50,000 related to 2019, and \$360,000 related to 2021 and 2020 fiscal year. The amounts are included in accounts payable and accrued liabilities.

COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts, which contain clauses requiring additional payments of up to \$864,000 be made upon the occurrence of certain events such as a change of control and additional payments of up to \$872,000 be made upon termination of contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. As of December 31, 2021, under these management contracts, management has committed to \$522,000 of salaries and benefits due within one year.

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is party to legal proceedings in the ordinary course of its operations related to legally binding agreements with a third party. As at December 31, 2021, one such proceeding was ongoing. The Company believes this claim to be without merit. Management does not expect the outcome of this proceeding to have a materially adverse effect on the results of the Company's financial position or results of operations and therefore this amount has not been reflected in these consolidated financial statements. Should any losses result from the resolution of this dispute, that amount will be charged to operations in the year that it is determined. The proceeding was scheduled for trial in September 2021, but the trial was adjourned for a potential conflict issue raised by the presiding judge. The defendant brought a motion for costs and was ultimately awarded \$74,163 in costs by the judge. Included in accounts payable and accrued liabilities is \$74,163 (December 31, 2020 - Nil) for cost of the adjournment in connection with this legal proceeding.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

The Company, through its subsidiary, holds an interest in a petroleum property in Nigeria. As such, it is exposed to the laws governing the Nigerian petroleum industry with respect to matters such as taxation, environmental compliance, and other regulatory and political factors as well as shifts in politics and labor unrest, any of which could adversely affect the Company and its future exploration and production activities.

Additional Capital

The Company conducted due diligence to identify potential acquisition targets of onshore/offshore Nigerian oil and gas projects. If the results are favourable, Company will require additional capital which may come from future financings. There can be no assurance that the Company will be able to raise such additional capital if and when required on terms it considers acceptable.

No History of Profitability

The Company is an exploration company with no history of profitability. There can be no assurance that the operations of the Company will be profitable in the future. The Company has limited financial resources and will require additional financing to further explore, develop, acquire, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the Company may become unable to acquire and retain its mineral concessions and carry out its business plan.

Government Regulations

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. For the Company to carry out mining activities, exploitation licenses must be obtained and kept current. There is no guarantee that the Company's exploitation licenses would be extended or that new exploitation licenses would be granted. In addition, such exploitation licenses could be changed and there can be no assurances that any application to renew any existing licenses will be approved. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and licenses which may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions.

Market Fluctuation and Commercial Quantities

The market for minerals is influenced by many factors beyond the control of the Company such as changing production costs, the supply and demand for resources, the rate of inflation, the inventory of resources producing companies, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with resources, and increased production due to improved extractor and production methods. The resource industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of resources are discovered, a market will exist for profitable sale. Commercial viability of precious and base metals and oil and gas deposits may be affected by other factors that are beyond the Company's control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection. It is impossible to assess with certainty the impact of various factors which may affect commercial viability so that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

Mining Risks and Insurance

The Company is subject to the risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The Company may become subject to liability for pollution, damage to life or property and other hazards of mineral exploration against which it or the operator of its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and could have a material adverse effect on the financial position of the Company.

Competition

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investments and other capital. The ability of the Company to acquire attractive properties in the future depends not only on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety which may adversely affect the Company or require it to expend significant funds.

Aboriginal Claims

Aboriginal rights may be claimed on Crown or other types of tenure with respect to which mining rights have been granted. The Company is not aware of any aboriginal claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral claims in which the Company has an interest. Should aboriginal claims be made against the Property and should government or the courts in favor of the aboriginal people resolve such a claim, it could materially adversely affect the business of James Bay only for the James Bay lowlands property. The Company is fully aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is fully supportive of measures established to achieve such cooperation.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as director and officer of other companies involved in gold and precious metal or other natural resource exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on any matters in which such directors may have a conflict of interest.

COVID-19 (coronavirus)

The global outbreak of COVID-19 had a significant impact on businesses through restrictions put in place by the Canadian government regarding travel, business operations and isolations/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business time, or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, this outbreak has caused supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company's business and financial condition. The Company has put in place strict health protocols to safeguard the health and wellbeing of its staff. The Company's management and staffs work mainly from home. While the extent of the impact remains unknown, the President and CEO of the Company has continued to seek equity financing and extend loans to finance the working capital of the Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Stephen Shefsky	Founder and Director, President & CEO
Wayne Egan	Non-Executive Chairman
Jon Pereira	Director
Jean J. Gauthier	Director
Adeniyi Olaniyan	Director

OFFICE LOCATION

Corporate Head Office

77 Bloor Street West
Suite 1200 and 1210
Toronto, Ontario
M5S 1M2

Nigeria Office

Anike Court, 15 Milverton Road
Ikoyi Lagos, Lagos, Nigeria

SUBSIDIARY COMPANIES

James Bay Energy Nigeria, LLC
James Bay Energy Nigeria Limited
D&H Energy Nigeria Limited

LEGAL COUNSEL

WeirFoulds LLP

Toronto, Ontario, Canada

Sefton Fross

Lagos, Nigeria

Amsterdam & Partners LLP

London, England

AUDITOR

MNP LLP

Mississauga, Ontario, Canada

KPMG Nigeria

Lagos, Nigeria

REGISTRAR & TRANSFER AGENT

TSX Trust

Toronto, Ontario, Canada

BANKER

CIBC

Toronto, Ontario, Canada

First Bank

Lagos, Nigeria

STOCK EXCHANGE

Canadian Stock Exchange

Ticker symbol "JBR"