GOLDEN INDEPENDENCE MINING CORP.

Management Discussion and Analysis
For the year ended November 30, 2021

The Management Discussion and Analysis ("MD&A"), prepared March 30, 2022 should be read in conjunction with the audited financial statements and notes thereto for the year ended November 30, 2021 and the notes thereto of Golden Independence Mining Corp. which were prepared in accordance with International Financial Reporting Standards.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

Golden Independence Mining Corp (Formerly, 66 Resources Corp.) ("the Company") was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 503-905 Pender Street W, Vancouver, British Columbia, Canada.

On September 8, 2020, the Company's name was changed from 66 Resources Inc. to Golden Independence Mining Corp. and the Company began trading under the stock symbol "IGLD". The Company's CUSIP number for the common shares was also updated on September 8, 2020 to 381083104.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at November 30, 2021, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

In March 2020, The World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The pandemic could continue to have negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. The impact on the Company is not currently determinable but management continues to monitor the situation.

EXPLORATION PROJECTS

Independence Property

The Independence property ("Independence") is an advanced-stage gold property, consisting of 14 unpatented lode claims along with mill-site mining claims totaling 960 acres, lying in the Battle Mountain-Cortez Trend, Nevada, adjoining the Nevada Gold Mines' Phoenix mine approximately 800 metres to the southwest, which is currently operated under joint-venture between Newmont

Mining and Barrick Gold Corporation. Nevada Gold Mines is the largest gold producer in the state of Nevada and is expected to produce 3 million ounces of gold in 2021 at industry leading cash costs.

The Independence property has recorded over $25 million in past exploration expenditures, including over 200 historic drill holes, metallurgical test work, and site development. The Independence property is fully permitted for the drilling of over 160 holes from 80 drill sites for resource expansion and development drilling. Independence hosts a current resource as follows:

Independence Near Surface Mineralization							
Measured Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
0.2	7,519,000	0.50	9.80	0.64	119,900	2,369,600	153,800
Indicated Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
0.2	32,133,000	0.40	5.59	0.48	417,400	5,775,700	499,000
Measured & Indicated Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
0.2	39,652,000	0.42	6.39	0.51	537,300	8,145,300	652,800
Inferred Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
0.2	14,449,000	0.32	2.62	0.36	147,300	1,219,100	164,900

Independence Underground Mineralization							
Inferred Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
TBD	3,794,000	6.53	0.000	6.53	796,200	0	796,200

Notes to Mineral Resource Estimate:

1. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues. The CIM definitions (2014) were followed for classification of Mineral Resources. The quantity and grade of reported inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred Mineral Resources as an indicated Mineral Resource. It is probable that further exploration drilling will result in upgrading them to an indicated or measured Mineral Resource category.
2. The Mineral Resource Estimate incorporates over 125,000 feet of reverse circulation and core drilling in 234 holes, and outlines both a near surface and an underground resource. The near surface mineralization is primarily based on the reverse circulation drilling, while the underground mineralization is based entirely on core drilling.
3. The resource was prepared by James Ashton, P.E., an independent QP, with an effective date of May 17, 2021.
4. The mineral resources are unconstrained and presented at an undiluted 0.20 g/t gold cut-off grade which represents mineralization that is potentially available for open-pit mining and heap-leach processing. There are sulfides present at depth in the near surface mineralization. The Company is undertaking metallurgical studies to define the redox boundary.

5. Underground mineralization resources were quantified based on deep tabular solids representing potentially underground mineable lenses.
6. Gold equivalent values are based on a silver to gold ratio of 70:1

There are two targets at the Independence property. The first is the outcropping and shallow (oxide) chert and highly silicified calcareous siltstone hosted mineralization, a high-level epithermal system believed to have formed as a leakage halo above the deeper gold skarn (sulfide) mineralization. The historic resource includes significant higher grade structure and fracture controlled mineralization. The gold silver mineralization lies along the Wilson Independence Fault Zone, a series of subparallel N50W striking sub-vertical westerly dipping faults and shear zones. The predominant metal-bearing minerals are oxidation products of the original sulfide minerals: goethite, hematite, cerargerite, argentiferous plumbojarosite, scorodite, along with very fine grained native gold and rare native silver. Oxidation in the shallow deposits is pervasive and ubiquitous to depths of 400 feet (122 metres) below the surface. A mixed sulfide – oxide zone extends for roughly 100 feet (30 metres) below this and may extend to more than 1000 feet (300 metres) along certain structures and fractures. The main portion of the shallow mineralized body is roughly 3,800 feet (1,160 metres) long.

The deeper (sulfide) precious metal mineralization is a classic gold skarn, similar to the original Fortitude skarn (2.5 million ounces of gold at 0.25 opt) mined in the adjacent pit by Battle Mountain Gold. The gold was deposited as microscopic grains of free gold on micro fractures and on crystal faces generated through brittle deformation of the Battle Mountain, Edna Mountain and Antler Peak formations. The deeper mineralization, occurring as sub-horizontal "blankets" 5 to 25 feet (0.5 to 7.6 metres) thick and locally modified by post-mineral faulting, has been encountered in drill holes over an area more than 1,400 feet wide and 3,400 feet long (425 by 1,036 metres) and is open in all directions. The Company cautions investors the presence of gold mineralization at Fortitude is not necessarily indicative of similar mineralization at Independence.

Independence Property Exploration Completed During the Quarter ended November 30, 2021

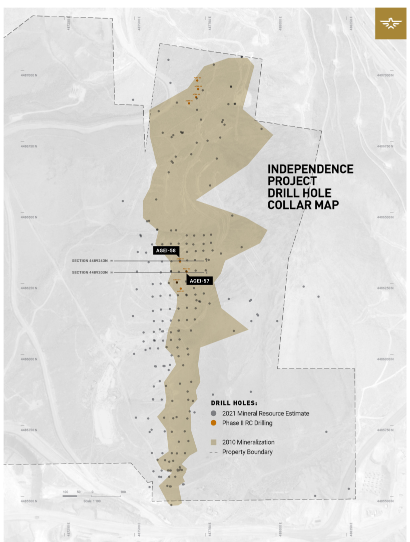
On September 21, the Company released the final assay results from the recently completed Phase II drill program. These four holes targeted the main oxide zone and include the following intersections:

- grams per tonne gold and 8.9 grams per tonne silver over 85 feet (25.9 metres);
- 0.76 g/t gold and 8.4 g/t silver over 245 feet (74.7 metres):
  - Including 1.20 g/t gold and 16.8 g/t silver over 100 feet (30.5 metres);
- 0.61 g/t gold and 4.0 g/t silver over 320 feet (97.5 metres):
  - Including 1.71 g/t gold and 6.0 g/t silver over 70 feet (21.3 metres).

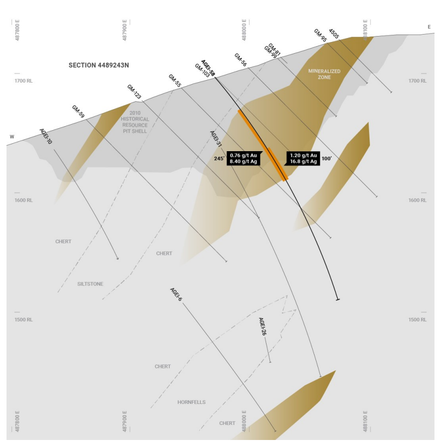
September 23, 2021 Table 1. 2021 Reverse Circulation Drill Results

Hole	target	ft from	ft to	ft length	m length	g/t gold	g/t silver
AGEI-53	oxide	210	390	180	54.9	0.604	9.2
including		325	390	65	19.8	0.937	9.2
AGEI-57	oxide	415	500	85	25.9	1.064	8.9
AGEI-58	oxide	110	355	245	74.7	0.755	8.4
including		235	335	100	30.5	1.198	16.8
AGEI-60	oxide	10	330	320	97.5	0.608	4.0
including		185	255	70	21.3	1.705	6.0
AGEI-55	exploration	no significant intersection					
AGEI-56	exploration	no significant intersection					

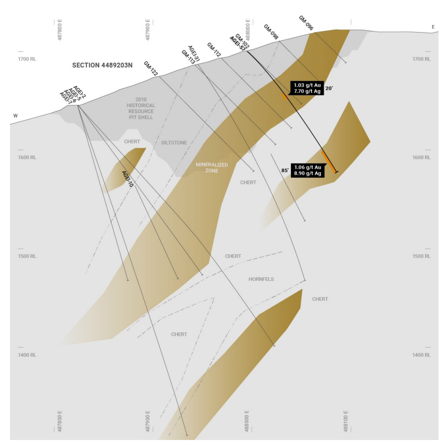
All assay results are drill widths not true widths, which is undetermined at this time.



Sept 21 Plan



Sept 21 Section 1



Sept 21 Section 2

On October 6, 2021 the Company provided an update on the Independence preliminary economic assessment (PEA), reporting it is on track to deliver a PEA on the near-surface component of the mineral resource estimate (MRE) before year-end 2021. Dyer Engineering, based in Reno, Nev., is leading the design work for a 9,000-tonne-per-day heap leach operation, with engineering and design work approximately 25 per cent complete. The resource model and mineralized envelopes have been updated to include the 12 new drill holes drilled in April and May of this year. A preliminary pit design has been completed and is being optimized to account for safety benches and haulage access.

Kappes, Cassiday & Associates of Reno, Nev., have been engaged to undertake metallurgical testing, which is well under way with 34 bottle-roll tests having been completed on composite samples covering a majority of the near-surface component of the MRE prepared in accordance with NI 43-101 and with all check assays having now been reported. A total of 1,058 new cyanide-soluble results from drilling completed in 2020 and early 2021 have been added to the database and will be used in refining the gold and silver recovery models, suggesting that oxidation extends to depth in various areas and a hard oxide/sulphide boundary is not evident. Operating costs and parameters are being refined based on the new metallurgical testing results. Seasonal biological, as well as cultural, baseline work is scheduled to commence in Q1 2022. A groundwater sampling and analysis plan is being developed and will be prepared for agency review.

The Company also reported it is on track to complete its initial earn-in at the Independence project before year-end 2021. As at Oct. 1, 2021, the company had spent approximately $2.7-million (U.S.) of the required $3-million (U.S.) work commitment to earn an initial 51 per cent in the Independence project and is fully financed to deliver the PEA and complete the initial earn-in.

Independence Exploration Completed Subsequent to the Quarter ended November 30, 2021

On December 13, 2021, Golden Independence announced the Company had fulfilled it's earn-in commitment to acquire 51% of the Independence project and had formed a Joint Venture with America's Gold Exploration Inc. as per the Independence Agreement dated August 28, 2020. Under the terms of the joint venture:

- Golden Independence has an initial 51-per-cent interest in the Independence project while AGEI holds an initial 49-per-cent interest;
- Golden Independence is the operator and is entitled to a 10-per-cent operator fee until a production decision is made on the Independence project;
- Both parties must contribute to financing further development at the Independence project on a pro rata basis or have its interest diluted as per the standard formula outlined by the Rocky Mountain Mineral Law Foundation;
- Should either party of the joint venture be diluted to a 15-per-cent interest that interest will be converted into a 2-per-cent NSR on the Independence project of which half (that is, 1 per cent) can be repurchased for $4-million (U.S.).

On December 20, 2021, Golden Independence announced an update to the mineral resource estimate dated 2021-November-15 at Golden Independence: 506,052 ounces of gold in the measured and indicated category and 905,146 ounces of gold in the inferred category. The updated incorporated over 132,000 feet of RC (reverse circulation) and core drilling in 246 holes, outlining both a near-surface and an underground resource and now incorporates a lower cut-off grade for oxide material and higher cut-off grades for transitional and sulphide material based on recent metallurgical and economic analysis for the near-surface resource. The resource represents the total modelled mineralization as interpolated by the exploration drilling to date. No constraining economics have been applied to the resource.

This estimate was revised with the release of the Independence PEA on December 23.

On December 23, Golden Independence released the Preliminary Economic Assessment for the Independence project. Highlights from the positive PEA include:

- After-tax net present value (discounted at 5 per cent) of $35-million (U.S.) with an internal rate of return of 18 per cent at $1,700 (U.S.) per ounce gold and $24 (U.S.) per ounce silver;
- Significant leverage to metal prices with after-tax NPV (discounted at 5 per cent of $45-million (U.S.) and IRR of 22 per cent at spot prices*;
- Average annual production of 32,050 ounces gold at an AISC (all-in sustaining cost) of $1,078 (U.S.) per ounce (net of silver credits);
- LOM (life-of-mine) production of 195,443 ounces gold and 1,281,420 ounces silver;
- LOM after-tax cash flow of $59-million (U.S.) at base-case prices and $72-million (U.S.) at spot prices*;
- Initial capital of $63-million (U.S.), including working capital and contingencies;
- Mine life of 6.1 years exploiting only 60 per cent of the near-surface resource contained within a $1,800 (U.S.) per ounce gold price pit.

** Spot prices used were $1,799 (U.S.) per ounce gold and $22.47 (U.S.) per ounce silver.*

The PEA was completed by Dyer Engineering and Kappes, Cassidy & Associates, both of Reno, Nev., and provides an attractive preliminary economic case for the near-surface development of the Independence project. The PEA is based on the mining and processing of a total of 20 million tonnes of ore grading 0.4 gram per tonne gold and seven grams per tonne silver, incorporating only 60 per cent of the near-surface resource constrained by a $1,800 (U.S.) per ounce gold price pit. The PEA envisions a 9,000-tonne-per-day open-pit and heap leach operation with a Merrill-Crowe circuit. Significant opportunities exist for improvement and optimization, including potential for shared infrastructure with the adjacent Phoenix operating mine.

The study envisions a mine life of just over six years, producing 195,443 ounces of gold and 1.28 million ounces of silver with life-of-mine all-in sustaining costs, net of silver credits, of $1,078 (U.S.) per ounce of gold. This generates an after-tax NPV (discounted at 5 per cent) of $34.5-million (U.S.) and an IRR of 18 per cent using base-case metals price assumptions of $1,700 (U.S.) per ounce gold and $24 (U.S.) per ounce silver.

The Independence PEA is preliminary in nature, and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Mineral resource estimate

The PEA is based on an updated mineral resource estimate (see Dec. 20, 2021, news release), effective Nov. 15, 2021, with the near-surface resource being constrained by a $1,800 (U.S.) per ounce gold price to arrive at a pit-constrained resource as outlined in an attached table. This current pit-constrained resource supersedes previous resource estimates for the project, including, for greater certainty, the resource estimate included in the Dec. 20, 2021, news release, which is no longer current and should not be relied upon.

The current mine plan is based on a $1,700 (U.S.) per ounce gold price and envisions mining and processing of 20.1 million tonnes of the 33.2 million tonnes of ore contained within the $1,800 (U.S.) per ounce gold price optimized pit. Gold prices in excess of $1,800 (U.S.) per ounce could allow an additional 13.1 million tonnes of ore to be brought into a mine plan significantly extending the project's life or permitting construction of a larger-scale operation than the currently contemplated 9,000 tonnes per day.

Mineral Resource Estimate

The PEA is based on an updated mineral resource estimate (see December 20, 2021 news release), effective November 15th, 2021 with the near-surface resource being constrained by a US$1,800/oz gold price to arrive at a pit-constrained resource as outlined in the table below. This current pit-constrained resource supersedes previous resource estimates for the project, including, for greater certainty the resource estimate included in the December 20, 2021 news release, which is no longer current and should not be relied upon.

Independence Project Mineral Resource Summary
(effective November 15, 2021, pit constrained at $1,800/oz gold price)

Independence Near Surface Mineralization							
Measured Resources							
Oxidation (Cutoff)	**Tonnes**	**Grade (g/t)**			**Ounces**	**Ounces**	**Ounces**
(gr. Au/tonne)		**Gold**	**Silver**	**Gold Eq.**	**Gold**	**Silver**	**Gold Eq.**
Oxide (0.175)	7,634,000	0.38	9.71	0.43	92,500	2,382,000	105,800
Transition (0.215)	946,000	0.47	9.11	0.53	14,200	277,200	16,100
Sulfide (0.425)	133,000	0.73	16.50	0.94	3,100	70,600	4,000
Indicated Resources							
Oxidation (Cutoff)	**Tonnes**	**Grade (g/t)**			**Ounces**	**Ounces**	**Ounces**
(gr. Au/tonne)		**Gold**	**Silver**	**Gold Eq.**	**Gold**	**Silver**	**Gold Eq.**
Oxide (0.175)	16,466,000	0.34	6.41	0.37	178,400	3,395,500	196,900
Transition (0.215)	2,382,000	0.47	6.85	0.51	35,900	524,500	39,400
Sulfide (0.425)	436,000	0.73	16.88	0.95	10,200	236,600	13,300
Measured & Indicated Resources							
Oxidation (Cutoff)	**Tonnes**	**Grade (g/t)**			**Ounces**	**Ounces**	**Ounces**
(gr. Au/tonne)		**Gold**	**Silver**	**Gold Eq.**	**Gold**	**Silver**	**Gold Eq.**
Oxide (0.175)	24,100,000	0.35	7.46	0.39	270,900	5,777,500	302,700
Transition (0.215)	3,328,000	0.47	7.49	0.52	50,100	801,700	55,500
Sulfide (0.425)	569,000	0.73	16.79	0.95	13,300	307,200	17,300
Total Measured & Indicated Resources							
Total M&I	27,997,000	0.37	7.65	0.42	334,300	6,886,400	375,500
Inferred Resources							
Oxidation (Cutoff)	**Tonnes**	**Grade (g/t)**			**Ounces**	**Ounces**	**Ounces**
(gr. Au/tonne)		**Gold**	**Silver**	**Gold Eq.**	**Gold**	**Silver**	**Gold Eq.**
Oxide (0.175)	4,450,000	0.29	4.46	0.32	41,600	637,400	45,100
Transition (0.215)	626,000	0.34	3.63	0.37	6,900	73,000	7,400
Sulfide (0.425)	142,000	0.51	4.42	0.58	2,300	20,200	2,600

Independence Deep Skarn Mineralization							
Inferred Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
Approx. 3.4	3,794,000	6.53	0	6.53	796,200	0	796,200

Independence Deep Skarn Mineralization							
Inferred Resources							
Cutoff (gr. Au/tonne)	**Tonnes**	**Grade (g/t)** Gold	Silver	Gold Eq.	**Ounces** Gold	**Ounces** Silver	**Ounces** Gold Eq.
Approx. 3.4	3,794,000	6.53	0	6.53	796,200	0	796,200

Notes to Mineral Resource Estimate:

1. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, changes in global gold markets or other relevant issues. The CIM definitions (2014) were followed for classification of Mineral Resources. The quantity and grade of reported inferred Mineral Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred Mineral Resources as indicated Mineral Resource. It is probable that further exploration drilling will result in upgrading them to the indicated or measured Mineral Resource category.
2. The Mineral Resource Estimate incorporates over 132,000 feet of reverse circulation and core drilling in 246 holes, and outlines both a near surface and a deep skarn resource. The near surface mineralization is primarily based on the reverse circulation drilling, while the deep skarn mineralization is based entirely on core drilling.
3. The resource was prepared by James Ashton, P.E., an independent QP, with an effective date of November 15, 2021.
4. The mineral resources are constrained by an optimized pit and presented at variable diluted gold equivalent breakeven cutoff grades, which represents mineralization that is potentially available for open-pit mining and heap-leach processing.
5. The Deep Skarn mineralization resources were quantified based on deep tabular solids representing potentially underground mineable lenses.
6. Gold equivalent values are a function of metal price and metal recoveries.
7. Rounding may result in apparent discrepancies between tonnes, grade, and contained metal content.

The current mine plan is based on a US$1,700/oz gold price and envisions mining and processing of 20.1 million tonnes of the 33.2 million tonnes of ore contained within the US$1,800/oz gold price optimized pit. Gold prices in excess of US$1,800/oz could allow an additional 13.1 million tonnes of ore to be brought into a mine plan significantly extending the project's life or permitting construction of a larger scale operation than the currently contemplated 9,000 tonnes per day.

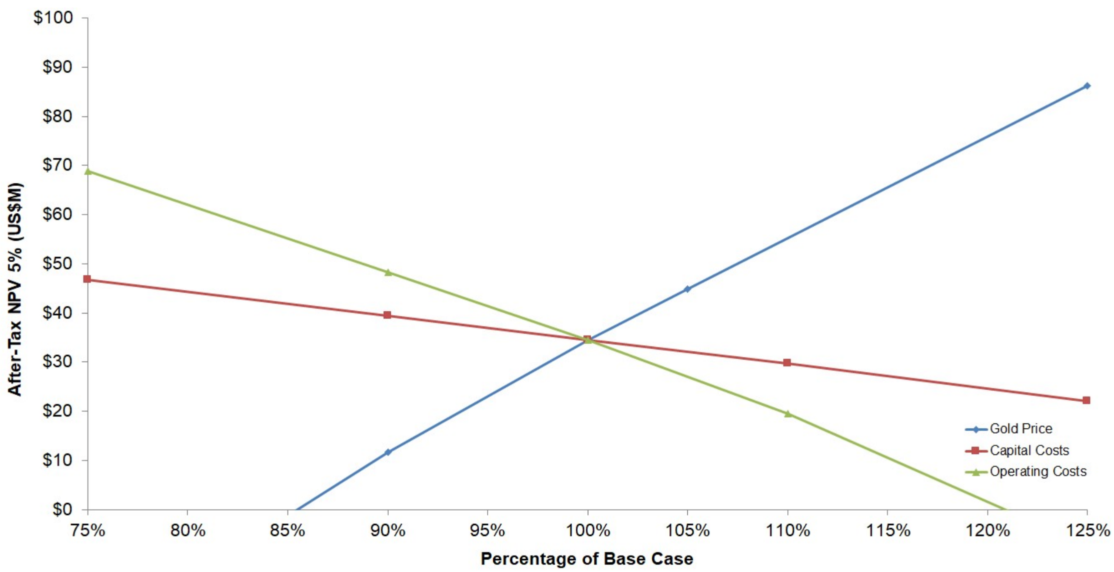
Key Economic Metrics under Base Case and spot prices are presented below

	BASE	SPOT
Au Price (US$/oz)	$1,700	$1,799
Ag Price (US$/oz)	$24.00	$22.47
After-Tax NPV5 (US$M)	$34.5	$45.4
After-Tax IRR (%)	18%	22%
Total After-Tax cashflows (US$M)	$59	$72
Payback Period (years)	4.1	3.8

Other project metrics are presented below

Total ore processed (Mt)	20.1
Treatment rate (tpd)	9,000
Mine Life (years)	6.1
Strip Ratio (w:o)	1.64
Average ore grade (g/t Au)	0.404
Metallurgical Recovery Au	75%
Average annual gold production (oz)	32,050
Average annual silver production (oz)	210,135
Total gold production (oz)	195,443
Total silver production (oz)	1,281,420
Initial Capital (US$M)	$58.4
Working Capital (US$M)	$4.8
Cash Costs (US$/oz Au)	$1,034
All-in Sustaining Costs (US$/oz Au)	$1,078

The project net present value is most sensitive to gold price, moderately sensitive to operating cost, and least sensitive to capital cost as outlined below.



The project is very sensitive to gold prices with a five percent increase in the US$1,700/oz Base Case forecast gold price to US$1,785/oz resulting in a 30% increase in the project's estimated After-Tax NPV$_{5\%}$ from US$34.5 million to US$44.9 million.

The economics of the heap leach component of the Independence project could be improved by leveraging existing infrastructure associated with the adjacent Phoenix Mine operated by NGM. Furthermore, the potential to expand the scale of the project is significant with several nearby heap leach amenable deposits having already been delineated but lacking the scale to support stand-alone production. Golden Independence is in active discussions with various mining companies to expand the scale of the Independence project.

2020 Phase I and Phase II Golden Independence Reverse Circulation Drilling Program, Quality assurance

All samples were shipped to the ALS Minerals prep lab in Elko, Nev., with analyses completed at the ALS Minerals Lab in Reno, Nev. Both facilities are ISO 9001:2015 and ISO/IEC 17025:2017 certified. All samples are analyzed utilizing ALS ME-ICP41 procedure, an aqua regia digestion with ICP-AES finish, with gold determined by the Au-AA23 procedure, a 30-gram fire assay with AAS finish. Over limit gold values are determined by the Au-GRA21 procedure, a 30 gram fire assay with a gravimetric finish. ALS Minerals is independent from Golden Independence. Golden Independence institutes a rigorous quality assurance/quality control program of duplicate samples, blanks and standards. Based on a review of the QA/QC data is not aware of any other factors that could materially affect the accuracy or reliability of the data referred to herein.

Independence Property Option Agreement

Pursuant to an option agreement (the "Option Agreement") dated August 28, 2020, the Company was granted an option to acquire up to a 75% interest in the Independence Gold Project (the "Property") located in Lander County, Nevada. The underlying option agreement dated February 3, 2017 is between Independence Gold and Silver Mines Inc. (the "Owner") and Americas Gold Exploration Inc. ("AGEI").

In accordance with the terms of the Option Agreement, the Company will be obligated to meet the following in accordance with the time periods set forth in the Option Agreement, in order to earn a 51% interest in the Project ("Initial Earn-In Option"):

Within 30 days of execution of the Option Agreement, issue 500,000 common shares to Americas Gold Exploration, Inc. (ISSUED);

a) Within 30 days of execution of the Option Agreement pay US$50,000 to AGEI (PAID);

b) Make cash payments totaling US$4,300,00 to the Owner as per the following schedule:

   i) Cash payment of US$75,000 to the Owner on or before August 31, 2020 (PAID);
   ii) Cash payment of US$75,000 to the Owner on or before December 15, 2020 (PAID);
   iii) Cash payment of US$75,000 to the Owner on or before June 1, 2021;
   iv) Cash payment of US$75,000 to the Owner on or before December 15, 2021;
   v) Cash payment of US$4,000,000 to the Owner on or before December 31, 2021;

   In the event the Company makes the $4,000,000 cash payment due under 5(c)(v) on or before November 30, 2021, the cash payments set forth under Section 5(c)(iii) and 5(c)(iv) will no longer be required.

c) Incur expenditures of not less than US$3,000,000 as per the following schedule:

   i) Expenditures in the amount of at least US$1,250,000 on or before December 31, 2020, of which $350,000 must be incurred on or before October 31, 2020, subject to award of all necessary Permits and contractor availability (PAID);
   ii) Expenditures in the amount of at least an additional US$1,750,000 on or before December 31, 2021.

In accordance with the terms of the Option Agreement, upon exercising the Initial Earn-In Option, a joint venture (the "Joint Venture") will be formed. A Joint Venture Agreement will be negotiated and entered into by the Company and AGEI as soon as practicable thereafter, and in any event within thirty days of the exercise of the Initial Earn-In Option.

Upon formation of the Joint Venture, the Company will hold a 51% interest and AGEI will hold a 49% interest. For one year from the effective date of the Joint Venture Agreement, the Company will be entitled to provide AGEI with notice that it is exercising the option to acquire an additional 24% interest in the Property (the "Bump Up Option"). If AGEI does not reject the option or the Bump Up Option, the Company shall be entitled, for a period of four years from the date of the Bump-Up Option Notice of Intent, to acquire up to an additional 24% in the Joint Venture through the funding of up to US$10,000,000 in expenditures provided, for each US$1,000,000 of expenditures incurred by the Company during the Bump Up Option term, the Company shall be entitled to an additional 2.4% interest in the Joint Venture.

Upon the Company earning a 75% share in the Joint Venture, AGEI will be entitled to receive a 2% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for $1,000,000 and the remaining 1% for $1,000,000 at any time during the starting from the date of commencement of commercial production.

On January 25, 2021, the Company announced it had amended the terms of its option to acquire up to a 75% interest in the Property. Pursuant to the amending agreement, the original requirement to make a US$4,000,000 cash payment on or before December 31, 2021 was revised to require a cash payment of US$1,700,000 and the issuance of 4,900,000 common shares of the Company to the Owner on or before January 29, 2021. Upon final payment being made, AGEI will have earned its entitlement to the Property subject to a 2% NSR under the underlying option agreement.

In connection with the amending agreement, the Company also agreed to pay a consulting fee of US$50,000 in cash and issued 122,500 common shares.

On January 27, 2021, the Company issued 5,022,500 common shares of the Company and paid a total of US$1,750,000 pursuant to the amending agreement.

A summary of the Company's acquisition and exploration expenditures for the year ended November 30, 2021 is presented below:

	Acquisition Costs	**Exploration Costs**	**Total**
	$	$	$
Balance, November 30, 2019	-	-	-
Acquisition and exploration costs	1,018,089	635,287	1,653,376
Balance, November 30, 2020	1,018,089	635,287	1,653,376
Acquisition and exploration costs	4,632,041	3,137,319	7,769,360
Balance, November 30, 2021	5,650,130	3,772,606	9,422,736

Champ Property

On January 22, 2021, the Company's Board of Directors approved, in principle, a strategic reorganization of the Company's assets pursuant to which the Company would spin off its Champ precious metal property into a newly incorporation subsidiary ("SpinCo").

The Board of Directors of Golden Independence Mining Corp. ("Golden") has unanimously approved a statutory arrangement (the "Arrangement") where Golden will acquire 1,499,999 shares of Hilo in exchange for the mining claims representing the Champ exploration property. Golden will distribute 1,000,000 (66.67%) of the shares to the holders of Golden Common Shares, and Golden will continue to hold 500,000 (33.33%) of Hilo's shares.

The purpose of the Arrangement and the related transactions is to reorganize Golden into two separate publicly traded companies: (a) Golden, which will be an exploration company focused on the advanced-stage Independence Gold Project located in Lander County, Nevada; and (b) Hilo, which will be an exploration company focused on the Champ precious metal property located in the Greenwood Mining District of British Columbia.
Effective November 12, 2021, Golden transferred to Hilo its 100% interest in its mining claims representing the Champ exploration property located near Castlegar, British Columbia.

SELECTED ANNUAL INFORMATION
($000's except loss per share)

	November 30, 2021	November 30, 2020	November 30, 2019	November 30, 2018
	$	$	$	$
Revenue	–	–	–	–
Net Loss	(2,565)	(1,963)	(168)	(293)
Basic and Diluted Loss per Share	(0.05)	(0.11)	(0.01)	(0.05)
Total Assets	11,063	4,911	706	368
Long-Term Debt	–	–	–	–
Dividends	–	–	–	–

	November 30, 2017
	$
Revenue	–
Net Loss	(99)
Basic and Diluted Loss per Share	(0.06)
Total Assets	167
Long-Term Debt	–
Dividends	–

OPERATIONS

Twelve-month period ended November 30, 2021

During the year ended November 30, 2021 the Company reported a net loss of $2,564,723 (2020 - $1,963,464). Included in the determination of operating loss was:

Advertising and promotion – The Company engaged multiple marketing firms during the fiscal year ended November 30, 2021 in order to increase investor awareness around the work being done at the Company's Independence property in Nevada. Total advertising and promotional expense for fiscal 2021 was $1,397,279 (2020 - $419,080) which was in line with the Company's budget for the year.

Rent – Rent decreased during fiscal 2021 to $22,857 (2020 - $31,809). The Company signed a new monthly lease agreement to secure the Corporate Head Office at 503-905 Pender St. W in Vancouver, BC.

Professional fees – The Company incurred professional fees of $222,044 (2020 - $130,520) for the year ended November 30, 2021. The increase in fees over the prior year related to increased operations within the Company including: Multiple financing efforts; Negotiations of a Joint Venture Agreement between the Company and AGEI, and an increase in general corporate maintenance.

Management fees – Management fees for 2021 totaled $306,000 (2020 - $74,500). In the final quarter of fiscal 2020, the Company reached consulting agreements with key management to oversee the expansion of the business into Nevada.

Transfer agent and filing fees – The total expenditure relating to transfer agent and filing fees for 2021 was $102,732 (2020 - $62,058). Additional news flow along with associated costs to maintain listings on multiple exchanges led to the increase in 2021 over the prior year.

Travel and entertainment – Total travel and entertainment expense for the year ended November 30, 2021 was $26,986 (2020 - $5,635). As travel restrictions caused by the COVID-19 pandemic began to ease, the Company began to approve trips to site once again in 2021.

Stock based compensation – Total stock based compensation in 2021 was $384,134 (2020 - $905,633). Share based compensation represents the estimated fair value of various equity which was granted, either as options to management and contractors, or as broker warrants on financial raises. The majority of the stock based payment recorded in 2021 relates to options which were issued during the 2020 financial year which vested in the current fiscal year.

SUMMARY OF QUARTERLY RESULTS
($000's except earnings per share)

	November 30, 2021 $	August 31, 2021 $	May 31, 2021 $	February 28, 2021 $
Revenue	–	–	–	–
Net loss	(52)	(620)	(851)	(1,042)
Basic and diluted Loss per share	(0.01)	(0.01)	(0.01)	(0.03)

	November 30, 2020 $	August 31, 2020 $	May 31, 2020 $	February 29, 2020 $
Revenue	–	–	–	–
Net loss	(1,805)	(62)	(68)	(28)
Basic and diluted Loss per share	(0.11)	(0.00)	(0.01)	(0.00)

Three-month period ended November 30, 2021

During the three-month period ended November 30, 2021 the Company reported a net loss of $52,016 (2020 - $1,805,751). A summary of material expenditures included in the determination of operating loss was:

Advertising and promotion – The Company incurred advertising and promotional expense of $128,230 (2020 - $419,080). The expense represents the amortization of prepaid marketing expenditures along with costs associated with maintaining social media outlets and a Corporate road show to introduce the Company to strategic investors.

Management fees – Management fees for the three-month period ended November 30, 2021 totaled $76,500 (2020 - $37,000). Management fees include fees paid to the Company's CEO, CFO and COO. The management fees paid in the quarter increased over the prior year as the prior year only reflects one month of fees paid to the CEO which was hired in November 2020.

Professional fees – The Company incurred professional fees of $7,837 (2020 - $71,101) for the quarter ended November 30, 2021. The Company saw a major decrease in professional fees in the fourth quarter of 2021 compared to the same period of 2020. The final quarter of 2021 only required general corporate maintenance costs compared to the previous year which included costs associated with the private placement which closed during the quarter, work on finalizing the proposed spin-out transaction with Hilo Mining Ltd., and other various corporate matters.

Consulting fees – The Company incurred fees of $15,500 (2020 - $317,224) during the fourth quarter of 2021. The prior year saw the Company incur large consulting expenditures surrounding a financial raise which was completed. The 2021 expense in quarter four represents the projected monthly burn based on contractual obligation.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at November 30, 2021 were $1,376,353 compared to $2,895,598 at November 30, 2020. The Company successfully completed the 2021 drill program at the Independence Project. The Company has working capital of $1,508,604 as at November 30, 2021.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company has incurred the following key management personnel cost from related parties:

	Year Ended November 30, 2021	**Year Ended November 30, 2020**
	$	$
Consulting fees	–	193,000
Management fees	306,000	74,500
Geological fees	358,471	404,306
Share-based payments	376,633	–
Total	1,041,104	671,806

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer.

As at November 30, 2021 and 2020, the following amounts were payable to parties related to the Company:

	November 30, 2021	November 30, 2020
	$	$
Mammoth Geological Ltd. (Controlled by President)	7,750	5,250
Bast Consulting Corp. (Controlled by CEO)	19,035	–
JCL Partners CPA (Controlled by CFO)	9,350	–
Total	36,135	5,250

The amounts payable to the related parties are non-interest bearing, unsecured, due ton demand with no fixed terms of repayment. On December 11, 2020, the Company issued 350,000 shares to the CEO as payment of the management bonus accrued on November 30, 2020.

COMMITMENTS

There were no material commitments.

PLAN OF ARRANGEMENT

During the year ended November 30, 2021, the Company's Board of Directors approved a reorganization of the Company's assets pursuant to which the Company would spin off its Champ Property into a newly incorporation subsidiary, Hilo Mining Ltd. ("Hilo") (the "Arrangement Agreement").

On November 12, 2021, the Company completed the Property Arrangement Agreement with Hilo. The Company transferred the Champ Property located in Castlegar, British Columbia to Hilo in exchange for the issuance of 1,499,999 common shares of Hilo (the "Consideration Shares"). In accordance with the Arrangement Agreement, 1,000,000 of the Consideration Shares (the "Spin-Out Shares") were distributed to the shareholders of the Company on the Effective Date above. Based on the number of shares outstanding on that day, each of the Company's shareholders received approximately 0.016 of a Spin-Out Share of Hilo for each common share of the Company held. Following November 12, 2021, Hilo became a "reporting issuer" in the provinces of British Columbia, Alberta and Ontario but has yet to achieve a listing on a stock exchange

As the Arrangement Agreement occurred between companies under common control and the transfer was reflected at carrying value, it was recorded as a capital transaction through equity. The carrying values of the net assets transferred and acquired pursuant the Arrangement Agreement consisted of the following:

Mineral Property Assets Transferred	
	$
Acquisition costs – Champ Property	55,000
Exploration costs capitalized	181,232
	236,232

During the year ended November 30, 2021, the Company earned $60,000 in consulting fees from Hilo. The Company has also received proceeds of $50,000 through the sale of 500,000 Consideration Shares to a third party at a price of $0.10 per share.

SUBSEQUENT EVENTS

On December 13, 2021, the Company announced the formation of a Joint Venture with "AGEI" to continue the advancement of the Independence Property. The Joint Venture was formed pursuant to the Option Agreement and the Amending Agreement described on Note 5.

Key terms of the Joint Venture include:

(i) The Company has an initial 51% interest in the Independence project while AGEI holds an initial 49% interest.
(ii) The Company is the operator and is entitled to a 10% operator fee until a production decision is made on the Independence Property.
(iii) Both the Company and AGET must contribute to funding further development at the Independence project on a pro-rata basis or have their interest diluted as per the standard formula outlined by the Rocky Mountain Mineral Law Foundation.
(iv) Should either party of the Joint Venture be diluted to a 15% interest that interest will be converted into a 2% NSR on the Independence Property of which half (ie. 1%) can be repurchased for US$4,000,000.

ADOPTION OF NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements requires management to make certain estimates, judgements 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 year. Actual outcomes could differ from these estimates. These 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 year in which the estimate is revised and future years if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities; and
ii. the inputs used in accounting for share-based payments.

Significant accounting judgements

i. the determination of categories of financial assets and financial liabilities;
ii. the evaluation of the Company's ability to continue as a going concern; and
iii. the assessment of impairment of the Company's exploration and evaluation assets and related determination of the net realizable value and write-down of the exploration and evaluation assets where applicable.

SHARE CAPITAL

Issued

The company had 62,705,922 shares issued and outstanding as at November 30, 2021 and March 30, 2022.

For the year ended November 30, 2021, the Company had the following share capital transactions:

i) The Company issued 10,849,124 common shares related to the exercise of warrants for gross proceeds of $2,976,239.

ii) The Company issued a management signing bonus of 350,000 shares to the newly appointed CEO of the Company.

iii) On January 27, 2021, the Company issued 5,022,500 common shares of the Company pursuant to the Amending Agreement as outlined in Note 5 above.

iv) On April 9, 2021, the Company closed a non-brokered private placement for gross proceeds of $2,792,000, resulting in the issuance of 11,168,000 units at a price of $0.25 per unit. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.42 per share for a period of two years. In connection with the private placement, the Company paid cash finders' fees of $59,284 and issued 263,040 finder warrants to eligible finders, with the finder's warrants having the same terms and conditions as the warrants. The fair value of the finder's warrants was calculated to be $75,077 (see Note 6 c).

v) On May 10, 2021, the Company entered into an engagement with Sprott Capital Partners LP ("Sprott") pursuant to which Sprott has agreed to act as financial advisor to the Company. The Company issued 300,000 common shares to Sprott as a work fee. The Company recorded an expense related to the transaction of $90,000 and included this fee on the consolidated statement of comprehensive loss as consulting fees.

vi) On June 9, 2021, the Company closed a non-brokered private placement resulting in the issuance of 1,728,864 common shares of the Company at a price of $0.29 for gross proceeds of $501,371. In connection with the private placement, the Company paid certain cash finders' fees of $14,500 and issued 49,998 finder warrants. Each finder's warrant is exercisable for one common share of the Company at an exercise price of $0.29 per warrant. The warrants have an expiration date of 18 months from the date of issuance.

Share Purchase Options

The Company had 2,850,000 stock options outstanding at November 30, 2021 and March 30, 2022.

For the year ended November 30, 2021, the Company had the following stock option transactions:

i) On December 13, 2020, the Company granted 50,000 stock options to certain directors and officers of the Company at an exercise price of $0.55 for a period of five years. One quarter of the options vested immediately upon issuance and the remaining options will vest quarterly over a nine-month period. The fair value of these options was calculated to be $27,097 and was recognized as share-based payments on the Company's Consolidated Statements of Comprehensive Loss over the nine-month vesting period.

ii) On February 17, 2021, the Company granted 350,000 stock options to certain directors, officers and consultants of the Company at an exercise price of $0.35 for a period of five years. One quarter of the options vested immediately upon issuance and the remaining options will vest quarterly over a nine-month period. The fair value of these options was calculated to be $97,938 and was recognized as share-based payments on the Company's Consolidated Statements of Comprehensive Loss over the nine-month vesting period.

Warrants

The Company had 5,897,038 share purchase warrants outstanding at November 30, 2021 and March 30, 2022.

i) On April 9, 2021, the Company issued 5,584,000 warrants as part of a non-brokered private placement. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.42 per share for a period of two years from the date of issuance. In addition, the Company also issued an aggregate of 263,040 finder warrants to eligible finders, with the finder's warrants having the same terms and conditions as the warrants.

ii) On June 9, 2021, the Company issued an aggregate of 49,998 finder warrants to eligible finders. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.29 per share for a period of eighteen months from the date of issuance.

Escrow Shares

At November 30, 2021, there were Nil (2020 – 450,000) common shares held in escrow.

FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments

The Company's financial assets include cash and is classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's Statement of Financial Position as at November 30, 2021 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	1,376,353	–	–	1,376,353

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at November 30, 2021 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

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

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

Additional Risk Factors

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of the Company and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company. These include widespread risks associated with any form of business and specific risks associated with the Company's business and its involvement in the precious metal exploration and development industry.

This section describes risk factors identified as being potentially significant to the Company and its material properties. Additional risk factors may be included in technical reports or other documents previously disclosed by the Company. In addition, other risks and uncertainties not discussed to date or not known to management could have material and adverse effects on the valuation of our securities, existing business activities, financial condition, results operations, plans and prospects.

Reliance on Key Personnel

The senior officers of the Company are critical to its success. In the event of the departure of a senior officer, the Company believes that it will be successful in attracting and retaining qualified successors but there can be no assurance of such success. Recruiting qualified personnel as the Company grows is critical to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, engineering, geological and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on future cash flows, earnings, results of operations and the financial condition of the Company. The Company is particularly at risk at this stage of its development as it relies on a small management team, the loss of any member of which could cause severe adverse consequences.

Substantial Capital Requirements and Liquidity

The Company anticipates that it will make substantial capital expenditures for the continued exploration and development of the Independence Project in the future. The Company currently has no revenue and may have limited ability to undertake or complete future drilling, permitting and mine development. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. Sales of substantial amounts of securities may have a highly dilutive effect on the ownership or share structure of the Company. Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares.

The Company has not yet commenced commercial production at any of its properties and as such, it has not generated positive cash flows to date and has no reasonable prospects of doing so unless successful commercial production can be achieved at one or more of its Properties. The Company expects to continue to incur negative investing and operating cash flows until such time as it enters into commercial production. This will require the Company to deploy its working capital to fund such negative cash flow and to seek additional sources of financing. There is no assurance that any such financing sources will be available or sufficient to meet the Company's requirements. There is no assurance that the Company will be able to continue to raise equity capital or that the Company will not continue to incur losses.

Property Commitments

The Company's mining properties may be subject to various land payments, royalties and/or work commitments. Failure by the Company to meet its payment obligations or otherwise fulfill its commitments under these agreements could result in the loss of related property interests.

Exploration and Development

Exploring and developing natural resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. Natural resource exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of natural resources, any of which could result in work stoppages, damage to property, and possible environmental damage. If any of the Company's exploration programs are successful, there is a degree of uncertainty attributable to the calculation of resources and corresponding grades being extracted or dedicated to future production.

Operational Risks

The Company will be subject to a number of operational risks and may not be adequately insured for certain risks, including: environmental pollution, accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labour disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the property of the Company, personal injury or death, environmental damage or, regarding the exploration or development activities of the Company, increased costs, monetary losses and potential legal liability and adverse governmental action, all of which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Additionally, the Company may be subject to liability or sustain loss for certain risks and hazards against which the Company cannot insure or which the Company may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Environmental Risks

All phases of mineral exploration and development businesses present environmental risks and hazards and are subject to environmental regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances used and or produced in association with natural resource exploration and production operations. The legislation also requires that facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

The Company’s development opportunities at the Independence Project are subject to potential future risks related to water-use considerations. Desert basins, by their very nature, have limited water resources, and future supplemental demands can result in conflicting requirements for those resources. Future negotiation and apportioning of water resources has the potential to adversely affect the Company’s operations or prospects.

Volatility of the Market Price of the Company’s Common Shares

The Company’s common shares are listed on the Canada Securities Exchange (“CSE”) under the symbol IGLD, on the Frankfurt Stock Exchange under the trading symbol 6NN and, on the OTCQB under the trading symbol GIDMF. The quotation of the Company’s common shares on the CSE may result in a less liquid market available for existing and potential stockholders to trade Common Shares, could depress the trading price of our common stock and could have a long-term adverse impact on our ability to raise capital in the future.

Securities of junior companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America/globally and market perceptions of the attractiveness of particular industries. The Company's common share price is also likely to be significantly affected by delays experienced in progressing our development plans, a decrease in the investor appetite for junior stocks, or in adverse changes in our financial condition or results of operations as reflected in our quarterly financial statements. Other factors unrelated to our performance that could have an effect on the price of the Company's common shares include the following:

(a) The trading volume and general market interest in the Company's common shares could affect a shareholder’s ability to trade significant numbers of common shares; and

(b) The size of the public float in the Company's common shares may limit the ability of some institutions to invest in the Company’s securities.

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

Future Share Issuances May Affect the Market Price of the Common Shares

In order to finance future operations, the Company may raise funds through the issuance of additional common shares or the issuance of debt instruments or other securities convertible into common shares. The Company cannot predict the size of future issuances of common shares or the issuance of debt instruments or other securities convertible into common shares or the dilutive effect, if any, that future issuances and sales of the Company's securities will have on the market price of the common shares.

Economic and Financial Market Instability

Global financial markets have been volatile and unstable at times since the global financial crisis, which started in 2007. Bank failures, the risk of sovereign defaults, other economic conditions and intervention measures have caused significant uncertainties in the markets. The resulting disruptions in credit and capital markets have negatively impacted the availability and terms of credit and capital. High levels of volatility and market turmoil could also adversely impact commodity prices, exchange rates and interest rates. In the short term, these factors, combined with the Company's financial position, may impact the Company's ability to obtain equity or debt financing in the future and, if obtained, on terms that are favourable to the Company. In the longer term these factors, combined with the Company's financial position could have important consequences, including the following:

(a) Increasing the Company's vulnerability to general adverse economic and industry conditions;
(b) Limiting the Company's ability to obtain additional financing to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements;
(c) Limiting the Company's flexibility in planning for, or reacting to, changes in the Company's business and the industry; and
(d) Placing the Company at a disadvantage when compared to competitors that has less debt relative to their market capitalization.

Issuance of Debt

From time to time the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels above industry standards. The Company's articles do not limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise. The Company's ability to service its debt obligations will depend on the Company's future operations, which are subject to prevailing industry conditions and other factors, many of which are beyond the control of the Company.

Industry Competition and International Trade Restrictions

The international resource industries are highly competitive. The value of any future reserves discovered and developed by the Company may be limited by competition from other world resource mining companies, or from excess inventories. Existing international trade agreements and policies and any similar future agreements, governmental policies or trade restrictions are beyond the control of the Company and may affect the supply of and demand for minerals, including gold, around the world.

Governmental Regulation and Policy

Mining operations and exploration activities are subject to extensive laws and regulations. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labor standards, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic and radioactive substances, transportation safety and emergency response, and other matters. Compliance with such laws and regulations increases the costs of exploring, drilling, developing, constructing, operating and closing mines and refining and other facilities. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact decisions of the Company with respect to the exploration and development of its current properties, or any other properties in which the Company has an interest. The Company will be required to expend significant financial and managerial resources to comply with such laws and regulations. Since legal requirements change frequently, are subject to interpretation and may be enforced in varying degrees in practice, the Company is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations, government-protected areas (e.g. National Wilderness Protected Areas, Military Ranges etc.) and policies and practices, such as those affecting exploration and development of the Company's properties could materially and adversely affect the results of operations and financial condition of the Company in a particular period or in its long-term business prospects.

The development of mines and related facilities is contingent upon governmental approvals, licenses and permits which are complex and time consuming to obtain and which, depending upon the location of the project, involve multiple governmental agencies. The receipt, duration and renewal of such approvals, licenses and permits are subject to many variables outside the control of the Company, including potential legal challenges from various stakeholders such as environmental groups or non-government organizations. Any significant delays in obtaining or renewing such approvals, licenses or permits could have a material adverse effect on the Company.

Properties May be Subject to Defects in Title

The Company has investigated its rights to explore and exploit the Independence and Champ Projects and, to the best of its knowledge, its rights in relation to lands forming those projects are in good standing. Nevertheless, no assurance can be given that such rights will not be revoked, or significantly altered, to the Company's detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties. Although the Company is not aware of any existing title uncertainties with respect to lands covering material portions of its properties, there is no assurance that such uncertainties will not result in future losses or additional expenditures, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

No Revenue and Negative Cash Flow

The Company has negative cash flow from operating activities and does not currently generate any revenue. Lack of cash flow from the Company's operating activities could impede its ability to raise capital through debt or equity its business operations. In addition, working capital deficiencies could negatively impact the Company's ability to satisfy its obligations promptly as they become due. The Company is currently operating under a working capital deficiency, and requires additional financing to ensure it can continue to maintain a positive working capital position. If the Company does not generate sufficient cash flow from operating activities it will remain dependent upon external financing sources. There can be no assurance that such sources of financing will be available on acceptable terms or at all.

Legal and Litigation

All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material adverse effect on the Company's business, prospects, financial condition, and operating results. Defense and settlement of costs of legal claims can be substantial. There are no current claims or litigation outstanding against the Company.

Insurance

The Company is also subject to a number of operational risks and may not be adequately insured for certain risks, including: accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labour disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena such as inclement weather conditions, floods, earthquakes, tornados, thunderstorms, ground movements, cave-ins, and encountering unusual or unexpected geological conditions and technological failure of exploration methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the properties of the Company, personal injury or death, environmental damage or, regarding the exploration or development activities of the Company, increased costs, monetary losses and potential legal liability and adverse governmental action, all of which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition. The payment of any such liabilities would reduce the funds available to the Company. If the Company is unable to fully fund the cost of remedying an environmental problem, it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

No assurance can be given that insurance to cover the risks to which the Company's activities are subject will be available at all or at commercially reasonable premiums. The Company is not currently covered by any form of environmental liability insurance, since insurance against environmental risks (including liability for pollution) or other hazards resulting from exploration and development activities is unavailable or prohibitively expensive. This lack of environmental liability insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Conflicts of Interest

The Company's directors and officers are or may become directors or officers of other mineral resource companies or reporting issuers or may acquire or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which The Company may, or may also wish to participate, the directors and officers of the Company may have a conflict of interest with respect to such opportunities or in negotiating and concluding terms respecting the extent of such participation. The Company and its directors and officers will attempt to minimize such conflicts. If such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Impact of COVID-19

The Company's business, operations, and financial condition, and the market price of the Shares, could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines, and a general reduction in consumer activity in a number of countries. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labor and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations, and financial condition and the market price of the Shares.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the year ended November 30, 2021, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the year ended November 30, 2021.

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Interim and Year End Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A and the Company will be provide copies upon request.