Overview

The following covers the operations of Four Nines Gold Inc. (the "Company" or "Four Nines") for the three months ended April 30, 2021 prepared as of June 25, 2021. This management discussion and analysis ("MD&A") should be read in conjunction with the Company's condensed interim financial statements as at April 30, 2021 and related notes and the audited financial statements for the years ended January 31, 2021 and 2020 and related notes. These documents are available for viewing on SEDAR at www.sedar.com. All dollar amounts therein and in the following MD&A are in Canadian dollars unless otherwise indicated. These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

Forward-Looking Statements

This MD&A contains certain statements that may be deemed "forward-looking statements". All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Information inferred from the interpretation of drilling results and information concerning mineral resource estimates may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when and if a project is actually developed. 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 may differ materially from those in the forward - looking statements. Factors that could cause the actual results to differ materially from those in the forward-looking statements include market prices, exploitation and exploration successes, and 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. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change beyond the procedures required under applicable securities laws.

Description of Business

The Company is a junior resource company engaged in the acquisition and exploration of properties in Canada. The Company was incorporated on March 19, 2015 under the name "Hornby Acquisition Ltd." pursuant to the *Business Corporations Act* (British Columbia). On April 20, 2016, the Company changed its name to "Eureka Dome Gold Inc." and on November 30, 2016, the Company changed its name to "Four Nines Gold Inc.".

On August 24, 2017, the Company completed an initial public offering ("IPO") and was listed on the Canadian Securities Exchange ("CSE"). The Company commenced trading on the CSE on August 31, 2017 under the symbol "FNAU".

The head office, principal address and records office of the Company are located at Suite 1000, 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

(Expressed in Canadian Dollars)

COVID-19

During March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. As at the date of this report, the Company has not been significantly impacted by the spread of COVID-19. However, the duration and impact of the pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company's operations going forward.

Significant Acquisitions

By a mineral property option agreement dated June 18, 2020 and as amended on July 27, 2020, the Company may acquire up to 100% interest in the Bonneville Property. This property consists of 36 mineral tenures and is located in central Quebec. The project covers an area of approximately 2,018 hectares in the Lac Bachelor gold camp 215 kilometres northeast of Val d'Or, Quebec. The property is located within the Abitibi greenstone belt, five km west of the village of Miquelon. Recent exploration at the Bonneville gold project includes soil sampling, ground geophysics and a single diamond drill hole in 2018, which tested one of the three target zones.

As consideration the Company will pay cash of $210,000, and incur $350,000 in exploration expenditures as follows:

a) Cash payment of $35,000 upon signing (June 18, 2020) (Paid);
b) Cash payment of $75,000 upon regulatory authorities' approval (June 22, 2020) (Paid);
c) Cash payment of $75,000 by July 31, 2020 (Paid);
d) Cash payment of $25,000 by June 18, 2021 (Subsequently Paid); and
e) Incur $350,000 in exploration expenditures on or before June 18, 2022.

In the event of a shortfall of exploration expenditures, the Company can pay the Optionor in cash or shares of the Company as long as the share issuance does not make the Optionor a holder of more than 19.9% of the shares outstanding at the time of issuance.

Should the Company acquire 100% of the property the Optionor will retain a 1% Net Smelter Returns ("NSR") royalty. The Company shall be entitled to buy back the 1% NSR for $1,000,000.

Selected Annual Information

The following is a summary of the Company's financial results for the Company's three most recently completed financial years:

	Year ended January 31, 2021	**Year ended January 31, 2020**	**Year ended January 31, 2019**
	$	$	$
Total revenues	Nil	Nil	Nil
Net and comprehensive loss	(159,952)	(86,564)	(665,355)
Loss per share – basic and diluted	(0.01)	(0.01)	(0.18)
Total assets	580,133	724,222	814,832
Long term liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

During the year ended January 31, 2019, the Company determined that the exploration and evaluation asset was impaired and consequently recorded an impairment of $484,397. During the year ended January 31, 2020, the Company completed the reclamation obligation on the Mariposa property. During the year ended January 31, 2021, the Company acquired a mineral property and granted stock options.

(Expressed in Canadian Dollars)

Fourth Quarter

NA

Results of Operations

During the period ended April 30, 2021 the Company has not generated revenue to date and has recorded a net loss of $51,439 for the three months ended April 30, 2021 which is lower than the net loss of $11,601 for the comparable three months ended April 30, 2020.

Total expenses for the three months ended April 30, 2021 amounted to $51,439 as compared to $11,601 for the comparable period an increase of approximately $40,000 which can be attributed to the recording of $33,951 in share-based payments on stock options granted or vested during the quarter. Share-based payment is a non-cash transaction. All other costs were consistent with that of the comparative period.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters.

For the quarter ended	**April 30, 2021**	**January 31, 2021**	**October 31, 2020**	**July 31, 2020**
Net and comprehensive loss	($51,439)	($66,746)	($34,986)	($46,619)
Loss per share – basic and diluted	($0.00)	($0.00)	($0.00)	($0.00)

For the quarter ended	**April 30, 2020**	**January 31, 2020**	**October 31, 2019**	**July 31, 2019**
Net and comprehensive loss	($11,601)	($19,889)	($714)	($34,688)
Loss per share – basic and diluted	($0.00)	($0.00)	($0.00)	($0.00)

Factors causing Variance for each Quarter

During the quarter ended July 31, 2019, the Company recorded a net loss of $34,688 which is comparable to the net loss of $31,273 for the previous quarter. There were no changes in the operations as the Company continues its search for other resource related opportunities. During the quarter ended October 31, 2019, the Company recorded a net loss of $714 as compared to the net loss of $34,688 for the previous quarter. The decrease in the net loss is due to the recording of a recovery of asset retirement obligation of $30,000. During the quarter ended January 31, 2020, the Company recorded a net loss of $19,889 as compared to a net loss of $714 for the previous quarter which included a recovery of asset retirement obligation. During the quarter ended April 30, 2020, the Company recorded a net loss of $11,601 as compared to $19,889 for the previous quarter. The decrease can be attributed to the reduction in interest charges on the convertible debt. During the quarter ended July 31, 2020, the Company recorded a net loss of $46,619 as compared to $11,601 for the previous quarter. The increase can be attributed to the Company engaging an external consultant to assist in its application to trade on the OTC markets in the U.S. markets. During the quarter ended October 31, 2020, the Company recorded a net loss of $34,986 as compared to $46,619 for the previous quarter. During October 31, 2020, the Company granted stock options and recorded a share-based payment of $22,708. During the quarter ended January 31, 2021, the Company recorded a net loss of $66,746 as compared to $34,986 for the previous quarter. The increase can be attributed to the recording of the share-based payments on the vested portion. During the quarter ended April 30, 2021, the Company recorded a net loss of $51,439 as compared to $66,746 for the previous quarter a decrease of $15,307. The prior year was the Company's year and had an accrual for yearend audit fee.

Liquidity and Capital Resources

The Company had cash of $1,208,696, GST receivable of $1,419 and prepaid expense of $4,050 at April 30, 2021, compared to $378,256, $723 and $8,100 at January 31, 2021 respectively. As at April 30, 2021, the Company had accounts payable of $53,168 as compared to accounts payable of $50,321 at January 31, 2021 and working capital of $1,160,997 as compared to a working capital of $336,758 as at January 31, 2021.

The Company's estimated its budget to be its working capital and believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and will need to seek additional funding to fund its overhead expenses and future commitments. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

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 issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. 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.

On February 10, 2021, the Company issued 50,000 common shares pursuant to the exercise of share purchase warrants for total proceeds of $5,000 of which this amount was included in share subscriptions received/receivable at January 31, 2021.

On April 20, 2021, the Company closed a non-brokered private placement of 2,461,863 units at a price of $0.35 per unit for total proceeds of $861,652 of which $19,925 was included in share subscriptions received/receivable at April 30, 2021. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share of the Company at a price of $0.70 per share expiring on April 28, 2023. Subsequent to April 30, 2021, the $19,925 was received.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements to report.

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management personnel compensation

(Expressed in Canadian Dollars)

The Company considers its President, Chief Executive Officer, Chief Financial Officer, and the directors of the Company to be key management.

	Relationship	For the three months ended April 30, 2021	2020
Consulting fees			
Harmony Corporate Services Ltd.	Company controlled by Geoff Balderson, Director and CFO	$ 6,000	$ 3,000
Share-based payments			
Daniel Schieber	Director	23,000	-
Charles Ross	Director and CEO	5,476	-
Jim Mustard	Director	2,738	-
Geoff Balderson	Director and CFO	913	-
Joseph Yelder	Director	1,825	-
		33,951	-
		$ 39,951	$ 3,000

Included in accounts payable at April 30, 2021, is $19,308 (January 31, 2021: $17,283) owed to a director and a Company controlled by the CFO for reimbursements of expenses or unpaid fees. The amount is unsecured, non-interest bearing with no specific terms of repayment.

Proposed Transactions

The Company has no proposed transactions to report.

Critical Accounting Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results may differ from these estimates, and as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date that could result in a material adjustment to the carrying value of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Judgments

Going concern

The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year is a judgment. The factors considered by management are disclosed in Note 1 of the financial statements.

Estimates

Share-based payments

The determination of the fair value related to share-based payments are subject to estimate. The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in the financial statements.

Asset retirement obligations

Rehabilitation provisions have been created based on the Company's internal estimates. Assumptions based on the current economic environment have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management.

Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs, which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

Recoverability of exploration and evaluation assets

Recorded costs of exploration and evaluation assets and deferred exploration and evaluation costs are not intended to reflect present or future values of these properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount. Management is required, at each reporting date, to review its exploration and evaluation assets for signs of impairment. This is highly subjective process taking into consideration exploration results, metal prices, economics, financing prospects and sale or option prospects. Management makes these judgements based on information available, but there is no certainty that a property is or is not impaired. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Financial Instruments

Determination of Fair Value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

Cash is measured using level 1 fair value inputs. As at April 30, 2021, the Company believes the carrying values of accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

The Company's financial instruments are exposed to certain financial risks which are in common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. The following note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them.

General Objectives, Policies and Processes

The Board of Directors have overall responsibility for the determination of the Company's risk management objectives and policies and have delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors are kept apprised on the process and would monitor the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

(Expressed in Canadian Dollars)

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position.

Foreign currency risk

The Company may be exposed to foreign currency risk on fluctuations related to cash and cash equivalents and accounts payable and accrued liabilities that are denominated in a foreign currency. As at April 30, 2021, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

SUBSEQUENT EVENTS

Disclosure of Outstanding Share Capital

The Company's outstanding share capital as at the date of the MD&A is as follows:

Common shares

Balance, April 30, 2021	14,817,763
Balance, MD&A	14,817,763

Options

Balance, April 30, 2021	860,000
Balance, MD&A	860,000

Share purchase warrants

Balance, April 30, 2021	10,855,933
Balance, MD&A	10,855,933