# Archer Exploration Corp. (formerly Lift Capital Corp.)

Management's Discussion and Analysis

For the three and six months ended March 31, 2021

Dated: May 31, 2021

#### ARCHER EXPLORATION CORP.

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the audited consolidated financial statements of Archer Exploration Corp. ("Archer" or the "Company") and the notes thereto for the three months and six months ended March 31, 2021 and 2020 (collectively referred to hereafter as the "financial statements"). The following MD&A of the financial condition and results of operations of the Company has been prepared by management and should be read in conjunction with the Company's financial statements for the three and six months ended March 31, 2021. Additional information relating to the Company is available on SEDAR at www.sedar.com.

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as of the date of and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The effective date of this MD&A is May 31, 2021 (the "MD&A Date").

## **Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: geological risks; limited operating history; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders of the Company; ability to secure needed permits, ability to physically access and work the Company's property assets due to poor weather, a potential lack of key contract personnel and services providers needed to execute elements of the Company's exploration plans, and market risk consisting of fluctuations in the

Company's share price, metal prices, credit market conditions and investor appetite for early stage exploration companies. See "Risks and Uncertainties".

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

## **Description of the Business**

The Company was incorporated on October 26, 2018 and focuses on the exploration of mineral claims located in Quebec, Canada. The Company has selected September 30 as its fiscal year end. The Company trades on the Canadian Securities Exchange (the "Exchange") under the symbol "RCHR". The Company's registered and records office is 400 Burrard Street -Suite 1050, Vancouver BC, V6C 3A6, Canada

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized.

The Company has no operating cash flow and its level of expenditures is dependent on the sale of debt and equity capital to finance its exploration operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

# **Liquidity and Capital Resources**

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of common shares and special warrants. From the date of incorporation on October 26, 2018 to March 31, 2021, it has raised \$217,500 from the sale of shares and units that consist of common shares and warrants and \$120,000 from the sale of special warrants that consist of common shares and warrants.

As at March 31, 2021, current assets were \$243,879 and current liabilities were \$2,288, resulting in working capital of \$241,591. As at September 30, 2020, current assets were \$217,486 and current liabilities were \$8,392, resulting in working capital of \$209,094. The increase in working capital during the six months ended March 31, 2021 was primarily attributed to an increase in cash and cash equivalents. As at March 31, 2021, the Company had total assets of \$281,379 which is comprised of \$243,879 of cash and cash equivalents, and exploration and evaluation property of \$37,500.

The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

While the information in the financial statements has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

#### **Results of Operations**

The net loss for the three months ended March 31, 2021, was \$185,406 (2020 - \$nil), attributable to general and administrative costs of \$74, share-based payments of \$301 and professional fees of \$20,618, all of which have increased over the prior year comparable period due to the Company completing its Amalgamation Agreement and having increased activity. Professional fees consist of legal, audit, accounting and filing fees.

The net loss for the six months ended March 31, 2021, was \$216,717 (2020 - \$nil), attributable to general and administrative costs of \$138, share-based payments of \$2,301 and professional fees of \$49,880, all of which have increased over the prior year comparable period due to the Company completing its Amalgamation Agreement and having increased activity. Professional fees consist of legal, audit, accounting and filing fees.

# **Selected Quarterly Financial Information**

Three Months Ended	Net Loss	Weighted Average Number of Shares	Basic and Diluted Loss Per Share
	\$	#	\$
March31,2021	185,406	13,348,250	0.01
December31,2020	31,311	12,159,348	0.00
September30,2020	8,406	4,796,721	0.00
June30,2020	-	-	-
March31,2020	-	-	-
December31,2019	-	-	-
September30,2019	-	-	-
June30,2019	-	-	-

## **Disclosure of Outstanding Security Data**

As of March 31, 2021, the Company had: 13,788,250 common shares issued and outstanding, 9,000,000 warrants outstanding, of which 7,800,000 are exercisable at \$0.10 and 1,200,000 are exercisable at \$0.15, and 45,000 stock options to acquire 45,000 common shares exercisable at \$0.10.

As of the date of this financial statements, the Company has: 13,788,250 common shares issued and outstanding, and 9,000,000 warrants outstanding, of which 7,800,000 are exercisable at \$0.10 and 1,200,000 are exercisable at \$0.15 and 45,000 stock options to acquire 45,000 common shares exercisable at \$0.10 with an expected life of 2 years.

#### **Financial Instruments and Other Instruments**

The carrying values of cash and accounts payable approximate their fair values because of the short-term maturity of these financial instruments.

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

#### **Use of Estimates**

Preparing financial statements requires management to make estimates and assumptions that affect the reported results. The estimates are based on historical experience and other assumptions believed to be reasonable under the circumstances. Critical accounting policies are disclosed in the annual audited financial statements for the year ended September 30, 2020.

#### **Transactions between Related Parties**

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

During the three and six months ended March 31, 2021 and 2020, the Company entered into the following transactions in the ordinary course of business with a related party that is not a subsidiary of the Company.

	Three months ended March 31,		Six months ended March 31,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Professional fees	5,901	-	13,513	-
Share-based compensation	301	-	2,301	-

As at March 31, 2021, the Company had \$2,288 (September 30, 2020 - \$1,500) due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

## **Accounting Policies**

A detailed summary of all of the Company's significant accounting policies are disclosed in the annual audited financial statements for the year ended September 30, 2020.

#### **Risks and Uncertainties**

A thorough description of the risks associated with the Company's exploration and other business activities can be found in the From 2A – Listing Statement dated February 5, 2021 and posted under the Company's profile on SEDAR (www.sedar.com) as of that date.

An investment in the Company's common shares is highly speculative and subject to very real risks and uncertainties, the occurrence of any one or more of which could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position or operating results of the Company. The risk factor listing noted below is in no particular order and is not an exhaustive list of all risk factors associated with an investment in the Company's common shares or in connection with the operations of the Company.

- Geological risk and the highly uncertain and speculative nature of mineral exploration
- Early stage nature of the Company: i.e. a limited operating history and financial resources, no earnings, limited cash assets
- Lack of insurance against operating risks in the field and elsewhere
- Changes to government regulations, including environmental regulations
- Ability to secure and comply with government permits
- Reliance on a small number of key managers and experts and a lack of immediate backup or replacements

- Competition for key personnel and mineral properties
- Potential conflicts of interest among the Company's directors and/or officers
- Potential cost overruns and delays
- Timely availability of labour, contractors and key services
- Weather risks
- Property title disputes
- Metal price fluctuations
- Receptivity of capital markets to junior exploration projects
- Stock price volatility and lack of liquidity
- Litigation

## Global Pandemic

In 2020, the global outbreak of coronavirus (COVID-19) resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a potential material impact to the Company's project exploration activities, cash flows and liquidity. Various restrictions on gatherings, work and access to remote communities near the Company's project may also impact the Company's ability to perform exploration activities at the project.

#### **Additional Information**

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