PROVENANCE GOLD CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020

The following Management's Discussion and Analysis ("MD&A") for Provenance Gold Corp. ("**Provenance**" or the "**Corporation**"), prepared as of August 27, 2020, for the six months ended June 30, 2020 should be read in conjunction with the unaudited consolidated interim financial statements and related notes of the Corporation for the six months ended June 30, 2020 and the audited consolidated financial statements of the Corporation and related notes for the year ended December 31, 2019. The financial statements have been prepared using accounting principles consistent with International Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. Additional information on the Corporation can be found on SEDAR at **www.sedar.com**. The reader should be aware that historical results are not necessarily indicative of future performance. The consolidated financial statements together with the following MD&A are intended to provide readers with a reasonable basis for assessing the financial performance of the Corporation.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking information under applicable securities laws. Forward-looking information is information that relates to future, not past, events. In this context, forward looking information often addresses expected future business and financial performance, and often contains words such as "anticipate", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the future expenditures and capital needs of the Corporation and the future exploration on, and the development of, the Corporation's projects are forward-looking information. By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the Corporation's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the potential for conflicts of interest among certain officers, directors and promoters with certain other projects; the absence of dividends; competition; dilution; the volatility of the Corporation's common share price and volume and the additional risks identified in the "Risk Factors" section of this MD&A, and other reports and filings with applicable Canadian securities regulations.

Forward-looking information is in addition based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long-term price of commodities; that the Corporation can access financing, appropriate equipment and sufficient labor and that the political environment will continue to support the development and operation of mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking information. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Forward-looking information is made based on management's beliefs, estimates and opinions on the date that information is given and the Corporation does not intend to update forward-looking statements or information, except as may be required by applicable law.

Description of Business

Provenance Gold Corp., formerly Sparx Energy Corp., is classified as a reporting issuer in the jurisdictions of British Columbia and Alberta. The Corporation is an exploration stage company engaged in the acquisition, exploration and development of resource properties. As at June 30, 2020, it has interests in the following resource properties:

2K Gold Property, Yukon, Canada

On June 10, 2016, the Corporation's CEO entered into the Moosehorn Range Property Option Agreement (the "MRPOA") pursuant to which he was granted the option to purchase a 100% interest in 149 quartz claims located in the Moosehorn Range in Yukon, Canada and the exclusive right to conduct mineral exploration and feasibility study work on the property during the period of the option. On August 4, 2016, the Corporation and the Corporation's CEO entered into an assignment agreement whereby the MRPOA was assigned to the Corporation. On January 31, 2017, the optionor, the Corporation and the Corporation's CEO replaced MRPOA in its entirety with MRPOA 2. On September 20, 2019, MRPOA 2 was amended to include an additional 47 quartz claims and, among other items, to defer the scheduled payment of $130,000 due on June 10, 2019 to March 31, 2020. Based on the remaining cash payments to be made and exploration expenditures to be incurred in order to exercise the option, in combination with a corresponding lack of investor interest in the Property, the Corporation wrote off exploration and evaluation assets of $1,256,369 ($230,000 in cash paid and $1,026,369 in exploration expenditures incurred) as at December 31, 2019.

On May 8, 2020, the Corporation received written notice of termination from the optionor because the March 31, 2020 payment was not made. Consequently, the Corporation has no further interest in this property. Pursuant to MRPOA 2, the Corporation is required to ensure that the property is in good standing in respect of assessment work for a period of at least two years from the date of termination.

Silverbow Property, Nevada U.S.A.

On August 29, 2018, the Corporation entered into the Silverbow Nevada Property Option Agreement (the "SB Agreement") to acquire a 100% interest in 73 mineral claims referred to as the Silverbow property, located in the Silverbow Mining District, and 10 claims referred to as the Golden Ridge Property located in Nevada, USA. Pursuant to a trust agreement entered into between the Corporation and the CEO of the Corporation on September 20, 2018, the CEO is holding the 10 Golden Ridge Property claims in trust for the Corporation until such time as the Corporation wishes to have them transferred to its name. The 10 claims were allowed to lapse during the current year.

Payments totaling US $1,500,000 over a seven-year period are required to be made and exploration expenditures are required to be incurred as follows (all amounts are in US dollars):

<u>Payments</u>

- $2,300 for claim and re-staking fees within 60 days of the signing of the agreement *(paid)*;
- $10,000 by July 18, 2019 (*paid)*;
- $20,000 by July 18, 2020 (*paid*);
- $40,000 by July 18, 2021;
- $50,000 by July 18, 2022;
- $50,000 by July 18, 2023;
- $100,000 by July 18, 2024;
- Balance of $1,500,000 less all option payments received prior to July 18, 2025.

These payments will be credited towards the exploration expenditure requirements.

Exploration Expenditures

- $50,000 by July 18, 2020 (*spent*);
- $75,000 between July 18, 2020 and June 18, 2021;
- $100,000 between July 18, 2021 and June 18, 2022;
- $100,000 between July 18, 2022 and June 18, 2023;
- $150,000 between July 18, 2023 and June 18, 2024.

Year 7 and beyond - $250,000 minimum holding cost to be paid by the seventh anniversary of signing (June 18, 2025) and each subsequent anniversary thereafter until the cumulative $1,500,000 is complete to purchase the option outright.

Pursuant to the SB Agreement, the Corporation will also pay a 2% net smelter royalty ("NSR") in every year that lode gold or silver is recovered from the property. This NSR can be bought out at any time by paying $1,000,000.

The SB Agreement will terminate if either party is in default and within 45 days of receiving written notice of the default, it is not remedied. After termination of the SB Agreement, the Corporation is required to ensure that the Property is in good standing for a period of at least one year from the date of termination.

On April 24, 2019, the Corporation entered into a trust agreement (the "Trust Agreement") with the CEO of the Corporation in respect of an additional 29 lode mining claims on the Silverbow property adjoining the above-noted mineral claims. The CEO is the beneficial owner of an interest in these claims, which are registered in his name. Pursuant to the Trust Agreement, the CEO with (a) hold the claims in trust for and on behalf of the Corporation; (b) the claims will be held on behalf of the Corporation until such time as the Corporation wishes to have the titles transferred to its name, a subsidiary's name or to any other person or corporation as directed by the Corporation; and (c) the Trust Agreement terminates upon the expiration, surrender or termination of the claims for any reason.

Blue Horse Lease, Nevada U.S.A.

On May 22, 2020, Provenance Gold USA ("PG USA"), a wholly-owned subsidiary of the Corporation, was incorporated in Reno, Nevada.

On June 11, 2020, the Corporation, through its subsidiary PG USA entered into a Mining Lease and Assignment (the "Lease") with a trust (the "Lessor") and two estates in Nevada, USA. The effective date of the Lease is August 20, 2019. Pursuant to the Lease, the Lessor grants, lets and leases to PG USA all of its rights, title and interests in and to the Blue Horse patented mining claim, including the Lessor's interest in all minerals, situated in Nye County, Nevada (the "Property"). The Property is located in the Silverbow Mining District.

The Lease is for an initial term of three years and shall continue for so long thereafter as mineral exploration, mine development, mining or mineral processing operations are conducted by PG USA or its successor on any portion of the Property or its overall Silverbow property position. At any time after the third anniversary PG USA may, by providing written notice to the Lessor, extend the primary term for an additional five years, for a total of eight years and so long thereafter as mineral exploration, mine development, mining or mineral processing operations are conducted on any portion of the Property.

Lease payments totaling US$50,000 over a three-year period are required to be made as follows (all amounts are in US dollars):

- $10,000 on signing *(paid*);
- $10,000 by August 20, 2020 *(paid);*
- $15,000 by August 20, 2021; and
- $15,000 by August 20, 2022.

No other lease payments are required thereafter until royalty or royalty purchase is made.

The Lessor will pay all property taxes annually. PG USA is responsible for making all payments and filings required to maintain the property in good standing before July 1 of each year, including but not limited to, property taxes, federal maintenance fees and any federal or state filings.

PG USA will pay the Lessor a production royalty of 1% of net smelter returns ("NSR") on all minerals produced and sold by PG USA from within the vertical boundaries of the Property. The NSR payments are capped at $250,000 and no other payments are due once this requirement is met.

PG USA may terminate the Lease at any time with respect to all or any part of the Property by giving 60 days written notice to the Lessor. In the event of a material default by PG USA, PG USA will have at least 60 days to cure the default and, if not cured, the Lessor may terminate the Lease by giving written notice to PG USA. Upon termination of the Lease by PG USA, all payments made to the Lessor are retained by the Lessor and all liabilities and obligations of PG USA not due or accrued prior to termination will cease and terminate. Upon expiration or termination of the Lease, PG USA will have no further liability or obligation as to the portion of the Property that is no longer subject to the Lease.

After expiration or termination of the Lease, PG USA is required to promptly reclaim all surface disturbance on the terminated portion of the Property caused by, or on behalf of, PG USA in accordance with applicable legal requirements.

White Rock Property, Nevada U.S.A.

On June 12, 2020, the Corporation, through its subsidiary PG USA, entered into the Provenance Gold USA Option Agreement (the "Option Agreement") with a wholly-owned Nevada subsidiary ("NSRI") of Ely Gold Royalties Inc. Pursuant to the Option Agreement, NSRI gives and grants to PG USA the sole and exclusive right and option to purchase 100% of NSRI's right, title and interest in and to 30 unpatented mining claims and certain existing data (as defined) (collectively, the "White Rock Property") and any related, additional data, information and records acquired by NSRI during the option period.

The Option will remain in force during the term of the Option Agreement from the effective date to and including the first to occur of (a) the option closing; (b) the termination of the Option Agreement; or (c) four years from the initial closing date.

The total purchase price for the White Rock Property is US$250,000 to be paid as option payments as follows (all amounts are in US dollars):

- $10,000 on signing (*paid*);
- $25,000 by June 12, 2021;
- $40,000 by June 12, 2022;
- $50,000 by June 12, 2023; and
- $125,000 by June 12, 2024.

PG USA has the right to exercise the option prior to the termination of Option Agreement by giving NSRI written notice of such exercise or by payment of all payments not yet paid as of the exercise date.

Subject to the termination of the Option Agreement, until all option payments are made and the option is exercised and closed, PG USA is responsible for paying all mining claim maintenance and rental fees required to be paid to keep the claims in good standing.

PG USA will pay NSRI a production royalty of 2% of NSR on all mineral production from the unpatented mining claims.

During the option period and following the option exercise if the option closing occurs and unless otherwise agreed by the parties, if either party or its affiliates acquires, directly or indirectly, any additional mining claims located wholly or partly within a distance of two miles from the outermost perimeter of the White Rock Property, the additional claims will be included in and form part of the White Rock Property and be subject to the Option Agreement.

PG USA may terminate the Option Agreement without further liability at any time by giving written notice of termination to NSRI. In the event of a material default by PG USA, PG USA will have at least 30 days to cure the default and, if not cured, NSRI may terminate the Option Agreement by giving written notice to PG USA.

After termination of the Option Agreement, PG USA is required to:

- pay to NSRI any governmental fees due with respect to the property within 60 days or less from the date of termination; and
- complete all required reclamation obligations directly arising as a result of its exploration activities.

Strategy

The Corporation acquired an option on 102 mineral claims on its Silverbow property and 10 mineral claims on its Golden Ridge property in Nevada, USA. The Corporation has mobilized a team of consultants for daily management of the projects and on the ground support. Significant work has been done to date on both properties through historical work as well as exploration work completed by the Corporation. This work has included infrastructure development, sampling, assaying and key target area evaluation.

The 2018 and 2019 field programs on the Nevada property focused on surface sampling, historical data collection and assaying to provide more validation in regards to the Corporation's belief of the gold and silver mineralization within the property. Drill targets have been identified and permitting is underway for an upcoming proposed drill program on the property.

The Company's immediate focus is on its Nevada based projects in the USA which the Corporation has recently completed a planned financing to fund a proposed upcoming drill program. During 2019, the Corporation completed its in-depth data collection, geological mapping, sampling, and geophysics of the property.

With its work completed to date in 2020 and the recent addition of the White Rock property, the Company plans to proceed with drill permitting to advance its 2020 exploration through further ground exploration and tailored drill programs.

Risk Factors

The Corporation is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Corporation's business and the present stage of exploration of its resource properties (which are primarily early stage exploration properties with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, will apply:

Mining Industry is Intensely Competitive: The Corporation's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive and the Corporation will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Corporation will be affected by numerous factors beyond the control of the Corporation. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Corporation, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Corporation may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Corporation, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

Permits and Licenses: The operations of the Corporation will require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

No Assurance of Profitability: The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will ever be profitable. The Corporation has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Corporation may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Corporation at risk.

These financial statements have been prepared assuming the Corporation will continue on a going concern basis:
The Corporation's financial statements for the six months ended June 30, 2020 have been prepared on the basis that it will continue as a going concern. The Corporation recorded a comprehensive loss of $134,498 (2019 - $163,086) for the six months ended June 30, 2020. As at June 30, 2020, the Corporation had a working capital deficiency of $375,236 and an accumulated deficit of $2,686,230 (December 31, 2019 - $2,551,732), which was funded primarily by the issuance of equity. The Corporation's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. If the Corporation is unable to obtain adequate additional financing, it may be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Corporation's assets and liabilities be restated on a liquidation basis which would likely differ significantly from their going concern assumption carrying values.

Uninsured or Uninsurable Risks: The Corporation may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Corporation's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Government Regulation: Any exploration, development or mining operations carried on by the Corporation will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Corporation, the extent of which cannot be predicted and which may well be beyond the capacity of the Corporation to fund. The Corporation's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Financing Risks: The Corporation has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Corporation has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it 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 delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources: The Corporation does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Corporation's properties will therefore depend upon the Corporation's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Corporation will be successful in obtaining the required financing. Failure to raise the required funds could result in the Corporation losing, or being required to dispose of, its interest in its properties. In particular, failure by the Corporation to raise the funding necessary to maintain in good standing its various option agreements could result in the loss of its rights to such properties.

Dependence Upon Others and Key Personnel: The success of the Corporation's operations will depend upon numerous factors, many of which are beyond the Corporation's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Corporation. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Corporation and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Corporation's operations will depend, or that the Corporation will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Surface Rights and Access: Although the Corporation acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Corporation will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Corporation may need to rely on the assistance of local officials or the courts in such jurisdictions.

Title: Although the Corporation has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Corporation or of any underlying vendor(s) from whom the Corporation may be acquiring its interest). Title to resource properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples.

Results of Operations

At June 30, 2020 total assets were $267,380 compared to $279,604 at December 31, 2019. The Corporation has no operating revenues. During the six months ended June 30, 2020, the Corporation had a comprehensive loss of $134,498 compared to a loss of $163,086 in the same period in 2019. This decrease in assets and comprehensive loss is primarily due to administrative costs relating to efforts to maintain its public company status and secure additional financing. Management has made efforts to keep other operating costs to a minimum.

Selected Annual Information

Selected financial data for the Corporation for the three most recently completed financial years is presented below. It has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The presentation and functional currency of the Corporation is the Canadian dollar.

	December 31, 2019	December 31, 2018	December 31, 2017
	$	$	$
Total revenue	Nil	Nil	Nil
Net loss	(1,631,853)	(301,177)	(328,211)
Net loss per share, basic and diluted	0.05	0.01	0.01
Total assets	279,604	1,347,722	812,148
Total non-current financial liabilities	Nil	Nil	209,467

During 2017, Provenance commenced active exploration of its 2K Gold property. In 2018, the Corporation completed its program on the 2K property and acquired the Silverbow property. The 2019 results reflect the write down of the 2K Gold property in the amount of $1,256,369. Provenance has reported no discontinued operations and has paid no dividends and is unlikely to pay dividends for the foreseeable future.

Discussion of Operations and Overall Performance

Matters in prior periods related to the ongoing development of the Corporation's various properties have been disclosed in previous MD&A filed on SEDAR.

Selected Quarterly Financial Information

The following selected financial data is derived from the financial statements of the Corporation prepared within acceptable limits of materiality and is in accordance with International Financial Reporting Standards.

	3 Months ended June 30, 2020 $	3 Months ended Mar 31, 2020 $	3 Months ended Dec 31, 2019 $	3 Months ended Sept 30, 2019 $	3 Months ended June 30, 2019 $	3 Months ended Mar 31, 2019 $	3 Months ended Dec 31, 2018 $	3 Months ended Sept 30, 2018 $
Total revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	98,286	36,212	1,395,628	73,139	83,664	79,422	94,676	64,471
Net loss per share, basic and diluted	0.00	0.00	0.04	0.00	0.01	0.00	0.01	0.00
Total assets	267,380	248,672	279,604	1,434,579	1,317,407	1,357,139	1,347,722	1,290,112
Total liabilities	425,434	308,442	303,160	212,507	199,983	159,842	73,590	455,105
Total shareholders' (deficiency) equity	(158,054)	(59,770)	(23,556)	1,222,072	1,117,424	1,197,297	1,274,132	835,007

The following discussion outlines the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factors in establishing the financial health of the Corporation. Of far greater significance are the resource properties in which the Corporation has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Corporation's ongoing property evaluation program and the timing and results of the Corporation's exploration activities on its then current properties, none of which are possible to predict with any accuracy. There are no general trends regarding the Corporation's quarterly results and the Corporation's business of resource exploration is not seasonal, as it can work on its property on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Corporation has abandoned any properties or granted any stock options and these factors which may account for material variations in the Corporation's quarterly net losses are not predictable. General and administrative costs tend to be quite similar from period to period, except in certain cases when there is an increase in corporate activities resulting from the completion of a private placement.

Liquidity, Capital Resources and Outlook

As at June 30, 2020, the Corporation had cash of $4,062, GST receivable of $1,136 and current liabilities of $425,434. As at June 30, 2020, the Corporation had a working capital deficiency of $375,236.

During the six months ended June 30, 2020, Provenance used $20,654 of cash in operating activities (2019 –$117,127), had a net outflow of $51,499 in investing activities (2019 –$7,380), and generated $53,500 in financing activities (2019 –$47,500).

On January 16, 2017, the Corporation closed a Securities Purchase Agreement ("the Agreement") with the shareholders of 1084160 B.C. Ltd., ("PGC"). PGC is the beneficial owner of the right to earn up to a 100% interest in and to a series of quartz claims located in the Moosehorn Range in the Yukon Territory. This interest is subject to certain royalty rights pursuant to a property option agreement dated June 10, 2016. Pursuant to the Agreement, the Corporation acquired all of the outstanding share capital of PGC by issuing 11,000,000 common shares and 3,500,000 common share purchase warrants to the shareholders of PGC. Each warrant is exercisable to acquire an additional common share of the Corporation at a price of $0.15 per share until October 19, 2018. Of these warrants, 900,000 were exercised during 2018 and the remaining warrants expired. In connection with the closing of the Agreement, Sparx Energy Corp. changed its name to "Provenance Gold Corp." and PGC continues as a wholly-owned subsidiary of the Corporation.

The net assets acquired under the Agreement consisted of the following: cash of $166,955; interest in mineral property – 2K Gold of $108,478; accrued expenses ($5,809).

On January 31, 2017, the Corporation completed a private placement of 750,000 units at $0.10 per unit for gross proceeds of $75,000. Each unit is comprised of one common share of the Corporation and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.15 until January 31, 2020. These warrants expired unexercised.

On September 7, 2017, the Corporation completed a private placement of 2,187,733 units at $0.15 per unit for gross proceeds of $328,160. Each unit is comprised of one common share of the Corporation and one-half of one common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of $0.30 per share until September 7, 2019. The expiry date was extended to March 7, 2020. These warrants expired unexercised.

Pursuant to an agreement entered into on October 3, 2017 under National Policy 46-201 *Escrow for Initial Public Offering* as an emerging issuer 6,500,000 of these common shares were deposited into escrow. As at June 30, 2020, 2,925,000 common shares are being held in escrow and will be released in instalments of 975,000 18, 24, 30 and 36 months after the listing date

On May 8, 2018, the Corporation completed a private placement of 2,066,000 units at a price of $0.25 per unit for gross proceeds of $516,500. As of December 31, 2017, $406,398 in advances had been received from subscribers in respect of this private placement. Each unit consists of one common share of the Corporation and one half of one common share purchase warrant. Each full warrant entitles the holder to purchase an additional common share at a price of $0.40 per share until May 8, 2021.

On February 6, 2019, 1,600,000 settlement receipts were converted into common shares of the Corporation on a one-for-one basis pursuant to a debt settlement agreement (the "Agreement") entered into on September 26, 2018 with an unrelated third-party creditor to settle $400,000 in outstanding indebtedness in respect of exploration and evaluation expenditures incurred on the 2K Gold Property. Pursuant to the Agreement, the company issued 1,600,000 settlement receipts (the "receipts") at a deemed price of $0.25 (being the Corporation's share price on September 24, 2018) per receipt with each receipt automatically converting into one common share of the company on February 26, 2019 and the Corporation having the option to redeem all or any portion of the receipts by making a cash payment of $0.25 per receipt to the creditor. Pursuant to IAS 32, *Financial Instruments: Presentation*, these receipts are required to be presented as equity on the statement of financial position because they do not meet the definition of a liability.

On August 27, 2019, the Corporation completed the first tranche of a private placement of 1,169,997 units at a price of $0.15 per unit for gross proceeds of $175,500. Each unit consists of one common share of the Corporation and one half of one common share purchase warrant. Each full warrant entitles the holder to purchase an additional common share at a price of $0.30 per share until August 27, 2021.

On December 30, 2019, pursuant to a subscription agreement for a non-brokered private placement entered into on December 27, 2019 for 1,000,000 units at a price of $0.15 per unit, the Corporation received gross proceeds of $150,000 from the private company providing media services to the Corporation (see note 3). Each unit consists of one common share of the Corporation and one-half of one common share purchase warrant. Each full warrant entitles the holder to purchase an additional common share of the Corporation at a price of $0.30 per share for a period of 24 months from the date of issue. The units were issued on February 10, 2020.

On August 6, 2020, the Corporation closed a private placement of 4,443,444 units at a price of $0.09 per unit, the Corporation for gross proceeds of $399,910. Each unit consists of one common share of the Corporation and one common share purchase warrant and each warrant entitles the holder to purchase an additional common share of the Corporation at a price of $0.15 per share until August 6, 2025.

The Corporation also issued 1,000,000 common shares on August 6, 2020 to an arms-length third party in consideration for certain consulting obligations and work associated with the Corporation's land acquisitions and option agreements in Nevada, U.S.A.

Additional equity or debt financing will be required to implement the Corporation's exploration projects. There can be no assurance that the Corporation will be able to secure additional financing in the future on terms that are acceptable to it or at all.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at June 30, 2020 or at the date of this MD&A.

Financial Instruments and Other Instruments

The Corporation's financial instruments consist of cash, accounts payable, due to related party and loan payable. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values, as applicable. Liquidity risk is assessed as high.

Related Parties

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the related parties. Unless otherwise indicated, the balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

During the six months ended June 30, 2020, the Corporation incurred $30,000 (2019 - $85,781) in consulting fees paid to the Chief Executive Officer (the "CEO") of the Corporation $15,000 (2019 - $24,338); $15,000 (2019 - $22,500) to a company controlled by the Chief Financial Officer (the "CFO") of the Corporation; and $Nil (2019 - $38,943) to a director of the Corporation.

On April 24, 2019, the Corporation entered into a Trust Agreement with the CEO of the Corporation. See Silverbow Property, page 2 above.

Related Party Balances

At June 30, 2020, accounts payable and accrued liabilities include $87,000 (December 31, 2019 – $72,000) payable to the CEO of the Corporation and $67,500 (December 31, 2019 - $52,500) payable to a company controlled by the CFO of the Corporation for consulting fees incurred during 2020 and prior years.

The CEO of the Corporation advanced an amount of $14,943 on June 12, 2020 in order to acquire the White Rock gold property. This amount is non-interest bearing and was included in accounts payable and accrued liabilities at June 30, 2020. It was repaid subsequent to June 30, 2020.

Amounts advanced by a company controlled by the CFO of the Corporation include a $26,500 promissory note (the "Note") entered into on September 25, 2019. The Note is non-interest bearing, due within five days of demand by the creditor and may be assigned, transferred, pledged or otherwise disposed of by the creditor without the Corporation's consent.

Significant Accounting Judgments and Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The Corporation's significant judgments and estimates are disclosed in the financial statements as at and for the six months ended June 30, 2020.

Disclosure of Outstanding Share Data

The Corporation is authorized to issue an unlimited number of common shares.

As at the date of this MD&A, the following is a description of the outstanding equity securities issued by the Corporation:

	Authorized	**Outstanding**
Voting or equity securities issued and outstanding	Unlimited Common Shares	43,542,575 Common Shares
Securities convertible or exercisable into voting or equity securities - warrants exercisable at $0.30 - warrants exercisable at $0.40 - warrants exercisable at $0.30 - warrants exercisable at $0.15		 584,999 1,033,000 500,000 4,443,444

Changes in Internal Controls over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting during the six months ended June 30, 2020, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Approval

The Board of Directors of the Corporation has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.