

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis of Financial Condition and Results of Operations Annual Report – November 30, 2020

The following discussion is management's assessment and analysis of the results and financial condition of Mich Resources Ltd. (formerly Michelin Mining Corp.) (the "Company"), and should be read in conjunction with the accompanying audited financial statements and related notes. The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") and all figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward looking statements. Forward looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied.

The effective date of this report is March 18, 2021.

Description of Business

The Company is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia), and its registered office is 25th Floor, 700 West Georgia Street, Vancouver, BC, V7Y 1C3. The Company's common shares are listed on the Canadian Securities Exchange ("CSE") under the trading symbol "MICH" effective June 19, 2019.

The Company is principally engaged in the acquisition and exploration of mineral properties.

In December 2019, the Company subdivided its issued and outstanding share capital on the basis of two new common shares for each one outstanding common share. All common share and per common share amounts in these financial statements have been retroactively restated to reflect the stock split.

Rude Creek Gold Property

The Rude Creek Gold property (the "Property") consists of 204 mining claims, covering 4,157 hectares located in the Whitehorse Mining District in the Yukon Territory.

Agreement

On November 16, 2018 (the "Effective Date"), the Company entered into an option agreement (the "Agreement") with a private entity ("Optionor"), later amended on January 17, 2019, whereby the Company could earn a 70% interest in the Property by issuing an aggregate of 7,900,000 Common Shares, making cash payments totaling \$2,500,001, and carrying out exploration and development work of \$4,120,000.

During the year ended November 30, 2020, the Company had not fulfilled the cash payment and share issuance due on the first anniversary date of the Option Date and let the option to acquire 70% interest in the Property lapse. During the year ended November 30, 2020 the Company impaired all capitalized exploration and evaluation costs related to the Property, resulting in a loss of \$151,146 in the statement of net loss and comprehensive loss.

Overall Performance and Results of Operations

Total assets decreased to \$52,049 at November 30, 2020, from \$327,849 at November 30, 2019, primarily due to a decrease in cash of \$120,170 and the impairment of \$151,146 related to the Property. The most significant asset at November 30, 2020, was cash of \$46,200 (November 30, 2019: \$166,370). The change in cash during the year ended November 30, 2020 was primarily the result of \$177,170 used in operating activities, and \$57,000 received from exercise of warrants and options.

Three months ended November 30, 2020 and 2019

The Company recorded net loss of \$348,947 for the three months ended November 30, 2020 (2019: \$106,857). The increase in net loss for the period was primarily attributable to:

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis of Financial Condition and Results of Operations Annual Report – November 30, 2020

- Share-based compensation of \$317,114 (2019: \$72,571): Share-based compensation for the current period was due to 1,525,000 share options granted during the current period to directors, officers, and consultants of the Company, vested immediately, exercisable at \$0.27 per common share.

Years ended November 30, 2020 and 2019

The Company recorded net loss of \$644,445 for the year ended November 30, 2020 (2019: \$232,379). The increase in net loss for the period was primarily attributable to:

- Consulting and management of \$90,000 (2019: \$70,294): An increase of \$19,706 was primarily due to increased corporate administration fees in the current year.
- Office and administration of \$13,841 (2019: \$1,587): An increase of \$12,254 was primarily due to office rent in the current year.
- Professional services of \$42,251 (2019: \$23,071): An increase of \$19,180 was primarily due to legal expenses accrued in the current period that related to general legal services provided from November 2019 to March 2020.
- Loss on impairment of exploration and evaluation assets of \$151,146 (2019: \$nil): The Company decided to let the option to acquire 70% interest in the Property lapse and incur an impairment loss in the year.

The increase in net loss for the year was partially offset due to:

- Regulatory and filing of \$30,213 (2019: \$62,728): A decrease of \$32,515 was primarily due to higher listing fees and regulatory costs incurred in the prior year.

Liquidity and Capital Resources

As at November 30, 2020, the Company had working capital of \$33,016 (November 30, 2019: \$152,201). The Company does not have sufficient resources to settle outstanding liabilities and fund its operations for the next twelve months. The ability of the Company to continue as a going concern is dependent on obtaining additional financing through equity financing or obtaining joint venture or property sale agreements for one or more properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company.

The Company has no bank debt or banking credit facilities in place.

Summary of Quarterly Results

The following tables summarize the Company's financial information for the last eight quarters in accordance with IFRS:

	Q4		Q3		Q2		Q1	
	2020		2020		2020		2020	
Revenue	\$	-	\$	-	\$	-	\$	-
Net loss for the period		(348,947)		(30,791)		(68,435)		(196,272)
Basic and diluted loss per share		(0.01)		(0.00)		(0.00)		(0.01)

	Q4		Q3		Q2		Q1	
	2019		2019		2019		2019	
Revenue	\$	-	\$	-	\$	-	\$	-
Net loss for the period		(106,857)		(78,969)		(19,748)		(26,805)
Basic and diluted loss per share		(0.00)		(0.00)		(0.00)		(0.00)

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis of Financial Condition and Results of Operations Annual Report – November 30, 2020

Loss for Q1 2020 increased due to loss on impairment of exploration and evaluation assets of \$151,146. Loss for Q4 2020 increased due to share-based compensation of \$317,114.

Selected Annual Information

	November 30, 2020	November 30, 2019	November 30, 2018
Total assets	\$ 52,049	\$ 327,849	\$ 468,443
	Year ended November 30, 2020	Year ended November 30, 2019	Period from incorporation on August 16 to November 30, 2018
Loss	\$ (644,445)	\$ (232,379)	\$ (19,754)
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)	\$ (0.00)

Outstanding Share Data

Subsequent to November 30, 2020, 108,000 warrants were exercised for proceeds of \$10,800 and 156,000 warrants expired unexercised.

As at the date of this report, there were 34,101,002 common shares (November 30, 2020: 33,993,002), 2,125,000 share options (November 30, 2020: 2,125,000) and nil warrants (November 30, 2020: 264,000) issued and outstanding.

Related Party Transactions

During the year ended November 30, 2020, the Company incurred consulting fees of \$nil (2019: \$62,794) to a company of which a director of the Company is an officer. As at November 30, 2020, \$nil (November 30, 2019: \$4,562) is due to this company.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the year ended November 30, 2020, key management personnel compensation included share-based compensation of \$72,780 (2019: \$23,223).

Critical Accounting Policies and Estimates

The Company has prepared the accompanying financial statements in accordance with IAS 34, using accounting policies consistent with IFRS. Significant accounting policies, except as described below, are described in Note 3 of the Company's financial statements as at and for the year ended November 30, 2020.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Risks and Uncertainties

The Company currently has no revenues from operations. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis of Financial Condition and Results of Operations Annual Report – November 30, 2020

The Company is engaged in the acquisition of mineral properties, an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable ore deposits. The Company will seek to counter these risks to the extent possible by selecting exploration areas on the basis of their recognized geological potential to host economic deposits.

The following sets out the principal risks faced by the Company.

Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Critical accounting estimates

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

Legal proceedings

As at the period-end and the date of this MD&A, there were no legal proceedings against or by the Company.

COVID-19 uncertainty

To the date of this MD&A, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. As at the date of this report, the Company has not been significantly impacted by the spread of COVID-19.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods.

Financial Instruments and Other Instruments

Financial Risk Management and Fair Value Measurement

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, amounts receivable, and amounts payable. The Company measures its cash, amounts receivable, and amounts payable at amortized cost.

The carrying amounts for cash, amounts receivable, and amounts payable, approximate fair values due to the immediate or short-term maturities of these financial instruments.

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis
of Financial Condition and Results of Operations
Annual Report – November 30, 2020

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company is exposed to credit risk on cash and amounts receivable. The Company reduces its credit risk on cash by maintaining its bank account with a large international financial institution. The maximum exposure to credit risk is equal to the carrying value of its cash.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. At November 30, 2020, the Company had working capital of \$33,016. Management has concluded that the Company will require additional funding to continue operations for the next twelve months.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign currency and price risk.

a) Interest Rate Risk

The Company is nominally exposed to interest rate risk. The Company's cash earns interest at variable rates. The Company's future earned interest is exposed to short-term rate fluctuations. Interest rate exposure is considered to be insignificant.

b) Foreign Currency Risk

The Company is not exposed to currency risk as all transactions are denominated in Canadian dollars.

c) Price Risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

Fair value

IFRS establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments are classified and subsequently measured as follows:

Account	Classification
Cash	Amortized cost
Accounts Payable and accrued liabilities	Amortized cost

Mich Resources Ltd. (formerly Michelin Mining Corp.)

Management's Discussion and Analysis
of Financial Condition and Results of Operations
Annual Report – November 30, 2020

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Outlook

The Company is currently seeking acquisition opportunities in the natural resource industry.

Additional information relating to the Company is available on SEDAR at www.sedar.com.