The following Management's Discussion and Analysis ("MD&A") is prepared as at January 28, 2021 in accordance with National Instrument 51-102F1, and should be read together with the condensed interim financial statements for the six months ended November 30, 2020 and related notes and the audited financial statements for the period ended May 31, 2020 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's fiscal year end is May 31. Additional information regarding the Company will be available through the SEDAR website at www.sedar.com.

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of January 28, 2021, and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

The Company's Business

Soldera Mining Corp. (the "Company") was incorporated on December 3, 2019 in British Columbia. The head office, principal address and records office of the Company are located at 1000 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. The Company's registered address is located at 6th Floor, 905 West Pender Street, Vancouver, BC, V6C 1L6. The Company is a mineral property exploration company.

The Company has an option agreement to earn an interest in a mineral property located in the Klotz Lake Area located in Northwestern Ontario and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of the carrying amount from the property is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreement and to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

On September 18, 2020, the Company received conditional approval from the Canadian Securities Exchange ("CSE") for the listing of its common shares on the CSE, subject to the completion of customary requirements, including the receipt of all required documentation. The Company's shares commenced trading on the CSE under the symbol "SOLD" on October 6, 2020.

On October 21, 2020, the Company announced a forward stock split on the basis of 2 new for 1 old effective October 26, 2020. The forward stock split has been retroactively presented in the financial statements and MD&A.

Property description

Klotz Lake Property

The Property consists of 34 mining claims totalling approximately 2,312.25 hectares land in Klotz Lake / Bicknell Lake Area, Thunder Bay Mining District of Northwestern Ontario, Canada. It is located about 365 kilometers to the northeast of Thunder Bay. The nearest town to the property is Longlac situated 55 km west of the Property.

Pursuant to the Property Agreement between the Optionor and Soldera, dated May 07, 2020, Soldera holds an option to acquire a 100% interest in the Property by making cash payments, Common Shares issuances and exploration expenditures as follows:

a) Cash payment of $40,000 within seven days of signing of the Agreement (Paid);
b) Incur a minimum of $110,000 in exploration expenditures within the first year from the agreement date (May 7, 2021);
c) Cash payment of $40,000 and issuance of 600,000 (300,000 pre-forward split) common shares of the Company on or before the first anniversary of the listing of the Company on a Canadian securities exchange; and
d) Cash payment of $60,000, issuance of 1,200,000 (600,000 pre-forward split) common shares of the company and incur a minimum of $250,000 of exploration expenditures on or before the second anniversary date of the agreement.

The Purchase Agreement also provides for a royalty in the Optionor's favour equal to a 2% Net Smelter Return ("**NSR**") on the Property. The royalty will be payable to the Optionor for as long as Soldera and/or its successors and assigns hold any interest in the Property. Soldera will have the right to purchase from the Optionor 1% of the NSR for $500,000, thereby reducing the NSR to 1%.

Twenty-six of the Property claims were originally staked on ground by erecting physical posts as required by earlier claim staking regulations in Ontario. As part of the process to update the provincial *Mining Act*, Ontario has launched a new online, self-service claim staking system in 2018. The new electronic *Mining Lands Administration System* (MLAS) replaces the province's century-old traditional ground staking methods. All the mining claims in Ontario, which existed prior to the modernization (legacy claims in the new parlance), have been converted to what are now known as cell claims or boundary claims. A cell claim is a mining claim that relates to all the land included in one or more cells on the provincial grid. A boundary claim is a claim that is made up of only a part or parts of one or more cells. Due to current COVID 19 situation, Ontario Ministry of Mines has extended claims expiry dates and their status is defined as "Hold Special Circumstances Apply" on claim abstracts shown on MLAS). The remaining claims covering 1,640.25 hectares were staked in 2020 using online staking system and are active until May 2022.

Subsequent to November 30, 2020, the Company advanced $110,000 to phase 1 work program on the Titan property.

Tuscarora Property

On November 3, 2020, the Company entered into an assignment agreement with Elko Sun Mining Corp ("Elko" or "Assignor") whereby Elko and American Pacific Mining (US) Inc. are parties to an earn-in option to form joint venture agreement (the "Option Agreement") dated July 31, 2020, which provides for the grant to the Assignor of an option (the "Option") to acquire an 80% interest in and to 34 unpatented mining claims located Elkco County, state of Nevada comprising the Tuscarora property. The Company wishes to assume the Assignor's rights and obligations under the Option Agreement.

Pursuant to the terms of the July 31, 2020 Option agreement, the Company has agreed to assume the following: to earn the initial 51%, the Company is required on or before January 31, 2021, make a cash payment of $200,000, issue 2,000,000 common shares of the Company and fund exploration expenditures of $1,350,000 in within 24 months from the date of the Option agreement. On November 4, 2020, the Company issued the 2,000,000 common shares and was fair valued at $920,000 or $0.46 per share.

After completion of the 51%, the Company has the option to earn another 14% interest by issuing an additional 1,000,000 common shares of the Company and fund a further minimum $3,000,000 in exploration expenditures on the property and earn the final 15% interest by completing a pre-feasibility study on the property before the end of the Option period.

In addition, the Company will also be responsible for making the payments to the Tuscarora property holders and paying the claim fees. As at November 30, 2020, the Company has paid $21,220 in claim fees and $5,257 in anniversary payment.

In connection with the assignment agreement the Company issued 1,000,000 common shares as finders fee. This was fair valued at $460,000 or $0.46 per share.

Selected Annual Financial Information

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	Period ended May 31, 2020
	(audited)
Revenue	$ -
Net loss and comprehensive loss	$ 75,850
Loss per share	$ 0.00
Total assets	$ 573,850

The Company was incorporated on December 3, 2019 and May 31, 2020 was the Company's first fiscal year end. The Company did not record any revenues in the period ended May 31, 2020 and incurred a net loss of $75,850. The net loss of $75,850 in the period is largely attributed to consulting and professional fees and share-based compensation which was recorded in conjunction with the December 16, 2019 private placement.

The Company's total assets for the period ended May 31, 2020 were $573,850 which is mainly made up of cash.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares, but intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

Selected Quarterly Financial Information

A summary of results for the one quarter since incorporation follows:

	November 30, 2020 Qtr 2	August 31, 2020 Qtr 1	May 31, 2020 Qtr 4	February 29, 2020 Qtr 3
Revenue	$ -	$ -	$ -	$ -
Net loss	$ 216,206	$ 95,969	$ 46,512	$ 29,338
Comprehensive loss	$ 216,206	$ 95,969	$ 46,512	$ 29,338
Loss per share (1)	$ 0.01	$ 0.00	$ 0.00	$ 0.00

(1) The loss per share have been adjusted to reflect the 2 for 1 forward stock split effective October 26, 2020.

The Company was incorporated on December 3, 2019 and February 29, 2020 was the Company's first fiscal quarter reported. During the three months ended February 29, 2020, the Company recorded a net loss of $29,338 which can be attributed to consulting and professional fees and share-based compensation which was recorded in conjunction with the December 16, 2019 private placement. During the quarter ended May 31, 2020, the Company recorded a net loss of $46,512 as compared to $29,338 for the previous quarter. The increase can be attributed to the $12,000 in exploration cost associated with the preparation of the 43-101 report and year end audit fee accrual. During the quarter ended August 31, 2020, the Company recorded a net loss of $95,969 as compared to $46,512 for the previous quarter. The increase can be attributed to the Company incurring marketing cost of $36,000 in this quarter. During the quarter ended November 30, 2020, the Company recorded a net loss of $216,206 as compared to $95,969 for the previous quarter. The increase can be attributed to an increase in consulting and professional fees paid or accrued.

Results of Operations

During the three months ended November 30, 2020:

The Company did not record any revenues in the three months ended November 30, 2020 and incurred a net loss of $216,206. The net loss of $216,206 in the period is largely attributed to $72,000 in consulting fees, $425,541 in filing fees and $79,655 in professional fees to the Company's legal counsel and auditors in connection with the prospectus which was conditional accepted on September 18, 2020, and incurred $26,478 in exploration cost associated with claim fees paid and anniversary payments made on the Tuscarora property.

During the quarter ended November 30, 2020, pursuant to the terms of the assignment agreement, the Company issued 2,000,000 common shares to American Pacific Mining (US) Inc. The common shares were fair valued at $920,000. In addition, the Company issued 1,000,000 common shares as a finder's fee. This was fair valued at $460,000.

During the six months ended November 30, 2020:

The Company did not record any revenues in the six months ended November 30, 2020 and incurred a net loss of $312,175. The net loss of $312,175 in the period is largely attributed to $36,000 in marketing cost, $79,500 in consulting fees, $34,856 in filing fees and $110,141 in professional fees to the Company's legal counsel and auditors in connection with the prospectus which was conditional accepted on September 18, 2020, and incurred $34,519 in exploration cost associated with the preparation of the 43-101 report on the Klotz Lake Property and Claim fees paid and anniversary payments made on the Tuscarora property.

During the six months ended November 30, 2020, pursuant to the terms of the assignment agreement, the Company issued 2,000,000 common shares to American Pacific Mining (US) Inc. The common shares were fair valued at $920,000. In addition, the Company issued 1,000,000 common shares as a finder's fee. This was fair valued at $460,000.

Fourth Quarter

N/A

Liquidity and Capital Resources

The Company's cash position as at November 30, 2020 was $291,465 with a working capital of $216,075 (May 31, 2020 working capital of $521,100). Total assets as at November 30, 2020 was $1,748,428 (May 31, 2020 - $573,850).

The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and its exploration commitment and is in the process of raising additional funding to fund its overhead expenses and its exploration program. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

Going Concern

The audited financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At November 30, 2020, the Company has not achieved profitable operations, has accumulated losses of $388,025 since inception and expects to incur further losses in the development of its business. The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its operations, its ability to attain profitable operations to generate funds, and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

Financial Instruments

The Company's risk exposures and the impact on the Company's consolidated financial statements are summarized below.

Credit risk

Financial instruments that potentially expose the Company to credit risk is cash and cash equivalents. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at November 30, 2020, the Company had a working capital of $216,075.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Related Party Transactions

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director and/or officer in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key Management Compensation

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

The following expenses were incurred with key management personnel of the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	Relationship	For the three months ended November 30,	For the nine months ended November 30,
Consulting fees			
Ireton Consulting Inc.	Mark Ireton, former Director	$ 10,000	$ 10,000
695809 B.C. Ltd.	Robert Krause, Director	7,000	7,000
Arthur Brown	Director	7,000	7,000
Robert Baxter	Director, President and CEO	27,500	27,500
1196016 B.C. Ltd.	Faizaan, Lalani, CFO	13,000	13,000
		$ 64,500	$ 64,500

Included in accounts payable as at November 30, 2020, was $40,100 (May 31, 2020 - $Nil) in unpaid consulting fees to directors and officers of the Company and to companies controlled by directors or officers of the Company.

Proposed Transaction

N/A

Subsequent Events

N/A

Outstanding Share Data

Below is the summary of the Company's share capital as at November 30, 2020 and as of the date of this report:

	As at	
Security description	November 30, 2020	MD&A
Common shares – issued and outstanding (1)	37,450,990	37,467,990
Warrants issued in private placements (1)	12,253,988	12,236,988
Common shares – fully diluted (1)	49,704,978	49,704,978

Critical Accounting Estimates and Judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed in note 4 to the financial statements.

Business and Industry Risks

Speculative Nature of Investment Risk

An investment in securities of the Company involves a high degree of risk and must be considered highly speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. In addition to information set out or incorporated by reference in this MD&A, prospective investors should carefully consider the risk factors set out below. Any one risk factor could materially affect the Company's financial condition and future operating results and could cause actual events to differ materially from those described in forward looking statements relating to the Company.

No Operating History

The Company was incorporated on December 3, 2019 and has not commenced commercial operations. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Exploration and Mining Risks

Resource exploration and development and mining operations are highly speculative and characterized by a number of significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but from finding mineral deposits which, though present, are insufficient in quantity and quality to be mined profitability. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs will result in any discoveries of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered, a mineral property will be brought into commercial production. The Company will continue to rely upon the advice and work of consultants and others for exploration, development, construction, and operating expertise.

Substantial expenditures are required to establish and upgrade mineral resources, to establish mineral reserves, to develop metallurgical processes to extract metals from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that the funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size and grade; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. Unsuccessful exploration and development programs could have a material adverse impact on the Company's operations and financial condition.

Factors beyond the Company's Control

The mining exploration business is subject to a number of factors beyond the Company's control including changes in economic conditions, intense industry competition, variability in operating costs, changes in government and in rules and regulations of various regulatory authorities. An adverse change in any one of such factors would have a material adverse effect on the Company, its business and results of operations which might result in the Company not identifying a body of economic mineralization, completing the development of a mine according to specifications in a timely, cost effective manner or successfully developing mining activities on a profitable basis.

Reliance on Independent Contractors

The Company's success depends to an extent on the performance and continued service of certain independent contractors. The Company has contracted the services of professional drillers and others for exploration, environmental, engineering, and other services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on the Company, its business and results of operations and result in the Company failing to meet its business objectives.

Additional Funding Required

Further exploration on, and development of, the Company's properties may require significant additional financing. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to obtain financing through equity financing, debt financing, the joint venturing of projects or other external sources. Failure to obtain sufficient financing may result in a delay or an indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interest, or have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition or result in the substantial dilution of its interests in its properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. If the Company was required to arrange for debt financing it could be exposed to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that the Company will be successful in overcoming these risks or any other problems encountered in connection with such financings. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company has and will continue to have negative operating cash flow until its mineral property commence commercial production should exploration and development efforts demonstrate that commercial production from such mineral properties is feasible.

Market Price of Common Shares

The trading price of the common shares is likely to be significantly affected by short term changes in mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business; the lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; and the price of the common shares and size of the Company's public float may limit the ability of some institutions to invest in the Company's securities.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Increased Costs of Being a Publicly Traded Company

If we successfully list on the Exchange, we will incur significant additional legal, accounting and filing fees that at present, are not required. Securities legislation and the rules and policies of the Exchange require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information all of which will significantly increase legal and financial compliance costs.

COVID-19 Public Health Crisis

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. Such public health crises can result in volatility and disruptions in the supply and demand for gold and other metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect mineral prices, interest rates, credit ratings, credit risk, share prices and inflation. The risks to the Company of such public health crises also include slowdowns or temporary suspensions of operations in locations impacted by an outbreak, interruptions to supply chains and supplies upon on which the Company relies, restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others, increased labor costs, regulatory changes, political or economic instabilities or civil unrest.

As of the date of this Prospectus, the Ontario provincial government has designated businesses engaged in mineral exploration and development as an "essential service". Provided the Company's exploration activities continue to be so designated and the current availability of labour and supplies is not materially affected by new developments respecting COVID-19 or responses thereto, the Company expects that its personnel will be able to carry out surveying and drilling activities and complete the Phase 1 work program without significant delays or increases in cost.

The Company has and will continue to take measures recommended by Health Canada and applicable regulatory bodies, as appropriate. To date, the Company has introduced a "work from home policy" affecting its two executive officers and has reduced travel and transitioned to virtual meetings where feasible. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years, including as a result of the significant market reaction to COVID-19. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares by any investor of the Company would be diminished.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("**NGOs**") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in executing on its business plan, creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. There is currently no public market for the Common Shares. An active public market for the Common Shares might not develop or be sustained after the Listing Date. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the price at which the Special Warrant were issued.