PURSUIT GOLD CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED MAY 31, 2022

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Background

Pursuit Gold Corp. (the "Company" or "Pursuit") provides this Management Discussion and Analysis ("MD&A") of financial position and results of operations as of July 28, 2022. This MD&A should be read in conjunction with the unaudited condensed interim financial statements for the six months ended May 31, 2022 and the notes thereto, as well as the audited financial statements for the year ended November 30, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The Company has prepared this MD&A following the requirements of National Instrument 51-102, Continuous Disclosure Obligations.

Description of Business

Pursuit Gold Corp. (the "Company") was incorporated under the British Columbia Business Corporations Act on September 15, 2020. The head office of the Company is located at Suite 250-999 Seymour Street, Vancouver, British Columbia V6B 0M5 and the registered and records office of the Company is located at Suite 1170-1040 West Georgia Street, Vancouver, British Columbia V6B 0M5. On January 26, 2022, the Company's common shares began trading on the Canadian Securities Exchange ("CSE") under the symbol trading symbol PUGS.

The Company is engaged in the acquisition, exploration and development of resource properties. On December 28, 2020, the Company signed an option agreement to acquire a property. Prior to this, the Company's activities had been limited to its formation and the raising of equity capital.

Results of Operations for the Three-Month Period Ended May 31, 2022

For the three-month period ended May 31, 2022, the Company recorded a net loss of $52,816 versus a net loss of $14,571 incurred during the three-month period ended May 31, 2021. The increase in net loss during the three-month period ended May 31, 2022 is due primarily from an increase in professional fees ($29,572) and transfer agent and filing fees ($6,321). The increase in professional fees is primarily related to an increase in legal fees due to increased activity. The increase in transfer agent and filing fees is due to costs associated with the completion of the Company's listing on the CSE in January 2022.

Results of Operations for the Six-Month Period Ended May 31, 2022

For the six-month period ended May 31, 2022, the Company recorded a net loss of $113,961 versus a net loss of $29,496 incurred during the six-month period ended May 31, 2021. The increase in net loss during the six-month period ended May 31, 2022 is due primarily from an increase in share-based payments ($26,328), an increase in professional fees ($31,808) and an increase in transfer agent and filing fees ($22,741). The increase in share-based payments is due to the grant of 500,000 stock options during the six months ended May 31, 2022, whereas no stock options were granted during the six-month period ended May 31, 2021. The increase in professional fees is primarily related to an increase in legal fees due to increased activity. The increase in transfer agent and filing fees is due to costs associated with the completion of the Company's listing on the CSE during the six-month period ended May 31, 2022.

Liquidity, Cash Flows and Capital Resources

	Six Months Ended May 31, 2022	Six Months Ended May 31, 2021
Sources and Uses of Cash		
Cash used in operations prior to changes in working capital	$ (87,633)	$ (29,497)
Changes in non-cash working capital	(51,088)	(12,352)
Cash used in operating activities	(138,721)	(41,849)
Cash used in investing activities	(14,903)	(58,000)
Cash provided by (used in) financing activities	-	218,800
Change in cash	$ (153,624)	$ 118,951

Operating Activities

For the six-month period ended May 31, 2022 (the "Current Period"), cash used in operating activities, prior to changes in non-cash working capital, was $87,633, compared to 29,497 for the six-month period ended May 31, 2021 (the "Prior Period"). The cash used is due primarily to the variances as outlined under the "*Results of Operations for the Six Month Period Ended May 31, 2022"* section. For the Current Period, non-cash working capital increased by $51,088, as compared to an increase of $12,352 for the Prior Period. The increase in non-cash working capital is primarily the result of a decrease accounts payable of $39,185, and an increase in prepaid expenses ($11,133).

Investing Activities

For the Current Period, cash used in investing activities was $14,903 which reflects mineral property expenditures, including $13,103 spent for geophysical surveys. In the Prior Period, $31,500 was incurred, which also reflects expenditures on mineral property interests.

Financing Activities

For the Current Period, cash provided by financing activities was $Nil. For the Prior Period, the Company received $218,800 from financing activities. $115,000 is due to the receipt the subscriptions receivable, and $103,800 is related to proceeds received from the issuance of 1,039,000 special warrants at a price of $0.10.

At May 31, 2022, the Company had working capital of $115,645, which consisted of current assets of cash totaling $112,077, $11,133 in prepaid expenses, and $6,654 in GST receivable. Current liabilities include accounts payable of $14,219.

The Company's principal source of liquidity is cash which is raised by way of the sale of common shares from treasury. To date, the Company has relied entirely upon the sale of common shares to provide working capital to fund the administration of the Company. The Company's access to additional capital may not be available on terms acceptable or at all. As the Company relies on equity financings to continue into the future, current market conditions could make it difficult or impossible for the Company to raise necessary funds to meet its longer-term capital requirements. If the Company is unable to obtain financing, it could seek multiple solutions including, but not limited to, credit facilities, asset sales or debenture issuances.

Evaluation and Exploration Assets:

On December 28, 2020 the Company entered into an option agreement (amended October 11, 2021, collectively the "Agreement"), with Rainy Mountain Royalty Corp. ("Rainy"), pursuant to which, the Company has been granted an option (the "Option") to acquire the right to earn an undivided and up to 90% interest in Rainy's mineral claims located in the Porcupine Mining Division in Ontario, Canada (the "Property"), subject to a 2% net smelter return ("NSR") royalty on commercial production from certain of the mineral claims.

Pursuant to the terms of the Agreement, and in order to earn a 51% undivided interest in the Property ("Option 1"), the Company must make the following payments:

- make cash payment of $30,000 upon execution of the Agreement; (completed);
- make cash payment of $25,000 by September 15, 2021; (paid)
- make cash payment of $25,000 by September 15, 2022;
- incur expenditures of $200,000 on the Property by September 30, 2022, of which $100,000 is a firm commitment;
- incur expenditures of $350,000 on the Property by September 30, 2023.

The Company will have 90 days after making the above payments to notify Rainy that it intends to proceed to increase the Company's undivided interest as detailed below. Failing to do so will result in the Company and Rainy forming a joint venture.

In order to maintain the Option in good standing and increase the Company's undivided interest to 80% ("Option 2"), the Company must make the following payments:

- make payment of $50,000 by September 15, 2023;
- make cash payment of $50,000 by September 30, 2024;
- incur expenditures of $400,000 on the Property by September 30, 2023; and
- Incur expenditures of $500,000 on the Property by September 30, 2024.

The Company will also grant Rainy a 1.5% NSR after the Company earns the 80% interest. The Company may reduce the NSR royalty to 0.5% by making a payment of $1,000,000.

Upon the Company having exercised Option 2, the Company has 90 days in which to notify Rainy that it intends to proceed to exercise Option 3, failing which the Company and Rainy will proceed to form a joint venture. If the Company completes a "Bankable Feasibility Study" on the Property, the Company will have deemed to have exercised Option 3 and earn a 90% interest in the Property, subject to the above mentioned NSR.

Related Party Disclosures

During the period ended May 31, 2022, the Company incurred consulting and accounting fees in the amount of $20,000 (May 31, 2021: $15,000) to an officer of the Company. Included in accounts payable and accrued liabilities is $5,250 (2021: $2,625) due to an officer of the Company.

During the period ended May 31, 2022, the Company incurred share-based payments of $26,328 (May 31, 2021 – $Nil) to officers and directors of the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Commitments

The Company has no commitments.

Conflicts of Interest

The Company's directors and officers may serve as directors and/or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (British Columbia) ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Outstanding Share Data

	Number of Shares Outstanding (Diluted)
Outstanding as at July 28, 2022	**15,654,000**
Shares reserved for issuance pursuant to share purchase warrants outstanding	5,369,500
Shares reserved for issuance pursuant to share purchase options outstanding	500,000
Shares outstanding - fully diluted	**21,523,500**

COVID-19

On March 11, 2020, the World Health Organization characterized the outbreak of a disease caused by a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

Risks and Uncertainties

The Company is in the business of acquiring and exploring mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than interest on cash balances. The Company relies mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be subject.

<u>Early Stage – Need for Additional Funds</u>

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources, and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Exploration and Development

Mineral exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

All of the mineral claims in which the Company has a right to acquire an interest are in the exploration stages only and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

Operating Hazards and Risks

Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest are subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.

Supplies and Infrastructure

The Company's property interests are often located in remote, undeveloped areas and the availability of infrastructures such as surface access, skilled labor, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. Power may need to be generated onsite.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced, even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of the Company may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond the Company's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that it can be mined at a profit.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements, transfers or native claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labor standards, occupational health, waste disposal, safety and other matters. Environmental legislation in Canada provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

The Company believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms, a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability. Unfavourable economic conditions could also increase the Company's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact the availability of credit facilities to the Company.

Properties held Under Option

The Company's mineral exploration property is currently held under option. The Company has no ownership interest in this property until all required property expenditures and cash payments have been made. If the Company is unable to fulfill the requirements of the option agreement, it is likely that the Company would be considered in default of the agreement and the option agreement could terminate resulting in the complete loss of all expenditures and option payments made on the property to that date.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result and other persons would be required to manage and operate the Company.

Corporate Governance

Management of the Company is responsible for the preparation and presentation of the annual financial statements and notes thereto, MD&A and other information contained in this MD&A. Additionally, it is management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The Company's management is held accountable to the board of directors ("Directors"), each member of which is elected annually by the shareholders of the Company. The Directors are responsible for reviewing and approving the audited financial statements and MD&A. Responsibility for the review and approval of the Company's audited financial statements and MD&A is delegated by the Directors to the Audit Committee, which is comprised of 3 directors. Additionally, the Audit Committee pre-approves audit and non-audit services provided by the Company's auditors.

The external auditors are appointed annually by the shareholders to conduct an annual audit of the financial statements in accordance with IFRS. The external auditors have complete access to the Audit Committee to discuss the audit, financial reporting and related matters resulting from the annual audit, as well as assist the members of the Audit Committee in discharging its corporate governance responsibilities.

Cautionary Statement

The Company's condensed interim financial statements for the period ended May 31, 2022, and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, *Continuous Disclosure Obligations* of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "RISKS AND UNCERTAINTIES" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Other Information

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com.

Approved by the board of directors on: **July 22, 2022**