Northway Resources

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED DECEMBER 31, 2019

GENERAL

The purpose of this Management Discussion and Analysis ("**MD&A**") is to explain management's point of view regarding the past performance and future outlook of Northway Resources Corp. ("**Northway**" or the "**Company**"). This report also provides information to improve the reader's understanding of the financial statements and related notes as well as important trends and risks affecting the Company's financial performance, and should therefore be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes for the three and nine months ended December 31, 2019 (the "**Financial Statements**"), the audited consolidated financial statements for the period ended March 31, 2019, and the Company's prospectus of the Initial Public Offering dated July 30, 2019 (the "**Prospectus**").

All information contained in this MD&A is current as of March 2, 2020 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information on the Company is available on SEDAR at www.sedar.com and at the Company's website, www.northwayresources.com. The date of this MD&A is March 2, 2020.

FORWARD LOOKING STATEMENTS

Certain statements and information contained in this MD&A constitute "forward-looking statements" and "forward looking information" within the meaning of applicable securities legislation. Forward-looking statements and forward looking information include statements concerning the Company's current expectations, estimates, projections, assumptions and beliefs, and, in certain cases, can be identified by the use of words such as "**seeks**", "**plans**", "**expects**", "**is expected**", "**budget**", "**estimates**", "**intends**", "**anticipates**", or "**believes**", or variations of such words and phrases or statements that certain actions, events or results "**may**", "**could**", "**should**", "**would**", "**might**" or "**will**", "**occur**" or "**be achieved**", or the negative forms of any of these words and other similar expressions.

Forward-looking statements and forward-looking information contained or incorporated by reference in this MD&A may relate to the Company's future financial condition, results of operations, plans, objectives, performance or business developments including, among other things, potential property acquisitions, exploration and work programs, drilling plans and timing of drilling, the performance characteristics of the Company's exploration and evaluation assets, exploration results of various projects of the Company, projections of market prices and costs, supply and demand for gold, silver and other base metals, expectations regarding the ability to raise capital and to acquire resources and/or reserves through acquisitions and/or development, treatment under governmental regulatory regimes and tax laws, and capital expenditure programs and the timing and method of financing thereof. Forward-looking statements and forward looking-information are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements and information, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained or incorporated by reference in this MD&A, which may prove to be incorrect, include, but are not limited to: (1) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment, adverse weather conditions or otherwise; (2) permitting, access, exploration, expansion and acquisitions at our projects (including, without limitation, land acquisitions for and permitting of exploration plans) being consistent with the Company's current expectations; (3) the viability, permitting, access, exploration and, if warranted, development of the Healy Property and the Napoleon Property being consistent with the Company's current expectations; (4) political developments in the United States and the State of Alaska including, without limitation, the implementation of new mining laws and related regulations being consistent with the Company's current expectations; (5) the exchange rate between the Canadian dollar and the U.S. dollar being approximately consistent with current levels; (6) certain price assumptions for gold, silver and other base metals; (7) prices for and availability of equipment, labor, natural gas, fuel oil, electricity, water and other key supplies remaining consistent with current levels; (8) the results of the Company’s exploration programs on the Healy Property and the Napoleon Property being consistent with the Company’s expectations; (9) labour and materials costs increasing on a basis consistent with the Company’s current expectations; and (10) the availability and timing of additional financing being consistent with the Company’s current expectations. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and forward-looking information. Such factors include, but are not limited to: the timing and availability of additional capital, fluctuations in the currency markets; fluctuations in the spot and forward price of gold, silver or other commodities (such as diesel fuel and electricity); changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company may carry on business in the future; business opportunities that may be presented to, or pursued by, us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with exploration activities; employee relations; the speculative nature of gold and silver exploration and development, including the risks of obtaining necessary licenses and permits; competition for, among other things, capital, acquisitions of resources and/or reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, geological, technical, drilling and processing problems, fluctuations in foreign exchange or interest rates and stock market volatility, changes in income tax laws or changes in tax laws and incentive programs relating to the mineral resource industry; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of mineral exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold and/or silver bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks). Many of these uncertainties and contingencies can affect the Company’s actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements or forward-looking information made by, or on behalf of, the Company. There can be no assurance that forward-looking statements and forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Forward-looking statements and forward-looking information are provided for the purpose of providing information about management’s expectations and plans relating to the future. All of the forward-looking statements and forward-looking information made in this MD&A are qualified by these cautionary statements and those made in our other filings with applicable securities regulators in Canada including, but not limited to, the Financial Statements. These factors are not intended to represent a complete list of the factors that could affect the Company and readers should not place undue reliance on forward-looking statements or forward-looking information in this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking statements and forward-looking information, whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements and forward-looking information, except to the extent required by applicable law.

The forward looking statements and forward-looking information contained herein are based on information available as of March 2, 2020.

OVERVIEW AND OVERALL PERFORMANCE

In August 2019, the Company completed its Initial Public Offering (“IPO”) and is currently listed as a “mining issuer” on the Tier 2 of the TSX Venture Exchange (“TSX-V”) under the symbol “NTW.V”.

Mineral Projects

Currently, Northway holds interests in the Healy and Napoleon mineral projects located in Alaska, USA.

Healy Project

The Company's flagship Healy Property is comprised of 198 State of Alaska mining claims and 30 State Selected claims currently designated as Native Selected covering 14,550 hectares of land located approximately 180km southeast of Fairbanks or 70km east of Delta Junction, within the Goodpaster mining district (the "Healy Project"). The Goodpaster mining district is host to the world-class Pogo gold mine currently operated by Northern Star Resources Limited (ASX:NST).

In July 2018, the Company entered into an agreement (later amended in May 2019) with Newmont North America Exploration Limited ("Newmont") to acquire up to 70% of the property by incurring aggregate expenditures of US$4,000,000.

The Company is entitled to acquire a 70% interest in the Healy Property upon incurring aggregate expenditures of US$4,000,000 on the property during the phase 1 period of the Contribution ("Phase 1").

The following is a summary of the Contribution earn-in requirements:

Period ("Phase 1 Period")	Exploration Requirement US$	Aggregate Exploration Requirement US$
On or before November 30, 2018	(incurred) 140,000	140,000
On or before December 31, 2020	(incurred) 360,000	500,000
On or before December 31, 2021	1,500,000	2,000,000
On or before December 31, 2022	2,000,000	4,000,000

Pursuant to the agreement, the Company was required to fund US$140,000 by November 30, 2018 (incurred) and US$360,000 (incurred) by December 31, 2020, totaling US$500,000 ("Mandatory Phase 1 Expenditures"), which has been completed. The Company, having completed the Mandatory Phase 1 Expenditures, may terminate the Contribution at any time in its discretion.

Upon completing the Phase 1 earn-in requirement on the Healy Property, the value of the Company's initial contribution shall be deemed to be US$4,000,000 (70% interest) and the value of Newmont's initial contribution shall be deemed to be US$1,715,000 (30% interest). From and after the date on which the Company completes the Phase 1 earn-in requirement on the Healy Property, the Company and Newmont shall fund an adopted program on a pro-rata basis in accordance with their respective participating interests.

Scientific and technical disclosure for the Healy Project is supported by the technical report with an effective date of December 15, 2018, entitled "Technical Report for the Healy Gold Project, Goodpaster Mining District, Alaska" and prepared by Curtis J. Freeman, BA, MS P.Geo, of Avalon Development Corp, qualified persons for the purposes of NI 43-101 (the "**Healy Technical Report**"). The Healy Technical Report was filed on SEDAR on July 30, 2019. It can be accessed at www.sedar.com under the Company's profile.

In October 2019, Northway Resources reported the completion of a ten-hole, reconnaissance-style reverse circulation (RC) drill program at the Bronk target on the Healy Property. Drilling intersected significant gold mineralization over broad intervals, and at shallow depths, across a 150m wide structural zone. Gold mineralization is associated with disseminated sulphides and quartz veins. Alteration associated with mineralization includes iron carbonate, fuchsite, and sericite. These characteristics are suggestive of an orogenic gold system. The reconnanaissance-style drill program was the first drill test of bedrock mineralization at the Healy Project.

Napoleon Project

The Napoleon project is comprised of a contiguous block of 108 unpatented lode claims (6,065 hectares) (The Napoleon Property”) located in Forty Mile Mining District, which is part of the prolific Tintina Gold Province; host of significant deposits such as Donlin Creek, Fort Knox, Pogo, Coffee, Sheelite Dome and Dublin Gulch. Gold mineralization at Napoleon is hosted in high-grade quartz veins, related to a regional shear zone which intersects the Jurassic aged Napoleon pluton. Gold mineralization is controlled by east-west and northwest trending shear zones within the Napoleon pluton, commonly kaolinite-quartz-carbonate altered. High-grade gold is associated with quartz-pyrite veins, with K-feldspar-sericite-pyrite altered selvedges.

In 2019, the Company performed data compilation as well as a site visit to the Napoleon Property to inspect historical core and trenches.

In February 2020, the Company acquired a proprietary exploration database from Millrock Exploration Corp. and its affiliate (collectively "Millrock") relating to the Napoleon Project. The database consists of significant geologic and geochemical data that will allow the Company to reduce the time and costs of generating drill targets on the property. As consideration, the Company granted to Millrock a 0.5% net smelter returns royalty on the Napoleon property and areas of interest, one-half of which may be acquired by the Company, at any time, for a onetime payment of US$500,000 and is required to make an annual advance royalty payment of US$1,000.

Exploration and Evaluation Properties

For the nine months ended December 31, 2019, the Company incurred exploration and evaluation expenditures of $746,457 as compared to $279,858 in the comparative period of 2018 as follows:

For the nine months ended December 31, 2019	**Healy**	**Napoleon**	**Total**
	$	**$**	**$**
Property acquisition and staking costs	29,154	-	29,154
Exploration expenditures:			
Accommodation and related	38,076	735	38,811
Analytical	49,317	-	49,317
Claim maintenance	86,525	9,976	96,501
Consulting	106,320	735	107,055
Drilling	236,666	-	236,666
Geophysics	10,495	-	10,495
Helicopter	156,327	-	156,327
Travel and related	22,131	-	22,131
Total	**735,011**	**11,446**	**746,457**

For the period from inception on May 29, 2018 to December 31, 2018	**Healy**	**Napoleon**	**Total**
	$	**$**	**$**
Exploration expenditures:			
Accommodation and related	16,129	-	16,129
Analytical	10,500	-	10,500
Assays	52,433	-	52,433
Claim maintenance	76,021	-	76,021
Consulting	9,952	-	9,952
Geological	108,297	-	108,297
Supplies and fuel	6,526	-	6,526
Total	**279,858**	**-**	**279,858**

The total cumulative acquisition and deferred exploration costs of the Company to December 31, 2019 are summarized as follows:

	Healy	**Napoleon**	**Total**
	$	**$**	**$**
Balance, May 29, 2018	**-**	**-**	**-**
Property acquisition and staking costs	-	41,085	41,085
Exploration expenditures:			
Accommodation and related	16,129	-	16,129
Assays	52,433	-	52,433
Claim and maintenance fees	76,021	-	76,021
Consulting	18,946	-	18,946
Data analysis	10,500	-	10,500
Geological	108,400	-	108,400
Supplies and fuel	6,526	-	6,526
Balance, March 31, 2019	**288,955**	**41,085**	**330,040**
Property acquisition and staking costs	29,154	-	29,154
Exploration expenditures:			
Accommodation and related	38,076	735	38,811
Analytical	49,317	-	49,317
Claim maintenance	86,525	9,976	96,501
Consulting	106,320	735	107,055
Drilling	236,666	-	236,666
Geophysics	10,495	-	10,495
Helicopter	156,327	-	156,327
Legal and permitting	4,366	-	4,366
Travel and related	22,131	-	22,131
Balance, December 31, 2019	**1,028,332**	**52,531**	**1,080,863**

Corporate Activities

In August 2019, the Company completed its IPO of 18,486,000 common shares at a price of $0.10 per common share for gross proceeds of $1,848,600 and began listing as a "mining issuer" on the Tier 2 of the TSX-V under the symbol "NTW.V". The Company issued 1,294,020 finders' warrants to its agent exercisable at a price of $0.10 per share for a period of 24 months.

In August 2019, the Company completed a brokered private placement of 6,900,000 shares at a price of $0.10 per share for gross proceeds of $690,000 and incurred commission of $46,200. The Company issued 462,020 finders' warrants to its agent exercisable at a price of $0.10 per share for a period of 24 months.

In February 2020, the Company appointed Thomas Hawkins as VP Exploration, and as a result, Luke Van Der Meer stepped down from the position of VP Exploration.

SELECTED QUARTERLY INFORMATION

All financial information in this MD&A has been prepared in accordance with IFRS.

The following financial data is derived from the Financial Statements:

	For the three months ended December 31,		For the nine months ended December 31,	For the period from inception on May 29, 2018 to December 31,
	2019 $	2018 $	2019 $	2018 $
General and administrative expenses	(90,238)	(2,123)	(257,622)	(198,373)
Loss and comprehensive loss	(90,238)	(2,123)	(257,622)	(198,373)
Basic and diluted loss per common share	(0.00)	(0.00)	(0.01)	(0.05)

	As at December 31,	
	2019 $	2018 $
Working capital	1,509,981	(278,230)
Exploration and evaluation assets	1,080,863	279,858
Total assets	2,600,237	288,453
Total liabilities	9,393	286,825

The Company's mineral projects are in the exploration stage and, to date, the Company has not generated any revenues other than interest income.

Operations

As an exploration company, the Company has yet to generate any revenue from its planned operations and has, to date, incurred annual net losses from operating and administrative expenses.

The Company's operating and administrative expenses for the nine months ended December 31, 2019 totalled $257,622 (December 31, 2018 - $198,373), including share-based compensation incurred during the period, valued at $85,871 (December 31, 2018 - $196,000) calculated using the Black Scholes option pricing model.

The table below details the changes in major expenditures for the three months ended December 31, 2019 as compared to the corresponding period ended December 31, 2018:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Management fees	Increase of $15,500	Increased due to new management fees to the CEO and CFO in the current period.
Share-based compensation	Increase of $34,178	Increased due to no options granted in the prior period.

The table below details the changes in major expenditures for the nine months ended December 31, 2019 as compared to the corresponding period ended December 31, 2018:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Advertising and marketing	Increase of $15,585	Increased due to the Company's brand creation and advertising.
Management fees	Increase of $41,333	Increased due to new management fees to the CEO and CFO in the current period.
Professional fees	Increase of $64,951	Increased due to more corporate activities and higher professional fees for regulatory corporate filings as a publicly listed company.
Share-based compensation	Decrease of $110,129	Decreased due to share-based compensation recorded for shares issued in the comparative period.

As at December 31, 2019, the Company had not yet achieved profitable operations and has accumulated losses of $482,707 (March 31, 2019 - $225,085) since inception. These losses resulted in a net loss per share (basic and diluted) for the nine months ended December 31, 2019 of $0.01 (December 31, 2018 - $0.05).

Summary of Quarterly Results

The following provides selected quarterly information for the Company's eight most recently completed quarters.

	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
	$	$	$	$
Total assets	2,600,237	3,259,143	625,196	663,081
Total liabilities	9,393	612,239	90,353	88,165
Working capital (deficiency)	1,509,981	1,629,797	191,306	244,876
Net loss	(90,238)	(127,312)	(40,072)	(26,712)
Loss per share (basic and diluted)	(0.00)	(0.00)	(0.00)	(0.00)

	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
	$	$	$	$
Total assets	288,453	154,076	1	-
Total liabilities	286,825	325	-	-
Working capital (deficiency)	(278,230)	59,426	1	-
Net loss	(2,123)	(196,250)	-	-
Loss per share (basic and diluted)	(0.00)	(0.08)	-	-

Variances quarter over quarter can be explained as follows:

In the quarters ended December 31, 2019, September 30, 2019, and September 30, 2018, the Company recorded share-based compensation of $34,178, $51,693, and $196,000, respectively, contributing to significantly higher losses in these quarters compared to quarters in which no share-based compensation were recorded.

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity and capital resources are as follows:

	December 31, 2019	March 31, 2019
	$	$
Cash	1,502,250	327,993
Receivables	1,616	5,048
Prepaid expenses	15,508	-
Total current assets	1,519,374	333,041
Accounts payables and accrued liabilities	9,393	78,165
Due to related parties	-	10,000
Working capital	1,509,981	244,876

During the nine month ended December 31, 2019, the Company completed the IPO and a private placement consisting of 25,386,000 common shares at a price of $0.10 per share for gross proceeds of $2,538,600. The Company had working capital of $1,509,981 as at December 31, 2019 (March 31, 2019 - $244,876).

RISKS AND UNCERTAINTIES

The business and operations of Northway are subject to numerous risks, many of which are beyond Northway's control. Northway considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which Northway is currently unaware or which it considers to be material in relation to Northway's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of Northway's securities could decline and investors may lose all or part of their investment.

(a) Northway has only recently completed its IPO. As such, it is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel and lack of revenues.

(b) Northway has limited financial resources and no operating revenues. To earn and/or maintain its interest in the Healy Property and Napoleon Property, the Company has contractually agreed or is required to make certain payments and expenditures for and on such properties. Northway's ability to continue as a going concern is dependent upon, among other things, Northway establishing commercial quantities of mineral reserves on its properties and obtaining the necessary financing and permits to develop and profitably produce such minerals or, alternatively, disposing of its interests on a profitable basis, none of which is assured.

(c) The Company is in the exploration stage and is currently seeking additional capital to develop its exploration properties. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

(d) The exploration for, and development of, mineral deposits involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

(e) All of the properties in which the Company has an interest are without any mineral reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

(f) The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

(g) All phases of the Company's operations with respect to the Healy Project will be subject to environmental regulation in the United States. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Healy Project which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

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 the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

(h) The mining industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. It is also highly competitive in all its phases and Northway will be competing with other mining companies, many with greater financial, technical and human resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals.

(i) Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including resources companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest

(j) Northway has not declared or paid any dividends on its common shares and does not expect to do so in the foreseeable future. Future earnings, if any, will likely be retained to finance growth. Any return on investment in Northway's shares will come from the appreciation, if any, in the value thereof. The payment of any future dividends will depend upon the Company's earnings, if any, its then-existing financial requirements and other factors, and will be at the discretion of the Company's Board.

Readers are cautioned that the foregoing list of risks, uncertainties and other factors is not exhaustive.

RELATED PARTY TRANSACTIONS AND BALANCES

During the nine months ended December 31, 2019, the Company entered into the following transactions with related parties, not disclosed elsewhere in the Financial Statements:

- Incurred management fees of $33,333 (December 31, 2018 - $nil) to Zachary Flood, the President, CEO and director of the Company.

- Incurred exploration expenditures of $427,047 (December 31, 2018 - $nil) and rent of $4,000 (December 31, 2018 - $nil) to Kenorland Minerals Ltd., a company related by a common officer and director. As at December 31, 2019, $nil (March 31, 2019 - $45,066) was included in accounts payable and accrued liabilities for reimbursement of expenses.

- Incurred management fees of $8,000 (December 31, 2018 - $nil) to a company controlled by Enoch Kong, the CFO and Corporate Secretary of the Company.

- Incurred professional fees of $262 (December 31, 2018 - $nil) to a company controlled by Jay Sujir, a director of the Company.

Key management personnel includes 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 consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

	For the nine months ended December 31, 2019	For the period from inception on May 29, 2018 to December 31, 2018
	$	$
Management fees	41,333	-
Professional fees	262	-
Share-based compensation	62,256	-
	103,851	**-**

OFF- BALANCE SHEET ARRANGEMENTS

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

CHANGES IN ACCOUNTING POLICIES

The accounting policies applied in preparation of the Financial Statements for the three and nine months ended December 31, 2019 are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the period ended March 31, 2019.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from management's best estimates as additional information becomes available.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, and due to related parties approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, market, currency, and commodity price risk.

a) Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company has minimal credit risk.

b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when they become due. As at December 31, 2019, the Company has sufficient cash to settle its current liabilities. The Company will require additional funding to meet its long-term exploration obligations.

c) Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

d) Currency risk
The Company conducts exploration and evaluation activities in the United States. As such, it is subject to risk due to fluctuations in the exchange rates of the Canadian and US dollars. As at December 31, 2019, the Company had a net asset of US$117,794. A 10% fluctuation in the exchange rate of the United States dollar against the Canadian dollar would affect the Company's cash and account payable by approximately $11,800.

e) Commodity price risk
The ability of the Company to raise funds to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of gold and other precious metals. The Company monitors gold and precious metals prices to determine the appropriate course of action to be taken.

INTERNAL CONTROL OVER FINANCIAL REPORTING PROCEDURES

As a venture issuer, the Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that the Financial Statements and this MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and that the financial report together with the other financial information included in these filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented in these filings. The certifying officers are also responsible for ensuring processes are in place to provide them with sufficient knowledge to support such representations.

However, in contrast to non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), the Company's certifying officers are not required to make representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. Accordingly, investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of these annual filings as well as interim filings and other reports provided by the Company under securities legislation.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, STOCK OPTIONS, AND WARRANTS

The following table summarizes the outstanding common shares, stock options, and warrants of the Company:

	As at December 31, 2019	Date of this MD&A
Common shares	41,386,000	41,386,000
Stock options	2,000,000	1,750,000
Warrants	13,756,020	13,756,020

Details of the outstanding stock options:

Number of options outstanding	Number of options exercisable	Exercise price $	Expiry date
1,750,000	875,000	0.10	August 22, 2024

Details of the outstanding warrants:

Number of warrants	Exercise price $	Expiry date
1,294,020	0.10	August 22, 2021
462,000	0.10	August 28, 2021
3,000,000	0.10	September 15, 2023
2,000,000	0.10	January 25, 2024
7,000,000	0.10	March 19, 2024
13,756,020		

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on SEDAR at www.sedar.com including, but not limited to:

- the Company's condensed interim consolidated financial statements for the three and nine months ended December 31, 2019; and
- the Company's audited consolidated financial statements for the period ended March 31, 2019.

This MD&A has been approved by the Board on March 2, 2020.