ALTAN NEVADA MINERALS LIMITED
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2020

INTRODUCTION

The management's discussion and analysis of financial condition and results of operations ("MD&A") focuses upon the activities, results of operations, liquidity and capital resources of Altan Nevada Minerals Limited (the "Company") for the year ended December 31, 2020. In order to better understand the MD&A it should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2020. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with appropriate regulatory authorities in Canada. This MD&A is current to June 30, 2021 and in US dollars unless otherwise stated.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com).

CORPORATE OVERVIEW

The Company is a mineral exploration and development company listed on the TSX Venture Exchange under the symbol "ANE" and is engaged in the acquisition, exploration and development of exploration and evaluation assets in Nevada.

The Company is focused on the discovery of large-scale ore systems in under-explored regions of Nevada. The Company performs its own grass-roots exploration with its highly experienced technical team.

Our experienced technical team is supported by: John Jones AM, Chairman & Director, who has over thirty years of experience in the international mining sector; Paul Stephen, CEO, Corporate Secretary & Director, who has over 20 years of extensive operational experience in mine site servicing and contracting and has strong knowledge of global capital markets with a track record of having access to funding for all levels of resource projects and mining services operations; Barry Bourne, Vice-President of Exploration, who has advanced global knowledge of targeting epithermal and porphyry-style mineralization.

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, customers, 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 its ability to raise funds at this time.

SHARE CAPITAL

On November 27, 2020 the Company announced it had closed a non-brokered private placement to raise gross proceeds of $260,346 through the sale of 22,500,000 units at a price of C$0.015 per unit (the "Private Placement"). Each unit consists of one common share of the Company (each a "Share") and a common share purchase warrant (each a "Warrant") entitling the holder thereof to acquire an additional Share at a price of C$0.05 for a period of four years following closing of the Private Placement.

As at December 31, 2020, the Company had $6,326,726 in share capital and 92,164,943 common shares outstanding.

Options

During the year ended December 31, 2020, no options expired unexercised.

As at December 31, 2020, the Company had 5,250,000 options outstanding.

Warrants

During the year ended December 31, 2020, the Company issued 22,500,000 warrants.

As at December 31, 2020 the Company had 70,045,087 warrants outstanding.

OPERATIONS

Overview

The Company currently holds three exploration projects in Nevada that are currently undergoing technical review; Venus Copper-Gold Project, Black Top Gold Project and Montelle Project. Exploration work since 2007 has identified drill targets on a number of projects. The Company’s reconnaissance program continues to generate new projects.

Venus Copper-Gold Project, Yerington District, Nevada

The Venus project consists of copper-iron (Au, Ag) skarns and copper porphyry intrusions in the Pumpkin Hollow area, Yerington District, Western Nevada. It consists of 111 unpatented mining claims that were staked in April, June, September and December of 2007.

The project is located immediately to the south of, and along strike from, Nevada Copper’s Pumpkin Hollow Copper Project, less than one mile from the tenement boundary. Fully financed, the Project is expected to have a 19-year mine life with peak copper production of 111,000 tonnes per annum.

On April 1, 2020 – the Company announced the results of drilling at its Venus Copper Project (the "Venus Project").

Exploration Program Highlights:

- The first ever drillholes into the Venus Project were completed: Highlighting high priority targets at the Venus Project.
- Mineralised porphyry quartz monzonite of the Yerington Batholith suite has been intersected: Porphyry quartz monzonite with cross cutting dikes of quartz monzonite porphyry was intersected beneath moderate cover.
- Assays confirm copper, gold and silver mineralisation in two holes: Mineralisation as blebs and disseminated grains of pyrite and chalcopyrite associated with coarse-grained epidote and calcite intersected in drilling.
- Multiple targets identified for follow up drill testing: Three priority targets remain untested and further drilling is required adjacent to the porphyry quartz monzonite.

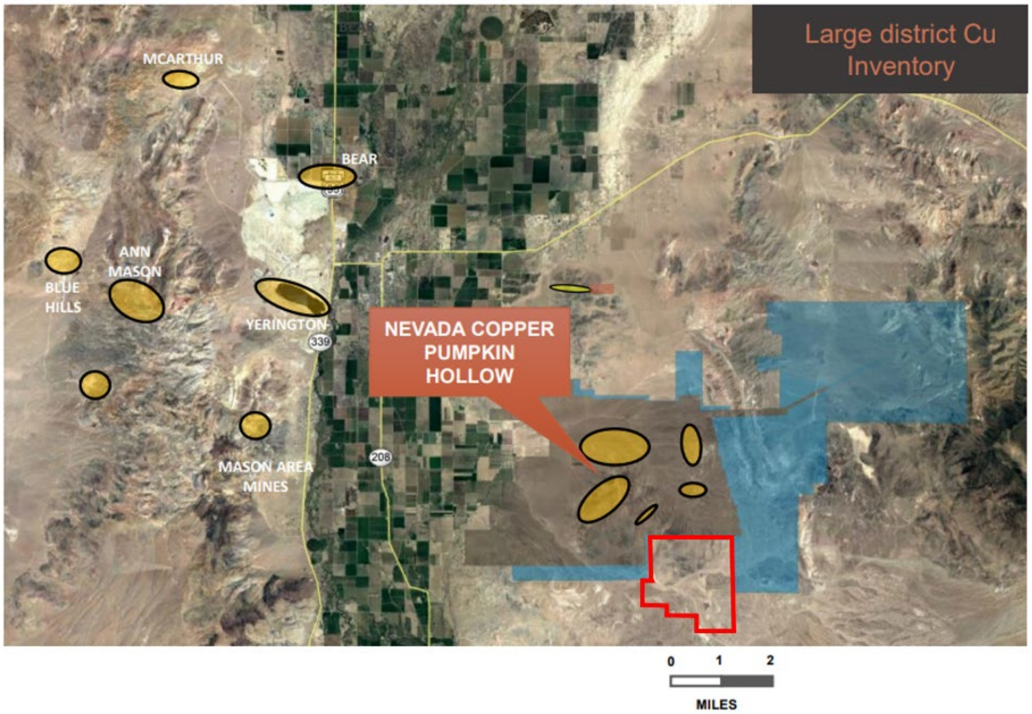

Figure 1 – Altan Nevada claims shown in red and Nevada Copper claims in grey and blue.

The Venus Project, which is 100% owned by Altan Nevada (Figure 1), is located within the Yerington copper porphyry district in the Walker Lane mineralized belt in Nevada. Altan Nevada's decision to advance exploration at the Venus Project coincides with development at Nevada Copper Corp.'s (TSX: NCU) ("**Nevada Copper**") Pumpkin Hollow Copper Mine ("**Pumpkin Hollow**") immediately to the north and less than one mile from the tenement boundary.

Drilling Results

The first ever drillholes into the Venus Project were completed in October 2019. Four holes totalling 1300m were drilled into geochemical, geophysical and geological targets (Figure 2). The host of copper mineralisation at Pumpkin Hollow is dominantly Triassic and Jurassic sediments of both the Gardner Valley and Mason Valley Formations. Copper mineralisation is associated with the Jurassic age Yerington Batholith and related porphyritic/granite dikes.

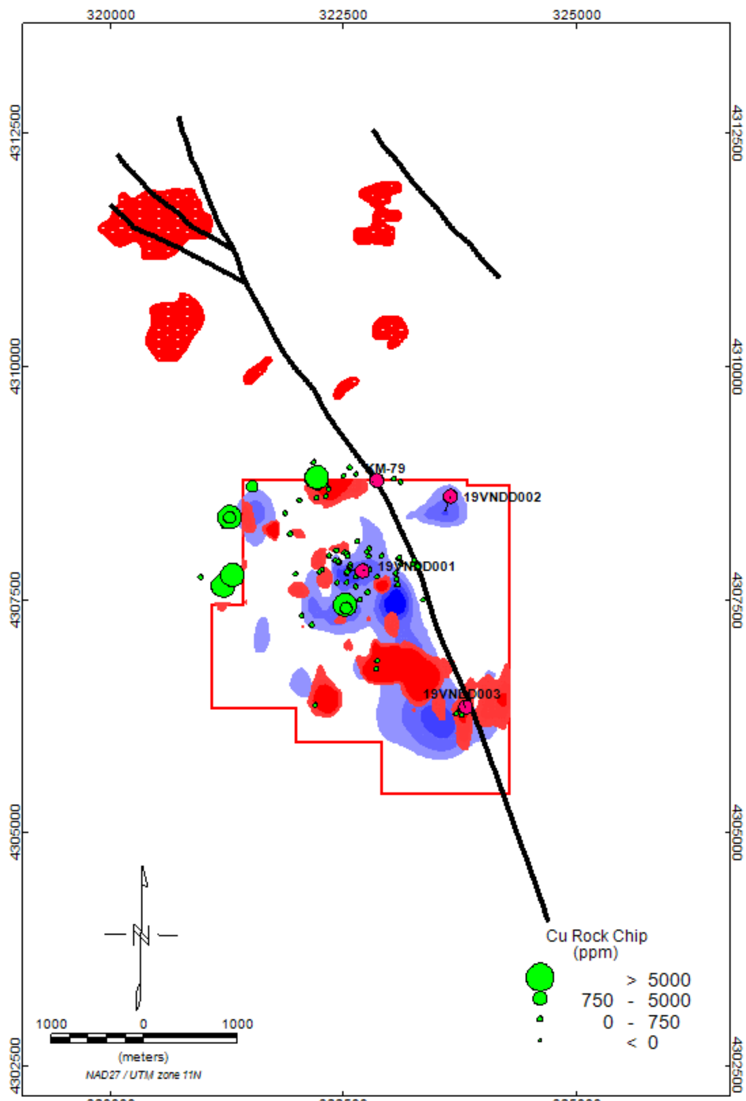

Figure 2 – Shown are Nevada Copper's deposit locations (red) with mapped structures in black and Altan Nevada's drilling locations (pink dots). The surface projection of 3D geophysical targets within the Venus project are shown as chargeability/IP in blue (>6 mV/V) and magnetics in red (>12 x 10^{-3} SI).

The first drillhole (19VNDD001) targeted a magnetic/ chargeable high in an area with outcropping copper-gold bearing quartz veins. The hole was collared in Triassic volcanics (andesite) and remained in andesite the entire hole. Numerous quartz rich fractured Jurassic granitic dykes intrude the andesite. The hole intersected copper mineralization towards the bottom of the drill hole in porphyritic granitic dikes and andesite, with mineralisation as blebs and disseminated grains of pyrite and chalcopyrite associated with coarse-grained epidote and calcite (Figure 3). There are zones of elevated copper and gold throughout the hole. The best results were 101.7-102.8m (0.80 g/t Au, 0.5 g/t Ag, 169 ppm Cu), 286.5-289.6m (0.13 g/t Au, 0.4 g/t Ag, 951 ppm Cu) and 367.6-368.5m (0.36g/t Au, 2225 ppm Cu). The hole was abandoned at 372m due to poor drilling conditions.

Figure 3 – 19VNDD001 (299.6m). Mineralisation as blebs and disseminated grains of pyrite and chalcopyrite associated with coarse-grained epidote and calcite

The second hole (19VNDD002) targeted a surface soil geochemical anomaly and an isolated chargeability feature close to the Nevada Copper claim boundary. The hole went through 269m of Quaternary colluvium and Tertiary volcanic cover rock. A fault appears to have thickened the Tertiary sequence. Jurassic porphyry quartz monzonite was intersected below 269m, with cross cutting dikes of Jurassic quartz monzonite porphyry to a depth of 305m. Again, the hole intersected copper mineralization/ alteration once it entered Jurassic aged rocks. The highest copper (293.8-304.8m, 371ppm Cu and 0.03 g/t Ag) is hosted in a Jurassic quartz monzonite porphyry dike associated with minor disseminated pyrite and chalcopyrite grains and accompanying elevated iron and sulphur values. The hole ended in weak mineralisation.

The third and fourth holes (19VNDD003 and 19VNDD003A) were collared in Tertiary volcanic cover targeting a north-south magnetic structure and a deep chargeability zone. Hole 19VNDD003 was lost at 188m so the hole was re-drilled (19VNDD003A). The hole was stopped in Tertiary volcanic cover (412m). As the Triassic/Jurassic basement was not intersected, no samples were submitted from this drill hole for assay.

In 1973 the Anaconda Company drilled hole KM-79 directly north of hole 19VNDD001, just outside Altan Nevada's claims. After 47m of Quaternary colluvium It intersected andesites/ amphibolite and encountered blebs of chalcopyrite associated with calcite veins from 227m to the end of the hole at 239m. There is no assay data available for this hole.

Discussion

On the eastern side of the NNW regional fault the Tertiary volcanic cover increases in thickness from 269m (19VNDD002) to more than 412m (19VNDD003A) from north to south. On the western side the fault the lower Triassic andesite outcrops (19VNDD001) and is weakly mineralised. Chalcopyrite mineralisation increases with depth and proximity to porphyritic intrusives.

Beneath the cover on the eastern side of the fault, hole 19VNDD002 intersected and ended in weakly mineralised Jurassic porphyry quartz monzonite of the Yerington Batholith suite. Mineralisation increases with depth and proximity to porphyritic dykes. The presence of weakly mineralised porphyry quartz monzonite of the Yerington Batholith suite on the Venus Project is significant as the known underground and open pit deposits at Pumpkin Hollow are skarn/IOCG-style deposits, the source of which is expected to be an undiscovered porphyry system. There is scope for further drilling around 19VNDD002.

The magnetic response of the Triassic andesite is weak in areas of known/shallow outcrop. 19VNDD001 was weakly magnetic in places. As the Pumpkin Hollow mineralisation is associated with a high magnetic response, the untested magnetic feature (>1% magnetite equivalent) west of KM-79 remains a high priority drill target (Figure 4).

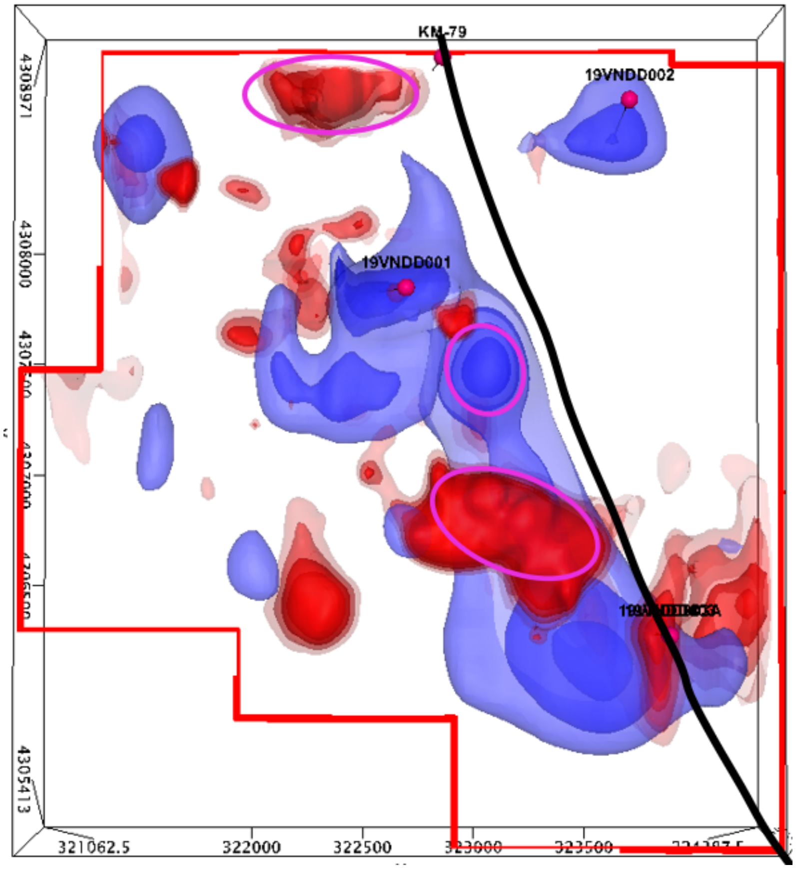

Figure 4 – Altan Nevada's drilling locations (pink dots). The surface projection of 3D geophysical targets within the Venus project are shown as chargeability/IP in blue (>6 mV/V) and magnetics in red (>12 x 10-3 SI). Remaining targets circled in pink. The area surrounding 19VNDD02 remains a drill target.

In summary, the Venus Project is still considered to have potential for the discovery of new deposits similar in style to Pumpkin Hollow. It also has the potential for the discovery of buried porphyry-style copper mineralization with characteristics similar to the Yerington Mine.

Planned Activities for the Venus Project in 2020

Follow-up drilling is required adjacent to hole 19VNDD002. Three other targets previously identified on the Venus project still require first pass drill testing. The three targets are approved for drilling and have earthworks completed. Additional drilling around 19VNDD001 would require permitting.

The company is actively seeking opportunities to fund the planed programs at Venus including but not limited to engaging with joint venture partners or a partial sale of the project.

Quality Assurance and Quality Control

The analytical work was performed by American Assay Labs (AAL) located in Sparks, Nevada. AAL is an ISO/IEC 17025 accredited and NDEP Approved laboratory. Drill core samples were crushed so that >70% passes 10 mesh, followed by pulverizing of a 250g riffle split sample to >85% passes - 150 mesh. Prepared samples were run using a three acid digestion process and conventional ICP-AES analysis. Gold determination was via ICPMS Finish after a 30 gram fire-assay (FA) analysis. Blank, standard and pulp duplicate samples were routinely inserted and monitored for quality assurance and quality control. Altan Nevada detected no significant QA/QC issues during review of the data and is not aware of any drilling, sampling, recovery or other factors that could materially affect the accuracy or reliability of the data referred to herein.

About Altan Nevada's Venus Project

Located on-strike from Pumpkin Hollow, Altan Nevada's Venus Project consists of 111 unpatented mining claims covering approximately 2,165 acres (~8.76 km²), all situated on Bureau of Land Management (Federal) land.

During the year ended December 31, 2018, the Company conducted a 3D IP/Resistivity survey, identifying various chargeable zones down to 500 meters which could be attributable to sulfide mineralization. Some of the chargeable zones have coincident magnetic (magnetite) and geochemical responses (copper, gold, and silver) and are considered by the Company to be high priority targets.

The Venus Copper Gold Project has never been drilled before and is considered to have good potential for the discovery of new deposits of similar size and grade to the adjacent Pumpkin Hollow copper-gold mine.

This program has been subject to extensive review by leading geoscientific exploration consultant Terra Resources Pty. Ltd., identifying a total of seven high-priority targets to test the potential of Venus to host copper-gold mineralization. Surface geology/geochemistry, ground magnetics, gravity and induced polarization (IP) surveys have been used to plan and prioritize drilling.

In addition, the project is considered to have the potential for discovery of buried porphyry-style copper mineralization with characteristics similar to the Yerington (Anaconda) mine.

Summary of E&E expenditures

The Company incurred maintenance and exploration costs of $599,988 during the year ended December 31, 2019.

The Company incurred maintenance and exploration costs of $59,128 during the year ended December 31, 2020.

$23,141 of capitalized mineral costs were written off during the year ended December 31, 2020.

Property Risks

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its exploration and evaluation asset interests and, to the best of its knowledge, title to all of its interests are in good standing. The exploration and evaluation asset interests in which the Company has committed to earn an interest are located in United States.

The terms and commitments of the Company with respect to its exploration and evaluation assets are subject to change if and when the Company and its partners mutually agree to new terms and conditions.

As at December 31, 2020, the Company has reclamation deposits totaling $42,366 (2019 - $42,366) held with the Bureau of Land Management ("BLM") related to potential environmental remediation work on certain mineral interests.

As at December 31, 2020, the Company estimates its reclamation obligation at $42,366 (2019 - $42,366).

CORPORATE

Directors and Officers

John L.C. Jones AM, Chairman & Director - Mr. J. Jones has served as Chairman and Director of Altan Nevada Minerals Limited since its inception. He has been a prominent player in the international mining sector for over forty years with a long list of successes. Mr. J. Jones' guiding involvement in four companies (Troy Resources Limited, Anglo Australian Resources NL, North Kalgurli Mines Limited, and Jones Mining NL) led to the discovery of four deposits and the development of eight mines.

Paul Stephen, CEO, Corporate Secretary & Director - Mr. Stephen has served as Chief Executive Officer, Corporate Secretary and Director for Altan Nevada Minerals since May 2019. He has held directorships across both ASX and London publicly listed companies and has a strong knowledge of operations and compliance across multiple jurisdictions. Mr. Stephen, Co-founder and Executive Director of Crusader Resources Ltd, oversaw the discovery, development and operations of the Posse Iron Ore mine in Brazil. In addition, Mr. Stephen managed the discovery and delineation of over 2,600,000 ounces of gold whilst operating in Brazil resulting in the company being valued at over $160,000,000. Mr. Stephen has extensive operational experience in mine site servicing and contracting as a founder and Managing Director of Integrated Fuel Services a West Australian company specializing in providing fuel services to mining and aviation throughout Western Australia.

Evan Jones, Director - Mr. E. Jones has served as Chief Executive Officer, President and Director of Altan Nevada Minerals Limited since its inception. In May 2019, Mr. E. Jones resigned as Chief Executive Officer and continued to serve as a non-executive Director of the Company. He has twelve years of experience in corporate advisory and commercial management in the mining industry, including six years based in developing countries. With experience in both private and public mineral exploration companies, Mr. E. Jones has a proven ability to build business networks and negotiate opportunities.

Brian Cole, Director - Mr. Cole has a Bachelor of Business degree from the Western Australian Institute of Technology, specializing in Business Law and Accounting, and a Graduate Diploma in Property from Curtin University. He is a Chartered Accountant and Chartered Management Consultant. He has held directorships within private companies and has a strong knowledge of finance and compliance across multiple jurisdictions.

Barry Bourne, Vice-President of Exploration - Mr. Bourne has served as Vice-President of Exploration of Altan Nevada Minerals Limited since May 2019. He is a principal and founder of Terra Resources Geophysical and Geological Consultants. He has advanced global knowledge of targeting epithermal and porphyry-style mineralization, which includes three years in the United States, exploring for porphyry and Carlin-style gold mineralization in Utah and Nevada. He also has six years in-country exploration experience in Papua New Guinea, Africa and South America, and is jointly credited with exploration success at Casale, Chile (Luciano cluster), Kabanga, Tanzania (extension), Tusker, Tanzania (Kilimani zone), and Ruby Hill, the United States (Bullwhacker extension). Up until 2013, he was chief geophysicist for Barrick Gold, and is now a mineral exploration consultant to private and public international exploration groups. He graduated in geology and geophysics from the University of Western Australia (UWA). He is a fellow of the Australian Institute of Geoscientists and is currently on the technical advisory committee for UWA Centre for Exploration Targeting.

Matt Hardisty, Director - Mr Hardisty is a chartered accountant, with more than 30 years experience in Australia and the UK. He started his career with Pannell Kerr Forster before moving into a number of industry roles. For the past 13 years, Matt has worked in the rural and mining services industries across a range of companies.

SELECTED ANNUAL INFORMATION

The following table sets forth selected consolidated information of the Company at December 31 for each of the three most recently completed financial years prepared in accordance with IFRS. The selected consolidated financial information should be read in conjunction with the Audited Consolidated Financial Statements of the Company.

US Dollars	2020	2019	2018
	$	$	$
Net loss	(282,736)	(697,755)	(27,251)
Net loss per share, basic and fully diluted	(0.00)	(0.01)	(0.00)
Cash and cash equivalents	137,687	18,983	42,470
Total assets	1,016,389	912,152	354,716
Long-term debt	-	-	-
Dividends	-	-	-

The Company is at the exploration stage. The Company recorded a foreign exchange loss of $19,243 during the year ended December 31, 2020, foreign exchange loss of $26,980 during the year ended December 31, 2019, and foreign exchange gain of $28,888 during the year ended December 31, 2018.

The increase in net loss in 2019 was mainly due to a significant increase of expenses during the year ended December 31, 2019. The Company also recognized a loss on debt settlement of $94,758 during the current year.

The decrease in net loss in 2020 was mainly due to a decrease in activity during this period.

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Fourth quarter ended December 31, 2020

For the fourth quarter ended December 31, 2020, the Company incurred a net loss of $147,231 resulting in a loss per share of $0.00. The loss was attributable to operating expenses.

Year ended December 31, 2020

For the year ended December 31, 2020, the Company incurred a net loss of $282,736 resulting in a loss per share of $0.001. The loss was attributable to operating expenses of $102,927 and mineral properties write-off of $23,141 offset by $5,131 of interest income.

Exploration

The Company capitalizes all exploration costs relating to its resource interests. During the year ended December 31, 2020, the Company capitalized $59,128 in exploration of its Nevada properties and recorded an impairment $23,141 on its Black Top and Marble Station.

During the year ended December 31, 2019, the Company capitalized $599,988 in exploration of its Nevada properties.

Full particulars of the deferred exploration costs are shown in Note 4 to the Consolidated Financial Statements.

Expenses

Fourth quarter ended December 31, 2020

During the fourth quarter ended December 31, 2020, the Company incurred $97,532 in consulting and management fees, and incurred $26,451 in professional fees, and incurred $138,973 in general and administrative expenses. The Company recognized foreign exchange loss of $2,059.

During the three months ended December 31, 2019, the Company incurred $37,876 in consulting and management fees, $20,946 in professional fees, $1,399 in investor relations, and $12,140 in general and administrative expenses. The Company recognized foreign exchange loss of $134,144 during the period.

Year ended December 31, 2020

During the year ended December 31, 2020, the Company incurred $172,212 in consulting and management fees, $39,884 in professional fees, and $175,797 in general and administrative expenses. The Company recognized foreign exchange loss of $19,243 during the year.

During the year ended December 31, 2019, the Company incurred $212,105 in consulting and management fees, $90,520 in professional fees, $59,924 in investor relations, $152,706 in share-based compensation, $94,758 in loss on debt settlement, and $70,193 in general and administrative expenses. The Company recognized foreign exchange loss of $26,980 and recovered $9,431 of reclamation costs during the year.

General and administrative expenses consist of computer expenses, insurance, rent, telecommunications, office expenses and administrative services related to maintaining the Company's exchange listing and complying with securities regulations.

The decrease in operating expenses during the year compared to the prior year was due to decreased corporate activity.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

Title Risks

Although the Company has exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Exploration and Development

Resource exploration and development is a highly 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 insufficient in quantity and quality to return a profit from production. Substantial expenses are required to establish reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company.

Environmental Regulations, Permits and Licenses

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that 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 assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. We intend to comply fully with all environmental regulations.

The current or future operations of the Company, including development activities and commencement of production on our properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for the operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Competition

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

Dependence on Key Personnel

The success of the Company is currently largely dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

Fluctuating Mineral and Metal Prices

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the exploration activities cannot be predicted. For example, gold prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Future Financings

The Company's continued operation will be dependent upon the 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 on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and 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 that 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 and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of securities distributed hereunder will be affected by market volatility.

Readers should review the more detailed discussion of such risk factors set out in the Company's Long Form Prospectus under the heading "Risk Factors", which is filed on SEDAR and may be found at www.sedar.com.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters with the figures for each quarter in US dollars.

	Foreign Exchange Gain / (Loss)	Net Income (Loss)	Net Income (Loss) per Share (basic & fully diluted)
	$	$	$
2020			
Fourth Quarter	(2,059)	(136,038)	(0.00)
Third Quarter	(3,017)	(30,056)	(0.00)
Second Quarter	(11,931)	(46,961)	(0.00)
First Quarter	(2,236)	(51,671)	(0.00)
2019			
Fourth Quarter	(134,144)	(223,836)	(0.00)
Third Quarter	30,070	(271,666)	(0.00)
Second Quarter	10,347	(157,602)	(0.00)
First Quarter	66,747	(44,651)	(0.00)

The net income in the fourth quarter of 2020 was mainly due to the Company's operational activity during the quarter.

The net loss in the third quarter of 2020 was mainly due to the Company's operational activity and foreign exchange loss of $3,017 during the quarter.

The net loss in the second quarter of 2020 was mainly due to the Company's operational activity and foreign exchange loss of $11,931 during the quarter.

The net loss in the first quarter of 2020 was mainly due to the Company's operational activity and foreign exchange loss of $2,236 during the quarter.

The net loss in the fourth quarter of 2019 was mainly due to the Company's operational activity and foreign exchange loss of $134,144 during the quarter.

The net loss in the third quarter of 2019 was mainly due to share-based compensation of $152,709 during the quarter.

The net loss in the second quarter of 2019 was mainly due to loss on debt settlement of $94,758 during the quarter.

The net loss in the first quarter of 2019 was mainly due to the Company's operational activity during the quarter.

LIQUIDITY AND CAPITAL RESOURCES

The Company relies on equity financings for its working capital requirements and to fund its planned exploration and development activities. Management ensures the Company has sufficient cash in its treasury to maintain underlying option payments and keep claims in good standing.

During the year ended December 31, 2020, the Company's increase in cash net of effects of foreign exchange, was $118,704. Working capital deficit as at December 31, 2020 was $344,523. Current liabilities as at December 31, 2020 include an advances payable balance of $60,371. This amount was advanced from Verite Trust Company Limited ("Verite"), a non-related party, Dean Carmignani, a non-related party, and John Jones, a director of the Company, with no specified terms of interest or repayment.

During the year ended December 31, 2019, the Company's decrease in cash net of effects of foreign exchange, was $23,487. Working capital deficit as at December 31, 2019 was $270,484. Current liabilities as at December 31, 2019 include an advances payable balance of $43,737. This amount was advanced from Verite Trust Company Limited ("Verite"), a non-related party, John Jones, a director of the Company, and Evan Jones, a director of the Company with no specified terms of interest or repayment.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

a) Paid accounting and administration services of $35,832 (2019 - $36,263) to companies controlled by the former CFO of the Company. At December 31, 2020, the amount payable to the companies was $151,637 (2019 - $116,800).

b) Paid or accrued consulting fees of $125,695 (2019 - $97,089) to a company controlled by CEO of the Company. At December 31, 2020, an amount of $58,313 (2019 - $Nil) was owing to a company controlled by CEO of the Company.

c) Paid accounting and administration services of $6,938 (2019 - $nil) to a company controlled by the CFO of the Company. At December 31, 2020, the amount payable to the companies was $6,167 (2019 - $nil).

d) As at December 31, 2020, an amount of $19,000 (2019 - $19,000) was owing to Evan Jones, director and former CEO of the Company.

e) As at December 31, 2020 an amount of $3,391 (2019 - $Nil) was owing to a company controlled by Brian Cole, director of the Company.

f) At December 31, 2020, an amount receivable of $10,617 (2019 - $75,773) and an amount payable of $75,116 (2019 - $22,853) were due to companies with directorsand officers in common.

g) On April 8, 2019, the Company settled $325,072 (C$518,558) in advances payable to related parties and $140,082 (C$185,753) in due to related parties through an issuance of securities of the Company resulting in a loss on settlement of debt of $52,856 (C$70,430).

These transactions were incurred in the normal course of operations. The payables are non-interest bearing and due on demand.

Key Management Personnel:

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 years ended December 31, 2020 and 2019 are as follows:

		2020		2019
Management and consulting fees	$	168,466	$	133,352
Share-based payments [1]				101,804
	$	168,466	$	235,156

[1] share-based payments are the fair value of stock options granted to key management personnel

CONTRACTUAL AND OTHER OBLIGATIONS

At the present time, there are no contractual and other obligations that should be disclosed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 3 to the consolidated financial statements for the year ended December 31, 2020. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company's consolidated financial statements and the uncertainties that couldimpact its results of operations, financial condition and future cash flow.

Exploration and Evaluation Assets

The Company records exploration and evaluation asset interests, which consist of the right to explore for mineral deposits, at cost. The Company records deferred exploration costs, which consist of costs attributable to the exploration of exploration and evaluation asset interests, at cost. All direct and indirect costs relating to the acquisition and exploration of these exploration and evaluation asset interests are capitalized on the basis of specific claim blocks until the exploration and evaluation asset interests to which they relate are placed into production, the exploration and evaluation asset interests are disposed of through sale or where management has determined there to be an impairment. If an exploration and evaluation asset interest is abandoned, the exploration and evaluation asset interests and deferred exploration costs will be written off to operations in the period of abandonment.

On an ongoing basis, the capitalized costs are reviewed on a property-by-property basis to consider if there is any impairment on the subject property. Management's determination for impairment is based on: 1) whether the Company's exploration programs on the exploration and evaluation asset interests have significantly changed, such that previously identified resource targets are no longer being pursued; 2) whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; or 3) whether remaining lease terms are insufficient to conduct necessary studies or exploration work.

The recorded cost of exploration and evaluation asset interests is based on cash paid and the assigned value of share consideration issued (where shares are issued) for exploration and evaluation asset interest acquisitions and exploration costs incurred. The recorded amount may not reflect recoverable value, as this will be dependent on future development programs, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

Impairment of Long-Lived Assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Use of Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of estimates include the carrying value and recoverability of exploration and evaluation assets, inputs used in the calculation of share-based compensation and agents' warrants and the valuation allowance applied to future income taxes. Actual results could differ from those estimates, and would impact future results of operations and cash flows.

Share-based Compensation

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from contributed surplus to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the statement of loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

Financial Instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed through profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded through profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTOCI, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's consolidated financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's cash is held at a large Canadian financial institution and its reclamation bonds are held at the BLM. The Company has no investment in asset backed commercial paper. The Company's receivables consist of sales tax receivable due from the Government of Canada and due from related parties. The Company believes it has no significant 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's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2020, the Company had a cash balance of $137,687 (2019 - $18,983) to settle current liabilities of $499,703 (2019 - $370,868). As disclosed in Note 1 of the consolidated financial statements, the Company will need to raise additional funds to meet its obligations as they become due. The Company has liquidity risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices and foreign currency fluctuations.

a) *Interest Rate Risk*
The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

b) *Foreign Currency Risk*
The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, taxes receivable, and accounts payable and accrued liabilities that are denominated in Canadian dollars. The Company does not believe it is exposed to significant foreign currency risk.

c) *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 copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

The Company operates in the United States and is exposed to risk from changes in the Canadian dollar. A simultaneous 10% fluctuation in the Canadian dollar and Australian dollar against the US dollar would affect accumulated other comprehensive income (loss) for the year by approximately $13,666 (2019 - $18,430).

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued to date. An aggregate of 92,164,943 common shares were issued and outstanding as of the date of this MD&A.

The Company has 70,045,087 share purchase warrants outstanding as of the date of this MD&A.

The Company has 5,250,000 share options outstanding as of the date of this MD&A.