# GANDER GOLD CORPORATION

# MANAGEMENT'S DISCUSSION AND ANALYSIS

# SIX MONTH PERIOD ENDED DECEMBER 31, 2021

(Expressed in Canadian Dollars)

**Report Date – February 22, 2022** 

# INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Gander Gold Corporation ("Gander Gold" or the "Company") for the six month period ended December 31, 2021. It should be read in conjunction with the condensed interim financial statements for the six month period ended December 31, 2021 and the audited financial statements for the period from incorporation on February 3, 2021 to June 30, 2021 (the "Financial Statements") and the notes thereto.

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's registered and records office is located at suite 400 - 1681 Chestnut Street, Vancouver, British Columbia, V6J 4M6, Canada. Additional information relating to the Company can also be found on the parent Company's website at <u>www.sassyresources.ca</u> or on the SEDAR website at <u>www.sedar.com</u>.

# FORWARD LOOKING STATEMENTS

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

Management believes the primary risk factors have been identified in the Risks and Uncertainties section of this document.

Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the potential mineralization and geological merits of the Gander properties;
- the availability of equity and other financing on reasonable terms;
- our ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- our ability to attract and retain skilled labour and staff; and

We caution you that the foregoing lists of important risk factors and assumptions are not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. We undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

#### **DESCRIPTION OF BUSINESS**

Gander Gold was incorporated under the Business Corporations Act (British Columbia) on February 3, 2021 and is a wholly-owned subsidiary of Sassy Resources Corporation ("Sassy"), a publicly traded corporation listed on the Canadian Securities Exchange ("CSE") under the symbol "SASY".

The Company's business activities include the acquisition and exploration of mineral property assets, principally in Newfoundland, Canada. As at December 31, 2021, the Company had not yet determined whether the Company's mineral property interests contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

# **OVERALL PERFORMANCE**

Since commencing operations in February 2021, Gander Gold has made great strides in its development as a precious metals exploration company. Gander Gold has acquired an exceptional package of exploration properties (collectively the "Gander Properties") located on an emerging gold district in Newfoundland known as the Gander Gold Belt. The Company currently holds over 9,000 mineral claims and is among the largest land holders in the province. The Company is currently completing an extensive soil sampling program over all of its Gander Properties.

#### **RESOURCE PROPERTIES**

#### **Gander Properties**

#### Gander North/Gander South/Hermitage/Little River ("Vulcan Claims")

On February 28, 2021, the Company took assignment of an option agreement (the "Vulcan Agreement") between Sassy and Vulcan Minerals Inc. ("Vulcan") dated February 11, 2021, which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims (the "Vulcan Claims") located in the Gander Gold Belt of the province of Newfoundland (known as the "Gander North Property", the "Gander South Property", the "Little River Property" and the "Hermitage Property").

Pursuant to the Vulcan Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Common Shares	Cash	Exploration Expenditures
		(\$)	(\$)
On execution of the agreement (issued by Sassy)(paid)	1,000,000	100,000	-
On or before February 4, 2022 (paid and incurred)	300,000	50,000	200,000
On or before February 4, 2023	300,000	50,000	400,000
On or before February 4, 2024	400,000	100,000	600,000
On or before February 4, 2025	500,000	100,000	800,000
Total	2,500,000	400,000	2,000,000

#### **RESOURCE PROPERTIES** (continued)

The Company also reimbursed Vulcan for a refundable staking deposit totaling \$28,950 which is posted with government of Newfoundland and Labrador.

Vulcan will retain a 3% net smelter return ("NSR") royalty upon the Company completing its obligations under the Vulcan Agreement. The Company has the right to purchase back one half of the NSR (1.5%) for a cash payment of \$2,000,000 and the issuance of 500,000 common shares of the Company.

# A 43-101 compliant technical report dated September 11, 2021 on the Gander North Property (the "Gander North Property, Newfoundland") was prepared by Claire Somers, PhD, P.Geo. and Elizabeth Ronacher, PhD, P.Geo., the independent QPs.

#### Cape Ray

On May 31, 2021, the Company took assignment of an option agreement (the "Cape Ray Agreement") between Sassy and Wildwood dated March 12, 2021, as amended on April 7, 2021, which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (the "Cape Ray Property").

Pursuant to the Cape Ray Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

D-4	Common	() l	Exploration
Date	Shares	<u>Cash</u> (\$)	Expenditures (\$)
On execution of the agreement (issued by Sassy)(paid)	500,000	87,455	(\$) -
On or before November 15, 2021 (incurred)	-	-	100,000
On or before March 12, 2022	250,000	35,000	-
On or before April 7, 2022	250,000	-	-
On or before November 15, 2022	-	-	120,000
On or before March 12, 2023	500,000	50,000	-
On or before November 15, 2023	-	-	150,000
On or before March 12, 2024	500,000	75,000	-
On or before November 15, 2024	-	-	430,000
On or before March 12, 2025	750,000	75,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	130,000	-
Total	3,500,000	452,455	1,800,000

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Cape Ray Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

Upon completion of a public listing of the Company's shares on a stock exchange, the Company is required to issue an additional 500,000 common shares to Wildwood.

# **RESOURCE PROPERTIES** (continued)

#### Gander North/Carmanville

On May 31, 2021, the Company took assignment of an option agreement (the "Gander North Agreement") between Sassy and Wildwood Exploration Inc. ("Wildwood") dated March 12, 2021, as amended on April 7, 2021, which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (known as the "Gander North Property" and the "Carmanville Property").

Pursuant to the Gander North Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Common Shares	Cash	<b>Exploration</b> <b>Expenditures</b>
Date	Shares	(\$)	(\$)
On execution of the agreement (issued by Sassy)(paid)	1,000,000	154,275	-
On or before November 15, 2021 (incurred)	-	-	275,000
On or before March 12, 2022	500,000	50,000	-
On or before April 7, 2022	250,000	-	-
On or before November 15, 2022	-	-	335,000
On or before March 12, 2023	500,000	100,000	-
On or before April 7, 2022	250,000	-	-
On or before November 15, 2023	-	-	400,000
On or before March 12, 2024	500,000	100,000	-
On or before April 7, 2022	250,000	-	-
On or before November 15, 2024	-	-	750,000
On or before March 12, 2025	500,000	100,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	150,000	-
Total	4,500,000	654,275	2,760,000

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Gander North Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

Upon completion of a public listing of the Company's shares on a stock exchange, the Company is required to issue an additional 500,000 common shares to Wildwood.

# **RESOURCE PROPERTIES** (continued)

#### Botwood, Laurenceton, Thwart Island ("BLT") & Mt. Peyton

On May 31, 2021, the Company took assignment of an option agreement (the "Thwart Island Agreement") between Sassy and Wildwood dated March 12, 2021, as amended on May 12, 2021, which provides an exclusive option to acquire a 100% ownership interest in certain mineral claims located in Newfoundland (known as the "Mount Peyton Property" and the "BLT Property").

Pursuant to the Thwart Island Agreement, the Company must make the following cash and share payments as well as incur minimum exploration expenditures in order to complete the acquisition:

Date	Common Shares	Cash	Exploration Expenditures
Date	Shares	(\$)	<u> </u>
On execution of the agreement (issued by Sassy)(paid)	1,250,000	331,320	-
On or before November 15, 2021 (incurred)	-	-	140,000
On or before January15, 2022	-	-	700,600
On or before March 12, 2022	1,250,000	75,000	-
On or before November 15, 2022	-	-	160,000
On or before March 12, 2023	1,250,000	100,000	-
On or before November 15, 2023	-	-	200,000
On or before March 12, 2024	1,250,000	100,000	-
On or before November 15, 2024	-	-	500,000
On or before March 12, 2025	1,250,000	125,000	-
On or before November 15, 2025	-	-	1,000,000
On or before March 12, 2026	750,000	150,000	-
Total	7,000,000	881,320	2,700,600

Wildwood will retain a 2.5% NSR royalty upon the Company completing its obligations under the Thwart Island Agreement. The Company has the right to purchase that portion of the NSR equal to 1% for a cash payment of \$2,500,000.

Upon completion of a public listing of the Company's shares on a stock exchange, the Company is required to issue an additional 500,000 common shares to Wildwood.

# SELECTED ANNUAL INFORMATION

The Company's functional and presentation currency is the Canadian Dollar for all periods presented.

	2021	2020	2019
	(\$)	(\$)	(\$)
Loss and comprehensive loss	(25,152)	-	-
Loss per share	(0.00)	-	-
Total assets	7,864,798	-	-
Total long-term liabilities	_	-	-

Note that all of the annual data prior to 2021 does not exist due to the Company's incorporation only occurring on February 3, 2021

# **DISCUSSION OF OPERATIONS**

#### Three Month Period Ended December 31, 2021

The Company incurred a loss and comprehensive loss of \$377,559 (2020 - \$Nil) for the three month period ended December 31, 2021 ("Current Quarter"). The primary source of the reported loss in the Current Quarter was sharebased payments resulting from the issuance of stock options to directors and officers. The Company also incurred significant professional and consulting fees incurred in connection with an exchange listing on the CSE. The Company was incorporated in February 3, 2021 so there is no comparative data.

# Six Month Period Ended December 31, 2021

The Company incurred a loss and comprehensive loss of \$441,487 (2020 - \$Nil) for the six month period ended December 31, 2021 ("Current Period"). The primary source of the reported loss in the Current Period was share-based payments resulting from the issuance of stock options to directors and officers. The Company also incurred significant professional and consulting fees incurred in connection with an exchange listing on the CSE. The Company was incorporated in February 3, 2021 so there is no comparative data.

# LIQUIDITY

The Company's cash balance and working capital position on December 31, 2021 was \$2,124,311 and \$2,158,321, respectively due to special warrant financings completed. Furthermore, the Company settled \$2,649,450 of debt owing to Sassy through the issuance of 8,831,500 common shares of the Company.

The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. If for any reason, the Company is unable to continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company's financial statements and such adjustments could be material. The above conditions may cast significant doubt about the Company's ability to continue as a going concern.

# GANDER GOLD CORPORATION Management's Discussion and Analysis Six Month Period Ended December 31, 2021

# SUMMARY OF QUARTERLY RESULTS

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
	(\$)	(\$)	(\$)	(\$)
Loss and comprehensive loss	(377,559)	(63,928)	(25,152)	-
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	-
Total assets	7,760,299	8,212,461	7,864,798	1,278,908
Total long-term liabilities	-	-	-	-
	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
	(\$)	(\$)	(\$)	(\$)
Loss and comprehensive loss	-	-	-	-
Basic and diluted loss per share	-	-	-	-
Total assets	-	-	-	-
Total long-term liabilities	-	-	-	-

Note that all of the quarterly data prior to March 31, 2021 does not exist due to the Company's incorporation only occurring on February 3, 2021. The Company increased its activity level in the two subsequent quarters as it acquired its Gander properties and commenced initial exploration on them. The Company incurred additional professional and consulting fees in the quarters ended September 30 and December 31, 2021 as it began the process for a listing on the CSE. Once the Company completes its public listing, then the forthcoming quarters will see additional operating costs resulting from regulatory, management fees and professional fees necessary for maintaining a publicly traded company.

# SUBSEQUENT EVENTS

Subsequent to December 31, 2021, the Company:

- a) cancelled 17,107,125 common shares previously issued at \$0.015 per share to Sassy, and reissued 17,107,125 common shares at \$0.02 per share.
- b) was issued a receipt for a final prospectus by the BC Securities Commission and received final approval for listing on the CSE effective March 1, 2022.

# PROPOSED TRANSACTIONS

The Company has received final approval for a listing on the CSE. A definitive listing date and trading symbol will be announced when available.

# COMMITMENTS

The Company had no material commitments as at December 31, 2021.

# DISCLOSURE OF OUTSTANDING SHARE DATA

#### Authorized Capital

Unlimited common shares without par value.

#### Issued and Outstanding Capital

As at December 31, 2021 and the Report Date, there were 44,162,056 common shares outstanding.

#### Special Warrants

As at December 31, 2021 and the Report Date, there were 27,231,667 special warrants outstanding.

Each special warrant is convertible into a common share of Gander Gold at a date to be determined by the board of directors of Gander Gold, but no later than two weeks after Gander Gold becomes a reporting issuer.

#### **Options Outstanding**

As at December 31, 2021 and the Report Date, there were 3,450,000 stock options outstanding and exercisable at \$0.25 per share.

#### Warrants Outstanding

As at December 31, 2021 and the Report Date, there were no share purchase warrants outstanding.

# TRANSACTIONS WITH 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. The remuneration of directors and other members of key management personnel during the six month period ended December 31, 2021 is as follows:

	December 31, 2021
	(\$)
Consulting fees	10,000
Geological fees	15,000
Management fees	30,000
Professional fees	13,000
Share-based payments	235,043
	303,043

On March 19, 2021, Sassy Resources Corp. ("Sassy"), the sole shareholder of the Company, subscribed for 35,330,556 common shares for gross proceeds of \$529,958. A subsequent cancellation and re-issuance of 17,107,125 resulted in an increase in the subscription proceeds received by \$95,069.

During the period ended June 30, 2021, the Company acquired certain exploration and evaluation assets in Newfoundland from Sassy in exchange for a loan totaling \$2,649,450. On November 22, 2021, the Company issued 8,831,500 common shares at \$0.30 per share in full settlement of the outstanding loan.

# CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of the components of shareholders' equity.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt and acquire or dispose of assets.

The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the period ended December 31, 2021.

# FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. 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 risk is on its cash. The Company holds its cash in substantial financial institutions to mitigate risk. The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

# Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company prepares general operating budget to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company uses its best efforts to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

The Company's financial liabilities consist of a loan payable and accounts payable and accrued liabilities, all of which are due within twelve months.

The Company's main source of funding has been through the issuance of equity securities for cash. The Company's access to financing in the public markets is always uncertain. The Company is exposed to liquidity risk.

#### Commodity risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for gold and silver are impacted by world economic events that dictate the levels of supply and demand. The Company had no hedging contracts in place as at or during the period ended December 31, 2021.

# FINANCIAL INSTRUMENTS (continued)

#### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

# Foreign exchange risk

Foreign currency exchange rate risk is the risk that the fair value of assets and future cash flows will fluctuate as a result of changes in foreign currency exchange rates. However, the Company's functional currency is the Canadian dollar and the Company doesn't have any material assets or operations that are denominated in a foreign currency. Accordingly, the Company is not exposed to any material foreign exchange risk and has not hedged its limited exposure to currency fluctuations.

#### Classification of financial instruments

The Company classifies its other financial assets and other financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

Financial assets included in the statement of financial position are cash. Financial liabilities included in the statement of financial position include a loan payable and accounts payable and accrued liabilities. The fair value of cash is measured using Level 1 of the fair value hierarchy. The fair value of loan payable and accounts payable and accrued liabilities approximate the carrying amount due to their short term to maturity. The effect of changes in the Company's credit risk do not have a significant impact on the fair value due to the short term to maturity.

# CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

# **CRITICAL ACCOUNTING ESTIMATES** (continued)

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

#### Income taxes

The calculation of income taxes requires judgment in applying tax laws and regulations, estimating the timing of the reversals of temporary differences, and estimating the reliability of deferred tax assets. These estimates impact current and deferred income tax assets and liabilities, and current and deferred income tax expense (recovery).

#### Non-monetary transactions

Assets exchanged or transferred in non-monetary transactions are measured at the fair value of the asset given up or the fair value of the asset received, whichever is more reliable.

Significant judgments that management has made at the end of the reporting period are as follows:

#### Carrying value and the recoverability of exploration and evaluation assets

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, scoping and feasibility studies, accessible facilities and existing permits.

#### Going Concern

The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty. These conditions may cast significant doubt about the Company's ability to continue as a going concern.

# ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICIES

Refer to the Financial Statements for details on accounting policies adopted in the year as well as future accounting policies.

# **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

# MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

# OUTLOOK

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The effects of COVID 19 have had a significant impact on mining industry as well as the world in general. As a result, many commodity prices including that of gold have seen their price rise. The gold price exceeded US\$2,000 per ounce during 2021 and currently sits at approximately US\$1,800 per ounce. We believe the demand for gold will continue to increase and the future for exploration stage companies is very bright. With the completion of the Company's funding rounds and proposed public listing on the CSE, Gander Gold is positioned to succeed. The 2021 exploration campaign for the Gander Properties is well underway and management eagerly awaits the results.

# **CORPORATE INFORMATION**

Directors:	Mark Scott Richard Savage Kathryn McLaughlin Terry Coughlan Ken Booth Stephanie Hart
Officers:	Mark Scott – CEO Sean McGrath – CFO Ian Fraser – VP of Exploration
Auditor:	Davidson and Company LLP Suite 1200 – 609 Granville Street Vancouver, BC V7Y 1G6
Legal Counsel:	Fasken Martineau DuMoulin LLP 2900 - 550 Burrard Street Vancouver, BC V6C 0A3