

# Ivor Exploration Inc.

## Management's Discussion and Analysis

### For the Nine Months Ended March 31, 2021 and 2020

#### General

This management discussion and analysis should be read in conjunction with the condensed consolidated interim unaudited financial statements and related notes thereto of Ivor Exploration Inc. (the "Company") for the nine months ended March 31, 2021 and 2020 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by International Accounting Standards Board. All amounts in the financial statements and this discussion and analysis are presented in Canadian dollars, unless otherwise indicated. This Management Discussion and Analysis ("MD&A") is dated May 7, 2021 and discloses specified information up to that date.

Management is responsible for the preparation and integrity of the condensed consolidated interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the condensed consolidated interim financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

#### Description of Business

On October 12, 2017, the Company changed its name to Ivor Exploration Inc. The Company is a resource exploration company that is acquiring and exploring mineral properties.

The Company's common shares were listed on Canadian Securities Exchange under the stock symbol "IVOR" and commenced trading on June 30, 2020.

#### Development of the Company's Business

On December 14, 2020, the Company acquired from a director of the Company, all the issued and outstanding shares being 1 common share in the capital of HAB Capital Inc. ("HAB Capital") with a fair value of \$0.01.

On January 4, 2021, the Company formed a 100% owned private company, Kelso Capital, Inc. ("Kelso Capital").

On February 22, 2021, the Company sold to Penn Capital Inc. 100% interest in HAB Capital for \$1 and 100% interest in Kelso Capital for \$1.

## Exploration and evaluation assets

### Ultimate Property

In May 2012, the directors of Ivor Exploration Inc. commissioned a staker to find a mineral property for the company. The staker map-staked the ULTIMATE 1, 3 and 4 plus the claim with "no name" (record number 984144) in 2012 and to transfer title for payment of \$8,000 for 100% of the first four claims in 2012 with no further payments. The 2017 claims; ULTIMATE 5 to 7 were map-staked directly by Ivor Exploration Inc. for \$2,000

## Results of Operations

	For the Three months ended March 31,		For the Nine months ended March 31,	
	2021	2020	2021	2020
<b>Expenses</b>				
Office and miscellaneous	\$ 592	\$ 27	\$ 636	\$ 66
Professional fees	4,975	7,824	18,091	14,539
Property evaluation cost	4,900	-	4,900	-
Transfer agent and filing fees	2,610	9,428	11,261	10,283
	(13,077)	(17,279)	(34,888)	(24,888)
Interest income	-	-	-	137
<b>Loss and comprehensive loss</b>	<b>\$ (13,077)</b>	<b>\$ (17,279)</b>	<b>\$ (34,888)</b>	<b>\$ (24,751)</b>

### Three months ended March 31, 2021 and 2020

The net loss for the three months ended March 31, 2021 was \$13,077 compared to \$17,279 for the three months ended March 31, 2020, representing a decrease in loss by \$4,202. The professional fee in the prior quarter ended was higher because of higher legal fees paid due to listing of the company. Also, transfer agent and filing fee was higher in the prior quarter as the company filed prospectus and was in the process of listing. For the quarter ended March 31, 2021 property evaluation cost is \$ 4,900 higher compared to \$Nil in quarter ended March 31, 2020 due to the due diligence costs incurred for potential property and project during the current quarter.

### Nine months ended March 31, 2021 and 2020

The net loss for the nine months ended March 31, 2021 was \$34,888 compared to \$24,751 for the nine months ended March 31, 2020, representing an increase in loss by \$10,137. The increase in expenses is due to increase in professional fees related to accounting and administrative services in connection with the preparation of quarterly financial statements. The increase is also due to higher transfer agent and filing fees related to the listing of the Company to the Canadian Securities Exchange which commenced on June 30, 2020. For nine month ended March 31, 2021 Property evaluation cost is \$ 4,900 higher compared to \$Nil in quarter ended March 31, 2020 due to the due diligence costs incurred for potential property and project during the current period.

### Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's condensed consolidated interim financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Loss for the period	Loss per Share (Basic & Diluted)	Total Assets	Interest Income
31-Mar-21	\$13,077	\$0.00	\$277,808	\$Nil
31-Dec-20	\$14,095	\$0.00	\$356,851	\$Nil
30-Sep-20	\$7,716	\$0.00	\$370,995	\$Nil
30-Jun-20	\$149,089	\$0.02	\$460,904	\$Nil
31-Mar-20	\$17,279	\$0.00	\$182,226	\$Nil
31-Dec-19	\$2,485	\$0.00	\$165,411	\$Nil
30-Sep-19	\$4,987	\$0.00	\$166,838	\$137
30-Jun-19	\$30,585	\$0.01	\$11,552	\$Nil

### Financial Condition, Liquidity and Capital Resources

The Company had a working capital of \$137,232 as at March 31, 2021 compared to a working capital of \$172,620 as at June 30, 2020. The Company does not currently have an active business generating positive cash flows. The Company is reliant on equity financing or shareholder loans to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

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

### Related Party Transaction

As at March 31, 2021, accounts payable and accrued liabilities include \$Nil (June 30, 2020 - \$102,500) owing to directors and officers of the Company. Amounts due to related party are unsecured, non-interest bearing and has no specified terms of repayment.

As at March 31, 2021, loans from related parties are \$Nil (June 30, 2020 - \$10,385). The loans are unsecured, non-interest-bearing and due on demand.

During the period ended March 31, 2021 the Company acquired from a director of the Company, all the issued and outstanding shares being 1 common share in the capital of HAB Capital with a fair value of \$0.01.

### Financial Instruments and Risk Management

#### Fair Values

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and loans from related parties. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these investments. All financial instruments are classified as Level 1.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

**(a) Financial Risk Management**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

**(b) Financial Instrument Risk Exposure**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

*Credit Risk*

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company is not exposed to credit risk.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant.

- (a) Interest rate risk  
The Company has no cash balances and no interest-bearing debt.
- (b) Foreign currency risk  
The Company is not exposed to foreign currency risk on fluctuations in exchange rates.
- (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.

*COVID-19*

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID- 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

**Contingencies**

The Company is not aware of any contingencies or pending legal proceedings as of as at the date of this report.

**Additional share information**

As at March 31, 2021 and as at the date of this report, the Company had 11,780,000 common shares outstanding.

As at March 31, 2021 and as at the date of this report, the Company had 320,000 stock options outstanding and exercisable.

As at March 31, 2021 and as at the date of this report, the Company had no warrants outstanding.

**Disclaimer**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at [www.sedar.com](http://www.sedar.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

**Cautionary Statement on Forward Looking Information**

Certain statements contained in this document constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.