



MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended June 30, 2020



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

The following Management's Discussion and Analysis ("**MD&A**") of Roughrider Exploration Limited ("**Roughrider**" or the "**Company**") is for the six months ended June 30, 2020 and covers information up to the date of this MD&A.

This MD&A is dated **August 25, 2020**.

This MD&A should be read in conjunction with the Company's condensed interim financial statements and the notes thereto for the six months ended June 30, 2020, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards ("**IAS**") Board.

This MD&A may contain forward-looking statements that reflect Management's current expectations with regards to future events. By their nature, these statements involve risk and uncertainties, many of which are beyond the Company's control. Actual results may differ materially from those expressed in such forward-looking statements. Readers are cautioned not to place undue reliance on these statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information regarding the Company, including copies of the Company's continuous disclosure materials is available through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") website at www.sedar.com or on the Company's website at www.roughridereexploration.com.

NATURE OF BUSINESS

Roughrider was incorporated on December 7, 2011 under the British Columbia ("**BC**") Business Corporations Act. The Company is listed on the TSX Venture Exchange as a Tier 2 Mining Issuer under the symbol "REL" and is a reporting issuer in BC, Alberta and Ontario. The principal business of the Company is the exploration and evaluation of mineral properties with a focus on exploring its mineral property portfolio, including the Golden Triangle properties in central BC.

To date the Company has not generated any revenues.

OUTLOOK AND STRATEGY

Roughrider is a growth stage gold exploration company, focused on creating value through a disciplined entrepreneurial approach to exploration in mining districts of western North America that have shown to produce top tier, 'company-making' assets, and yet remain under-explored. This strategy is designed to reduce investment risk and substantially increase its chances for long-term success.

Roughrider is led by a management team with a track record of discovery and exploration success. Importantly, the team brings years of experience in British Columbia where the team has established long-term working relationships with First Nations and Native Corporations, as well as local communities and regional governments.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

HIGHLIGHTS AND KEY DEVELOPMENTS (to the date of this report)

- On March 25, 2020 and April 13, 2020, the Company completed two tranches of a non-brokered private placement, issuing 4,925,000 and 2,000,000 common shares of the Company, respectively, at a price of \$0.10 per share for total gross proceeds of \$692,500;
- On April 13, 2020, the Company entered into an option agreement to acquire a 100% interest in the Gin, Eldorado and Bonanza properties located in the Golden Triangle area of northern BC in consideration for 11,000,000 common shares of the Company (the "**Golden Triangle Acquisition**");
- In connection with the Golden Triangle Acquisition, the Company appointed Adam Travis as Chief Executive Officer ("**CEO**") of the Company, replacing Scott Gibson, who is continuing as a member of the Board of Directors (the "**Board**"). In addition, the Company appointed Dr. Fletcher Morgan to the Board;
- On April 13, 2020, the Company filed a National Instrument ("**NI**") 43-101 technical report on the Eldorado property (the "**Eldorado Technical Report**") which is available on SEDAR at www.sedar.com;
- On May 1, 2020, the Company appointed Tim Thiessen as Chief Financial Officer ("**CFO**") and Corporate Secretary of the Company;
- On May 19, 2020, the Company announced that it had staked approximately 6,359 hectares ("**ha**") of prospective ground on the Scottie West property located in the "Golden Triangle" of BC, approximately 30 kilometres ("**km**") northwest of Stewart, BC and immediately west of the Scottie Gold Mine property. These newly staked claims cover favourable geology, as mapped by the BC Geological Survey and the Company is excited to continue reviewing and compiling historical exploration work on the Scottie West property while at the same time planning to conduct initial reconnaissance;
- On June 1, 2020, the Company granted 2,000,000 stock options to Directors, Officers and consultants of the Company, with each option exercisable into one common share of the Company at an exercise price of \$0.18 per share with an expiry of June 1, 2025;
- On June 24, 2020, the Company announced that it had signed a binding letter of intent ("**LOI**") with Mirva Properties Ltd. ("**Mirva**") to option a 100% interest in Mirva's Empire Mine Property located on Northern Vancouver Island, BC, approximately 28 km southwest of Port McNeill, BC. It is expected that a definitive agreement will be signed within two months of signing of the LOI, subject to TSX-V approval; and
- On July 31, 2020, the Company completed a non-brokered private placement by issuing 9,000,000 units at a price of \$0.20 per unit for gross proceeds of \$1,800,000. Each unit consisted of one common share of the Company and one-half of one share purchase warrant, with each whole warrant entitling the holder to acquire an additional common share of the Company at an exercise price of \$0.30 per share with an expiry date of July 31, 2022.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

MANAGEMENT AND DIRECTOR APPOINTMENTS

In April and May 2020, the Company appointed a new management team and director to the Board as follows:

- **Adam Travis as CEO and Director** – Mr. Travis holds a B.Sc. Major in Geology earned at UBC in 1990 and has been involved in the exploration sector for more than 30 years. He was a team member with Keewatin Engineering and the Ron Netolitzky group of companies that worked on a number of exploration projects such as Snip, Eskay Creek and Brewery Creek, all of which became mines, and numerous other advanced projects and small mines in Africa, Mexico and Alaska. In 2004 Mr. Travis joined the Hunter Dickinson Group of companies initially in target evaluation and acquisition with Amarc Resources where he honed his large project management skills. Later he assisted with the field management of Northern Dynasty's Pebble Project and Continental Mineral's Xietongmen Project in Tibet. Mr. Travis then managed the greatly expanded exploration program at Taseko Mines' Gibraltar Mine in 2007. Throughout the later years, Mr. Travis started his private company Cazador Resources Ltd. ("**Cazador**") which focused primarily on the acquisition of exploration projects in British Columbia and subsequent optioning to junior exploration companies. He is widely recognized in the industry for his enthusiasm, project management and experience on advanced projects, target evaluation and acquisition and deal negotiating skills. Mr. Travis served as President and CEO of Colorado Resources Ltd. from 2010 to 2018, and Director of Colorado from 2010 – 2019.
- **Fletcher Morgan as Director** – Dr. Morgan is a qualified management consultant and registered broker. He has over 10 years of experience in junior companies as a director, EVP and advisor. Dr. Morgan is currently a partner of Elemental Capital Partners LLP ("**Elemental**") and is the Chair of the Board of Directors of Colorado Resources.
- **Tim Thiessen as CFO and Corporate Secretary** – Mr. Thiessen, a member of the Chartered Professional Accountants of Canada (Chartered Accountant), has more than 20 years of international accounting and finance experience, with the last 16 years in the mining industry. His experience has included holding the position of CFO for a number of publicly-listed mineral companies over the last 10 years including Aurcana Corporation, SnipGold Corp. (acquired by Seabridge Gold in 2016), Metallic Minerals Corp., Group Ten Metals Inc., Granite Creek Copper Ltd., Foran Mining Corporation and Colorado Resources Ltd. Prior to this, Mr. Thiessen spent 7 years as VP of Finance for Endeavour Financial Ltd., a highly successful advisory firm in the mining industry that specialized in mergers and acquisitions and debt and equity financings, being a part of a team that spawned industry-leading companies such as Wheaton Precious Metals Corp., UrAsia Energy Ltd., Peak Gold Ltd. and Coastal Energy Corp.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

MINERAL PROPERTIES ACQUISITIONS

EMPIRE MINE PROPERTY (BRITISH COLUMBIA)

As noted in 'Highlights and Key Developments', in June 2020, the Company announced that it had signed a binding LOI with Mirva to option a 100% interest in Mirva's Empire Mine Property located on Northern Vancouver Island, BC, approximately 28 km southwest of Port MacNeill, BC.

The Empire Mine Property covers 22 mineral occurrences, including three past-producing open pit and two past-producing underground mines for magnetite, copper, gold and silver.

The Empire Mine Property in the LOI is comprised of 25 mineral claims totaling 7,114 ha which principally overlap 57 crown grants totaling 838.7 ha. In June, the Company staked an additional 7,800 ha, bringing the Empire Mine Property to approximately 15,000 ha covering an area approximately 11 km wide by 22 km long. The staking costs totaled \$13,748.

It is expected that a definitive agreement will be signed during the quarter ended September 30, 2020, subject to TSX-V approval. Consideration for the Empire Mine Property will be comprised of a total of \$1,250,000 in cash payments, the issuance of 3,000,000 common shares of the Company and work commitments of \$2,000,000 over a 5 year period, including a cash payment of \$50,000 and a share issuance of 200,000 common shares of the Company upon closing of the transaction. A minimum work commitment of \$200,000 is due in year one. Mirva will retain a 2% net smelter return royalty on the Empire Mine Property, of which 1% may be purchased for \$1,000,000.

Global Pandemic (COVID-19)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The outbreak of the COVID-19 pandemic may result in impacts to the Company's on-going exploration plans and activities in 2020. The Company is focused on the health and well-being of its workers and the communities in which it works and has implemented preventative measures accordingly. The Company will continue to respectfully monitor advice and regulations from the World Health Organization, governments and local communities, and adjust measures as appropriate. The Company may face disruption to its operations, supply chain delays, travel and trade restrictions, and impacts on economic activity in affected regions can be expected that are difficult to quantify. Actions of regional bodies to prevent the local spread of COVID-19 may represent a specific delay to the Company's exploration efforts and regional disease outbreaks could represent a threat to hiring and maintaining skilled workers, and could be a major health-care challenge for its workforce and surrounding communities.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

MINERAL PROPERTIES ACQUISITIONS (continued)

ELDORADO, GIN AND BONANZA PROPERTIES (BRITISH COLUMBIA)

As noted in 'Highlights and Key Developments', in April 2020, the Company purchased a 100% interest in the Gin, Eldorado and Bonanza properties from Cazador, Elemental and Rene Bernard in consideration for 11,000,000 common shares of the Company, valued at \$660,000. The properties are located adjacent to Newcrest Mining Ltd. and Imperial Metals Corp.'s Red Chris mine in the Golden Triangle area of northwest BC.

a) Eldorado Property

The Eldorado property is comprised of nine contiguous mineral claims totaling approximately 3,588 ha that are located within the Liard Mining Division in northwestern BC approximately 23km southeast of the village of Iskut and immediately east of the Red Chris property.

There has been sporadic exploration work conducted on the Eldorado property since 1976. Most recently, Colorado Resources Ltd. completed various exploration work from 2012 to 2014.

In 2012, a geochemical program and IP survey determined that a previously identified anomaly is underlain at depth by a stronger and more continuous chargeability anomaly measuring 500 metres ("m") by 2,000m.

In 2013, a geophysical program and 5-hole diamond drill program were completed. Three of the drill holes successfully reached bedrock and encountered significant intervals of low grade gold and copper mineralization, including 91.6m of 0.12% copper and 0.28 gram per tonne ("g/t") gold from top of bedrock (52.4m depth) to 144m depth in hole EL13-004.

In 2014, an infill magnetometer geophysical program consisting of 4.5-line km over the area of intended drilling and a 4-hole (891.6m) diamond drill program were completed. Results of this program included drill-hole EL14-008, which intersected 196.5m of 0.19 g/t gold, 0.06% copper and 0.005% molybdenum over the entire length of the drill-hole from bedrock onward. The quoted mineralized intervals for EL13-004 and EL14-008 are drill indicated lengths as true thickness are unknown.

On April 13, 2020, the Company filed the Eldorado Technical Report. Jim Oliver, Ph.D., P.Geo. authored the Eldorado Technical Report and is a Qualified Person as defined in NI 43-101, and is independent of the Company.

Certain interpretations and conclusions from the Eldorado Technical Report are highlighted below:

- the historic drill programs on the Eldorado property suggest portions of the claims are underlain by several intrusive phases including crowded plagioclase phyric monzonites, by black matrix monzodiorite containing well developed intrusive breccias, biotite phyric monzonites and fine grained aplitic or felsic dykes;



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

MINERAL PROPERTIES ACQUISITIONS (continued)

ELDORADO, GIN AND BONANZA PROPERTIES (BRITISH COLUMBIA) (continued)

a) Eldorado Property (continued)

- These intrusions are typically several 10's of metres in apparent thickness and are cutting up to a 400m thick sequences of dark green propylitically altered, pyroxene bearing mafic flows. Most intrusive phases contain alteration assemblages which would be characteristic of porphyry copper-gold mineralized systems;
- The broad widths of gold-copper mineralization, although low grade, are considered to be important signatures of a potential blind porphyry system;
- Although encouraging, the historic drill results obtained at Eldorado are, at current metal prices, sub-economic. The historic data does however strongly suggest that the Eldorado claims have the potential to support a significant gold-copper mineralizing system; and
- The review of all historical work on the Eldorado claims indicates that additional exploration on these claims for porphyry related gold-copper mineralization is warranted.

Roughrider is encouraged by the findings in the Eldorado Technical Report and will further assess the interpretations, conclusions and recommendations therein contained in order to plan for the potential for future exploration work.

Certain claims on the Eldorado property are subject to a 2% net smelter royalty ("NSR") return. Cazador owns 50% of the NSR.

b) Gin Property

The Gin property is comprised of four mineral claims totaling approximately 3,060 ha that border the western side of the Red Chris property and is adjacent to both Colorado Resources Ltd.'s North Rok property (southern side) and GT Gold Corp.'s Tatogga property (southern side).

Modest exploration programs have occurred on the Gin property from 2006 to 2019 including soil, rock and silt sampling, prospecting and IP and Magnetic geophysical surveys. The historical work has identified weak but anomalous copper-gold-molybdenum values in soil coincident with a weak chargeability anomaly that shows evidence of increasing in strength at depth. The results suggest potential for copper-gold mineralization at depths greater than 250m.

c) Bonanza Property

The Bonanza property is comprised of two non-contiguous mineral claims totaling approximately 69 ha which are located within the Red Chris camp approximately 5km and 10km north of the operating Red Chris mine.

See Figure 1 on Page 9 for a map of the Company's Eldorado, Gin and Bonanza properties.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

MINERAL PROPERTIES ACQUISITIONS (continued)

SCOTTIE WEST PROPERTY (BRITISH COLUMBIA)

On May 19, 2020, the Company announced that it had staked approximately 6,359 ha of prospective ground on the Scottie West property located in the "Golden Triangle" of BC, approximately 30km northwest of Stewart, BC and immediately west of the Scottie Gold Mine property. These newly staked claims cover favourable geology, as mapped by the BC Geological Survey, including Jurassic Hazelton volcanic rocks, Jurassic Texas Creek Intrusions and Eocene aged intrusions that are also host to numerous mineral occurrences and past producing mines throughout the Stewart Camp, including Ascot Resources' Premier Mine¹ and Scottie Resources Scottie Gold Mine¹.

Historical work in the immediate area focused principally on the past producing Scottie Gold gold-silver mine¹ to the east and on the Granduc base metals mine¹ to the west of Roughrider's new Scottie West property. Very little historical work appears to have been undertaken on Roughrider's property primarily as a result of extensive glacial cover which has been rapidly retreating since the majority of the historical work was completed in the region during the late 1980's.

Roughrider plans to continue compilation of the historical airborne magnetic survey data that was flown over its current property and is considering completing airborne geophysical coverage across its property and conducting initial prospecting and geological work this summer.

See Figure 2 on Page 10 for a map of the Company's newly staked Scottie West property.

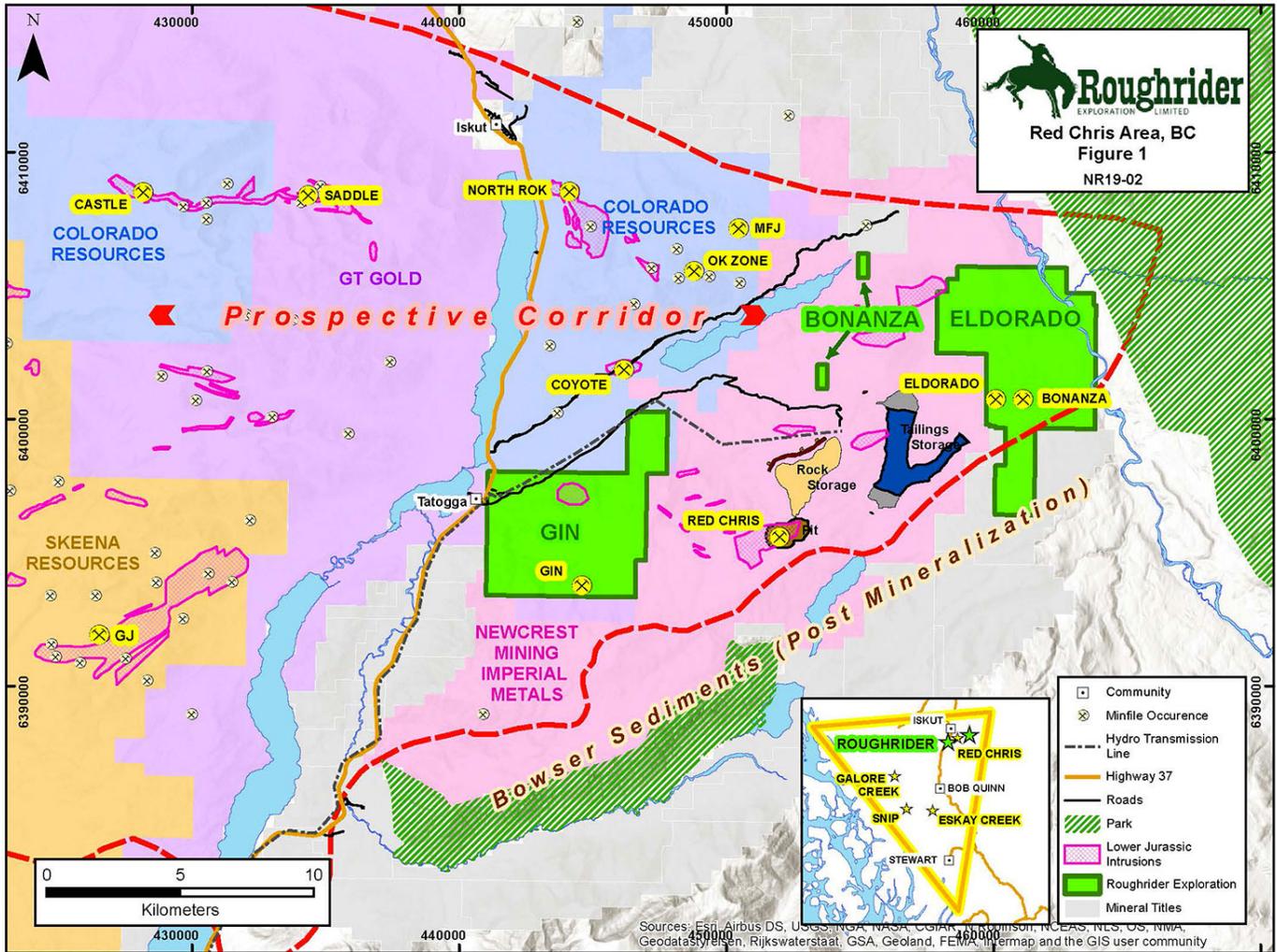
¹ This MD&A contains information about adjacent properties on which Roughrider has no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on Roughrider's properties.



**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020**

MINERAL PROPERTIES ACQUISITIONS (continued)

Figure 1. The Company's Eldorado, Gin and Bonanza properties in the Golden Triangle area of BC, Canada.

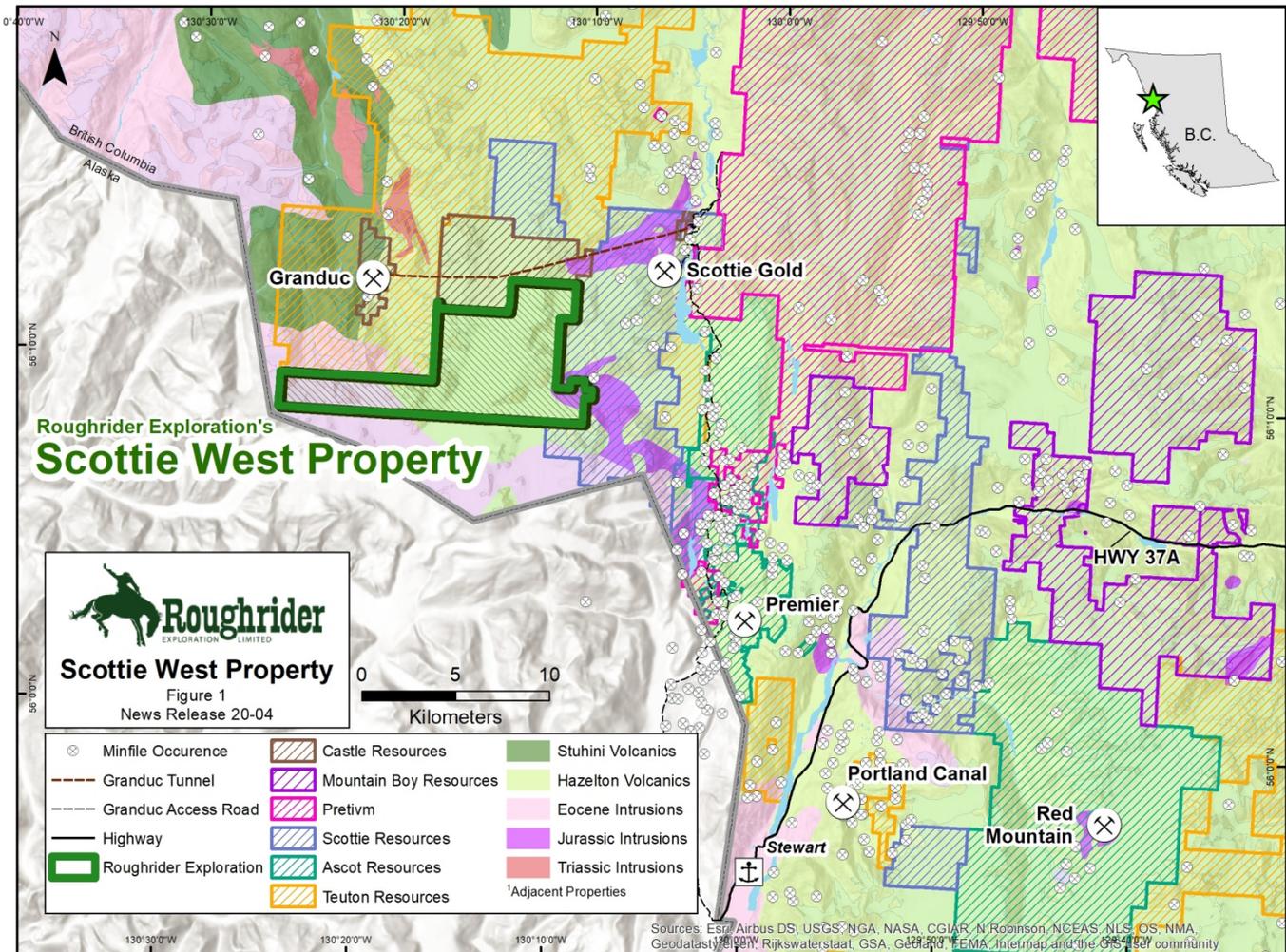




**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020**

MINERAL PROPERTIES ACQUISITIONS (continued)

Figure 2. The Company's Scottie West property in the Golden Triangle area of BC, Canada.





MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

OTHER MINERAL PROPERTIES

STERLING PROPERTY (BRITISH COLUMBIA)

The Company owns a 100% interest in non-contiguous claims totaling approximately 844 ha comprising the Sterling property, located approximately eight km north of Houston, BC.

The Sterling property was staked in 2017 to encompass intrusive rocks of the Late Cretaceous Bulkley and the Eocene Goosly Plutonic Suites. On the Sterling Property, multiple stocks of the Topley, Bulkley and Goosly Plutonic Suites intrude Lower Jurassic Hazelton Group (Telkwa Formation) calc-alkaline volcanic rocks and Upper Jurassic Bowser Lake Group sedimentary rocks.

The ground that makes up the Sterling Property was selected based on geological factors that management considers make it prospective for intrusive associated, breccia vein-hosted precious metal deposits, including:

- The historic Joe B polymetallic Ag-Cu-Pb-Zn vein occurrence on the Sterling 2 claim (MinFile 093L 206). The Joe B is described in the 1928 BC Ministry of Mines Annual Report as a north-northwest striking, 22.9 centimetre vein that assayed trace gold, 548.56 g/t silver and 0.7% copper.
- Historic high-grade silver-base metal veins on the Sterling 1 claim, including the Christina, Gwenda, Paola and Monica vein showings (Adriatic Resources Corp.; 1984 Assessment Report 13364).

Sample No.		Ag (g/t)*	Au (g/t)*	Cu (%)	Zn (%)
<u>GWENDA VEIN</u>					
802	Grab	840.7	0.75	1.01	0.25
804	Grab	6.9	2.88	n/a	n/a
<u>CHRISTINA VEIN</u>					
702	Select Grab	1165.0	1.58	0.87	1.91
703	Grab	157.0	0.17	0.15	1.31
807	Select Grab	287.3	0.14	0.17	0.93
808	Grab	155.6	0.24	0.11	3.45
<u>PAOLA VEIN</u>					
755	Chip/1.2 m	89.5	n/a	0.54	n/a

A small work program was undertaken on both properties in December 11 to 16, 2017. A two-person crew from SJ Geophysics undertook a GPS-controlled magnetic and Very Low Frequency Electromagnetic (VLF-EM) survey on each of the properties. At the Sterling property, an east-west oriented, 16-line km survey was completed over the Joe B occurrence, located on the Sterling 2 claim.

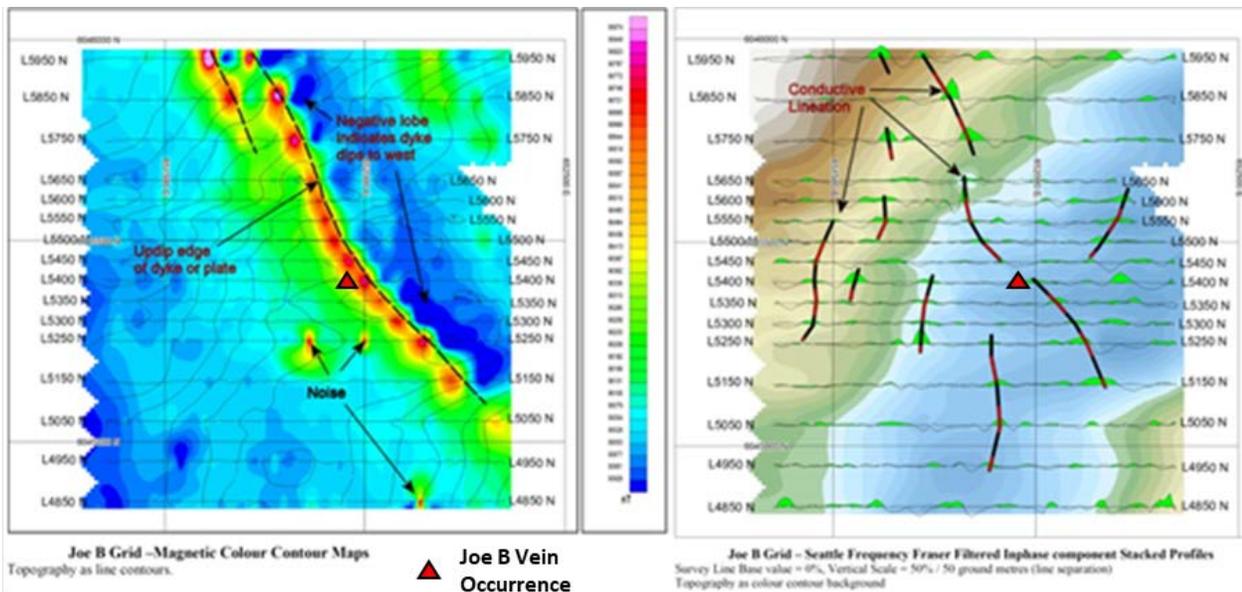


**MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020**

OTHER MINERAL PROPERTIES (continued)

STERLING PROPERTY (continued)

Although small surveys from which extrapolation of the results is limited, the results do outline anomaly trends that warrant follow up. At the Joe B grid area, a strong magnetic anomaly (possible dyke) trends northwest through the reported location of the Joe B occurrence that is roughly coincident with a similar oriented VLF-EM conductor. Additional north-south trending conductors also warrant follow up.



At present, the Company has no plans in place to advance the Sterling property. Accordingly, the Company wrote off acquisition costs of \$6,189 during the year ended December 31, 2019.

GENESIS PROPERTY (SASKATCHEWAN)

Roughrider owns a 50% interest in the Genesis property, which is located northeast of Saskatchewan’s Athabasca Basin, within the prospective northeast trending Wollaston-Mudjatik Transition Zone (“**WMTZ**”), near the Manitoba border. A definitive joint venture agreement has not yet been finalized at the date of this MD&A. Roughrider may acquire a further 35% interest from ValOre Metals Corp. (“**ValOre**”) (for an aggregate 85% interest) by making additional payments totaling \$700,000 in either cash or shares to ValOre, at Roughrider’s election and incurring additional exploration expenditures of \$2,500,000.

The Company, in conjunction with ValOre, have reduced the Genesis holding to focus on the key Johnston uranium showing and Charcol No. 6 rare earth metals occurrence. The Genesis property currently comprises 6 claims, all in Saskatchewan, totaling 397 ha.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

OTHER MINERAL PROPERTIES (continued)

GENESIS PROPERTY (SASKATCHEWAN) (continued)

In September and October 2017, the Company engaged Geotech Ltd. ("**Geotech**") to perform an airborne Z-Axis Tipper Electromagnetic ("**ZTEM**TM") and Magnetometer geophysical systems survey of the Johnston target areas at the Genesis Project. Final reports were received in January 2018.

The Geotech ZTEMTM survey was flown in a northeast to southwest (N 50° E azimuth) direction with traverse line spacing of 200 and 250m.

Well defined, generally northeast trending conductors are evident in the survey area. Resistivity zones are very sharp, especially in the Johnston area. Significant disruptions are also noted along the trace of some of the conductors with North trending cross structures also suggested at Johnston.

A detailed compilation and analysis of the 3D inversion of the ZTEMTM data, in combination with all previous survey data (DIGEM, FALCON Gravity, magnetics and radiometrics) is required to fully prioritize the drill targets on the property.

At present, the Company has no plans in place to advance the Genesis property. Accordingly, the Company wrote off acquisition costs of \$1,333,612 during the year ended December 31, 2018.

QUALIFIED PERSON

Mr. Dave Tupper, P.Geo., VP of Exploration for the Company and a Qualified Person within the meaning of National Instrument 43-101, has reviewed and approved the technical information in this MD&A.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

OVERALL PERFORMANCE

FINANCIAL CONDITION

The net assets of the Company increased from net liabilities of \$247,329 at December 31, 2019 to net assets of \$880,818 at June 30, 2020, an increase of \$1,128,147.

The assets at June 30, 2020 consisted of exploration and evaluation assets of \$684,876 (December 31, 2019: \$Nil) and cash of \$362,453 (December 31, 2019: \$159,010).

As noted on Pages 6 - 7, the Company completed the Golden Triangle Acquisition during the six months ended June 30, 2020 by issuing 11,000,000 common shares to the vendors. The shares were valued at \$660,000, and capitalized to exploration and evaluation assets, with \$396,000 allocated to the Eldorado property, \$198,000 to the Gin property and \$66,000 to the Bonanza property. In addition, the Company capitalized \$11,128 of staking costs on its Scottie West property and \$13,748 on its Empire Mine property during the six months ended June 30, 2020.

The Company's liabilities at June 30, 2020 consisted exclusively of accounts payable and accrued liabilities of \$177,601 (December 31, 2019: \$411,360), including \$124,328 due to related parties (see Page 19).

RESULTS OF OPERATIONS

Quarter ended June 30, 2020

The Company recorded a net loss of \$357,022 for the quarter ended June 30, 2020 (2019: \$60,067). The most significant expenses were share-based payments expense of \$249,718 (2019: \$Nil), consulting fees of \$77,500 (2019: \$Nil) and professional fees of \$15,545 (2019: \$5,315).

The Company applies the fair value method of accounting for all awards of stock options by using the Black-Scholes Option Pricing Model. Variations in share-based payments expense is based on a number of factors including, but not limited to, the size and occurrence of grants during a particular period, the Company's share price at the time of an option grant and the timing of recording share-based payments expense based on vesting schedules. The Company granted 2,000,000 stock options during the three months ended June 30, 2020 at an exercise price of \$0.18 per share. The fair value was \$249,718.

The consulting fees consisted of \$37,250 earned by the CEO, \$13,000 earned by the CFO, \$11,150 earned by the Office Manager and \$16,100 earned by Beneath the Surface Capital (see Page 18).

Six months ended June 30, 2020

The Company recorded a net loss of \$445,436 for the six months ended June 30, 2020 (2019: \$123,691). The most significant expenses were share-based payments expense of \$249,718 (2019: \$Nil), consulting fees of \$87,500 (2019: \$Nil) and professional fees of \$55,242 (2019: \$12,892).



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

OVERALL PERFORMANCE (continued)

RESULTS OF OPERATIONS (continued)

Six months ended June 30, 2020 (continued)

As noted under 'Quarter ended June 30, 2020' on Page 14, the Company uses the Black-Scholes Option Pricing Model to fair value its stock option awards. The Company granted 2,000,000 stock options during the six months ended June 30, 2020 at an exercise price of \$0.18 per share and recorded a fair value of \$249,718.

The consulting fees consisted of \$37,250 earned by the CEO, \$23,000 earned by the CFO, \$11,150 earned by the Office Manager and \$16,100 earned by Beneath the Surface Capital (see Page 18).

The professional fees consisted of legal fees of \$52,095 and audit accruals of \$3,147.

CASH FLOWS

Quarter ended June 30, 2020

Cash decreased by \$398,658 during the quarter ended June 30, 2020, from \$761,111 at March 31, 2020 to \$362,453 at June 30, 2020. The decrease was a result of cash of \$368,225 used in operating activities, cash of \$24,876 used in investing activities and cash of \$5,557 used in financing activities.

The cash of \$368,225 used in operating activities consisted of the net loss of \$357,022 and a net change in non-cash working capital of \$260,921, partially offset by items not involving cash of \$249,718.

The cash of \$24,876 used in investing activities consisted exclusively of capitalized staking costs on the Company's Empire Mine and Scottie West Properties.

The cash of \$5,557 used in financing activities consisted exclusively of share issue costs relating to the private placement noted in 'Highlights and Key Developments' on Page 3.

Six months ended June 30, 2020

Cash increased by \$203,443 during the six months ended June 30, 2020, from \$159,010 at December 31, 2019 to \$362,453 at June 30, 2020. The increase was a result of cash of \$663,865 provided by financing activities, partially offset by cash of \$435,546 used in operating activities and cash of \$24,876 used in investing activities.

The cash of \$663,865 provided by financing activities consisted of the Company receiving gross proceeds of \$692,500 pursuant to the private placement noted in 'Highlights and Key Developments' on Page 3, partially offset by share issue costs of \$28,635.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

OVERALL PERFORMANCE (continued)

CASH FLOWS (continued)

Six months ended June 30, 2020 (continued)

The cash of \$435,546 used in operating activities consisted of the net loss of \$445,436 and a net change in non-cash working capital of \$239,828, partially offset by items not involving cash of \$249,718.

The cash of \$24,876 used in investing activities consisted exclusively of capitalized staking costs on the Company's Empire Mine and Scottie West Properties.

SUMMARY OF QUARTERLY RESULTS

	Q2, 2020	Q1, 2020	Q4, 2019	Q3, 2019
	\$	\$	\$	\$
Net loss for the period	(357,022)	(88,414)	(125,641)	(45,812)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.00)
	Q2, 2019	Q1, 2019	Q4, 2018	Q3, 2018
	\$	\$	\$	\$
Net loss for the period	(60,067)	(63,624)	(1,377,811)	(136,339)
Basic and diluted income (loss) per share	(0.00)	(0.00)	(0.10)	(0.01)

The Company's operating results for the last eight quarters ranged from a net loss of \$1,377,811 in Q4, 2018 to a net loss of \$45,812 in Q3, 2019.

The majority of expenses contributing to the net loss of \$357,022 in Q2, 2020 consisted of share-based payments expense of \$249,718, consulting fees of \$77,500 and professional fees of \$15,545. See 'Results of Operations' for more details on these expenses.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to determine the funds required to support the Company's operating requirements as well as its planned capital expenditures. The Company manages its financial resources to ensure that there is sufficient working capital to fund near term planned exploration work and operating expenditures. The Company has considerable discretion to reduce or increase plans or budgets depending on current or projected liquidity. When appropriate, the Company will seek joint venture partners in order to fund or share the funding of its exploration properties to minimize shareholder risk.

The Company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. Operational activities have primarily been funded through private placements. At June 30, 2020, the Company had working capital of \$212,892 (December 31, 2019: working capital deficiency of \$247,329). In addition, on July 31, 2020, the Company raised gross proceeds of \$1,800,000 through the issuance of 9,000,000 units at a price of \$0.20 per unit.

While the Company has been successful in securing financing to date, there can be no assurances that it will be able to do so in the future. A material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. The Company has no bank debt or banking credit facilities in place.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

A related party transaction is a transaction between the Company and a related party of the Company at the time the transaction is agreed to as a consequence of which the issuer directly or indirectly enters into specified transactions, including, but not limited to, a purchase or sale of assets, issuing securities or subscribing for securities, borrowing or lending money, and forgiving debts or liabilities.

Key management compensation

Key management personnel at the Company are the Directors and Officers of the Company. Key management personnel, or their related parties, may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

RELATED PARTY TRANSACTIONS (continued)

In addition to key management personnel, the Company transacted with the following related parties during the six months ended June 30, 2020 and/or 2019:

- Cazador (see Page 4);
- Farris LLP, a law firm for which Jay Sujir, one of the Company's directors is a partner; and
- Beneath the Surface Capital, a private company controlled by Scott Gibson, a director and former CEO of the Company; and
- TSquared Accounting Inc. ("**TSquared**"), a private company controlled by the Company's CFO, Tim Thiessen.

a) Related Party Transactions

The Company's related party transactions for the six months ended June 30 were as follows:

		2020	2019
		\$	\$
Consulting fees	1	68,425	-
Legal fees	2	41,292	3,327
Office and administration	3	3,000	4,320
Salaries	3	12,100	-
Share-based payments expense	4	209,139	-
Share issue costs	2	11,468	-
		345,424	7,647

- 1 Consulting fees for the six months ended June 30, 2020 consisted of fees of \$32,500 earned by the CEO, Mr. Travis through Cazador, fees of \$12,000 earned by the CFO, Mr. Thiessen through TSquared, fees of \$16,100 earned by Beneath the Surface Capital and \$7,825 earned by the Company's Office Manager through Cazador.
- 2 Legal fees and share issue costs consisted of amounts charged by Farris LLP. The legal fees are included in professional fees on the condensed interim statement of loss and comprehensive loss and the share issue costs were netted against share capital (see Note 5(b)).
- 3 Office and administration costs and salaries consisted of amounts charged by Beneath the Surface Capital.
- 4 Share-based payments expense is a non-cash item that consists of the fair value of stock options that have been granted to key management personnel.



**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020**

RELATED PARTY TRANSACTIONS (continued)

b) Related Party Balances

The related party payable balances consisted of the following:

	June 30, 2020	December 31, 2019
Current liabilities	\$	\$
Due to Cazador	40,325	-
Due to Beneath the Surface	18,885	65,231
Due to Dave Tupper, VP of Exploration	-	5,250
Due to Farris LLP	52,518	44,980
Due to Tsquared	12,600	-
Due to Scott Gibson	-	126,396
	124,328	241,857

PROPOSED TRANSACTIONS

As of the date of this report, there were no proposed transactions.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Significant assumptions about the future and other sources of estimation uncertainty that Management has made 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:

i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by Management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by Management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

The going concern assumption

The assessment of whether the going concern assumption is appropriate requires Management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment

The assessment of any impairment of plant and equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions and the useful lives of assets. Judgment is required in assessing the appropriate level of cash generating units to be tested for such impairment.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the financial statements for the year ended December 31, 2019.

FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks which are discussed in detail in Note 7 of the Company's condensed consolidated interim financial statements for the six months ended June 30, 2020.



**MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020**

OTHER MD&A REQUIREMENTS

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Exploration, general and administration expenses for the six months ended June 30 were as follows:

	2020	2019
	\$	\$
Consulting	70,550	-
Exploration expenditures	17,121	-
Investor relations	3,793	326
Office and administration	4,284	7,110
Professional fees	55,242	12,892
Salaries and personnel costs	12,244	99,176
Share-based payments expense	249,718	-
Transfer agent, regulatory and filing fees	15,534	4,187
	428,486	123,691

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value.

As at the date of this report, there were 40,731,551 common shares issued and outstanding, 2,000,000 stock options and 4,608,600 warrants outstanding.

RISKS AND UNCERTAINTIES

Macroeconomic Risk

Impairments and write-downs of major mining projects have led to a significant reduction in “risk appetite” with respect to funding investment into exploration companies. As a result, the ability for exploration companies to access capital through private placements has been significantly diminished. The long-term result of lower risk appetite is that projects take longer to develop or may not be developed at all.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

RISKS AND UNCERTAINTIES (continued)

Political Policy Risk

Despite the recent moderation in the gold price, the previously record-high gold prices encouraged numerous governments around the world to look at ways to secure additional benefits from the mining industry across all commodity types, an approach recognized as "Resource Nationalism." Mechanisms used or proposed by governments have included increases to royalty rates, corporate tax rates, implementation of "windfall" or "super taxes," and carried or free-carried interests to the benefit of the state. Extreme cases in Venezuela and Argentina have resulted in the nationalization of active mining interests. Such changes are viewed negatively in the investment community and can lead to share price erosion, and difficulty in accessing capital to advance projects.

Exploration Risk

All of the properties in which the Company has an interest are in the exploration stage and are currently without reserves. Development of these mineral properties will only follow upon obtaining satisfactory exploration results, receipt of positive engineering studies, access to adequate funding, community support and all necessary permits, licenses and approvals. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and the infrastructure at any site chosen for mining. The Company has not completed a feasibility study on any of its properties and there is no assurance that these mineral exploration and development activities will result in any discoveries of commercial mineral deposits. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Financial Capability and Additional Financing

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it. It is anticipated that further exploration and development of the projects will be financed in whole or in part by the issuance of additional securities by the Company. Although the Company has been successful in the recent past in financing its initial activities through the issuance of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to execute its business plan, particularly with ongoing uncertainty in the global financial markets, and the prevailing investment climate of risk aversion particularly in the resource sector. A discussion of risk factors particular to financial instruments is presented in the audited financial statements for the year ended December 31, 2019.

The Company has not commenced commercial mining operations and has no assets other than cash and cash equivalents, modest receivables and a small amount of prepaid expenses. The Company has no history of regular earnings and is not expected to generate earnings or pay dividends until the company's exploration project is sold or taken into production.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

RISKS AND UNCERTAINTIES (continued)

Commodity Prices

The mineral industry varies with the price of metals. The prices of uranium, gold and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of commodities due to significant (often sovereign or national) purchases and divestitures, new mine developments, mine closures as well as advances in various production and use technologies of commodities. All of these factors will impact the viability of the Company's exploration projects in ways that are impossible to predict with certainty.

Uranium Market

Since uranium is used both as a fuel for power generation and as a weapon, its price is subject to unique forces in addition to the typical supply / demand tension impacting all commodities. These unique forces include the level of strategic government stockpiling or disposition, the level of effort being expended to cap the number of nuclear-armed states in the world, the public perception of the relative safety of nuclear power generation, and related government and international regulation. While these unique forces appear to have acted together in recent years to suppress the spot price of uranium, this risk may become an opportunity if those forces subside and the spot price of uranium continues to rise.

Environment

The Company's activities involve the application for licenses and permits from government authorities and such activities are governed by various laws and regulations that cover the protection of the environment, land use, exploration, development, co-ordination of operations and infrastructure with third parties engaged in other activities on the lands, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation in Canada provides restrictions and prohibitions on spills and various substances produced in association with certain exploration activities which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of activities require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of higher standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility and liability exposure for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. There is no assurance that future environmental regulations will not adversely affect the Company or its future operations.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

RISKS AND UNCERTAINTIES (continued)

Human Health

The Company seeks to provide its employees with a safe and healthy workplace. The impact of highly contagious diseases, including the impact of a real or threatened pandemic, can be substantial both to individuals, and organizations. In the event of a disease outbreak, the Company may have to curtail or suspend operations for a period of time. Reduced operations could have varying impact on the Company, depending on the timing and duration of the incident and on other ancillary factors.

Financial Instrument Risk

As a result of its use of financial instruments, the Company is subject to credit risk, interest rate risk, currency risk, liquidity risk and other price risks. These risks are considered to be small. These risks are discussed comprehensively in the financial statements for the year ended December 31, 2019.

Liquidity of Common Shares

There can be no assurance that an active and liquid market for the Company's common shares will develop or continue to exist, and an investor may find it difficult to resell its common shares. In addition, trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required.

Global Pandemic (COVID-19)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The outbreak of the COVID-19 pandemic may result in impacts to the Company's on-going exploration plans and activities in 2020. The Company is focused on the health and well-being of its workers and the communities in which it works and has implemented preventative measures accordingly. The Company will continue to respectfully monitor advice and regulations from the World Health Organization, governments and local communities, and adjust measures as appropriate. The Company may face disruption to its operations, supply chain delays, travel and trade restrictions, and impacts on economic activity in affected regions can be expected that are difficult to quantify. Actions of regional bodies to prevent the local spread of COVID-19 may represent a specific delay to the Company's exploration efforts and regional disease outbreaks could represent a threat to hiring and maintaining skilled workers, and could be a major health-care challenge for its workforce and surrounding communities.



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2020

DIRECTORS & OFFICERS

As of the date of this MD&A, the Company's directors and officers were as follows:

Adam Travis – CEO and Director
Fletcher Morgan – Chairman of the Board
Dale Wallster – Director
Scott Gibson – Director
Jay Sujir – Director
Tim Thiessen – CFO and Corporate Secretary
Dave Tupper – VP Exploration