AMERICAN BATTERY METALS CORP.
(FORMERLY FIRST DIVISION VENTURES INC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED NOVEMBER 30, 2019

FORM 51-102F1

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of American Battery Metals Corp. (hereinafter "ABC" or the "Company") for the nine months ended November 30, 2019.

The MD&A has been prepared with an effective date of January 27, 2020 and should be read in conjunction with the Company's condensed interim financial statements for the nine months ended November 30, 2019 and the audited financial statements for the year ended February 28, 2019 as filed on SEDAR at *www.sedar.com.*

SCOPE OF ANALYSIS

The following is a discussion and analysis of ABC. The Company reports its financial results in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS"). All reported financial information includes the financial results of ABC.

FORWARD LOOKING STATEMENTS

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and economic return; the need *for cooperation of government agencies and native groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty in meeting anticipated program milestones; the assumption that the Company will become fully compliant with regulatory filing and continued listing requirements, in addition uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.*

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of January 27, 2020 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

GENERAL BUSINESS AND DEVELOPMENT

American Battery Metals Corp. (the "Company"), was incorporated on March 2, 2017 under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in the USA. The Company's registered office and principal place of business is 2820 – 200 Granville St, Vancouver, British Columbia, Canada.

On November 27, 2018, the Company completed its Initial Public Offering ("IPO") and its common shares were approved for trading on the Canadian Securities Exchange (the "CSE") under the trading symbol FDIV.

On March 11, 2019 the Company changed its name from First Division Ventures Inc. to American Battery Metals Corp. and now trades under the symbol "ABC" on the Canadian Securities Exchange.

On March 4, 2019, the Company raised gross proceeds of $1,504,250 by issuing 6,017,000 units. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of $0.50 until September 4, 2020. In connection with the financing, the Company paid aggregate finders' fees of $72,675 and issued 322,620 brokers' warrants. The Company also issued an additional 250,000 common shares for finders' fees at $0.30 per share valued at $75,000.

On May 14, 2019, the Company issued 350,000 common shares pursuant to the exercise of share purchase warrants for proceeds of $35,000.

On June 14, 2019, the Company raised gross proceeds of $1,500,265 by issuing 4,286,471 units. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of $0.50 until June 14, 2020. In connection with the financing, the Company paid aggregate finders' fees of $32,520 and issued 92,914 brokers' warrants.

SUBSEQUENT EVENTS

On September 29, 2019, the Company entered into a non-binding letter of intent with Climb Credit Inc., a private British Columbia company, to acquire all its issued and outstanding shares. Climb Credit Inc. is a fin-tech company that has developed proprietary products and services aimed helping individuals with their credit score.

Under the terms of the LOI, the Proposed Acquisition would be carried out through a business combination by way of an amalgamation, arrangement or other similar form of transaction pursuant to which the outstanding shares of Climb would be exchanged for common shares of the Company on the basis of a share exchange ratio that would result in the former shareholders of Climb and the Company's shareholders holding, respectively, 60% and 40% of the Company's issued and outstanding shares on a partially diluted basis after accounting for "in-the-money" outstanding convertible securities based on a market price for the Company's shares of $0.19. Key conditions of the Proposed Transaction would include completion by Climb of a $3,000,000 financing, the Company having cash of a minimum of $2,000,000 and no liabilities or encumbrances as well as stock exchange and regulatory approvals, as applicable.

Subsequent to November 30, 2019, the Company terminated of the proposed transaction with Climb Credit Inc.

On January 1, 2020, Jeremy Poirier has joined the Company as a new Chief Executive Officer, president and, director, replacing Michael Mulberry who resigned effective January 1, 2020.

On January 6, 2020, the company announced that it will be seeking approval from holders of its outstanding warrants issued on March 4, 2019 and June 14, 2019 to re-price the exercise price of the Warrants to $0.155. Approval was received January 23, 2020.

During January 2020, the Company appointed Kevin Smith and Keith Minty as members of its Board of Directors. In connection with Mr. Smith and Mr. Keith's appointments, John Walther has resigned from the Board.

On January 21, 2020, the Company announced a proposed non-brokered private placement for total proceeds of $500,000. The company will issue 2,500,000 common shares at a price of $0.20 per share.

Subsequent to November 30, 2019, the Company granted a total of 85,000 stock options exercisable at a price of $0.155 to directors, officers and consultants.

Subsequent to November 30, 2019, the Company issued 2,042,000 common shares pursuant to the exercise of share purchase warrants for proceeds of $207,060. The share purchase warrants exercised.

Subsequent to November 30, 2019 the Company entered into a non-binding letter of intent dated January 13, 2020 to acquire all of the issued and outstanding shares of Bayshore Minerals Inc. ("Bayshore"), a private company incorporated in British Columbia, and its 100%-owned Elk Gold Mine Project in BC. Bayshore holds its interest in the Project through a wholly owned subsidiary, Gold Mountain Mining Corp. Under the terms of the letter of intent, American Battery would issue approximately 27 million shares in exchange for all the issued and outstanding shares of Bayshore. The Proposed Transaction is subject to, but not limited to, the finalization by both parties or a Definitive Agreement, due diligence, and Bayshore shareholder approval, in addition to regulatory approvals.

The potential acquisition of Bayshore will strengthens and diversify our current mineral portfolio. The company plans to continue work on all projects in 2020.

RESULTS OF OPERATIONS

Nine months ended November 30, 2019

The Company incurred a net loss of $1,213,757 for the nine months ended November 30, 2019, compared to a net loss of $197,606 during the nine months ended November 30, 2018. In the comparative period, the company was filing the preliminary prospectus and had little operating activity.

The total operating expenses of $1,206,861 for the nine months ended November 30, 2019 (2018 – $197,266) increased by $1,009,595 from the same period in the prior year due to the following significant changes:

- Advertising and promotions of $598,839 (2018 - $nil) due to spending on shareholder awareness and social media consulting including $213,420 paid to Khaos Media Group for advertising and promotions. On May 2019, the Company entered into a month-to-month agreement with Khaos Media Group for consideration of US$125,000 per month. The agreement was terminated during the nine months ended November 30, 2019.

- Consulting expenses of $250,985 (2018 - $nil) representing costs associated with the executive team and external consultants to oversee the operations of the Company.

- Exploration expenditures of $175,818 (2018 – $37,105) due to exploration work done on its properties as well exploration costs related to search for potential new properties..

Three months ended November 30, 2019

The Company incurred a net loss of $146,011 for the three months ended November 30, 2019, compared to a net loss of $124,235 during the three months ended November 30, 2018. During the comparative period, the company was in the process of filing the preliminary prospectus and had little operating activity.

The total operating expenses of $146,011 for the three months ended November 30, 2019 (2018 – $125,044) increased by $20,967 from the same period in the prior year due to the following significant changes:

- Advertising and promotions of $18,189 (2018 - $nil) due to spending on shareholder awareness and social media consulting.

- Consulting expenses of $58,500 (2018 - $nil) representing costs associated with the executive team and external consultants to oversee the operations of the Company.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recent quarters:

Quarter Ended	Revenue ($)	Total expenses ($)	Loss for the period ($)	Basic and Diluted Loss per share ($)
November 30, 2019	-	146,011	146,011	(0.01)
August 31, 2019	-	326,067	326,614	(0.01)
May 31, 2019	-	734,783	741,132	(0.03)
February 28, 2019	-	326,027	327,334	(0.00)
November 30, 2018	-	125,044	124,235	(0.00)
August 31, 2018	-	57,780	58,633	(0.01)
May 31, 2018	-	13,942	14,238	(0.00)
February 28, 2018	-	193,893	195,648	(0.09)

The net loss of $146,011 for the three months ended November 30, 2019 has decreased by $180,056 compared to the last quarter ended August 31, 2019. This decrease is mainly due to the decrease in advertising and promotion, exploration, and consulting expenses.

During the three months ended August 31, 2019, the Company had a net loss of $326,614, which is a decrease from the previous quarter of $414,518 mainly due to a decrease in advertising and promotions expenses.

During the three months ended May 31, 2019, the Company had a net loss of $741,132, which is an increase from the previous quarter of $413,798 due to increased operational activity and an increase in advertising and promotions expenses, consulting expenses and exploration expenditures.

The Company incurred a net loss of $327,334 for the three months ended February 28, 2019 compared to $195,648 for the comparable period ended February 28, 2018. The loss in the quarter ended February 28, 2019 relates primarily to legal fees in connection with the IPO, and increased consulting fees as the Company completed an employment contract with the CEO. The Company also recognized a non-cash expenditure of $170,012 relating to the grant of options to certain directors and officers of the Company.

CHANGE IN FINANCIAL CONDITION

On November 27, 2018, the Company closed its Initial Public Offering and issued a total of 2,000,000 units at a price of $0.20 per unit. Each share unit is comprised of one common share. Total proceeds for the Offering was $400,000 with net proceeds of $333,284. The Company paid commissions of $40,000, corporate finance fees of $15,000, and due diligence expenses and holdbacks for expenses of $20,966 in association with the IPO. The Company issued 200,000 brokers' warrants as part of its' Initial Public Offering. Each warrant is exercisable into one common share of the Company at an exercise price of $0.20 until November 28, 2020. The Company recorded share issuance costs of $35,986 related to the fair market value of warrants issued under the Initial Public Offering.

On March 4, 2019 the Company closed a non-brokered private placement resulting in the issuance of 6,017,000 units for gross proceeds of $1,504,250. Each unit is comprised of one common share of the Company and one transferable share purchase warrant of the Company, entitling the holder to purchase one additional common share at a price of $0.50 per Warrant Share until September 4, 2020. The Company paid aggregate finder's fee of $72,675 and issued 322,620 compensation warrants to certain finders under financing. The brokers' warrants were valued at $62,540 using the Black Scholes option pricing model. The Company issued 250,000 common shares for finders' fees at $0.30 per share. The Company incurred legal fees associated with the private placement of $50,879 that have been recorded as share issuance costs.

On May 14, 2019, the Company issued 350,000 common shares for exercise of warrants, for proceeds of $35,000.

On May 14, 2019, the Company entered into a loan agreement with E.U. Energy Corp., whereby the Company advanced of $250,000 to E.U. Energy. The loan is non-interest bearing and is repayable in full upon the earlier of:

- May 14, 2020, subject to extension upon mutual agreement of the Lender and Borrower; and
- An event of default occurring as per the executed loan agreement.

On June 14, 2019 the Company announced that it closed a non-brokered private placement with the issuance of 4,286,471 units for gross proceeds of $1,500,265. Each Unit is comprised of one common share of the Company and one transferable common share purchase warrant of the Company which entitles the holder to purchase one additional common share at a price of $0.50 per Warrant Share until June 14, 2020. The Company paid aggregate finder's fee of $32,520 and issued

92,914 compensation warrants to certain finders under the Financing. The Compensation Warrants have the same terms as the Warrants but are not transferable.

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2019, the Company had working capital of $1,469,520 (February 28, 2019 - $49,409).

During the nine months ended November 30, 2019, the Company incurred primarily expenditures associated with maintaining the operations of the Company, with the exception of costs associated advertising and promotions noted above.

The Company has no operations that generate cash flows and its long-term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable or engaging in other profitable business ventures and opportunities.

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

PROJECT SUMMARIES AND ACTIVITIES

The Company's exploration properties consist of two geographical locations, the Temple Mountain Property, located in Utah, USA and the Fish Lake Property, located in Nevada, USA.

Temple Mountain Property, Utah, USA

The Temple Mountain Vanadium project is located in Emery County, Utah and is comprised of 61 lode mining claims covering 1,200 acres.

The project has seen intermittent production dating back to 1914 and the project with 3.8 million pounds of Vanadium Pentoxide (V2O5) and 1.3 million pounds of Triuranium Octoxide(U3O8) were shipped as part of the Manhattan project in the 1940's.

LOCATION

The Temple Mountain property is located in the county of Emery, Utah. It consists of 61 lode mining claims (9 patented) covering 1,200 acres (~500 hectares). The Temple Mountain project is located 34 kilometers from town of Hanksville along HWY24 and is easily accessed by paved road.

The project has seen intermittent production since 1914 w A total of 3.8 million pounds of Vanadium Pentoxide (V_2O_5) and 1.3 million pounds of Triuranium Octoxide(U_3O_8)) were shipped as part of the Manhattan project in the 1940's.

A 2019 an exploration program comprised of drilling, geophysics, trenching, mapping and sampling has been outlined an is anticipated to commence in Q1/19. The 2019 program will follow-up on historical assays, which ranged as high as 4.97% Vanadium Pentoxide, as well as exploring around the numerous historical mine workings.

PROJECT HISTORY

The project has an extensive history of mining for Vanadium Pentoxide and Triuranium Octoxide since 1914 as a number of adits and shafts were developed on the property.
It's production also held a significant historic significance, as under the surveillance of the U.S. Atomic Commission as part of the Manhattan project. The historic production is exemplified by the high-grade nature of the mineralization, with exploration records showing assays of up to 4.97% Vanadium Pentoxide and 1.83% uranium (U3O8). Historical mining to date in the district has been variable over the years due to metal prices. The last significant metal production cycle was reported for 1968.

2020 EXPLORATION WORK PROGRAM

The proposed 2020 exploration work program will comprise of radon geophysical surveying, trenching and sampling, and reverse circulation (RC) drilling of 920 m. (3,000 ft.) over 10 holes

The geophysical survey will utilize a proprietary radon cup methodology to identify anomalous vanadium and uranium bearing channels which has been successful in delineating mineralized zones similar mineral zones delineated at other at projects located in southeast Utah. The proposed drilling program will investigate known mineralization extensions and targets and further delineate historic mine workings, identified from the radon survey.

The proposed exploration program will be performed under the supervision of Geoxplor. (A well experienced Utah exploration contractor?)

TEMPLE MOUNTAIN PROPERTY OPTION AGREEMENT

On February 6, 2019, the Company entered into an option agreement with Geoxplor Corp. ("Geoxplor") to acquire 100% of Geoxplor's interest in the Temple Mountain Property ("Temple Mountain Property") located in Emery County, Utah.

Under the agreement, the Company is required to pay an aggregate of USD$635,000 to Geoxplor as follows:

- USD$60,000 due within 5 days of filing of this agreement (paid);
- USD$50,000 on or before the first anniversary of the date of this agreement;
- USD$75,000 on or before the second anniversary of the date of this agreement;
- USD$75,000 on or before the third anniversary of the date of this agreement;
- USD$75,000 on or before the fourth anniversary of the date of this agreement; and
- US$300,000 is payable to the third-party property owner over a period until December 2022.

In addition, the Company must satisfy the following terms:

(1) Issue an aggregate of 3,250,000 common shares as follows:
- 500,000 common shares within 5 days of filing of this agreement (issued);
- 500,000 common shares on or before the first anniversary of the date of this agreement;
- 500,000 common shares on or before the second anniversary of the date of this agreement;
- 750,000 common shares on or before the third anniversary of the date of this agreement; and
- 1,000,000 common shares on or before the fourth anniversary of the date of this agreement.

(2) Incur aggregate exploration expenditures of US$1,300,000 by the fourth anniversary of the agreement.
- USD$100,000 on or before the first anniversary of the date of this agreement;
- USD$200,000 on or before the second anniversary of the date of this agreement;
- USD$500,000 on or before the third anniversary of the date of this agreement; and
- USD$500,000 on or before the fourth anniversary of the date of this agreement.

(3) Incur an additional payment of US$1,000,000, either in cash or common shares, at the Company's election, to Geoxplor on or before the date of commencement of any commercial production.

FISH LAKE PROPERTY, NEVADA, USA

HIGHLIGHTS

First Division Ventures has an option to earn a 50% interest in eighty-one (81) lode mining claims totaling approximately 1,620 acres in Esmeralda County, Nevada USA, with cash and stock payments and a staged work commitments,.

Between the Project and Clayton Valley, generally 25 miles to the east, exploration since 2010 has found sites with very anomalous Lithium carbonate Li_2CO_3 values (>100 ppm) in Tertiary claystones where there are indications the Lithium carbonate can be recovered by solution mining of the mineralized zone horizon and processed by well known metallurgical processes.

The Fish Lake Valley ("FLV") claims cover an outcrop area of Tertiary age sediments on the northeastern flank of ("FLV or Fish Lake Valley") where initial sampling found values to 600 ppm lithium (metal or Li_2CO_3 or Li_2CO_3i(Equiv.) in claystones.

Since acquisition, First Division exploration work included mapping, sampling and CSAMT/ MT geophysical survey traverses along an existing access road.

LOCATION

The Fish Lake Valley property is located in Esmeralda County, Nevada, and is comprised of a contiguous 1,620-acre package of 81 lode claims. The property is located approximately halfway between Las Vegas and Reno (approximately 3.5-4 hours driving time to project location from either city). The claims are in the northeastern corner of Fish Lake Valley ("FLV") and accessible by well-maintained gravel roads that connect to the main highway network either along the western edge of FLV (Highway 264), or across the watershed boundary to the east, in Silver Peak (Highway 265). The nearest settlements are Dyer and Silver Peak, and the main service centre for the area is the city of Tonopah, located approximately 1 hour's drive away from the project location. Goldfield is the County seat for Esmeralda County, and is located approximately 1 hour from the site.

GEOLOGY & MINERALIZATION

The claims cover an area of prospective lithium, boron and potassium mineralized sediments. These sediments are part of the late Eocene to late Miocene age Esmeralda Formation, comprising interbedded tuffaceous mudstones, siltstones and coarser tuffaceous siliciclastic rocks, that were deposited in a lacustrine (lake) and associated fluvial setting. The lithium bearing mineralization is typically encountered in finer- grained buff-brown and pale green tuffaceous mudstones and siltstones that typically weather into a characteristic 'popcorn' weathered surface.

The Esmeralda Formation in the area of interest outcrops over a continuous elongated zone on the south-eastern edge of the northern part of Fish Lake valley. The deposits are present on the gentler slopes that rise to the SE edge of the flat-lying Fish Lake playa, and run up in to the low hills that flank the Fish Lake area. The strata are likely similar to those present on the adjacent Rhyolite Ridge Lithium-Boron Project being explored for lithium and boron by Global Geoscience Limited, and located approximately 4 km to the east and north-east. These adjacent deposits have recently been the subject of a JORC- Compliant Pre-Feasibility Study1, reported by Global Geoscience Limited (now ioneer Ltd.), that estimated a global resource of 1.13 million tonnes of lithium carbonate equivalent (LCE) (c.f. Global Geoscience October 23rd, 2018 Press Release). Exploration and sampling of the Esmeralda Formation sediments can be completed relatively efficiently, as the mineralized sediments outcrop at surface.

OPTION AGREEMENT

On September 25, 2017, and as amended on May 2, 2018 and further amended on September 21, 2018, the Company entered into an option agreement with Bearing Lithium Corp. ("Bearing"), whereby the Company has the option to acquire 50% of Bearing's interest in 81 lode mineral claims located in Esmeralda County in the State of Nevada, known as the "Fish Lake Property", subject to the following items:

(1) A cash payment of $20,000 (paid) and issuance of 20,000 shares (issued);

(2) Issuance of 3,000,000 common shares of the Company on or before September 25, 2020;

(3) Incurring an aggregate of $1,500,000 in exploration expenditures as follows:
- $60,000 on or before September 25, 2018 (incurred);
- $440,000 on or before March 25, 2020; and
- $1,000,000 on or before September 25, 2020

If the Company is not able to fulfill the above requirements at the specified dates as described above the option agreement shall automatically terminate without notice. Notwithstanding the foregoing, the Company shall have the right to accelerate exercise of the option by making all of the cash payments and the expenditures and arranging for the issuance of all of the shares.

On July 19, 2018, Bearing and Lions Bay Mining Corp. ("Lions Bay") executed an asset purchase agreement pursuant to which Lions Bay acquired Bearing's interest in the Fish Lake Project located in Nevada, USA.

During the nine months ended November 30, 2019, the Company incurred $175,818 (2018 - $37,105) relating to exploration expenditures in Nevada, USA.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

During the nine months ended November 30, 2019, the following related party transactions occurred:

	November 30, 2019	November 30, 2018
Professional fees	$ -	$ 13,500
Consulting	114,000	-
Total	114,000	$ 13,500

(a) The Company paid consulting fees $24,000 (2018 - $13,650) to JCL Partners Chartered Professional Accountants, a Company controlled by previous Chief Financial Officer of the Company. As at November 30, 2019, the Company included $nil (February 28, 2019 - $nil) in accounts payable.

(b) The Company paid consulting fees of $90,000 (2018 - $nil) to Michael Mulberry, an officer and director of the Company. As at November 30, 2019, the Company included $10,500 (February 28, 2019 - $nil) in accounts payable.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

CONTINUING AND CONTRACTUAL OBLIGATIONS

The Company does not have any continuing and contractual obligations beyond the property option agreements outlined above.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economic.

The mineral exploration business is risky, and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.
There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits and may fail to meet its exploration commitments.

Both properties that the Company has an interest in are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines.

Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

Refer to the Company's financial statements for the year ended February 28, 2019 for description of accounting policies and other disclosures.

OUTSTANDING SHARE DATA

As at January 27, 2020, there are:

- 29,865,472 common shares outstanding (November 30, 2019 - 27,823,472);
- 785,000 stock options issued and outstanding (November 30, 2019 - 700,000)
- 20,111,471 share purchase warrants outstanding (November 30, 2019 - 22,153,471)
- 615,534 brokers' warrants outstanding (November 30, 2019 - 615,534)

On March 4, 2019, the Company raised gross proceeds of $1,504,250 by issuing 6,017,000 units. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of $0.50 until September 4, 2020. In connection with the financing, the Company paid aggregate finders' fees of $72,675 and issued 322,620 brokers' warrants. The Company also issued an additional 250,000 common shares for finders' fees at $0.30 per share valued at $75,000.

On May 14, 2019, the Company issued 350,000 common shares pursuant to the exercise of share purchase warrants for proceeds of $35,000. The share purchase warrants exercised had an original fair value of $nil recorded in the reserve.

On June 14, 2019, the Company raised gross proceeds of $1,500,265 by issuing 4,286,471 units. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of $0.50 until June 14, 2020. In connection with the financing, the Company paid aggregate finders' fees of $32,520 and issued 92,914 brokers' warrants.

On subsequent to November 30, 2019, the Company issued 2,042,000 common shares pursuant to the exercise of share purchase warrants for proceeds of $207,060.

APPOINTMENTS AND RESIGNATION OF DIRECTORS AND EXECUTIVE OFFICERS

On July 18, 2019, the Company announced the appointment of Xavier Wenzel as Chief Financial Officer to replace Joel Leonard, who left the company to pursue new opportunities.

On January 1, 2020, Jeremy Poirier has joined the Company as Chief Executive Officer, president and, director, replacing Michael Mulberry who has resigned effective January 1, 2020.

During January 2020, the Company appointed Kevin Smith and Keith Minty as members of its Board of Directors. In connection with Mr. Smith and Mr. Minty's appointments, John Walther has resigned from the Board.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the nine months ended November 30, 2019, 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 audited annual financial statements for the period ended February 28, 2019 (together the "Year-End Filings").

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the 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 on January 27, 2020, and the Company will provide copies upon requests.