LE MARE GOLD CORP.

(formerly Southern Lithium Corp.)

Management Discussion & Analysis (“MD&A”)

For the Three and Six Months Ended June 30, 2018 and 2017

Date of Report: August 21, 2018

The following management's discussion and analysis should be read together with the annual financial statements and accompanying notes for the year ended December 31, 2017 and related notes hereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

This management discussion and analysis includes certain statements that may be deemed "forward-looking statements". Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Overall Performance

Nature of Business and Overall Performance

Le Mare Gold Corp. (formerly known as Southern Lithium Corp.) (the “Company”) was incorporated in the province of British Columbia on March 9, 2010 as Signal Resources Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties. After the name was changed to Southern Lithium Corp., on November 2, 2016, the Company commenced trading on the TSX Venture Exchange again under the symbol “SNL”. On December 11, 2017, the Company reverse split its shares on the basis of one new share for every 10 old shares. After the name was changed to Le Mare Gold Corp., on February 2, 2018 the Company commenced trading “LMGC” on the TSX Venture Exchange. An update on the properties is as follows.

Background

Investment in Le Mare Property, British Columbia.

The Company's is entering into an option to acquire a 100% interest in a 2,677.24-hectare (6,615.6 acre) Property, Nanaimo Mining District located near Port McNeil and Port Hardy on Northern Vancouver Island. and in the Kamloops Land District in Shuswap Highland of south-central British Columbia. The Le Mare Property consists of 12 claims. The Company will pay for the Claims by paying $50,000 and issuing 5,000,000 shares, subject to regulatory approval. The Company will conduct initially a Phase 1 exploration plan costing approximate $110,000 the end of September 2021. If the Phase 1 exploration successfully determines additional anomalies to test, a $340,000 Phase 2 exploration will be subsequently be conducted. The Company is planning to finance the Phase 1 by issuing 1,000,000 flow through shares at $0.15 subject to regulatory approval. The current expiry date of these claims is February 19, 2023.

Highlights

On February 1, 2018, the Company announced that it changed its name to "Le Mare Gold Corp." effective February 2, 2018. Effective February 2, 2018 , the Company's common shares began trading on the TSX Venture Exchange under the new ticker symbol "LMGC".

On March 11, 2018, the Company entered into an option agreement to acquire an undivided 100% interest in a mining property comprised of 12 map-staked claims covering 2,677.24 hectares (6,615.60 acres) in the Nanaimo Mining Division in British Columbia named, "the Le Mare Property".

The Le Mare Property is located on crown land in the southwestern part of the property area. The Mah-te-nicht No. 8 Indian Reserve is located adjacent with the northeastern property boundary, about 4.5 km (2.75 mi) north-northeast of, and in a different drainage from the Le Mare hydrothermal system. There is no plant or equipment, inventory, mine or mill structure on these claims. Currently, an environmental bond of $4,000 is posted under Permit No. MX-8-253 for road renovation, the development of potential drill sites and diamond drilling. The Le Mare Property is located near the northwestern end of Vancouver Island. It is bounded in part to the west by the Pacific Ocean and to the north by Quatsino Sound. A massif in the northwestern part of the property culminates in the peak of Mount Bury at an elevation of about 610 m (2,000 ft.). Another massif that hosts the Le Mare Property hydrothermal system occupies the property's southwestern part. Le Mare Peak is a 762-m (2,500-ft) high promontory located near the massif's centre. These steep-sided massifs are separated by the relatively flat Mahatta and Culleet creek valleys. The surface of Le Mare Lake, located in the Culleet Creek valley near the property centre, is at an elevation of about 25 m (82 ft.). About 85% of the original west-coast rain forest in the property-area has been clear-cut during the past 40 years. Most of the slopes underlain by the Le Mare Property are either bare, or covered with dense juvenile secondary forest growth. Little timber suitable for mining is left on the property.

The northern end of Vancouver Island is accessible by boat, barge, and by road via the Island Highway (B.C. Highway 19) which transects the town of Port McNeill on the island's northeastern coast. B.C. Highway 25, a secondary paved road, connects Port McNeill with Port Alice located near the head of Neroutsos Inlet. Access from Port Alice to the Le Mare Property area is via a series of well-maintained logging roads passable by 2-wheel drive vehicles during most times of the year.

The Le Mare Property hosts mostly mafic volcanic rocks of the Early to Middle Jurassic-age Bonanza Supergroup, including auto-breccias, lahars, and minor amounts of tuff and other pyroclastic beds. Rhyolitic rocks comprise a major amount of the stratigraphy in the property area. These volcanic rocks are intruded by felsic dykes that may be equivalent to the rhyodacitic porphyries that are associated with mineralization at the Island Copper Cluster deposits located about 32 km (19.3mi) east-northeast of the Le Mare hydrothermal system. The volcanic rocks at the Le Mare hydrothermal system have deformed into a series of open to close outcrop-scale drape-folds related to local intrusion. Regional and contact metamorphism do not exceed lower the greenschist facies. The Le Mare Property appears to have been only relatively shallow unroofing by erosion. The top of the potassic alteration zone is exposed along the crests of Le Mare and Gooding ridges, located between Le Mare Lake and Gooding Cove in the southwestern part of the property. Local magnetic field gradient indicates that this system occupies a 5 X 3 km (3.05 X 1.83 mi) or 15 sq.km (5.6 sq. mi) oval-shaped area that may be hosted by a dilational jog in a regional right lateral fault system.

The proposed fault system is similar to the one that hosts the Island Copper Cluster deposits near Port McNeill and Port Hardy, British Columbia. At surface, copper mineralization occurs in discrete showings-areas, located preferentially in the central parts of sub-vertical hydrothermal plumes. These plumes have core-zones of orthoclase-quartz-biotite (potassic) alteration, enveloped in siliceous exteriors. Orthoclase- 3 quartz-biotite alteration is succeeded by quartz-jasper alteration; both phases are mineralized with chalcopyrite, and minor amounts of bornite. This potassic alteration is accompanied by coincident soil-copper and magnetic anomalies. Discovering economically viable concentrations of copper mineralization within the Le Mare Property hydrothermal system depends on the successful identification of zones where these hydrothermal plumes and copper occurrences coincide. Molybdenum enrichment occurs in areas flanking phyllic alteration in a 600-m (1,968.5-ft) diameter alteration plume, covering a 0.28 km2 (0.1 mi2) area in the eastern part of system in the South Gossan zone. Another, much less extensive plume of argillic-phyllic alteration is exposed between the Culleet Creek zone and Culleet Lake in the system's northwestern part. These two plumes cover less than 2% of the total exposure area of the Le Mare Property hydrothermal system. Argillic-phyllic alteration post-dates and overprints potassic alteration.

Both sample results and the distribution of soil-copper and molybdenum anomalies; demonstrate that copper and molybdenum mineralization are associated with early potassic and subsequent argillic-phyllic-alteration events respectively. They occur together in significant amounts only where molybdenum enrichment has overprinted that of copper. Highly anomalous gold values were discovered in the central part of the Le Mare Property mostly west and southwest of the New Destiny Showing in soil samples. Values range up to 947ppb gold on Claim 657343. Most aspects of the Le Mare Property are similar with those of the Island Copper Cluster deposits. Geology, alteration, and mineralization at surface at the Le Mare hydrothermal system correspond with those attributes at the Island Copper mine above the main deposit. These similarities indicate that the Le Mare hydrothermal system may host a calc-alkalic porphyry copper-molybdenum deposit of the Island Copper Cluster type.

The Early Jurassic-age land surface above the Le Mare hydrothermal system and whatever near surface hot-spring environment that it may have hosted, has been lost to erosion. Only a few narrow fault controlled, advanced argillic alteration occur in the argillic-phyllic alteration plume in the South Gossan zone. They attest to the former existence of acid leaching with the Early Jurassic-age land surface above the Le Mare hydrothermal system and whatever near surface hot-spring environment that it may have hosted, has been lost to erosion. Only a few narrow fault controlled, advanced argillic alteration occur in the argillic-phyllic alteration plume in the South Gossan zone. They attest to the former existence of acid leaching with the alteration system. Most exploration has been conducted in the northeastern part of the Le Mare Property; its southeastern part remains sparsely explored to unexplored.

Six BQ diamond drill holes penetrated the northeastern margin of the Le Mare system in 1992. One hole that penetrated the Culleet Creek potassic alteration plume intersected five 2-m (6.56-ft) and one 4.7-m (15.42- ft) long intersections containing from 500 to 959 ppm copper, which is similar to the tenor of copper mineralization in nearby trenches. Copper mineralization at surface is locally quite variable. Such variability should be expected in mineralization located near the top of the potassic alteration zone of a porphyry copper-molybdenum deposit. Less than 1% of the surface area of the Le Mare hydrothermal system has been drilled. Trenching in 2011, followed by continuous 3m wide chip sampling on the New Destiny Copper Showing returned a 180m continuous copper values averaging 0.28% Copper.

Under the terms of the agreement, Le Mare Gold will issue 5,000,000 common shares and pay $50,000 to the Vendor. In addition, the Company agreed to pay an additional $200,000 and incur at least $100,000 in exploration expenditures on the property on or before March 11, 2022. The option or retains a 3% net smelter return ("NSR") royalty on the property. The Company may purchase one-half other NSR royalty by paying the Optionor $1,500,000. The prescribed initial 2 Phase work program and budget is set out below. Phase work program and budget is set out below.

Phase 1	Estimated Cost	Phase 2	Estimated Cost
Geological mapping	$20,000	Induced Polarization	$60,000
Diamond Drilling	$70,000	Diamond Drilling	$250,000
Contingency	$20,000	Contingency	$30,000
Total	**$110,000**	**Total**	**$340,000**

Total Phase One and Phase Two $450,000

The Company will be conducting a private placement comprised of up to 1,000,000 flow-through units at a price of $0.15 per flow-through unit, consisting of one common share and one share purchase warrant to fund the initial phase of exploration. Each warrant will entitle the holder to purchase one common share at $0.17 per share at any time until the close of business on the day which is 24 months form the date of issue of the warrant. The transaction and associated financing is subject to the approval of the TSX Venture Exchange.

Investment in Cruz Property - Argentina

On November 2, 2016, the Company entered into a letter of intent (the "LOI") with Proyecto Pastos Grandes S.A. ("PPG SA"), a wholly owned subsidiary of Millennial Lithium (TSX-V: ML), to be granted an option to acquire an eighty percent (80%) interest in the PPG SA's Cruz property in the Pocitos salar basin in Salta Province, Argentina. This LOI became a Definitive Agreement by November 10, 2016.

For the Company to acquire a 70% interest in the Cruz Property, the Company paid: a) pay a non-refundable deposit of US$150,000 to PPG SA. b) additional US$50,000 non-refundable deposit to PPG SA upon the execution of the Definitive Agreement. c) Issued to PPG SA or Millennial US$100,000 worth of common shares of Le Mare Gold Corp. d) the sum of US$500,000 (the "Exploration Funds"). e) Make US$500,000 of exploration expenditures (the "Exploration Expenditures") on or before October 1, 2017, subsequently extended to October 12, 2017. As the drilling results from the Exploration Expenditures were not indicative of an economic resource the payment to PPG SA the sum of US$1,000,000 on or before October 12, 2017 was not made, and the option on the Cruz property has expired. The Company has no remaining interest in the Cruz property.

Investment in East Fault Property, Nevada

On January 17,2017, the Company entered into a formal Definitive agreement ("Agreement") with TY & Sons Explorations (Nevada) Inc. ("TY & Sons" or the "Optionor"), to complete Le Mare's acquisition of TY & Sons option (the “Option”) of the 100% interest in TY & Sons' rights, title and interest in the mineral claims known as the East Fault Property, located in Esmeralda County, Nevada, USA (the "Property"). Under the terms of the agreements, the Option will be exercisable by the Company making cash payments and by way of common shares in the capital of the Company, the Company paid $50,000 and 3,300,000 Shares. The property is subject to a two-and-one-half percent (2.5%) net smelter returns royalty on commercial production from the Mineral Claims (the “Underlying Royalty”) in favour of the Property Owner.

On August 31, 2017, the Company declined to pay the lease costs on the property. Consequently, the Company expensed its investment in East Fault of $816,000 as Impairment of exploration and evaluation.

Investment in Scotch Creek, British Columbia.

The Company had interests in the Scotch Creek Property, comprised of 8 map-staked mineral claims covering a total area of approximately 1,384.12 hectares (3,418.78 acres) located in the Kamloops Mining Division and in the Kamloops Land District in Shuswap Highland of south-central British Columbia. The current expiry date of these claims is February 19, 2023. During the year ended December 31, 2016, the Company shifted its focus to lithium properties and decided not to pursue further exploration on the mineral property. As a result, the Company recorded an impairment loss of $337,666 on the Scotch Creek Property, which has been reflected on the statement of operations for the year ended December 31, 2016. The Company sold its interest in of the Scotch Creek Property for a nominal value and no longer has any interest in this property.

Summary of Quarterly Results

The following table sets out selected quarterly information for each of the Company's most recent eight completed quarters.

	Revenues	Net loss	Net loss per share (basic and diluted)
	$	$	$
June 30, 2016	-	(60,523)	(0.01)
September 30, 2016	-	(237,070)	(0.01)
December 31, 2016	-	(618,924)	(0.02)
March 31, 2017	-	(592,236)	(0.02)
June 30, 2017	-	(805,740)	(0.02)
September 30, 2017	-	(4,215,166)	(0.14)
December 31, 2017	-	(240,760)	(0.03)
March 31, 2018	-	(164,557)	(0.04)
June 30, 2018	-	(438,184)	(0.10)

Results of Operations

Comparison of results of operations of the three months ended June 30, 2018 and 2017

	June 30, 2018 $	June 30, 2017 $
Expenses:		
Consulting fees	3,000	337,051
General and administrative	2,992	19,363
Marketing and Communication	4,413	118,351
Management fees	165,000	66,500
Meal & Entertainment	15,487	5,815
Professional fees	25,211	58,490
Rent	45,000	21,694
Share-based compensation	293	103,120
Transfer agent and filing fees	8,007	14,073
Travel	108,816	60,426
Total expenses	378,219	804,883

During the three months ended June 30, 2018 and 2017, the Company had a net loss of $378,219 compared to $804,883.

- Consulting fees have decreased by $334,051 due to reduced investment in mineral properties.
- General and administration expense has decreased $16,371 due to reduced investment in mineral properties.
- Marketing and communication expense has decreased by $113,938 due to reduced investment in mineral properties.
- Management fees have been increased by $98,500 due to the new management agreement
- Professional fees have decreased by $33,279 due to reduced investment in mineral properties.
- Rent has been increased by $23,306 due to the new rent agreement at the Company new location.
- Share-based compensation has been reduced by $102,827 due to no options being granted in the quarter.
- Travel expense has been increased by $48,390 due to the fact the Company is seeking new investment opportunity.

Comparison of results of operations of the six months ended June 30, 2018 and 2017

	June 30, 2018 $	June 30, 2017 $
Expenses:		
Consulting fees	47,000	370,051
General and administrative	6,756	20,560
Marketing and Communication	32,946	172,910
Management fees	202,000	145,245
Meal & Entertainment	15,937	5,815
Professional fees	33,727	71,104
Rent	79,000	28,194
Share-based compensation	58,843	459,643
Transfer agent and filing fees	11,510	20,598
Travel	109,589	65,166
Total expenses	597,308	1,359,286

During the six months ended June 30, 2018 and 2017, the Company had a net loss of $5 compared to $1,359,286.

- Consulting fees have decreased by $323,051 due reduced investment in mineral properties.

- General and administration expense has decreased $13,804 due to reduced investment in mineral properties.

- Marketing and communication expense has decreased by $139,964 due to reduced investment in mineral properties.

- Management fees have been increased by $56,755 due to the new management agreement

- Professional fees have decreased by $37,377 due to reduced investment in mineral properties.

- Rent has been increased by $50,806 due to the new rent agreement at the Company new location.

- Share-based compensation has been reduced by $401,093 due to less options being granted in the quarter.

- Transfer agent and filling fees has been reduced by $9,088 due to fewer financing activities.

- Travel expense has been increased by $44,423 due to the fact the Company is seeking new investment opportunity.

Liquidity and Capital Resources

As at June 30, 2018, the Company has a working capital deficit of ($539,341) (2017 – working capital of $62,443).

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company requires additional working capital to meet its primary business objectives over the next 12 months.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the funding through future equity issuances and through short term borrowing in order to fund ongoing operations and to meet its obligations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company intends to conduct a private placement of up to 1,000,000 flow-through units at a price of $0.15 per unit. Each unit is to consist of one common share and one share purchase warrant exercisable at $0.17 per share for a period of two years. This will help fund our initial phase of exploration on the mineral property for which we entered into an option agreement on March 11, 2018 and waiting for the exchange for approval

On March 11, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 12 mineral claims located in the Nanaimo Mining Division. Under the terms of the agreement, the Company will issue 5,000,000 common shares and pay $50,000 to the Optionor. In addition, the Company agrees to pay an additional $200,000 and incur at least $100,000 in exploration expenditures on the property on or before March 11, 2022. The Optionor retains a 3% net smelter return ("NSR") royalty on the property. The Company may purchase one-half of the NSR royalty by paying the Optionor $1,500,000.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

		June 30, 2018		June 30, 2017
Management fees - CEO	$	120,000	$	61,000
Management fees - President	$	-	$	11,745
Management fees - CFO	$	60,000	$	60,000
Management fees - Director	$	-	$	12,500
Share-based compensation	$	-	$	309,316

Due to (from) related parties		June 30, 2018		December 31, 2017
	$	250,951	$	16,321

Changes in Accounting Policies

Accounting standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended June 30, 2018 and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"
Amendments to IFRS 2, "Share-based Payments"

The Company has not early adopted these new and revised standards and is currently assessing the impact that these standards will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Instruments and Risks

The Company's financial instruments consist of cash, GST receivable, accounts payable and accrued liabilities, and loans payable.

The Company's financial instruments are exposed to the following risks:

Credit risk

The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 — Inputs that are not based on observable market data.

Additional Disclosure for Venture Issuers without Significant Revenue

An analysis of material components of the Company's general and administrative expenses is disclosed in the financial statements for the period ended June 30, 2018 to which this MD&A relates. An analysis of material components of the Company's exploration and evaluation assets is disclosed in the financial statements for the period ended June 30, 2018 to which this MD&A relates.

Outstanding Share Data

	June 30, 2018	July 30, 2018
Common shares issued	6,263,400	6,263,400
Stock options issued	322,500	322,500
Warrants issued	1,279,768	1,279,768
Fully diluted	7,865,668	7,865,668