



INFLECTION RESOURCES LTD.
An exploration stage company

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2020

Except as otherwise indicated by the context and for the purposes of this report only, references in this MD&A to "we," "us," "our" or "the Company", refer to Inflection Resources Ltd. (formerly 1118192 B.C. Ltd.) (the "Company", or "Inflection"), a British Columbia corporation.

The Management's Discussion of Financial Condition and Results of Operations (the "MD&A") is dated January 28, 2021, and provides an analysis of, and should be read in conjunction with the accompanying consolidated financial statements and related notes thereto for the years ended September 30, 2020 and 2019 (the "Consolidated Financial Statements"), and other corporate filings available under the Company's profile on SEDAR at www.sedar.com.

Financial statement information presented herein was prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. Inflection's reporting currency is the Canadian dollar ("\$"), and all amounts in this MD&A are expressed in Canadian dollars, unless otherwise stated. Amounts in Australian dollars are expressed as "AUD". As at September 30, 2020, the indicative rate of exchange, per \$1.00 as published by the Bank of Canada, was AUD 0.9545 (AUD 0.8941 at September 30, 2019). Amounts in United States dollars are expressed as "USD".

Note Regarding Forward Looking Statements

Certain information contained or incorporated by reference in this MD&A, including any information as to our future financial or operating performance, constitutes "forward-looking statements". These statements are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well an indication of the Company's potential future performance. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive risks, uncertainties, and contingencies. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Australia, Canada and in other countries; business opportunities that may be presented to, or pursued by, us; operating or technical difficulties in connection with mining or development activities; employee relations; litigation; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and the risk of inadequate insurance, or inability to obtain insurance, to cover these risks. Many of these uncertainties and contingencies can affect our actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, us. Readers are cautioned that forward-looking statements are not guarantees of future performance, and they should not place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements; accordingly, readers are advised to consider such forward-looking statements in light of the risks as set forth below.

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements, and 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 to the extent required by applicable laws.

Furthermore, the Company continually seeks to minimize its exposure to business risks, but by the nature of its business, activities, and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties, or those described in this MD&A under the heading "Risks and Uncertainties" materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

Highlights and recent developments

- Completed an initial public offering (the "IPO") to raise gross proceeds of \$3,500,000 and list the Company's common shares (the "Common Shares") on the Canadian Securities Exchange (the "CSE") and commenced trading on July 21, 2020 under the symbol "AUCU".
- Announced commencement of trading of the Common Shares on the OTCQB market under symbol "AUCUF" on January 22, 2021.
- Commenced an initial drill program to systematically test multiple porphyry targets at the Company's Northern NSW Project. Highlights of results reported to date include intercepting significant and encouraging favourable alteration, which suggests that the Northern NSW Project is host to multiple gold-copper porphyry systems, including at the Myallmundi, Trangie, and Macquarie targets.
- Receipt of approval for grant funding to reimburse the Company for certain exploration expenditures incurred at its mineral property interests:
 - AUD 139,685 from the government of New South Wales as part of its New Frontiers Cooperative Drilling grants program; and
 - AUD 72,000 from the Queensland Government as part of its Collaborative Exploration Initiative.
- On February 11, 2020, the Company completed the acquisition of Romardo Copper (NSW) Pty Ltd ACN 605 976 565 ("Romardo Copper").
- On January 31, 2020, closed the final tranche of a private placement financing of units for total gross proceeds of \$2,647,300.

Outlook

The Company anticipates continuing first-pass and step-out drilling in Northern New South Wales with a focus on the portfolio of targets located in an area extending over approximately 200 kilometres in Northern NSW.

First-pass drill holes are planned for the remaining targets as well as completing additional priority step-out, follow-up holes at Trangie, Myallmundi, Melmiland, and Macquarie where initial drilling returned encouraging results. Further updates will be provided as additional drill holes are completed.

Overview

Inflection is a junior resource company engaged in the exploration and evaluation of mineral properties for gold and copper in New South Wales and Queensland, Australia.

The Company was incorporated under the Business Corporations Act (British Columbia) on May 9, 2017 and is currently a reporting issuer in British Columbia, Alberta and Ontario. The Common Shares trade on the CSE under the symbol "AUCU", and on the OTCQB under symbol "AUCUF".

The consolidated financial statements include the accounts of the Company and its 100% wholly owned subsidiaries in Australia: Australian Consolidated Gold Holdings Pty Ltd ACN 619 975 405 ("ACGH"), ACGH II Pty Ltd ACN 623 704 898 ("ACGHII"), and Romardo Copper. Inter-company balances and transactions are eliminated on consolidation.

Mineral Properties

The Company's mineral property interests encompass a large portfolio of exploration licenses and applications in New South Wales, and Queensland Australia, totaling in excess of 500,000 hectares.

Expenditures directly attributable to the acquisition of mineral property interests have been capitalized; staking costs, related land claims fees paid, and ongoing exploration expenditures, have also been capitalized. Details of exploration and evaluation expenditures incurred by the Company at its mineral property interests are summarized in this MD&A under heading "*Selected Financial Information - Financial position - Assets*".

The Company holds interests in, and has been actively working on, the following mineral resource projects:

a) Northern New South Wales project

The Northern New South Wales ("NNSW") project is the Company's principal property, and as of the date of this MD&A consists of eighteen 100% owned non-surveyed non-contiguous exploration licences ("EL") and two EL applications located in the Lachlan Fold Belt region of New South Wales, Australia (the "LFB").

On December 31, 2017, the Company took assignment of a Binding Term Sheet (the "Term Sheet"), dated June 6, 2017, under which the Company agreed to acquire 100% interest in 11 exploration licenses and applications (the "Acquired NNSW licences") in Northern New South Wales, Australia. The Term Sheet was subsequently superseded by an agreement dated July 1, 2018 which amended the terms for the acquisition of the licenses (together the "NNSW Agreements").

Pursuant to the NNSW Agreements, consideration paid to the vendor for the acquisition of the Licenses is as follows:

1. On July 1, 2018, the Company issued 2,805,000 Common Shares (\$280,500)
2. The Company made combined payments of AUD 205,000 upon the execution of the Term Sheet, and towards the cost of acquiring and recording the Licenses, and a further AUD 25,000 in August 2020.
3. A success fee of AUD 55,000, pursuant to the successful listing of the Common Shares on the CSE in August 2020 (the "Success Fee").

The Company was obligated to incur AUD 500,000 in exploration expenditures on the Licenses by June 6, 2018; the expenditure of which has been completed.

The Company shall pay a 2% net smelter return royalty ("NSR") to the vendor from any future production, of which the Company may purchase 1% for AUD 3,000,000 at any time.

A further two ELs were acquired pursuant to an Asset Purchase and Sale Agreement dated February 26, 2019 that closed on February 11, 2020 (See "*Romardo Acquisition*" in this MD&A). Four of the ELs and the three EL applications were staked by the Company directly. Inflection is the largest landholder in the Macquarie Arc with 549,000 hectares of exploration licenses and applications covering a portfolio of drill-ready projects.

With effect beginning September 2020, Inflection was awarded three grants from the Government of NSW's New Frontiers Cooperative Drilling Program. The grants, which total AUD 139,685 will potentially fund, through reimbursement of eligible expenditures, 50% of the first-pass direct drilling costs on three of the NNSW projects licenses, specifically: Blackwater, Branglebar and Brewarrina. This program is managed by the Geological Survey of NSW and is part of the NSW Mineral Strategy commitment to promote investment in mining and exploration. The New Frontiers Cooperative Drilling program provides grants to successful applicants for exploration drilling programs that demonstrate strong prospectivity, sound financial planning and a proven technical base.

Inflection is targeting gold and copper-gold deposits in the interpreted northern extension of the Macquarie Arc, part of the LFB in New South Wales. The Macquarie Arc is considered Australia's premier porphyry gold-copper province, host to Newcrest Mining's Cadia Valley deposits, the CMOC-Northparkes deposits and Evolution Mining's Cowal deposits, and numerous active exploration prospects. This interpreted extension of the Macquarie Arc is covered by post-mineral sediments masking the underlying favorable Paleozoic volcanic rocks.

On July 23, 2020, the Company announced that it has commenced drilling on its NNSW Project. Inflection commissioned DDH1 Drilling Pty Ltd. to complete an initial 38 drill holes testing 20 high priority gold or gold-copper targets. The Company is using what it considers to be cost-effective mud-rotary drilling to cut through the younger post-mineral sedimentary cover, with a transition to diamond core drilling once the interpreted Paleozoic basement is reached. With the exception of one encouraging drill hole in the Macquarie target, none of the individual targets have previously been drill tested.

As of the date of this MD&A, Inflection has drilled an aggregate of 37holes (7,698.5 metres) across the following targets: Blackwater, Nine Mile, Mungeribar, Trangie, Myallmundi, Beleringar, Meringo, Moonagee, Branglebar, Melmiland, and Macquarie.

Romardo Acquisition

On February 11, 2020, the Company completed the acquisition of 100% of the issued and outstanding shares of Romardo Copper, a private Australian company (the "Romardo Acquisition"). Romardo Copper is a mineral exploration company incorporated in Australia. Romardo Copper owns 100% of the rights, title and interest in two exploration licenses located in New South Wales, Australia (the "Romardo Licences"). The Company considers the Romardo Licences to be part of the NNSW Project.

The Romardo Licences are subject to a 2% NSR of which the Company may purchase 1% for AUD 2,000,000 at any time, and the Company has the right of first refusal to purchase any royalty interest offered for sale by consideration payable in cash.

The value of the net assets acquired in the Romardo Acquisition was determined to be \$3,447. Cash consideration paid was \$12,289 (AUD 13,233).

In accordance with IFRS 3, *Business Combinations*, a business combination is a transaction in which an acquirer obtains control of a business which is defined as an integrated set of activities and assets that are capable of being conducted and managed to provide a return to investors. For an integrated set of activities and assets to be considered a business, the set needs to contain inputs and processes. The Romardo Acquisition does not meet the definition of a business combination as (i) the Romardo Licenses are at the exploration stage with no defined mineral reserves, and (ii) Romardo Copper had no business processes or operations. Consequently, the transaction is not characterized as a business combination, and was accounted for as an acquisition of an asset.

The acquisition was recorded as follows:

<u>Consideration paid:</u>		
Cash	\$	12,289
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<u>Assets acquired and obligations assumed</u>		
Cash	\$	18
Loan receivable		222
Romardo Licenses		29,862
Refundable security deposit		17,848
Loan from the Company		(44,503)
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Net identifiable assets acquired		3,447
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Excess allocated to exploration and evaluation assets	\$	8,842

In addition, the Company has the following contingent payments payable at its discretion upon attainment of certain milestones:

- i. AUD 500,000 payable in cash or Common Shares upon completion of a pre-feasibility study.
- ii. AUD 2,000,000 payable in cash or Common Shares upon completion of a feasibility study.
- iii. AUD 6,000,000 payable upon the Company's decision to commence construction of a commercial mine.

b) Artificial Intelligence Project

The project area encompassed as Inflection's "AI Project" is in the southern part of the Macquarie Arc in New South Wales. The AI Project is the subject of the Lachlan Fold Belt Exploration Alliance Agreement dated May 1, 2017, as amended on April 27, 2020, and July 29, 2020, in which the Company agreed to acquire the rights to a comprehensive proprietary database from the licensor to use "Artificial Neural Network" and machine learning technology for a specified period to assist in targeting potential projects (each a "Project Area"), in the LFB. The original expiry date of the Alliance Agreement was extended most recently to July 31, 2021 (the "License Period") by an amending agreement dated July 29, 2020.

Pursuant to the Alliance Agreement, the Company paid USD 60,000 in cash and agreed to incur at least USD 250,000 in exploration expenditures within the area covered by the proprietary data (incurred).

The Company has also agreed to pay the Licensor the following consideration, and incur expenditures solely at the discretion of the Company:

- i) a fee of USD 10,000 for any Project Area selected by the Company, as defined in the Agreement, within seven days of the Project Area becoming effective.
As at September 30, 2020, the Company had acquired five exploration licenses using the proprietary data but had not yet designated any Project Areas. The Company has also determined not to continue with an exploration at four of the exploration licenses, and relinquished rights to those licences. Accordingly, \$69,044 in deferred exploration was written off during the year ended September 30, 2020.
- ii) a fee equal to 5% of all expenditures incurred on any Project Area, as defined in the Agreement.

For each mine established within a Project Area, the Licensor will receive a 2.0% NSR, of which the Company may purchase 0.5% for USD 1,000,000 at any time.

The Company and the Licensor entered into a supplemental agreement dated April 1, 2018, whereby the Company agreed to pay \$60,000 to exclude certain properties from the area covered by the proprietary data.

On February 14, 2019, the Company settled the amount owing through the issuance of 300,000 Common Shares at \$0.20 per share to the Licensor.

Subsequent to the License Period and until May 1, 2023, the Company may acquire an interest in a mineral property within the area covered by the proprietary data by paying a 5% fee on all quarterly exploration expenditures incurred on the specified property; payable at the Company's election in either cash or Common Shares. After May 1, 2023, the Company may acquire an interest in a mineral property within the area covered by the proprietary data with no further compensation to the Licensor.

To date, the Artificial Neural Network study being utilized by Inflection identified 60 areas of interest which have been ranked in terms of priority. Follow-up work by the Company has identified a number of priority targets, with work, including preliminary geological mapping and some wide-spaced soil sampling, actively continuing on the AI Project licences.

c) Carron Project

The Carron property ("Carron") is located approximately 400 kilometres west of Cairns in Northern Queensland. The Company's interest in the Carron Project is held through a farm-in agreement dated March 15, 2017, as amended on December 20, 2018 and November 22, 2019 (the "Farm-in Agreement") with Oakland Gold Pty Ltd. (the "Optionor"). The Farm-in Agreement provides the Company with an option to earn up to a 100% interest in the Carron Project.

The Company earned an initial 50% interest (the "Initial Earn-in") in the Carron Project further to an amending agreement, dated November 22, 2019 (the "Initial Earn-in Date"), whereby the Company and the Optionor agreed to recognize i) expenditures incurred as of September 30, 2019 of AUD 297,172 (plus GST of AUD 16,293), including the completion of an airborne magnetics survey, and (ii) the reimbursement to the Optionor of an amount of AUD 50,000 for costs incurred by the Optionor, as satisfying the Initial Earn-in.

The Farm-In Agreement also provides for incremental farm-in levels by incurring additional expenditures at the discretion of the Company:

1. The Company may earn a further 20% interest to bring its participation interest to 70% if it elects within three years of the Initial Earn-in Date to incur a further AUD 1,000,000 in mineral exploration expenditures, with a substantial portion being the cost of drilling (the "Stage 2 Earn-in").

As at September 30, 2020, the Company continued to incur expenditures toward the Stage 2 Earn-in. All expenses recognized are those incurred by the Company.

2. Following the Stage 2 Earn-in, the Company may elect at its sole discretion to complete a further earn-in (the "Stage 3 Earn-in"), as either:
 - i) Acquire a further 30% interest to bring its interest to 100% by issuing a number of Common Shares to the Optionor based on a formula determined by an independent valuator; or
 - ii) Acquire a further 20% interest to bring its participation interest to 90% by completing a feasibility study. Where the Company achieves a Stage 3 Earn-in to a 90% interest, the Company shall enter into a royalty agreement with the Optionor.

Within 60 days of the Stage 3 Earn-in Date, the Optionor may elect to contribute to expenditures in proportion to its 10% participating interest in a bankable feasibility study, and if the Optionor does not make such election, then its 10% interest shall be converted into an NSR.

At Carron, Inflection has identified a series untested orogenic vein and intrusion related targets northwest of and on trend from the Croydon Goldfields, one of Queensland's significant historical gold mining districts.

The Carron targets were generated by analysing data from a regional airborne magnetic survey completed by the Queensland Government. The magnetic data outlined a series of large north-west trending magnetic anomalies under post-mineral sedimentary cover, which intermittently extend for over 30 kilometres. The public domain magnetic data used to generate the targets was not detailed enough for accurate drill targeting. Consequently, the Company flew a 3,855-line kilometre airborne high-resolution magnetic survey with 50-metre line spacing to enable drill hole positioning. The high resolution airborne magnetic data was processed, and 3D magnetisation vector inversion and inversion modelling completed. The magnetics enabled the construction of a 3D geological model and the positioning of the individual drill holes.

On September 4, 2020, the Company received approval for a drilling grant in the value of up to AUD 72,000 from the State of Queensland to be applied towards the drill program.

Inflection plans to test a number of additional priority drill targets at Carron. These targets are covered by post-mineral sedimentary cover, masking the potentially prospective geology. None of the Carron targets developed by the Company had previously been drill tested. The Company has completed two drill holes on the Carron Project to date. Complete results are pending for all holes as of the date of this MD&A.

Initial Public Offering

On July 17, 2020, the Company completed the IPO of 14,000,000 units (each, a "Unit") at a price of \$0.25 per Unit to raise gross proceeds of \$3,500,000 (the "IPO Financing"). Each Unit consists of one Common Share and one-half of one Common Share purchase warrant. Each whole warrant (a "Warrant") will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share in the capital of the Company at an exercise price of \$0.40 for a period of 18 months following the closing date. If, following the closing of the IPO, the closing price of the Common Shares on the CSE is equal to or greater than \$0.80 for any 10 consecutive trading days, the Company may, upon providing written notice to the holders of the Warrants, accelerate the expiry date of the common share purchase warrants ("Warrants") to the date that is 30 days following the date of such written notice.

Haywood Securities Inc. acted as agent (the "Agent") for the IPO. The Agent received an 8% cash commission of \$280,000, a corporate finance fee of \$25,000 and, together with its selling group, an aggregate of 1,120,000 non-transferable compensation options (the "Agent Options") equal to 8% of the number of Units sold. Each Compensation Option will be exercisable at \$0.25 per Compensation Option for a period of eighteen (18) months following the closing date to acquire one Common Share and one-half of one non-transferable Warrant. Each whole compensation Warrant will be exercisable to purchase one Common Share at \$0.40 for a period of 18 months from the closing date, subject to the same acceleration clause as the unit Warrants.

SELECTED FINANCIAL INFORMATION

Management is responsible for, and the Board approved, the Consolidated Financial Statements. Except as noted, the Company followed the significant accounting policies presented in Note 3 - Significant Accounting Policies, contained in the audited Consolidated Financial Statements consistently throughout all periods summarized in this MD&A.

The Company operates in one segment – the exploration of mineral property interests. The Company has two geographic segments – the exploration activities occur in Australia, while head office, finance, marketing and administration activities occur in Canada. Management has determined that the parent entity and each of the Australian subsidiaries have a Canadian dollar functional currency.

Selected Statement of Comprehensive Loss data.

Because the Company is in the exploration stage, it did not earn any significant revenue. Furthermore, the early-stage nature of the Company's business, the reliance on capital markets to finance ongoing operations and the risk inherent in exploration means that operating results may vary from period to period.

The following table and discussion provide selected financial information from, and should be read in conjunction with, the Consolidated Financial Statements.

	Year ended September 30, 2020	Year ended September 30, 2019	Year ended September 30, 2018
Loss before income taxes	\$ 1,037,387	\$ 775,489	\$ 1,731,591
Tax	\$ -	\$ -	\$ -
Other comprehensive (gain) loss	\$ -	\$ -	\$ 95,728
Comprehensive loss	\$ 1,037,387	\$ 775,489	\$ -
Loss per Common Share	\$ 0.02	\$ 0.03	\$ -

The Company's operating expenses are summarised as follows:

	Year ended September 30, 2020	Year ended September 30, 2019
Share-based compensation	\$ 364,316	\$ 372,827
Consulting fees	\$ 136,613	\$ 218,049
Salaries and benefits	\$ 108,739	\$ 5,047
Professional fees	\$ 96,257	\$ 57,198
Travel and meals	\$ 82,149	\$ 78,504
Write-down of exploration and evaluation assets	\$ 69,044	\$ -
Listing and filing fees	\$ 62,534	\$ -
Office and administration	\$ 56,234	\$ 11,406
Investor communications	\$ 49,434	\$ 27,530
Foreign exchange loss	\$ 33,426	\$ 4,928
Interest income	\$ (21,359)	\$ -
	\$ 1,037,387	\$ 775,489

Discussion of results

Share-based compensation of \$364,316 was recognized in the consolidated statements of loss and comprehensive loss for the year ended September 30, 2020 (\$372,827 for the comparative period). Refer in this MD&A under section "*Outstanding Securities – Stock-based compensation*" for a summary of cancellations, forfeitures and new awards of Options during the year. The remaining average contractual life of Options outstanding is 3.81 years. In determining the fair market value of stock-based compensation granted to employees and non-employees, management makes significant assumptions and estimates. These assumptions and estimates have an effect on the stock-based compensation expense recognized and on the contributed surplus balance on our statements of financial position. Management has made estimates of the life of the Options, the expected volatility, and the expected dividend yields that could materially affect the fair market value of this type of security. Stock-based compensation expense should be expected to vary from period-to-period depending on several factors, including whether Options are granted in a period, and the timing of vesting or cancellation of such equity instruments.

Consulting fees for the year ended September 30, 2020 include of \$56,500 paid to Cariboo Sky Consulting Ltd. for the provision of CFO services, and \$22,500 to Waddell Consulting Inc. for management services as Chief Executive Officer; \$32,613 to other consultants and \$25,000 for the provision of strategic consulting services from OCP Holdings Ltd., (formerly, Ore Capital Partners Ltd., "OCP"), a related party to the Company. The OCP arrangement included office and administrative support services and terminated in February 2020. Following the IPO, the Company began to transition the services of several key personnel from part-time consultant roles to that of paid employees. For the year ended September 30, 2019, consulting fees of \$200,900 were paid to executive officers, and OCP.

Salaries and benefits of \$96,600 were recorded for the year ended September 30, 2020 (\$3,778 for the comparative period), and reflects amounts earned by individuals employed directly by the Company not attributable to exploration. Following the IPO, the Company entered into employment arrangements with several executives of the Company, transitioning from the previous consulting relationship. Accordingly, the expense recognized in the current period has increased as compared to the year ended September 30, 2019.

Professional fees of \$96,257 were recognized for the year ended September 30, 2020 (\$57,198 for the comparative period), and in fiscal 2020 consist of assistance with tax compliance and the provision of tax advice, for audit and audit related activities, accounting assistance and general legal fees. Professional fees incurred in the comparative period comprise primarily of tax advice and assistance with tax compliance and legal consultations.

Travel and meals expenses of \$82,149 were incurred in the year ended September 30, 2020 (\$78,504 for the comparative period). Prior to the widespread restrictions arising as a result of the Covid-19 coronavirus outbreak ("Covid-19"), corporate travel occurred to develop the business and communicate the Company's activities to potential shareholders, as well as to conduct site visits and for senior management meetings.

Write-down of exploration and evaluation assets of \$69,044 was recorded in the year ended September 30, 2020 (\$nil for the comparative period), pursuant to the Company's decision to relinquish four of the "AI Project" exploration licenses.

Listing and filing fees of \$62,534 (\$nil for the comparative period) were paid in connection with the IPO.

Office and administrative expenses of \$56,234 were incurred during the year ended September 30, 2020 (\$11,406 for the comparative period). Office and miscellaneous expenses consist of bank charges, computer and internet, office supplies, telephone and rent. In the months leading up to the IPO, the Company marked the start of active business operations, and accordingly the costs to run the Company have increased.

Investor communication expenses of \$49,434 were recorded for the year ended September 30, 2020 (\$27,530 for the comparative period), and consisted of expenditures on marketing activities and materials. The increase in fiscal 2020 as compared to the preceding year reflects the active start of operations as a publicly traded company in July 2020.

A non-cash foreign exchange loss of \$33,426 was recognized for the year ended September 30, 2020 (\$4,928 for the comparative period) on transactions denominated primarily in Australian dollars. Depending on the volatility of the exchange rate from period-to-period, the impact on the statement of loss and comprehensive loss could be significant. The increase in the Company's activity through September 30, 2020 as compared to the prior year is the principal driver to this loss.

Interest income was \$21,359 for the year ended September 30, 2020 (\$nil for the comparative period) for interest accrued on a term deposit purchased on February 10, 2020.

Segment information

The Company undertakes administrative activities in Canada, and is engaged in the acquisition, exploration, and evaluation of certain mineral property interests in New South Wales and Queensland Australia. Accordingly, the Company's operations are in one commercial and two geographic segments. The Company is in the exploration stage and accordingly, has no reportable segment revenues. Mineral property interests and refundable security deposits are held in Australia, and cash is predominantly held in Canada.

Net loss is distributed by geographic segment per the table below:

	September 30, 2020	September 30, 2019
Canada	\$ 891,573	\$ 772,353
Australia	145,814	3,126
	\$ 1,037,387	\$ 775,489

Summary of Quarterly Results and Fourth Quarter

The following table sets out selected quarterly financial information derived from the Company's unaudited quarterly financial statements prepared by management.

	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019
	\$	\$	\$	\$
Total revenue	-	-	-	-
Loss and comprehensive loss for the period	360,450	327,691	248,236	101,010
Loss per share, basic and diluted	0.01	0.01	0.01	0.00
	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019	Dec 31, 2019
	\$	\$	\$	\$
Total revenue	-	-	-	-
Loss and comprehensive loss for the period	134,353	98,068	467,441	75,627
Loss per share, basic and diluted	0.00	0.00	0.02	0.00

Because the Company is in the exploration stage, it did not earn any significant revenue. The Company's expenditures and cash requirements may fluctuate and lack some degree of comparability from period to period as a result of a number of factors including seasonal fluctuations, the write-off of capitalized amounts, tax recoveries and other factors that may affect the Company's activities. In addition, the non-cashflow related impacts from foreign exchange and share-based payments may give rise to significant variability in results from one period to the next. The recent IPO and the Company's relatively recent commencement of active operations are generally illustrated by an increasing ramp-up in expenditures since July 2020.

The Company's primary source of funding is through the issuance of share capital; accordingly, the Company's activity level and the size and scope of planned exploration projects may also fluctuate depending upon the availability of equity financing with favourable terms. When capital markets strengthen, and the Company is able to secure equity financing with favourable terms, the Company's activity levels and the size and scope of planned exploration may increase.

A discussion of significant expenses is included in the interim management's discussions and analyses for each respective period.

Fourth quarter

The Company's loss and comprehensive loss for the fourth quarter of 2020 reflects (i) wages and salaries; (ii) consulting, advisory and professional fees (v) general office & administrative costs, investor relations and other costs to administer the Company.

Financial position

The following financial data and discussion is derived from the Consolidated Financial Statements.

	September 30, 2020	September 30, 2019
Current Assets	\$ 4,185,502	\$ 524,904
Total Assets	\$ 7,580,731	\$ 2,645,689
Total Current Liabilities	\$ 495,882	\$ 318,071
Total Liabilities	\$ 495,882	\$ 318,071
Shareholders' Equity	\$ 7,084,849	\$ 2,327,618
Weighted average number of Common Shares outstanding	42,709,820	29,669,987
Basic and fully diluted loss per weighted average number of Common Shares for the period ended	(\$0.02)	(\$0.03)

Assets

The increase in total assets reflects an increase of \$3,598,931 in cash and equivalents, further to having raised capital in fiscal 2020; a \$61,022 increase to the total amount held as refundable security deposits relating to active and planned exploration at several exploration properties in Australia, and an increase of \$1,213,422 in the value of the exploration properties, reflective of the capitalization of exploration expenditures, and the acquisition of Romardo Copper, net of an impairment loss of \$69,044, recognized upon release of certain AI Project licences.

Mineral Properties

On December 31, 2017, the Company entered into an assignment agreement with OCP whereby the rights and obligations of certain exploration property agreements were assigned to the Company in exchange for 15,895,000 Common Shares (\$500,000) (the "Assignment Consideration").

The exploration properties subject to these agreements encompass the AI Project, the NSW Project, and the interest in the Carron Project. The Assignment Consideration was allocated as follows: \$127,413 to refundable security deposits acquired; \$157,337 to the AI project; \$120,036 to the NSW Project; and \$95,214 to the Carron Project.

The value of the Company's exploration and evaluation assets including cumulative expenditures incurred, net of impairment charges, is as follows:

	Total September 30, 2018	Additions	Exploration Expenditures	Total September 30, 2019
	\$	\$	\$	\$
AI Project	246,315	60,000	203,865	510,181
NNSW Project	722,501	-	487,455	1,209,956
Carron Project	95,214	-	149,785	244,999
Total	1,064,030	60,000	841,105	1,965,136

	Total September 30, 2019	Romardo Acquisition	Additions	Exploration Expenditures	Write- down	Impact of foreign exchange	Total September 30, 2020
	\$	\$	\$	\$	\$	\$	\$
AI Project	510,181	-	-	90,579	(69,044)	(241)	531,716
NNSW Project	1,209,956	8,842	91,702	1,019,830	-	(6,227)	2,330,330
Carron Project	244,999	-	-	71,513	-	-	316,512
Total	1,965,136	8,842	91,702	1,181,923	(69,044)	(6,468)	3,178,558

For the years ended September 30, 2019 and 2020, the Company incurred exploration and evaluation expenditures as follows:

	AI Project	NNSW Project	Carron Project	Total
	\$	\$	\$	\$
Exploration expenditures for the year ended September 30, 2019:				
Geological services	156,496	213,734	4,000	374,230
Geophysics	-	173,515	145,785	319,300
Claim management fees	25,429	87,888	-	113,317
Administration and maintenance	17,645	12,318	-	29,963
Drilling and assay costs	4,295	-	-	4,295
Total for the year ended September 30, 2019	203,865	487,455	149,785	841,105
Exploration expenditures for the year ended September 30, 2020:				
Geological services	51,285	358,122	58,502	467,909
Drilling and assay costs	18,731	295,337	-	314,068
Claim management fees	17,014	129,863	10,424	157,301
Administration and maintenance	3,549	136,222	1,484	141,255
Equipment	-	91,759	-	91,759
Geophysics	-	8,527	1,103	9,630
Total for the year ended September 30, 2020	90,579	1,019,830	71,513	1,181,923

Liabilities

The balances of payables and accruals are unsecured and will generally vary dependent upon the level of activity at the Company, and the timing at period end of invoices and amounts we have actually paid. Included in accounts payable and accrued liabilities at September 30, 2020 is \$207,188 (September 30, 2019 - \$246,925) owing to directors, officers, and shareholders who hold greater than a 10% interest in the Company for unpaid services and expenses, which are non-interest bearing and payable on demand

Going concern, capital management, and contractual obligations

Going Concern

The properties in which Inflection currently holds an interest are in the exploration stage. The Company has not generated significant revenues or cash flows from operations since inception and does not expect to do so for the foreseeable future. As at the date of this MD&A, the Company has approximately \$1.7million available in working capital. Inflection's financial liabilities of payables and accrued liabilities are generally payable within a 90-day period.

The Consolidated Financial Statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future; and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company's continuation as a going concern depends on its ability to successfully raise financing through the issuance of debt or equity.

Although the Company has been successful in the past in obtaining financing, there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company, therefore giving rise to a material uncertainty, which may cast substantial doubt as to whether Inflection's cash resources and working capital will be sufficient to enable the Company to continue as a going concern for the 12-month period after the date of the Consolidated Financial Statements. Circumstances that could impair management's ability to raise additional funds, or their ability to undertake transactions, are discussed in this MD&A under heading "*Risks and Uncertainties*". In particular, the Company's access to capital and its liquidity will be impacted by global macroeconomic trends, the significant global impacts from the Covid-19, fluctuating commodity prices, and investor sentiment.

Consequently, management pursues various financing alternatives to fund operations and advance its business plan, the most recent of which include the IPO and those financings undertaken prior to the date on which Inflection became a publicly-traded corporation.

Capital Management

Inflection manages its capital in order to meet short term business requirements, after taking into account cash flows from operations, expected capital expenditures and the Company's holdings of cash. To facilitate the management of its capital requirements, management prepare annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned exploration, development, permitting activities, and committed administrative costs, to ensure that adequate levels of working capital are maintained. The Company believes that this approach is reasonable, given its relative size and stage.

There may be circumstances where, for sound business reasons, funds may be re-allocated at the Company's discretion. While Inflection remains focused on the continued exploration and development of the Company's mineral property interests, management may (i) conclude to curtail certain operations; or (ii) should management enter into agreements in the future on new properties it may be necessary to make cash payments and complete work expenditure commitments under those agreements, which would change planned expenditures.

There are no known restrictions on the ability of the Company's affiliates to transfer or return funds amongst the group.

Contractual obligations

The Company is party to agreements to acquire mineral properties that are disclosed in the accompanying financial statements and in this MD&A.

Outstanding Securities

Recent financings and issuances of equity

Common Shares

On December 19, 2019, the Company completed the first tranche of a unit private placement of 5,768,638 units at \$0.22 per unit for gross proceeds of \$1,269,100 (the "Private Placement"). Each unit consists of one Common Share and one common share purchase warrant exercisable into one Common Share at a price of \$0.30 per share for a 30-month term.

On January 31, 2020, the Company completed the final tranche of the Private Placement, issuing 6,264,545 additional units at \$0.22 per unit for gross proceeds of \$1,378,200.

On July 17, 2020, the Company closed an initial public offering ("IPO") of 14,000,000 units at \$0.25 for total gross proceeds of \$3,500,000. Each unit consists of one Common Share and one-half-of-one "IPO Warrant". Each whole IPO Warrant entitles the holder to acquire, subject to adjustment in certain circumstances, one Common Share at a price of \$0.40 and is exercisable until January 17, 2022. If, following the closing of the IPO, the closing price of the Common Shares on the CSE is equal to or greater than \$0.80 for any 10 consecutive trading days, the Company may, upon providing written notice to the holders of the IPO Warrants, accelerate the expiry date of the IPO Warrants to the date that is 30 days following the date of such written notice. In addition to a cash commission and a corporate finance fee, the Company also issued 1,120,000 non-transferable Agent Options in connection with the IPO. Each Agent Option is exercisable at \$0.25 until January 17, 2022 to acquire one Common Share and one-half of one non-transferrable "compensation warrant". Each whole compensation warrant will be exercisable to purchase one Common Share at \$0.40 until January 17, 2022 subject to the same acceleration clause as the IPO Warrants.

Pursuant to the exercise of Agent Options, the Company issued 105,600 Common Shares on August 27, 2020.

On September 10, 2020, an additional 125,030 Common Shares were issued pursuant to the exercise of Agent Options.

Subsequent to year end, on October 24, 2020, 1,000 Options with an exercise price of \$0.20 were exercised, resulting in the issuance of an additional 1,000 Common Shares.

There were 57,355,714 Common Shares issued and outstanding as at September 30, 2020 (31,130,001 at September 30, 2019), and 57,356,714 as of the date of this MD&A.

Warrants

In addition to that which is described above, under Common Shares, on December 19, 2019, the Company issued 3,456,818 common share purchase warrants, with each warrant exercisable into one common share at a price of \$0.30 per share for a 30-month term, to the subscribers of the private placement which closed on April 5, 2019.

There were 22,485,016 Warrants outstanding as at September 30, 2020, and as at the date of this MD&A.

Stock-based compensation

On March 10, 2020, the Company granted 1,980,000 incentive stock options exercisable at \$0.30 per share for a five-year term to directors, officers, and employees of the Company. The options vested September 10, 2020 (six months from the date of grant).

On August 26, 2020, the Company granted 300,000 incentive stock options exercisable at \$0.55 per share for a two-year term to a consultant. The Options will vest in quarterly increments every three months from the date of grant.

On October 1, 2020, the Company awarded 250,000 Options to an officer of the Company, with an exercise price of \$0.47. The Options vest six-months from the date of the award, and expire on October 1, 2025.

An additional award of 100,000 Options was made to an employee on November 24, 2020. The Options have an exercise price of \$0.40, vest six-months from the date of the award, and expire on November 24, 2025.

There were 4,290,000 Options outstanding as at September 30, 2020, and 4,639,000 as at the date of this MD&A.

Related Party Transactions

All related party transactions are recorded at the exchange amount which is the amount agreed to by the Company and the related party.

a) Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the President and Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO"), as well as the Vice President, Exploration (the "VPEX"), and the Corporate Secretary. Key management personnel compensation is comprised of the following:

	For the year ended	
	September 30, 2020	September 30, 2019
Consulting	\$ 79,000	\$ 85,900
Geological consulting capitalized (Note 7)	193,475	225,000
Salaries and benefits	96,600	3,778
Salaries and benefits capitalized (Note 7)	74,250	-
Share-based compensation (Note 9)	354,438	322,217
	\$ 530,972	\$ 325,995

The Company executed a management agreement with the CEO effective January 1, 2020 whereby the CEO will receive a salary of \$16,500 per month for no fixed term. During the year ended September 30, 2020, the CEO received \$148,500 (2019 - \$nil) pursuant to the management agreement, of which \$74,250 (2019 - \$nil) was capitalized to exploration and evaluation assets as geological services (Note 7). Prior to the agreement, the Company incurred consulting fees to Waddell Consulting Inc. ("Waddell"), a company controlled by the CEO. During the year ended September 30, 2020, an amount of \$45,000 (2019 - \$45,000) was incurred for consulting fees and \$nil (2019 - \$135,000) for geological consulting, of which \$22,500 (2019 - \$nil) and \$nil (2019 - \$135,000), respectively, were capitalized to the value of the exploration and evaluation assets as geological services. As at September 30, 2020, \$31,500 (2019 - \$111,330) was owed to Waddell.

During the year ended September 30, 2020, the Company incurred consulting fees of \$56,500 (September 30, 2019: \$32,500) from Cariboo Sky Consulting Ltd. ("Cariboo"), a company controlled by the former CFO of the Company. An amount of \$5,775 (inclusive of GST) is payable to Cariboo at September 30, 2020 (September 30, 2019: \$2,625).

During the year ended September 30, 2020, the Company incurred \$164,243 (AUD 148,500) (September 30, 2019: \$90,000) in geological consulting fees pursuant to a management agreement and (\$22,000 invoiced for consulting) from Swensson Integrated Resource Management ("Swensson") a company controlled by the VPEX. An amount of AUD 18,150 (\$17,324) is payable to Swenson at September 30, 2020 (September 30, 2019: \$15,000).

The Company executed a management agreement with Swensson Integrated Resource Management ("Swensson"), a company controlled by the Vice-President of Exploration (the "Swensson"), effective January 1, 2020, whereby the VPEX will receive remuneration of AUD 16,500 per month for no fixed term. During the year ended September 30, 2020, the VPEX received AUD 148,500 (\$142,242) (2019 - \$nil) pursuant to the management agreement, which was capitalized to exploration and evaluation assets as geological services. Prior to the agreement, the Company incurred consulting fees to Swensson based on time and materials. During the year ended September 30, 2020, the Company incurred \$22,000 (2019 - \$90,000) in geological consulting fees which were capitalized to exploration and evaluation assets as geological services. As at September 30, 2020, AUD 18,150 (\$17,324) (2019 - \$15,000) was owed to Swensson.

The Company executed a management agreement with the Company's Corporate Secretary effective September 1, 2020 whereby the Corporate Secretary will receive a salary of \$1,500 per month for no fixed term. Prior to the agreement, the Corporate Secretary provided services to the Company through a services agreement. During the year ended September 30, 2020, an amount of \$22,350 (2019 - \$3,778) was incurred by the Corporate Secretary. As at September 30, 2020, \$nil (2019 - \$nil) was owed to the Corporate Secretary.

During the year ended September 30, 2020, the Company incurred consulting fees of \$6,733 (September 30, 2019: \$nil) with a Director of the Company. No amount remained payable at September 30, 2020 (September 30, 2019: \$nil).

During the year ended September 30, 2020, the Company incurred consulting fees of \$nil (2019 - \$8,400) from Company's former Corporate Secretary. As at September 30, 2020, \$nil (2019 - \$3,150) was owed to the former Corporate Secretary.

During the year ended September 30, 2020, the Company incurred consulting fees of \$6,733 (2019 - \$nil) from a Director of the Company which were capitalized to exploration and evaluation assets as geological services. As at September 30, 2020, \$nil (2019 - \$nil) was owed to the Director.

As at September 30, 2020, \$12,589 (2019 - \$nil) in salaries (net of required payroll withholdings) was payable to key management.

b) Other Related Party Transactions

The following transactions with related parties not disclosed elsewhere in the financial statements occurred.

OCP Holdings Ltd.

OCP holds 25.7% of the Common Shares, and shares a common director.

The Company was party to a Strategic Consulting Agreement with OCP, dated July 1, 2018 that was amended on September 1, 2019, and terminated on February 29, 2020. As compensation for the services provided, the Company paid a monthly fee of \$10,000 from July 1, 2018 until August 31, 2019, and a monthly fee of \$5,000 from September 1, 2019 until February 29, 2020. During the year ended September 30, 2020, the Company incurred \$25,000 (2019 - \$115,000) in consulting fees to OCP. As at September 30, 2020, \$140,000 (2019 - \$114,820) was owed to OCP.

During the year ended September 30, 2020, OCP participated in a private placement by purchasing 150,000 Common Shares (2019 - 500,000 shares) at \$0.22 (2019 - \$0.30) for total proceeds of \$33,000 (2019 - \$150,000).

Included in accounts payable and accrued liabilities at September 30, 2020 is \$207,188 (2019 - \$246,925) due to related parties.

FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash is carried at fair value using Level 1 fair value measurement. The carrying value of receivables and accounts payable approximate their fair value because of the short-term nature of these instruments.

The security deposits are refundable at a fixed amount in AUD and are carried at fair value using Level 1 fair value measurement, which is based on the \$ equivalent at the date of each statement of financial position.

Financial Risk Factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in a bank account held with a major bank in Canada. The risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

Foreign Exchange Risk

The significant market risk to which the Company is exposed is foreign exchange risk. The results of the Company's operations are exposed to currency fluctuations. To date, the Company has raised funds entirely in Canadian dollars. The majority of the Company's mineral property expenditures will be incurred in Australian dollars. The fluctuation of the Canadian dollar relation to the AUD will consequently have an impact upon the financial results of the Company.

The Company has not entered into any derivative contracts to manage foreign exchange risk at this time. A significant portion of the Company's cash balance may be held in AUD in any given period.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company assessed its liquidity risk as high.

Interest rate risk

Interest rate risk is the risk that fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As the only interest-bearing financial instruments held by the Company consist of short-term Government Investment Certificates held with major bank in Canada, the Company is not exposed to interest rate risk.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates, and assumptions that affect the reported amounts of assets, liabilities, and expenses. A detailed presentation of all of Inflection's significant accounting policies and the estimates derived therefrom, along with discussion as to judgments and estimates made by management which might impact the financial information, and a summary of new accounting pronouncements, please refer to our disclosures in the Consolidated Financial Statements at Note 4.

Preliminary internal discussions have begun in order to evaluate the consequences of the new pronouncements, but the full impact has yet to be assessed.

Additional disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Inflection's general and administrative expenses and mineral exploration property costs are provided in the statements of loss and comprehensive loss and notes to the Consolidated Financial Statements. These financial statements are available on Inflection's website at <https://inflectionresources.com/> or on its SEDAR profile accessed through www.sedar.com.

Proposed Transactions

There are no proposed material transactions. However, as is typical of the mineral exploration and development industry, management of Inflection continually review potential merger, acquisition, investment, and joint venture transactions and opportunities that could enhance shareholder value. The Company also notes that in order to satisfy its capital requirements and undertake a planned exploration program for fiscal 2021 it will be necessary to raise funds, likely through a capital raise. There is no guarantee that any contemplated transaction will be concluded.

Risks and Uncertainties

Exploration and mining companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical.

The principal activity of the Company is mineral exploration, which is inherently risky. Exploration is also capital intensive, and the Company currently has no source of income and must depend on equity financings as its main source of capital. Only the skills of its management and staff in mineral exploration and exploration financing serve to mitigate these risks and therefore are one of the main assets of the Company.

The following are the risk factors which the Company's management believes are most important in the context of the Company's business. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak and spread of a novel coronavirus, Covid-19, a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including implementing travel restrictions, border closures, non-essential business closures, quarantines, self-isolation and physical distancing.

The ongoing extent and impact of the Covid-19 pandemic continues to evolve, and to-date, has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including precious metals) and has raised the prospect of a global recession. The international response to Covid-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in global consumer activity.

The outbreak of Covid-19 may cause disruptions to the Company's business and operational plans, which may include: (i) restriction of travel by management to and from Australia; (ii) unavailability of contractors and subcontractors; (iii) interruption of supplies from third parties upon which the Company relies, including potentially significant delays in receiving assay results; (iv) restrictions imposed by governments to address the Covid-19 pandemic; and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. It is not currently possible to predict the extent or duration of these potential disruptions, which may have a material adverse effect on the Company's business, financial condition and results of operations. These disruptions may severely impact the Company's ability to carry out its business plans for fiscal 2021 and beyond.

On March 20, 2020, the Government of Australia restricted entry into the country to non-Australian residents and citizens. Officials say the travel ban will remain in effect until it is safe to lift but have not given a specific date for its termination. Furthermore, the State of Queensland restricted travel across its borders in August 2020 and Queensland's premier announced that borders will remain closed until there are no cases of community transmission in New South Wales and Victoria. However, the Company's Vice President of Exploration and other technical personnel are residents of New South Wales, Australia and are able to manage the planned exploration program on the NNSW Project unimpeded by the international travel ban and border closures.

There are currently physical distancing guidelines in place within Australia that restrict gathering and movement. The Company's exploration activities planned for 2021 are expected to continue in an orderly fashion while ensuring the safety of employees. The Company has implemented health, hygiene and physical distancing measures that meet the requirements of the Government of Australia. The Company expect to continue complying with the Government of Australia's announcements and any subsequent orders.

The Company has implemented precautionary measures at its offices, including limiting visits to essential personnel and ensuring proper protocols are followed with respect to health, hygiene and physical distancing.

Competition

The Company competes with many companies that have substantially greater financial and technical resources than the Company for the acquisition of mineral properties as well as for the recruitment and retention of qualified employees.

Title Matters

Title to and the area of mining claims may be disputed. Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has Limited History of Operations

The Company has limited history of operations and is in the early stages of exploration on its mining properties. The Company may experience higher costs than budgeted and delays which were not expected. The Company must also locate and retain qualified personnel to conduct exploration work. Further adverse changes in any one of such factors or the failure to locate and retain such personnel will have an additional adverse effect on the Company, its business and results of operations.

The Mining Industry is Speculative and of a Very High-Risk Nature

Mining activities are speculative by their nature and involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company's activities are in the exploration stage and such exploration is subject to the risk that previously reported inferred mineralization is not economic. If this occurs, the Company's existing resources may not be sufficient to support a profitable mining operation. The Company's activities are subject to a number of factors beyond its control including intense industry competition and changes in economic conditions, including some operating costs (such as electrical power). Its operations are subject to all the hazards normally incidental to exploration, development and production of precious metals, any of which could result in work stoppages, damage to or loss of property and equipment and possible environmental damage. An adverse change in any one of such factors, hazards and risks would have a material adverse effect on the Company, its business and results of operations. This might result in the Company not meeting its business objectives.

The Company is Dependent on Various Key Personnel

The Company's success is dependent upon the performance of key personnel. The Company does not maintain life insurance for key personnel and the loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business and results of operations.

The Company's Activities might suffer Losses from or Liabilities for Risks which are not Insurable

The Company does not currently carry any form of political risk insurance, insurance for loss of or damage in respect of its equipment and property or any form of environmental liability insurance, since insurance is prohibitively expensive. The payment of any such liabilities would reduce the funds available to the Company. If the Company suffers damage to its equipment it might be required to suspend operations or enter into costly interim compliance measures pending completion of a permanent remedy.

The Company is subject to substantial environmental requirements which could cause a restriction or suspension of our operations

The current and anticipated future operations and exploration activities of the Company on its projects in Australia require permits from various governmental authorities and such operations and exploration activities are and will be governed by Federal, State and local laws and regulations governing various elements of the extractive industry. It is the Company's intention to ensure that the environmental impact on areas where it operates is mitigated by restoration and rehabilitation of affected areas.

As the Company is presently at the early exploration stage with all of our properties, the disturbance of the environment is limited and the costs of complying with environmental regulations are minimal. However, if operations result in negative effects upon the environment, government agencies will likely require inflection to provide remedial actions to correct the negative effects. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory authorities curtailing the Company's operations or requiring corrective measures, any of which could result in the Company incurring substantial expenditures. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Off Balance Sheet Arrangements and Legal Matters

Inflection has no off-balance sheet arrangements, and there are no material outstanding legal matters of which management is aware.

Disclosure Controls and Procedures

Disclosure Controls and Procedures Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

CSE listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information

required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a CSE 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

Scientific and Technical Disclosure

The Company's mineral property interests are all early stage and do not contain any mineral resource estimates as defined by NI 43-101. The potential quantities and grades disclosed herein are conceptual in nature and there has been insufficient exploration to define a mineral resource for the targets disclosed herein. It is uncertain if further exploration will result in targets on any of Company's mineral property interests being delineated as a mineral resource.

The Company's exploration program is directed by Mr. Carl Swensson (FAusIMM), Inflection's Vice President Exploration, and a "Qualified Person" ("QP") as defined in National Instrument 43-101 and who also reviewed and approved the scientific and technical information contained in this MD&A.

Proposed Transactions

The Company is engaged in the search for potential mineral property acquisitions and financings, but there are currently no proposed asset or business acquisitions or dispositions. Other than disclosed in this MD&A, the Company does not have any proposed transactions.

Subsequent Events Not Otherwise Described Herein

With the exception of transactions and activities described in this MD&A, and in the Consolidated Financial Statements, there were no subsequent events.

Board of Directors and Officers of the Company

As at the date of this report, the directors of the Company are Alistair Waddell (President and Chief Executive Officer), Wendell Zerb (Chair), Cecil R. Bond, Tero Kosonen and Stuart Smith. Carl Swensson is Vice President, Exploration, John Wenger is CFO and Sandra Wong is Corporate Secretary.

The Board has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it, and will be posted to the Company's website.

(signed) Alistair Waddell

Alistair Waddell

President and Chief Executive Officer