



INFLECTION RESOURCES LTD.
An exploration stage company

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED JUNE 30, 2021

The Management's Discussion of Financial Condition and Results of Operations (the "MD&A") is dated August 30, 2021, and provides an analysis of, and should be read in conjunction with the accompanying unaudited condensed interim consolidated financial statements and related notes thereto for the three- and nine-month periods ended June 30, 2021 and 2020 (the "Interim Financial Statements"), and other corporate filings available under the Company's profile on SEDAR at www.sedar.com including the audited consolidated financial statements for the year ended September 30, 2020 (the "AFS").

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 ("C\$"), 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 June 30, 2021, the indicative rate of exchange per \$1.00, as published by the Bank of Canada, was AUD 1.0758 (AUD 1.0477 at September 30, 2020). Amounts in United States dollars are expressed as "USD".

NOTES 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 as 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.

USE OF TERMS

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. (the "Company", or "Inflection"), a British Columbia corporation.

OUTLOOK

Northern New South Wales Project

The Macquarie Arc is considered Australia's premier porphyry gold-copper province, host to Newcrest Mining's Cadia Valley deposits, the CMOC-Northparkes deposits, Evolution Mining's Cowal deposits, and numerous active exploration prospects. It is well documented that mineralized bodies elsewhere in the belt, in particular porphyry and intrusive related systems, have large district-scale alteration and geochemical halos or footprints surrounding them.

At the Company's 100%-owned Northern New South Wales ("NNSW") Project, Inflection is targeting gold and copper-gold deposits in the interpreted northern extension of the Macquarie Arc, part of the Lachlan Fold Belt ("LFB") region of Northern New South Wales, Australia.

The NNSW project includes a portfolio of 100%-owned targets with a footprint of more than 870 km², located in an area extending over approximately 300 kilometres. Since completing an initial public offering (the "IPO") on July 21, 2020, the Company has been conducting a science-driven exploration program including the completion of a series of short diamond drill holes into bedrock rather than just one deep and more expensive diamond drill hole. The first-pass and step-out drilling program at the NNSW Project is expected to continue through the remainder of 2021.

The strong alteration and zones of disseminated sulphides encountered in multiple targets drilled to-date gives the Company further confidence in our ongoing exploration strategy.

Notwithstanding restrictions put in place by the Government of Australia relating to inter-state travel due to the ongoing and evolving global Covid-19 coronavirus outbreak ("Covid-19"), the Company expects to drill first-pass drill holes on the remaining targets yet to be tested, and complete a series of additional priority step-out, follow-up holes at the Trangie, Nine Mile, Mundadoo, Beleringar, Colossal and Boorara targets where initial drilling returned encouraging results suggesting proximity to multiple porphyry centres.

Carron Project

The Carron gold project ("Carron") is comprised of approximately 30 kilometres of untested northwest trending structures with a large number of high-priority drill targets along strike from the historic Croydon Goldfield in Northern Queensland.

The Company anticipates resumption of a drilling program at the Carron gold property ("Carron") in Northern Queensland in September 2021. The initial focus of this next drill test is expected to focus on vein-targets and intrusion associated targets with the objective of extending the strike of the Croydon-style vein mineralization over a 9 km zone interpreted from the airborne magnetics. The program will also test a newly recognised intrusion-associated target, and follow up the intrusive target tested last year with an additional drill hole in a magnetite depleted zone.

OVERVIEW

Inflection is a junior resource company engaged in the exploration and evaluation of a large portfolio of copper-gold targets across its 100%-owned mineral properties in New South Wales, and gold targets on its Carron project in Northern Queensland. The Company is targeting large, undercover copper-gold and gold deposits in the northern extension of the Macquarie Arc in NSW, and testing large, undercover copper-gold and gold deposits in the northern extension of the Croydon Goldfields at the Carron project in Queensland.

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.

Inflection completed an initial public offering (the "IPO") on July 21, 2020, listing the Company's common shares (the "Common Shares") for trading on the Canadian Securities Exchange (the "CSE") under the symbol "AUCU". The Company's shares are also listed for trading on the OTCQB under symbol "AUCUF".

The Interim Financial Statements include the accounts of the Company and its 100%-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 (NSW) Pty Ltd ACN 605 976 565 ("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.

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. Exploration grants awarded are applied against the carrying value of the particular mineral property. 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 NNSW project is the Company's principal property, and consists of a series of 100%-owned non-surveyed exploration licences ("EL") and EL applications located in the LFB. The Company has recently expanded the footprint of the NNSW project through staking two large areas which total 319,604 hectares, east and northeast of the Company's Waratah EL.

Eleven of the ELs were acquired in 2018 (the "Acquired NNSW licences"); a further two ELs (the "Romardo Licences") were acquired pursuant to an Asset Purchase and Sale Agreement dated February 26, 2019 that closed on February 11, 2020 (the "Romardo Acquisition"). All other ELs and EL applications were staked by the Company directly. Inflection is the largest EL and EL-application holder in the Macquarie Arc covering a large portfolio of drill-ready targets.

There is a 2% net smelter return ("NSR") royalty on the Acquired NNSW licences from any future production on the NNSW project, of which the Company may purchase 1% for AUD 3,000,000 at any time. The Romardo Licences are subject to a 2% NSR royalty 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.

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

- 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.

The initial drill program on the NNSW Project began in July 2020; drilling and fieldwork has continued through 2021.

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. As of the date of this MD&A, several 12 of the original targets have been drilled with follow-up holes planned at several prospects.

With effect beginning September 2020, Inflection was awarded three grants from the Government of NSW's New Frontiers Cooperative Drilling Program (the "NFCDP Grants"). The grants, which total AUD 139,685 will fund, through reimbursement of eligible expenditures, 50% of the first-pass direct drilling costs on the Blackwater, Branglebar and Brewarrina project licenses. 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. As of June 30, 2021, the Company was deemed eligible to recover AUD 40,518 pursuant to the NFCDP Grants. As at June 30, 2021, the Company had received AUD 25,090 (\$24,218). The amount reduces the carrying value of the Northern New South Wales Project.

b) Carron Project

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

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, as follows:

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 June 30, 2021, 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 a 2% NSR royalty.

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 (the "QLD Grant"). Shortly thereafter, the Company initiated a first-pass drill program at Carron designed to test one orogenic lode gold, and one intrusion related copper-gold target developed along trend from the historic Croydon Gold camp. 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. As of June 30, 2021, the Company had not yet recovered any amounts pursuant to the QLD Grant.

In anticipation of further drilling at Carron, the Company has identified several new targets for both Croydon-type mineralized vein systems, and intrusion-associated mineralization at the property.

c) 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 (the "Alliance Agreement"), as amended, 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 had also agreed to pay the Licensor certain additional consideration, and incur expenditures solely at the discretion of the Company should specified "Project Areas" be determined. Although Inflection acquired five exploration licenses using the proprietary data, none have been designated Project Areas.

The Company subsequently determined to continue with exploration at only one of the ELs, and relinquished rights to the other four during the year ended September 30, 2020.

During July 2021, the Company completed a final site visit to the remaining AI Project EL and determined that the EL should be relinquished. As the Company completed work on the EL after period end, and drew the conclusion to abandon the EL in August 2021, the Company expects to write-down the full value of the AI Project in the fourth quarter of the fiscal year.

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.

SELECTED FINANCIAL INFORMATION

Management is responsible for, and the Board approved, the Interim Financial Statements. Except as noted, the Company followed the significant accounting policies presented in Note 3 - Significant Accounting Policies, contained in the AFS 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 Interim Financial Statements.

	Three months ended June 30,		Nine months ended June 30,	
	2021	2020	2021	2020
Loss before income taxes	\$ 344,257	\$ 327,691	\$ 1,061,282	\$ 676,937
Other comprehensive (gain) loss	\$ -	\$ -	\$ -	\$ -
Comprehensive loss	\$ 344,257	\$ 327,691	\$ 1,061,282	\$ 676,937
Loss per Common Share	\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.02

The Company's operating expenses are summarised as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2021	2020	2021	2020
Salaries and benefits	\$ 126,651	\$ 28,416	\$ 367,016	\$ 77,549
Share-based compensation	\$ 67,374	\$ 176,719	\$ 248,155	\$ 219,446
Investor communication	\$ 85,250	\$ 16,920	\$ 237,746	\$ 18,799
Listing and filing fees	\$ 167	\$ -	\$ 65,854	\$ -
Consulting fees	\$ 33,758	\$ 12,600	\$ 63,332	\$ 120,113
Professional fees	\$ 10,303	\$ 25,289	\$ 62,458	\$ 92,285
Office and administrative	\$ 12,830	\$ 11,524	\$ 57,487	\$ 92,366
Project generation	\$ 10,282	\$ -	\$ 10,282	\$ -
Foreign exchange loss (gain)	\$ (27,813)	\$ (4,601)	\$ (40,274)	\$ 486
Interest income	\$ (636)	\$ (8,220)	\$ (10,870)	\$ (13,151)
Impairment	\$ -	\$ 69,044	\$ -	\$ 69,044
	\$ 318,261	\$ 327,691	\$ 1,061,282	\$ 676,937

Discussion of results

Salaries and benefits of \$126,651 and \$367,016 were recorded for the three- and nine-month periods ended June 30, 2021 (\$28,416 and \$77,549 for the comparative periods), respectively, 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 relationships with each executive. Accordingly, expenses recognized in the current periods have increased as compared to the three- and nine-month periods ended June 30, 2020.

Share-based compensation of \$67,374 and \$248,155 were recorded for the three- and nine-month periods ended June 30, 2021 (\$176,719 and \$219,446 for the comparative periods), respectively, for those Options vesting during each 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 these periods. The remaining average contractual life of Options outstanding is 3.23 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 given period, and the timing of vesting or cancellation of such equity instruments.

Investor communication expenses of \$85,250 and \$237,746 were recorded for the three- and nine-month periods ended June 30, 2021 (\$16,920 and \$18,799, for the comparative periods), respectively, and consisted of expenditures on marketing activities and materials. The increases in the three- and nine-month periods ended June 30, 2021 as compared to the comparative periods reflects the listing as a publicly traded company in July 2020, and the related requirement to engage with shareholders and prospective investors.

Listing and filing fees of \$167 and \$65,854 recorded for the three- and nine-month periods ended June 30, 2021 (\$nil and \$nil for the comparative periods), respectively, were paid in connection with the Company's listing on the CSE, and the commencement of trading on the OTCQB. Prior to becoming a publicly-traded entity in July 2020 there would not have been any need to incur such costs.

Consulting fees of \$33,758 and \$63,332 were recorded for the three- and nine-month periods ended June 30, 2021 (\$12,600 and \$120,113 for the comparative periods), respectively. In the nine-month period ended June 30, 2021, such fees include an amount of \$20,000 paid to Cariboo Sky Consulting Ltd. for the provision of accounting advisory services by the former CFO. For the nine-month period ended June 30, 2020, consulting fees in aggregate of \$47,500 (\$25,000 from OCP), were invoiced by executive officers, and by OCP Holdings Ltd. ("OCP"), a related party to the Company in respect of consulting services. Following the IPO, the Company began to transition the services of several key personnel from part-time consultant roles to that of paid employees. The OCP arrangement included office and administrative support services and was terminated in February 2020.

Professional fees of \$10,303 and \$62,458 were recorded for the three- and nine-month periods ended June 30, 2021 (\$25,289 and \$92,285 for the comparative periods), respectively. Professional fees include assistance with tax compliance, audit and audit related activities, accounting assistance and general legal fees. During the nine-month period ended June 30, 2021, the Company's focus was on exploration and advancement of its mineral property interests, and accordingly there was a decrease in corporate-related initiatives and activities that would normally require professional advisory assistance.

Office and administrative expenses of \$12,926 and \$57,583 were recorded for the three- and nine-month periods ended June 30, 2021 (\$11,524 and \$92,366 for the comparative periods), respectively. Office and administrative expenses consist of bank charges, computer and internet, office supplies, telephone and rent, and beginning for the current period (with a reclassification for the comparative period), meals and travel costs. 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 increased. The comparative period also includes corporate travel costs, incurred prior to restrictions arising as a result of Covid-19.

Project generation expenses of \$10,282 relate to Company initiatives to assess the prospectivity of ground near to the Company's existing project interests. Because the Company's accounting policy permits only the deferral of exploration expenditures on ground for which it already has a legal interest, the cost of generative activities is reflected on the statement of loss.

Non-cash foreign exchange gains of \$27,813 and \$40,274 were recognized for the three- and nine-month periods ended June 30, 2021 (gain of \$4,601 and a loss of \$486 for the comparative periods) 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.

Interest income was \$636 and \$10,870 for the three- and nine-month periods ended June 30, 2021 (\$8,220 and \$13,151 for each of the comparative periods) for interest earned on GICs purchased by the Company.

Impairment charges of \$nil and \$nil were recognized for the three- and nine-month periods ended June 30, 2021 (\$69,044 and \$69,044 for each of the comparative periods) relating to the AI Project).

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.

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

	For the nine months ended June 30,			
	2021		2020	
Canada	\$	1,038,425	\$	658,564
Australia		22,857		18,373
	\$	1,061,282	\$	676,937

The Company's assets are distributed by geographic segment, as per the tables below:

	June 30, 2021				
	Canada		Australia		Total
Current assets	\$	4,391,580	\$	156,570	\$ 4,548,151
Refundable security deposits		-		288,377	288,377
Exploration and evaluation assets		-		6,115,454	6,115,454
Total assets	\$	4,391,580	\$	6,560,402	\$ 10,951,982

	September 30, 2020				
	Canada		Australia		Total
Current assets	\$	4,056,834	\$	128,668	\$ 4,185,502
Refundable security deposits		-		216,671	216,671
Exploration and evaluation assets		-		3,178,558	3,178,558
Total assets	\$	4,056,834	\$	3,523,897	\$ 7,580,731

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.

	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020
Total revenue	-	-	-	-
Loss and comprehensive loss for the period	\$ 318,261	\$ 377,851	\$ 373,827	\$ 360,450
Loss per share, basic and diluted	\$ 0.00	\$ 0.01	\$ 0.01	\$ 0.01

	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019
Total revenue	-	-	-	-
Loss and comprehensive loss for the period	\$ 327,691	\$ 248,236	\$ 101,010	\$ 134,353
Loss per share, basic and diluted	\$ 0.01	\$ 0.01	\$ 0.00	\$ 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 IPO and the start 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 each of the respective period's management's discussions and analyses.

Financial position

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

	June 30, 2021	September 30, 2020
Current Assets	\$ 4,548,151	\$ 4,185,502
Total Assets	\$ 10,951,982	\$ 7,580,731
Total Current Liabilities	\$ 371,188	\$ 495,882
Total Liabilities	\$ 371,188	\$ 495,882
Shareholders' Equity	\$ 10,580,794	\$ 7,084,849
Weighted average number of Common Shares outstanding	59,760,133	42,709,820
Basic and fully diluted loss per weighted average number of Common Shares for the period ended	(\$0.00)	(\$0.02)

Assets

The increase in total assets reflects primarily an increase of \$262,881 in cash and equivalents, following the private placement, and net of expenditures on active exploration programs in Australia. In addition to the impact from cash and cash equivalents, assets have increased as the Company has paid for additional refundable security deposits, and capitalized expenditures at its exploration property interests.

Mineral Properties

The value of the Company's exploration and evaluation assets including cumulative expenditures incurred, net of impairment charges, is comprised of the acquisition costs paid to secure the assets, and those exploration expenditures capitalized in subsequent periods, as follows:

	Northern NSW Project	Carron Project	AI Project	Total
<i>Deferred exploration costs:</i>				
Balance, October 1, 2019	\$ 785,087	\$ 149,785	\$ 292,844	\$ 1,227,716
Additions for the year:				
Geological services	358,122	58,502	51,285	467,909
Drilling & assays	295,337	-	18,731	314,068
Claim fees	129,863	10,424	17,014	157,301
Administration and maintenance	136,221	1,484	3,549	141,254
Equipment	91,759	-	-	91,759
Geophysics	8,527	1,103	-	9,631
Total additions	\$ 1,019,830	\$ 75,513	\$ 90,579	\$ 1,181,922
Write-down of exploration assets	-	-	(69,044)	(69,044)
Total additions, net of write-down	1,019,830	75,513	21,535	1,116,878
Balance, September 30, 2020	\$ 1,804,917	\$ 221,298	\$ 314,379	\$ 2,340,594
Additions for the period:				
Geological services	445,515	80,180	-	525,694
Drilling & assays	1,706,205	208,532	-	1,914,737
Claim fees	210,021	-	3,034	213,055
Administration and maintenance	224,006	25,558	-	249,564
Geophysics	37,889	19,277	-	57,166
Total additions for the period:	2,623,635	333,547	3,034	2,960,216
Recovery of government grant	(23,321)	-	-	(23,321)
Balance, June 30, 2021	\$ 4,405,231	\$ 554,845	\$ 317,544	\$ 5,277,490
Total, September 30, 2020	\$ 2,330,330	\$ 316,512	\$ 531,716	\$ 3,178,558
Total, June 30, 2021	\$ 4,930,644	\$ 650,059	\$ 534,752	\$ 6,115,454

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 June 30, 2021 is \$29,477 (September 30, 2020 - \$205,613) 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 \$2.5 million available in working capital. Inflection's financial liabilities of payables and accrued liabilities are generally payable within a 90-day period.

The Interim 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 significant 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 Interim 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 Covid-19, the potential for significant delays in undertaking planned drill programs as a result of travel or other government-imposed restrictions in Australia, 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 recently completed private placement financing.

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 Interim Financial Statements, and in 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"), and the Vice President, Exploration (the "VPEX"). Key management personnel compensation is comprised of the following:

	For the nine months ended	
	June 30, 2021	June 30, 2020
Consulting	\$ 5,500	\$ 63,983
Geological consulting capitalized	142,368	190,985
Salaries and benefits	459,168	71,316
Share-based compensation	98,602	219,446
	\$ 705,638	\$ 545,730

The amount for salaries, benefits and directors' fees includes \$117,000 in directors' fees for the nine months ended June 30, 2021 (2020 - \$nil), \$9,142 of which is payable at June 30, 2021 (September 30, 2020: \$nil). As at June 30, 2021, \$nil (September 30, 2020: \$12,589) in salaries (net of required payroll withholdings) was payable to key management.

The Company and the CEO entered into an employment agreement effective January 1, 2020. The CEO had previously been remunerated pursuant to a consulting agreement with Waddell Consulting Inc. ("Waddell"), a company controlled by the CEO. During the nine months ended June 30, 2021, an amount of \$nil (2020: \$45,000) was paid to Waddell for management and geological consulting services, of which \$nil (2020: \$22,500) was capitalized to the value of the exploration and evaluation assets as geological services. As at June 30, 2021, \$nil (September 30, 2019: \$31,500) was payable to Waddell.

During the six months ended June 30, 2021, an amount of \$nil (September 30, 2020 - \$5,775) was due to Cariboo Sky Consulting Ltd. ("Cariboo"), a company controlled by the former CFO of the Company.

The Company and the VPEX entered into an employment agreement effective January 1, 2020. The VPEX had previously been remunerated pursuant to a consulting agreement with Swensson Integrated Resource Management ("Swensson"). During the nine months ended June 30, 2021, an amount of AUD 148,500 (\$142,368) was charged to the Company by Swensson and capitalized to exploration and evaluation assets as geological services (2020 - \$120,468). As at June 30, 2021, AUD 16,500 (\$15,337) was payable to Swensson (September 30, 2020: AUD 18,150 (\$17,324)).

b) OCP Strategic Consulting Agreement

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. OCP holds approximately 20.7% of the outstanding Common Shares, and shares a common director. As compensation for the services provided through the periods presented in the Interim Financial Statements, the Company paid a monthly fee of \$5,000 until the termination of the agreement on February 29, 2020. During the nine months ended June 30, 2021, an amount of \$nil (2019 - \$30,000) was invoiced by OCP to the Company pursuant to the consulting agreement. As at June 30, 2021, \$nil (September 30, 2019: \$140,000) was payable to OCP.

c) Private Placement

Waddell purchased 50,000 PP Units (\$16,000) in the Spring Financing. Wendell Zerb, a director of the Company, purchased 160,000 PP Units (\$51,200) in the Spring Financing, and Tero Kosonen, a director of the Company purchased 155,600 PP Units (\$49,600) in the Spring Financing.

Outstanding Securities

Recent financings and issuances of equity

Common Shares

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.

On February 3, 2021, 1,800 Agent Options with an exercise price of \$0.25 were exercised resulting in the issuance of 1,800 Common Shares and 900 Warrants with an exercise price of \$0.40.

On May 14, 2021, the Company closed a non-brokered private placement (the "Private Placement") of 13,867,156 units of the Company ("PP Units"), at \$0.32 each, for gross proceeds of \$4,437,490. Each PP Unit consists of one Common Share and one Common Share purchase warrant (a "PP Warrant"), with each PP Warrant entitling the holder to purchase an additional Common Share at a price of \$0.50 per share for a period of 24 months from the issuance date of each PP Warrant. Finders' fees of \$158,832 cash and 468,225 broker warrants exercisable at \$0.32 per Common Share for a one-year term were paid on a portion of the Private Placement.

In connection with the Private Placement the Company entered into an agreement providing Crescat Portfolio Management LLC ("Crescat") the right to purchase additional Inflection securities (the "Participation Right") up to its Proportional Percentage. The Participation Right terminates on the date on which Crescat's ownership of Common Shares falls below 1% of the then outstanding Common Shares.

There were 71,270,670 Common Shares issued and outstanding as at June 30, 2021 (57,355,714 at September 30, 2020), and 71,270,670 as of the date of this MD&A. As at June 30, 2021, 16,346,251 Common Shares were held in escrow (unchanged as of the date of this MD&A; and September 30, 2020– 19,615,501).

Warrants

There were 29,887,719 (including Broker Warrants) outstanding as at June 30, 2021 (22,485,016 at September 30, 2020), and 29,887,719 outstanding as at the date of this MD&A.

Agent Options

There were 993,170 Agent Options outstanding as at June 30, 2021, and as at the date of this MD&A.

Stock-based compensation

On March 8, 2021, the Company awarded 200,000 Options to an advisor of the Company, with an exercise price of \$0.35. The Options vest six-months from the date of the award, and expire on March 8, 2026.

There were 4,839,000 Options outstanding as at June 30, 2021, and as at the date of this MD&A.

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 is provided with updates from management as to changes in perceived risks, and is responsible for approving and monitoring risk management processes. 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 AFS at Note 4.

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 Interim 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. 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, including inter-state travel in Australia; 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. To date, the Company's Vice President of Exploration and other technical personnel are residents of New South Wales, Australia and have been 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 expects 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.

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.

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 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.

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.

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.

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.

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.

Subsequent Events Not Otherwise Described Herein

With the exception of transactions and activities described in this MD&A, and in the Interim 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