

IMC INTERNATIONAL MINING CORP.
MANAGEMENT'S DISCUSSION AND
ANALYSIS
For the three and six months ended June 30, 2020

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements and notes thereto for the six months ended June 30, 2020, of IMC International Mining Corp. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of August 28, 2020 (the "**Report Date**").

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on August 30, 2018, under the name IMC International Mining Corp. for the purposes of a plan of arrangement with Chemesis International Inc. ("Chemesis"), a publicly traded company. The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties in British Columbia and Arizona, USA. The Company has focused on its acquisition of interests in the State of Arizona, USA, through its wholly-owned subsidiary, Canadian Mining of Arizona Inc. ("CMAI"). The Arizona subsidiary was incorporated April 17, 2007, under the name Canadian Mining of Arizona Inc. The Company acquired the wholly-owned subsidiary and all of its issued and outstanding shares along with all of its assets as part of the plan of arrangement with CMAI's then parent company, Chemesis.

The Company and Chemesis entered into a plan of arrangement (the "Arrangement") completed February 1, 2019. Under the terms of the Arrangement, the Company issued 6,493,242 common shares to Chemesis in exchange for Chemesis' 100% interest in Canadian Mining of Arizona Inc.

On January 2, 2020, the Company completed a share split, whereby two common shares were issued for every old common share outstanding. See Note 1 of the consolidated financial statements for the year ended December 31, 2019.

The Company currently has two mineral exploration properties, the Bullard Pass Property located in Arizona, USA, and the Thane Property located in north-central British Columbia from the recently completed acquisition of Thane Minerals Inc, the details of which are set out below. The Company has not yet determined whether its property interests contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenditures are 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 necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

HIGHLIGHTS

- On January 24, 2020, the Company provided an update on its recently completed soil sampling program at its Bullard Pass Property. The Company also announced that Faizaan Lalani has joined the Board of Directors.
- On February 13, 2020, the Company announced that it had entered into a letter of intent with Thane Minerals Inc. ("Thane") to acquire 100% of Thane. Thane holds a 100% interest in the Thane Project in British Columbia.
- On February 24, 2020, the Company completed a 3,110,000 unit private placement at \$0.25 per unit for gross proceeds of \$777,500. Each unit consisted of one common share and one common share purchase warrant, exercisable for \$0.40 for two years.

- On February 24, 2020, the Company also announced the appointment of David Charlton as Chief Financial Officer of the Company and thanked the outgoing Chief Financial Officer, Eli Dusenbury, for his assistance with completing the spin out transaction and successful listing.
- On March 3, 2020, the Company announced that it had received approval and has commenced the listing of its common shares on the Frankfurt Stock Exchange under the symbol 3MX.
- On March 18, 2020, the Company announced this it had entered into a definitive agreement for the acquisition of Thane. In consideration of the acquisition of 100% of the issued and outstanding common shares of Thane, the Company had agreed to issue an aggregate of \$2,000,000 worth of common shares in the capital of the Company at a deemed price of \$0.38, representing 5,263,158 shares. The shares are escrowed over a 36-month period.
- On April 2, 2020, the Company announced that it had successfully completed the acquisition of Thane as previously announced on March 18, 2020.
- The Company also announced on April 2, 2020, in connection with the acquisition of Thane, the appointment of (Thomas) Greg Hawkins as Director and Chairman of the Board of the Company.
- On April 6, 2020, the Company announced it had engaged CME Consultants Inc. to begin geochemical program on the Company's Thane Property, including the Thane Project.
- On April 15, 2020, the Company announced the appointment of Jeffrey Reeder to its Advisory Board.
- On April 16, 2020, the Company announced it had entered into a draw down equity financing of up to \$8,000,000 with Alumina Partner, LLC, a New York-based private equity financing for the purpose of continuing its growth strategy through exploration and acquisition. The agreement details the purchase of up to \$8,000,000 of the Company's units consisting of one common share and one common share purchase warrant at discounts ranging from 15% to 25% of the market price. The financing is at the sole discretion of the Company allowing for the ability to access funds as necessary.
- On April 27, 2020, the Company announced a brokered private placement of up to \$1,000,000 led by Gravititas Securities of 2,083,333 units of the Company at a deemed price of \$0.48. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.60 for a period of two years. In connection with the offering, the Company granted the agents an option exercisable in whole or in part at any time up to two days prior to closing of the offering to increase the offering by up to an additional 2,083,333 units for additional gross proceeds of \$1,000,000. The agents were entitled to a cash fee equal to 8% of the cash proceeds received from the sale of units and to broker warrants equal to 8% of the number of units sold.
- On May 4, 2020, the Company announced a brokered private placement of up to 769,230 common shares of the Company issued on a flow-through basis at a price of \$0.65 per flow-through share for gross aggregate proceeds of up to \$500,000.
- On May 4, 2020, the Company also announced that the agents of the previously announced brokered private placement on April 27, 2020, intended to exercise their option to increase the size of the offering.
- On May 6, 2020, the Company provided an update on the analytical geochemical program previously announced on the Thane Property.
- On May 14, 2020, the Company announced the closing of a \$1,768,719 brokered private placement led by Gravititas Securities, as previously announced on April 27, 2020, and May 4, 2020.
- On May 26, 2020, the Company provided an update on the ongoing compilation work on the Thane Property.

- On May 28, 2020, the Company announced it was on schedule and funded for its Phase 1 - 2020 work program, which consists of geologic mapping, geochemistry, and geophysics work, all with the purpose of delineating drill targets in the Cathedral Area of the Thane Property.
- On June 15, 2020, the Company announced it had received an amendment to its previously filed Mineral Exploration Permit for its Thane Property located in north-central British Columbia. The amendment allows the Company to drill up to 40 holes within the Cathedral Area.
- The Company held its Annual and Special Meeting of Shareholders on June 18, 2020, in Vancouver, British Columbia, at which Greg Hawkins, Brian Thurston, and Faizaan Lalani (incumbent directors of the Company) were elected to the board of directors, as well as new directors, Andreas Graetz and Samir Patel. Subsequent to the shareholders' meeting, the board of directors re-appointed Brian Thurston as Chief Executive Officer, and appointed Jamie Lewin as Chief Financial Officer and Janet Francis as Corporate Secretary to form the management team of the Company.
- On June 26, 2020, the Company announced a non-brokered private placement offering of up to 3,333,333 flow-through units of the Company at a price of \$0.30 per flow-through unit for gross proceeds of up to \$1,000,000. Each flow-through unit consisted of one common share of the Company that qualifies as a "flow-through share" for the purposes of the Income Tax Act (Canada) and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.40 at any time prior to the date that is twenty-four (24) months following the closing date of the offering.
- On July 27, 2020, the Company announced it had completed its non-brokered flow-through private placement offering previously announced on June 26, 2020, issuing an aggregate of 3,333,334 flow-through units of the Company at a price of \$0.30 per flow-through unit for gross proceeds of \$1,000,000.
- In addition, the Company also announced on July 27, 2020, the (i) commencement of a marketing campaign with Media Relations Publishing ("MRP"); and (ii) granting of 5,885,000 stock options.
- On August 11, 2020, the Company announced Andreas Graetz had resigned as a director of the Company.

EXPLORATION ACTIVITY

BULLARD PASS PROPERTY – ARIZONA, USA

In 2007 Canadian Mining of Arizona Inc. staked the DB 1 to 176 mineral claims totaling 3,420 acres and acquired 476.52 acres of Arizona State land under mineral exploration permit #08-111861, for total land holdings of 3,896.52 acres, located in the vicinity of the Harcuvar and Harquahala Mountains, Yavapai County, Arizona (the "Bullard Pass Property"). The Company subsequently reduced its ownership interest in the Bullard Pass Property to 22 claims. The Company has recently staked additional claims to increase the Bullard Pass Property to 171 claims. The Company is evaluating the property to determine if further exploration will be performed.

- During the six months ended June 30, 2020, the Company continued its exploration activities on its Bullard Pass Property.
- The Company is renewing its 171 Bureau of Land Management Annual Claim Maintenance Fees.

THANE PROPERTY – NORTH-CENTRAL, BRITISH COLUMBIA

The Thane Property covers approximately 206km² (50,904 acres) and is located in the Quesnel Terrane of north-central British Columbia. The northern part of the Quesnel Terrane extends from south of the Mt. Milligan Mine northward to the Kemess Mine, with the Thane Property located midway between these two copper-gold porphyry deposits. This property includes several highly prospective mineralized areas identified to date, including the "Cathedral Area" on which the Company's exploration is currently focused.

- On July 10, 2020, management began mobilizing crews to begin fieldwork on its Thane Property located in north-central British Columbia, Canada. Work at the Cathedral Area in 2020 consists of a detailed ground geophysical survey centered over last year's geophysical discovery, alteration mapping, rock, soil, silt sampling, and pad building.
- Peter E. Walcott & Associates Limited, under the direction of CME Consultants Inc., the operator of the 2020 work program, has been contracted to complete a detailed induced polarization geophysical survey that will expand upon and generate greater detail over last year's broad 600-meter wide anomaly discovered at the Cathedral Area.

SELECTED ANNUAL FINANCIAL INFORMATION

	Dec. 31, 2019	Dec. 31, 2018
	\$	\$
Revenues	-	-
Net Income (Loss)	(635,410)	(18,900)
Basic and Diluted Income per Common Share	(0.03)	(0.00)
Total Assets	747,494	1
Total Liabilities	94,734	18,900
Shareholders' Surplus (Deficiency)	652,760	(18,900)
Working Capital Surplus	386,595	(18,900)

RESULTS OF OPERATIONS

SUMMARY OF QUARTERLY RESULTS

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

	Quarter Ended June 30, 2020 \$	Quarter Ended March 31, 2020 \$	Quarter Ended December 31, 2019 \$	Quarter Ended September 30, 2019 \$
Revenue	Nil	Nil	Nil	Nil
Net loss	(715,243)	(1,191,521)	(174,261)	(365,459)
Loss per share, basic and diluted	(0.02)	(0.06)	(0.01)	(0.03)

	Quarter Ended June 30, 2019 \$	Quarter Ended March 31, 2019 \$	Quarter Ended December 31, 2018 \$
Revenue	Nil	Nil	Nil
Net loss	(65,939)	(28,030)	(18,900)
Loss per share, basic and diluted	(0.01)	(0.02)	(18,900)

For the three months ended June 30, 2020 compared with the three months ended June 30, 2019

The Company's loss for the three months ended June 30, 2020 totaled \$715,243 compared to a loss of \$65,939 in 2019. The earnings per share were (\$0.02) and (\$0.01) in 2020 and 2019 respectively.

Administrative expenses in the second quarter of 2020 totaled \$715,243 compared to \$65,792 in the comparable period of 2019. The expenses were attributable to Marketing fees of \$428,282, Professional fees of \$165,585 Management fees of \$37,139 and Consulting fees of \$42,418 during 2020.

For the six months ended June 30, 2020 compared with the six months ended June 30, 2019

The Company's loss for the six months ended June 30, 2020 totaled \$1,906,764 compared to a loss of \$93,969 in 2019. The earnings per share were (\$0.05) and (\$0.02) in 2020 and 2019 respectively.

Administrative expenses in the first six months of 2020 totaled \$1,906,764 compared to \$93,814 in the comparable period of 2019. The expenses were attributable to Marketing fees of \$1,473,054 and Professional fees of \$203,925 and Management fees of \$80,439 during 2020.

LIQUIDITY

Working Capital

As at June 30, 2020, the Company had a working capital surplus of \$ 1,239,472 (December 31, 2019 - \$386,595) and cash of \$1,011,575 (December 31, 2019 – \$1,769).

The Company's financial condition is contingent upon its ability to obtain necessary financing to explore suitable properties.

Although the Company has been successful in the past in financing its activities through the sale of equity securities there can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on any acquired properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

CAPITAL RESOURCES

Share Capital

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at June 30, 2020, the Company had 49,155,796 (December 31, 2019 – 27,205,392) common shares issued and outstanding.

The company raised \$2,286,220 during 2020; and, \$415,000 was raised during 2019.

During the six-month period ended June 30, 2020, 8,756,922 warrants were exercised for total proceeds to the Company of \$501,308. A total of 8,756,922 shares were issued pursuant to the exercised warrants. In addition, 900,000 options were exercised for \$144,000.

Stock Options

As at the Report Date, the Company had 1,705,000 stock options outstanding.

Common Share Purchase Warrants

As at the Report Date, the Company had 18,670,005 common share purchase warrants outstanding.

Unit Warrants

As at the Report Date, the Company had 251,453 unit purchase warrants outstanding, whereby each unit purchase warrant is convertible at an exercise price of \$0.48 into one common share of the Company and one common share purchase warrant exercisable at \$0.60 into an additional common share of the Company.

The Company does not generate cash from operations. The Company finances exploration activities by raising capital from private placements and equity markets. The Company may encounter difficulty sourcing future financing in light of the recent economic downturn.

The Company had cash and cash equivalents of \$993,861 at June 30, 2020 (December 31, 2019 – \$1,769) and promissory notes receivable of \$nil (December 31, 2019 – \$195,974).

During the period ended June 30, 2020, the Company had the following share transactions:

- i. Split its shares on the basis of two common shares for each outstanding common share
- ii. Issued 3,110,000 units at a price of \$0.25 per unit for total proceeds of \$777,500. Each unit consisted of one common share and one share purchase warrant entitling the holder to acquire one additional common share of the Company at a price of \$0.40 for a period of two years. Cash finders' fees of \$32,250 were paid and 87,000 finder's warrants were issued at the same terms. As the original warrants had a fair value of \$nil, the finder's warrants were also valued at \$nil.
- iii. Issued 3,143,166 units of the Company at a price of \$0.48 per Unit for gross proceeds of \$1,508,720;
- iv. Issued 400,000 common shares issued on a flow-through basis at a price of \$0.65 per flow-through share for gross proceeds of \$260,000.
- v. Raised \$501,308 from warrant exercises, and \$144,000 from option exercises

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements. Due to the overall poor market conditions for junior mineral exploration companies, the Company may find it increasingly difficult to raise the funds required to continue the Company's operations. Share prices have undergone significant decreases and any issuance of the Company's equity securities in the near future may result in substantial dilution to the Company's existing shareholders.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no capital commitments in connection with its exploration property. The Company holds 100% interest in the Bullard Pass Property through its wholly-owned subsidiary and is not required to make any expenditure commitments on this property and has no contractual obligations on this property.

The Company will add and or drop claims based on geological merit and as financial resources allow.

Operating Activities

The Company used net cash of \$2,129,523 in operating activities during the six months ended June 30, 2020.

Investing Activities

The Company spent \$2,132,429 relating to exploration activities on the Company's Bullard Pass property.

Financing Activities

The Company received cash of \$5,254,044 from financing activities during the period ended June 30, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the directors and officers of the Company. Management compensation transactions for the three months ended June 30, 2020, is summarized as follows:

	June 30, 2020	June 30, 2019
Management fees	\$ 74,139	\$ 18,450
Total	\$ 74,139	\$ 18,450

During the six months ended June 30, 2020, \$24,000 was paid to a company owned by Brian Thurston for Chief Executive Officer and geology-related services provided (2019 - \$18,450). A total of \$8,000 of this amount is included in accounts payable and accrued liabilities as at June 30, 2020.

During the six months ended June 30, 2020, \$3,000 was paid to David Charlton for Chief Financial Officer related services provided. This amount is included in accounts payable and accrued liabilities as of June 30, 2020.

During the six months ended June 30, 2020, \$1,155 was paid to company owned by an officer of the Company, Jamie Lewin, for Chief Financial Officer related services provided (2019 – nil).

During the six months ended June 30, 2020, \$10,000 was paid to the previous Chief Financial Officer of the Company, Eli Dusenbury, for Chief Financial Officer related services provided.

During the six months ended June 30, 2020, \$2,984 was paid to Company owned by an officer of the Company, Janet Francis, for Corporate Secretarial related services provided (2019 – nil).

RISK FACTORS AND UNCERTAINTIES

The principal business of the Company is the acquisition and exploration of mineral properties. Given the inherent risky nature of the exploration and mining business, the limited extent of the Company's assets and the present stage of development, investors should consider the following risk factors, among others:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially viable mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-economically viable. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality and experience of management, the level of geological and technical expertise, and the quality of property available for exploration. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Significant financial investment is required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Operating History and Availability of Financial Resources

The Company does not have any history of generating operating revenue and is unlikely to generate any significant amount in the foreseeable future. Hence, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the issuance of securities. The Company will need to continue its dependence on the issuance of such securities for future financing, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Inflation and Metal Price Risk

The ability of the Company to raise interim financing will be significantly affected by changes in the market price of

the metals for which it explores. The mineral prices are volatile, and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supplies of and demands for minerals and metals and the stability of exchange rates can all cause fluctuations in these prices. Such external economic factors are influenced by changes in international investment patterns and monetary systems and political developments. The prices have fluctuated significantly in recent years. Future significant price declines could cause investors to be unprepared to finance exploration and development.

Share Price Volatility and Lack of Active Market

Worldwide Securities markets continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Competition

The mineral resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Public Health Crises such as the COVID-19 Pandemic

In December 2019, a novel strain of coronavirus known as COVID-19 surfaced in Wuhan, China and has spread around the world causing significant business and social disruption. COVID-19 was declared a worldwide pandemic by the World Health Organization on March 11, 2020. The speed and extent of the spread of COVID-19 and the duration and intensity of resulting business disruption and related financial and social impact, are uncertain. Such adverse effects related to COVID-19 and other public health crises may be material to the Company. The impact of COVID-19 and efforts to slow the spread of COVID-19 could severely impact the exploration and any development of the Company's mineral projects. To date, a number of governments have declared states of emergency and have implemented restrictive measures such as travel bans, quarantine and self-isolation. If the exploration and any development of the Company's mineral projects is disrupted or suspended as a result of these or other measures, it may have a material adverse impact on the Company's financial position and results of operations.

COVID-19 and efforts to contain it may have broad impacts on the Company's supply chain or the global economy, which could have a material adverse effect on the Company's financial position. While governmental agencies and private sector participants are seeking to mitigate the adverse effects of COVID-19, and the medical community is seeking to develop vaccines and other treatment options, the efficacy and timing of such measures is uncertain.

Government Regulations and Environmental Risks and Hazards

The Company's conduct is subject to various federal, provincial and state laws, and rules and regulations including environmental legislation in the countries where exploration takes place. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

Reliance on Key Personnel

The Company relies on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain “key employee” insurance in respect of any of its senior management.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change under various circumstances.

There can be no assurance that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

Title to Property

Although the Company will exercise the usual due diligence with respect to title to any properties in which it will take an interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company’s mineral property interests may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

Risk of Legal Claims

The Company may become involved in disputes with third parties or government authorities in the future that may result in litigation. The results of these legal claims cannot be predicted with certainty and defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. If the Company is unable to resolve these disputes in the Company’s favor or if the cost of the resolution is substantial, such events may have a material adverse impact on the ability of the Company to carry out its business plan.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed transactions not disclosed elsewhere.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting standard anticipated to be effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning after January 1, 2018, or later periods. New standards and updates, which are not applicable or are not consequential to the Company, have been excluded.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company’s financial instruments are exposed to certain financial risks which are discussed in detail in note 4.11 of the Company’s financial statements for the year ended December 31, 2019.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the six months ended June 30, 2020, the Company incurred the following expenses:

	2020	2019
	\$	\$
Advertising and marketing	1,473,054	-
Consulting	53,241	-
Filing fees	43,657	2,090
Office	13,882	221
Management fees	74,139	18,450
Professional fees	203,925	66,390

An analysis of material components of the Company's general and administrative expenses is disclosed in the condensed consolidated financial statements for the six months ended June 30, 2020, to which this MD&A relates. An analysis of the material components of the mineral property acquisition costs and mineral exploration costs are disclosed in the notes to the condensed consolidated financial statements for the six months ended June 30, 2020.

The Company had one exploration property pursuant to the plan of arrangement with Chemesis International Inc., which completed on February 1, 2019 - the Bullard Pass Property in Arizona held through its wholly-owned subsidiary. Since the transaction with Thane Minerals Inc. the Company also has the Cathedral Property in BC.

DIRECTORS AND OFFICERS

Greg Hawkins, Director and Chairman
Faizaan Lalani, Director
Samir Patel, Director
Brian Thurston, Director, Chief Executive Officer
Jamie Lewin, Chief Financial Officer
Janet Francis, Corporate Secretary

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at <http://www.sedar.com>.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of precious and

base metals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in the state of Arizona regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the previous section entitled "Risk Factors and Uncertainties".