



**HIGHGOLD MINING INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the three months ended March 31, 2022



## HIGHGOLD MINING INC.

Management's Discussion and Analysis  
For the Three Months Ended March 31, 2022  
(Expressed in Canadian Dollars)

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### GENERAL

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of HighGold Mining Inc. (the "Company" or "HighGold"). This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the three months ended March 31, 2022 and the audited consolidated financial statements of the Company for the year ended December 31, 2021, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's consolidated financial statements for the three months ended March 31, 2022 and for the year ended December 31, 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

HighGold is a mineral exploration company focused on premier high-grade gold projects located in North America. HighGold's flagship asset is the high-grade Johnson Tract Gold (Zn-Cu) Project, a gold-dominant polymetallic deposit, located in an accessible area of south-central coastal Alaska, USA. The Company also controls an extensive portfolio of quality gold projects in the greater Timmins gold camp, Ontario, Canada that includes the Munro-Croesus Gold property, which is renowned for its very high-grade mineralization, and the large, early-stage exploration properties, Golden Mile and Timmins South (formerly Golden Perimeter). Currently, HighGold holds one of the largest land positions among the junior gold mining companies in the Timmins Camp. HighGold's experienced Board and senior management team, are committed to providing shareholder value through discovery, careful stewardship of capital, and environmentally and socially responsible mineral exploration activities.

The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange ("TSX-V") under the symbol HIGH and US Over-the-Counter market under the symbol HGGOF.

This MD&A has taken into account information available up to and including May 19, 2022.

The head office and principal business address of the Company is Suite 320 – 800 West Pender St., Vancouver, BC, V6C 2V6.

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## HIGHLIGHTS

### Johnson Tract Project

- By early March 2022, HighGold had released all of the assay results from the 2021 drilling and sampling programs
- The 2021 program which consisted of a **16,198 meter, 44-hole drill program** (25 holes (9,917m) at the JT Deposit area, 17 holes (5,286m) at the Difficult Creek ("DC") Prospect and 2 holes (995m) at the Kona Prospect)
- Highlights from JT Deposit area drilling included:
  - **4.3m at 13.1 g/t Au**, 200 g/t Ag, 4.9% Zn, 2.0% Pb, and 0.35% Cu in a 100-meter step-out on the JT Deposit in hole JT21-123, including
    - **2.8m at 19.0 g/t Au**, 242 g/t Ag, 7.1% Zn, 2.9% Pb, and 0.50% Cu
  - **56.6m at 18.7 g/t Au**, 2.4% Zn, and 0.47% Cu in JT21-125, a metallurgical hole from the deeper, higher-grade portion of the JT Deposit, with subintervals including
    - **32.9m at 31.7 g/t Au**, 1.8% Zn, and 0.58% Cu
    - **5.0m at 64.7 g/t Au**, 1.5% Zn, and 0.53% Cu
    - **4.9m at 114.4 g/t Au**, 3.5% Zn, and 0.33% Cu
  - **84.7m at 4.7 g/t Au**, 4.6% Zn, 1.6% Pb and 0.3% Cu in hole JT21-134, an infill hole from the upper parts of the JT Deposit, with subinterval including
    - **34.0m at 7.4 g/t Au**, 7.0% Zn, 3.6% Pb and 0.4% Cu
  - Results to date successfully expand the JT Deposit along strike and confirm continuity of higher-grade gold mineralization
- Results from the discovery at the Difficult Creek ("DC") Prospect in hole **DC21-010**, 4km north of the JT Deposit, include:
  - **6.4m at 577.9 g/t Au, 2,023 g/t Ag, 2.15% Zn, and 0.30% Cu**
- Discovery of high-grade mineralization at the DC Prospect is an important development for the Project, establishing a second center of high-grade mineralization at Johnson Tract and highlighting the potential for additional deposits on the greater property.
- An updated mineral resource for the JT Deposit is underway, which will include the results from the 27,000 meters of drilling since the maiden resource was completed, with completion expected in Q2.
- A metallurgical program was undertaken in 2021 using core sample material collected from the JT Deposit, with results anticipated in Q2.

### Timmins, Ontario Projects

- During the first quarter of 2022, HighGold undertook the second part of a two-part exploration program focused on the Munro-Croesus project in the Timmins area, which was completed early April with a total of **7,401 meters drilled in 33 holes**.
- Assay results have now been reported for nine (9) drill holes with highlights including:
  - **New Argus Zone Discovery** of near-surface bulk-tonnage style gold mineralization in first two (2) holes
    - **136m at 0.54 g/t Au**, starting at a vertical depth of 70 meters, including **62.8m at 0.79 g/t Au**, including **4.5m at 4.88 g/t Au** in hole MC22-110 (Lower Intersection)
    - **26m at 0.51 g/t Au**, starting at a vertical depth of 6 meters in hole MC22-110

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(Upper Intersection)

- **37.4m at 0.27 g/t Au**, starting at a vertical depth of 2 meters in hole MC22-109
- While best known for exceptionally high-grade gold at the historic Croesus Mine, these results, which are from immediately north of the regional gold-bearing Pipestone Fault, clearly demonstrate that the Munro-Croesus Project also has potential to host large bulk-tonnage style gold deposits
- High grade vein discoveries were also reported including:
  - **0.5m at 13.40 g/t Au** within a broader **4.8m at 3.60 g/t Au** (hole MC22-96) from an intersection of the Croesus Vein, 100m northeast of the Croesus Mine
  - **0.6m at 14.00 g/t Au** within a broader **2.6m at 3.42 g/t Au** (hole MC22-92) from a new vein zone intersected 370m northwest of the Croesus Mine
  - These discoveries are a 'proof of concept' of the Company's geological and structural models which highlight the potential for the Croesus Vein system to continue to the northeast along a major regional structure, and also that the prospective Croesus Flow could host multiple analogues to the Croesus Vein along strike

**Key Management Appointment**

- In April 2022, HighGold added Devin den Boer to the position of Vice President Operations, Alaska, and announced the promotion of Ian Cunningham-Dunlop to Senior Vice President, Exploration. Mr. den Boer will focus on the Johnson Tract projects while Mr. Cunningham-Dunlop will be responsible for overseeing all of HighGold's exploration programs.

**COMPANY BACKGROUND**

HighGold was listed on the TSX Venture Exchange in September 2019 under the ticker "HIGH". Concurrent with its listing, the Company completed a non-brokered private placement of \$7,650,000. Since its inception, the Company has raised over \$54.2 million in five rounds of financing, in addition to \$6 million through exercise of warrants, as shown in the table below:

Date	Amount \$C	Shares Issued	Price \$C	Warrants
August 20, 2019 <sup>(1)</sup>	\$200,000	1,000,000	\$0.20	½ @ \$0.45 5-year term
September 23, 2019	\$7,650,000	17,000,000	\$0.45	½ @ \$0.70 2-year term
December 5, 2019 <sup>(2)</sup>	\$2,304,000	1,280,000	\$1.80	N/A
December 5, 2019	\$7,000,000	5,600,000	\$1.25	N/A
July 28, 2020	\$13,800,166	7,976,975	\$1.73	N/A
July 28, 2020 <sup>(3)</sup>	\$772,445	446,500	\$1.73	N/A
December 23, 2020 <sup>(2)</sup>	\$3,000,000	1,500,000	\$2.00	N/A
December 23, 2020 <sup>(2,3)</sup>	\$700,000	350,000	\$2.00	N/A
October 27, 2021 <sup>(4)</sup>	\$18,800,000	12,750,000	\$1.60	N/A

(1) Seed round completed by management and directors.

(2) Flow-through financing at premium to market.

(3) Side-car financing pursuant to existing investor rights agreement with strategic shareholder.

(4) Two-part financing – a \$13,800,000 prospectus offering bought deal and \$5,000,000 private placement to an existing strategic shareholder.

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## EXPLORATION PROPERTIES

### Overview

HighGold holds a portfolio of gold assets in the well-established mining jurisdictions of USA (Alaska) and Canada (Timmins, Ontario). Both project areas have a history of high-grade gold results and substantial exploration upside. The most advanced of these assets is the 21,000-acre Johnson Tract property, located in coastal southcentral Alaska, in the Cook Inlet region. The majority of the Company's exploration budgets are dedicated to the Johnson Tract property, focusing on expansion of the high-grade JT Deposit, discovering additional zones of mineralization, and advancing the project. The Company also controls an extensive portfolio of quality gold projects in the greater Timmins gold camp in Ontario, which includes the Munro-Croesus Gold property, renowned for its high-grade mineralization, plus two additional earlier-stage large exploration properties, Golden Mile and Timmins South (formerly known as Golden Perimeter). Currently, most of the Company's activity in Ontario is on discovery-focused exploration drilling of the Munro-Croesus property.

### Johnson Tract Property

The large, 21,000-acre Johnson Tract property is located near tidewater on Cook Inlet, 125 miles (200 kilometers) southwest of Anchorage. It includes the high-grade Johnson Tract Gold (Zn-Cu) deposit along with excellent exploration potential indicated by several other prospects over a 12-kilometer mineralized trend. Prior to HighGold, the project was last explored in the mid-1990s by a mid-tier mining company that evaluated direct shipping gold mineralized material from Johnson to the Premier Mill near Stewart, British Columbia.

HighGold acquired Johnson Tract through a lease agreement with Cook Inlet Region, Inc. ("CIRI") an Alaska Native regional corporation that is the largest private landowner within the Cook Inlet region. The Johnson Tract property is an inholding in Lake Clark National Park and was conveyed to the CIRI Native Corporation under the terms of the Alaskan Native Claims Settlement Act ("ANSCA") and the Cook Inlet Land Exchange. Ratified by an act of Congress CIRI is entitled to transportation and port easements through Park lands for mineral extraction.

#### *JT Deposit Mineral Resource (April 2020)*

- Indicated Resource of 2.14 million tonnes ("Mt") grading 10.93 grams per tonne ("g/t") gold equivalent ("AuEq") for 750,000 ounces AuEq
- Additional Inferred Resource of 0.58 Mt grading 7.16 g/t AuEq for 134,000 ounces AuEq
- The deposit includes a high-grade core of 1.25 Mt Indicated grading 14.54 g/t AuEq for 583,000 ounces AuEq at an 8 g/t AuEq cut-off
- 79% of total resource tonnage is in the Indicated category, including 85% of the total AuEq ounces

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*JT Deposit Mineral Estimate at 4.0 g/t AuEq Cut-off*  
*(effective date April 29, 2020)*

<b>Category</b>	<b>Tonnes (000s)</b>	<b>Au (g/t)</b>	<b>Ag (g/t)</b>	<b>Cu (%)</b>	<b>Pb (%)</b>	<b>Zn (%)</b>	<b>AuEq (g/t)</b>
<b>Indicated</b>	2,135	6.07	5.8	0.57	0.80	5.85	<b>10.93</b>
<b>Inferred</b>	581	2.05	8.7	0.54	0.33	6.67	7.16
<b>Contained Metal</b>							
<b>Category</b>		<b>Au (koz)</b>	<b>Ag (koz)</b>	<b>Cu (M lb)</b>	<b>Pb (M lb)</b>	<b>Zn (M lb)</b>	<b>AuEq (koz)</b>
<b>Indicated</b>		417	397	26.8	37.6	275.3	750
<b>Inferred</b>		38	162	6.9	4.2	85.5	134

**Notes**

1. Includes all drill holes completed at JT Deposit, with drilling completed between 1982 and most recently as September 2019
2. Gold Equivalent ("AuEq") is based on assumed metal prices and estimated metallurgical recovery of 90% for Au, Ag, Cu, Pb, and Zn
3. AuEq equals = Au g/t + Ag g/t × 0.012 + Cu% × 1.422 + Pb% × 0.508 + Zn% × 0.610
4. Assumed metal prices are US\$1350/oz for gold (Au), US\$16/oz for silver (Ag), US\$2.80/lb for copper (Cu), US\$1.00/lb for lead (Pb), and US\$1.20/lb for zinc (Zn) and are based on nominal 3-year trailing averages as of April 1, 2020
5. An average bulk density value of 2.84 used as determined by conventional analytical methods for assay samples
6. Capping applied to assays to restrict the impact of high-grade outliers
7. A 4 g/t AuEq cut-off was deemed appropriate for assumed underground mining and mineral processing methods while providing adequate continuity of mineralized blocks
8. Mineral resources as reported are undiluted
9. Mineral resource tonnages have been rounded to reflect the precision of the estimate
10. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability

In addition to attractive grades and favourable metallurgy, the JT Deposit has several attributes that are considered attractive for underground development, including: (i) excellent thickness (avg. 20 to 30m); (ii) strong continuity; (iii) subvertical geometry; and, (iv) geotechnically competent mineralization. The resource is viewed as a solid starting point for the Company on the project and the Company's focus now is the addition of scale via further drilling, with the intent of expanding the JT Deposit and testing multiple well-developed peripheral targets.

**Timmins, Ontario Properties**

HighGold has 100% ownership of three properties in the Timmins, Ontario gold camp: the Munro-Croesus property, the Golden Mile property and the South Timmins Property (formerly known as the Golden Perimeter property). The properties can be explored year-round, with winter months particularly favorable for drilling when frozen conditions enhance access.

During 2020 and early 2021, HighGold embarked on a strategy to consolidate the patchwork of underexplored 1911 to 1950 era patented and unpatented mining claims surrounding the historic Croesus Mine. To date, the Company has completed fourteen separate land deals in pursuit of this goal, bringing the strategic Munro Croesus land position total size to 51 km<sup>2</sup> (21 mi<sup>2</sup>). Systematic exploration and targeting work was completed on the newly consolidated land package that includes airborne magnetic-



EM and LiDAR surveys, surface geophysical surveys, data compilation, geological and structural studies, which have yielded multiple high-priority drill targets.

The eastern portion of the Timmins gold camp has recently experienced a resurgence in activity and public profile. Major drilling campaigns and resource updates by neighboring exploration and mining companies include those of Moneta Gold Inc at the Tower Gold Project, McEwen Mining at the Black Fox mine and Gray Fox deposit, and Mayfair Gold at the Fenn-Gib deposit. The recently announced merger between Agnico Eagle Mines Limited and Kirkland Lake Gold Inc. (with neighboring properties to HighGold) highlights the strategic importance of the Abitibi in Ontario as a preferred gold mining jurisdiction.

#### *Munro-Croesus Property*

The Munro-Croesus Gold Project is located approximately 75 kilometers (47 miles) east of Timmins, Ontario along Highway 101. The 100% owned land package includes the past-producing Croesus Mine, which yielded some of the highest-grade gold ever mined in Ontario. The highly prospective geology is proximal to the Porcupine-Destor Deformation Fault Zone and Pipestone Fault and located approximately 1,500 meters northwest and along trend of Mayfair Gold's multi-million ounce Fenn-Gib gold deposit. Since discovery in 1914, the Croesus Mine property has spent the majority of its history in private hands, with limited modern exploration conducted to date across the greater project area.

#### *Golden Mile Property*

This 89 square kilometer (35 square mile) property is located nine kilometers (5.6 miles) northeast of Newmont-Goldcorp's multi-million-ounce Hoyle Pond deposit in the Timmins gold camp, northeast Ontario. The property covers the northwestern extension of the Pipestone Fault System on the north margin of the Timmins gold camp that has produced more than 55 million ounces of gold to date.

#### *Timmins South Property (formerly known as the Golden Perimeter Property)*

This 100%-owned, 128 square kilometer (49 square mile) property includes a several large claim blocks located south of the major gold producing mines in Timmins. The property covers several intrusive bodies hosted by Tisdale komatiites and mafic volcanic rocks and is prospective for both alkalic disseminated gold and orogenic vein-hosted gold mineralization.

## **RESULTS OF OPERATIONS**

### ***Exploration and Evaluation Property Expenditures***

During the three months ended March 31, 2022, the Company recorded expenditure additions of \$2,736,010 (2021 - \$1,263,799) on exploration and evaluation properties. The Johnson Tract property, Munro-Croesus property and South Timmins (also known as Golden Perimeter) property accounted for \$496,323 (2021 - \$404,280), \$2,128,549 (2021 - \$763,528) and \$89,589 (2021 - \$49,842) of these expenditures, respectively.

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**Operating Costs**

The net loss for the three months ended March 31, 2022 was \$457,698 (2021 – \$316,280). Significant expenses included:

- Office and miscellaneous expenses of \$32,046 (2021 - \$21,127), mainly consisting of general head office expenses and the cost of participating in virtual and in person mining investment conferences and roadshows.
- Professional fees of \$32,868 (2021 - \$34,605), relating to legal fees of \$13,368 (2021 - \$15,105), and fees of \$19,500 (2021 - \$19,500) related to accounting services provided to the Company.
- Salaries, wages and benefits of \$139,111 (2021 - \$102,240) paid to directors, officers and employees of the Company. Please refer to "Transactions with Related Parties" section for additional information.
- Share-based compensation of \$134,756 (2021 - \$48,959), relating to the vesting of stock options that were granted during the prior years.

During the three months ended March 31, 2022, the Company recorded interest income of \$16,209 (2021 - \$18,182) related to the Company's investment in short-term bank certificates, other income of \$Nil (2021 - \$129,500) related to the recovery of flow-through premium liability upon renouncement of the expenses and a total gain of \$24,305 (2021 – loss of \$112,000) related to marketable securities which includes the sale of 250,000 shares in Snowline Gold Corp. ("Snowline"), an unrealized loss of \$33,400 (2021 – \$112,000) related to 270,000 shares held in Fireweed Zinc Ltd. ("Fireweed") and reclassifying an unrealized gain of \$55,000 previously recognized upon disposing all of the Snowline shares. The shares of Fireweed and Snowline were acquired as partial consideration for the sale of certain Yukon mining claims under two separate agreements.

**SUMMARY OF QUARTERLY RESULTS**

The following is a summary of certain consolidated financial information of the Company since its inception:

	Quarter ended March 31, 2022	Quarter ended December 31, 2021	Quarter ended September 30, 2021	Quarter ended June 30, 2021
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -	\$ -
Net comprehensive loss	(457,698)	(563,806)	(345,332)	(799,362)
Total assets	61,589,527	61,726,689	45,840,926	43,148,844
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

	Quarter ended March 31, 2021	Quarter ended December 31, 2020	Quarter ended September 30, 2020	Quarter ended June 30, 2020
Revenue <sup>(1)</sup>	\$ -	\$ -	\$ -	\$ -
Net comprehensive loss	(316,280)	(385,226)	(9,476)	(445,779)
Total assets	39,824,695	40,316,322	36,970,384	19,271,384
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.01)

(1) The Company has no sales revenues.





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### ***Quarterly Results – General Trend***

The Company's operating expenses for the quarter ended March 31, 2022, not including share-based compensation, were \$363,456, compared to \$288,463 for the same period last year. The Company's operating costs are not expected to increase materially over the next quarter. Expenditures on the Company's gold projects in Ontario, are projected at \$2.9 million total for the next three quarters. Expenditures on the Company's Johnson Tract Project for the next three quarters are budgeted at \$9.2 million, with the majority of the expenditures planned for the summer field season.

### **FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES**

As at March 31, 2022, the Company had current assets of \$20,915,585 (December 31, 2021 - \$23,783,017), including cash and cash equivalents of \$19,931,418 (December 31, 2021 - \$22,804,851) and \$450,693 (December 31, 2021 - \$363,068) in total liabilities.

During the three months ended March 31, 2022, the Company used \$495,477 (2021 - \$641,794) in cash for operating activities and \$2,560,661 (2021 - \$1,350,707) in cash for exploration and evaluation expenses, spent primarily on the Johnson Tract and Munro-Croesus properties.

Total cash provided by financing activities was \$Nil (2021 - \$232,070). During the comparative period, the Company received proceeds of \$15,000 from the exercise of 15,000 stock options and \$217,070 from the exercise of 310,100 share purchase warrants.

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

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**USE OF PROCEEDS**

The following table is a comparison of actual use of proceeds from financings to previous disclosures made by the Company in the three months ended March 31, 2022:

	Gross Proceeds	Intended Use of Proceeds	Actual Use of Proceeds to Date
July 28, 2020 bought deal and ancilliary private placement	\$14,572,612		
Dec. 23, 2020 "flow-through" private placement	\$3,700,000		
Proceeds from bought deal offering and non-brokered private placement on October 27, 2021	\$18,800,000		
	<b>\$37,072,612</b>		
July 28, 2020 financing - Exploration expenditures on Johnson Tract Project and general working capital		\$14,572,612	\$12,264,919
Dec. 23, 2020 "flow-through" financing - exploration expenditures in Ontario, Canada		\$3,700,000	\$3,700,000
October 27, 2021 financing:			
Johnson Tract exploration and development		\$10,000,000	-
Expenditures on capital equipment		\$100,000	\$138,000
Cost of financing		\$1,038,275	\$1,038,275
General working capital		\$7,661,725	-
Cash remaining at March 31, 2022 <sup>[1]</sup>			\$19,931,418
<b>Total</b>	<b>\$37,072,612</b>	<b>\$37,072,612</b>	<b>\$37,072,612</b>

(1) The balance of the proceeds remaining in treasury is intended to be applied towards ongoing exploration work on the Company's mineral properties and general corporate purposes.

**SUBSEQUENT EVENT**

Subsequent to the three months ended March 31, 2022, the Company issued an aggregate of 1,057,500 stock options to directors, employees and consultants exercisable into 1,057,500 common shares of the Company at a price of \$1.00 each for a period of five years.

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**FINANCIAL INSTRUMENTS**
**Classification of financial instruments**

	Ref.	March 31, 2022	December 31, 2021
		\$	\$
Financial assets at FVTPL	(a)	189,000	347,400
Financial assets at amortized cost	(b)	19,931,418	22,804,851
Financial liabilities at amortized cost	(c)	450,693	363,068

(a) Comprised of marketable securities

(b) Comprised of cash

(c) Comprised of accounts payable and accrued liabilities

The fair value of the Company's financial assets and financial liabilities at amortized cost approximates the carrying amount.

The Company's marketable securities carried at fair value have been classified as Level 1 within the fair value hierarchy.

**Management of Industry and Financial Risk**

The Company's financial instruments are exposed to certain financial risks, which include the following:

***Credit risk***

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions and for trade receivables by performing standard credit checks. The credit risk for cash is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. As at March 31, 2022, the Company has working capital of \$20,464,892 (December 31, 2021 - \$23,419,949). There can be no assurance that the Company will be successful with generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities.

***Foreign exchange risk***

The Company operates internationally and is exposed to foreign currency risk arising from currency exposures to Canadian dollars. The main currency to which the Company has an exposure is the U.S. dollar. The Company is exposed to currency risk to the extent of its cash and trade and other payables that are denominated in U.S. dollars. The Company does not currently hedge its exposure to fluctuations in the related foreign exchange rates.

Based on the Company's net US currency exposure as at March 31, 2022, and assuming all other variables remain constant, a 15% weakening or strengthening of the Canadian dollar against the US dollar would result in an increase/decrease of approximately \$600,000 in comprehensive income/loss for the period.

***Interest rate risk***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not hold any assets or liabilities subject to variable interest rates, and as such, the Company is not exposed to significant interest rate risk.

***Equity price risk***

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required and movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. As at March 31, 2022, the Company's marketable securities of \$189,000 are subject to fair value fluctuations.

Based on the Company's marketable securities as at March 31, 2022, and assuming all other variables remain constant, a 10% increase/decrease in the fair value of marketable securities would result in an increase/decrease of approximately \$19,000 in comprehensive income/loss for the period.

***Capital management***

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at March 31, 2022, the Company's shareholders' equity totalled \$61,138,834 (December 31, 2021 - \$61,363,621). The Company's objectives when managing capital are to maintain financial viability and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company's current capital was received from the issuance of common shares, options and warrants. The Company plans to use a significant portion of the net proceeds raised to date for the development of its current mineral properties and for the acquisition of additional mineral properties or assets.

The Company is not subject to externally imposed capital requirements as at March 31, 2022 except when the Company issues flow-through shares for which the amount should be used for exploration work.



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On December 5, 2019 and December 23, 2020, the Company completed a flow-through private placement totalling \$2,304,000 and \$3,700,000, respectively. As at March 31, 2022, the Company had incurred \$6,004,000 (December 31, 2021 - \$4,398,161) in eligible exploration and evaluation expenditures and consequently the Company has the obligation to incur a remaining balance of \$Nil (December 31, 2021 - \$1,605,839) no later than December 31, 2021. However, due to the Coronavirus pandemic, legislation has been proposed by the federal Department of Finance to extend the deadline for expenditures by one year, to December 31, 2022.

There were no changes to the Company's approach to capital management during the three months ended March 31, 2022.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements and no long-term debt obligations.

### **TRANSACTIONS WITH RELATED PARTIES**

As at March 31, 2022, the Company had a total of \$3,330 (December 31, 2021 - \$Nil) payable to Mr. Ian Cunningham, Senior VP Operations for outstanding expense reimbursements payable.

As at March 31, 2022, the Company had a total of \$3,121 (December 31, 2021 - \$Nil) payable to Mr. Lance Miller, Director for outstanding fees.

During the three months ended March 31, 2022, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$15,000 (2021 - \$15,000), paid/accrued salaries, wages and benefits included in exploration and evaluation expenditures of \$45,000 (2021 - \$45,000) to Mr. Darwin Green, the Chief Executive Officer and a director of the Company.

During the three months ended March 31, 2022, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$24,000 (2021 - \$24,000) and paid/accrued management to Mr. Aris Morfopoulos, Chief Financial Officer and a director of the Company.

During the three months ended March 31, 2022, the Company paid/accrued salaries, wages and benefits included in exploration and evaluation expenditures of \$54,999 (2021 - \$58,061) to Mr. Ian Cunningham-Dunlop, Senior VP Exploration of the Company.

During the three months ended March 31, 2022, the Company paid/accrued salaries, wages and benefits included in administrative expenses of \$45,000 (2021 - \$45,000) to Ms. Naomi Nemeth, VP Investor Relations of the Company.

During the three months ended March 31, 2022, the Company paid director fees of \$3,125 (2021 - \$3,125) to each of the non-executive directors of the Company (Michael Cinnamon, Michael Gray, Lance Miller and Anne Labelle).



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During the year ended December 31, 2021, the Company paid fees of \$50,000 (2021 - \$Nil) to a consulting firm partnership for financial, capital markets and strategic advisory services, of which \$25,000 was charged to consulting expense during the three months ended March 31, 2022 and \$8,333 was recorded as a prepaid expense at March 31, 2022. Mr. Michael Gray, a director of the Company, is a partner of the firm, although he was not involved in providing any of its services to the Company.

During the three months ended March 31, 2022, the Company recorded total share-based compensation of \$154,264 (2021 - \$85,715), of which \$101,119 (2021 - \$48,959) is included in administrative expenses and \$53,145 (2021 - \$36,756) is included in exploration and evaluation assets, related to the vesting of stock options previously granted to officers and directors of the Company.

### OUTSTANDING SHARE DATA

The following table shows the Company's share capital data as at March 31, 2022:

<b>Total issued and outstanding</b>	<b>73,020,210</b>
Stock options (\$0.45 - \$1.59 per share)	4,669,157
Warrants (\$0.45 - \$2.15 per share)	4,679,910
<b>Fully diluted</b>	<b>82,369,277</b>

The following table shows the Company's share capital data as at the date of this MD&A:

<b>Total issued and outstanding</b>	<b>73,020,210</b>
Stock options (\$0.45 - \$1.59 per share)	5,726,657
Warrants (\$0.45 - \$2.15 per share)	4,679,910
<b>Fully diluted</b>	<b>83,426,777</b>

### *Future Cash Requirements*

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.



**CRITICAL ACCOUNTING ESTIMATES**

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates that, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

**RISKS AND UNCERTAINTIES*****Environmental risk***

Exploration and development projects are subject to federal, state and provincial environmental laws and regulations. As such laws are subject to change, the Company monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

The Munro Croesus project includes the small past producing Croesus Gold Mine that mined approximately 5000 tons of ore. The Company has assumed the environmental liability at the Croesus mine site on the Munro Croesus property. The previous owner completed remediation of what the Company considers to be the major liabilities, which included capping the Walsh and Croesus shafts. A crown pillar stability assessment completed in 2021 by independent professional engineers reached the conclusion that the old workings do not pose a significant risk to human health or safety. Ongoing environmental liabilities associated with the Munro Croesus Project are considered by the Company to be relatively low risk, and to consist of periodic monitoring and surface reclamation at known, and potential unknown, pits, trenches, exploration shafts or other disturbances within the greater Munro Croesus property package.

***Operational risk***

Exploration development projects require third party contractors for the execution of certain activities. The availability and cost of third-party contractors is subject to a competitive environment for their use, which is beyond the control of the Company.

***Cyber security risk***

Cyber security risk is the risk of negative impact on the operations and financial affairs of the Company due to cyber-attacks, destruction or corruption of data, and breaches of its electronic systems. Management believes that it has taken reasonable and adequate steps to mitigate the risk of potential damage to the Company from such risks. The Company also relies on third-party service providers for the storage and processing of various data. A cyber security incident against the Company or its contractors and service providers could result in the loss of business sensitive, confidential or personal information as well as violation of privacy and security laws, litigation and regulatory enforcement and costs. The Company has not experienced any material losses relating to cyber-attacks or other information security breaches, however there can be no assurance that it will not incur such losses in the future.

***Uninsured Risks***

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company's officers.

***Conflicts of Interest***

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

***Negative Operating Cash Flows***

As the Company is at the early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

***Risks Related as a Going Concern***

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time. However, management believes that the Company has sufficient resources on hand to fund its planned operations for the next 12 months and meet its obligations as they fall due.

***Reliance on Key Personnel and Advisors***

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

***Operating History and Expected Losses***

The Company expects to make significant investments in the near future on its acquired assets. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

***Growth of Management***

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to

increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

***Industry Risks***

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed. The Company monitors its risk-based activities and periodically employs experienced consulting, engineering, insurance and legal advisors to assist in its risk management reviews.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

***Metal Price Risk***

The principal activity of the Company is the exploration and development of precious metal and base metal resource properties. The feasible development of such properties is highly dependent upon the price of gold, silver, copper, lead and zinc. A sustained and substantial decline in precious metal and base metal commodity prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect precious metal and base metal commodity prices in order to assess the feasibility of its resource projects.

***Political Risk***

The resource properties on which the Company is actively pursuing its exploration and development activities are located in Alaska, USA. While the political climate in Alaska is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its operations on an as-needed basis. The Company does not presently maintain political risk insurance for its foreign exploration projects.

***Regulatory Risks***

The Company is subject to a number of technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

***Coronavirus Global Pandemic Risk***

In 2020 the World Health Organization declared a global pandemic related to COVID-19. The expected impacts on global commerce have been far-reaching. To date there have been significant fluctuations in the global economy and equity markets, and the movement of people and goods has experienced significant restrictions.



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The Company's ability to fund ongoing operations and exploration is affected by the availability of financing. Due to market uncertainty the Company may be restricted in its ability to raise additional funding.

The impact of these factors on the Company over the past year was not materially significant, however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of going concern uncertainty.

As the Company does not have production activities, its capacity to fund ongoing exploration is affected by the availability of equity financing on terms which are acceptable to it. The ability of the Company to realize the carrying values of its deferred property costs will also depend on its ability to develop an economically feasible project or projects and to ultimately achieve commercial production on that basis, or to profitably dispose of such interests to other parties. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding.

### **CORPORATE GOVERNANCE**

The Company's Board and its committees follow the recommended corporate governance guidelines for public companies while tailored to its size and operations to ensure transparency and accountability to shareholders. The current Board is comprised of five individuals, one of who is the Chief Executive Officer of the Company. The Audit Committee is comprised of three members, all of whom are independent directors of the Company.

### **FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

This MD&A includes, but is not limited to, forward-looking statements regarding the Company's upcoming exploration plans for the year, the meeting of its Canadian flow-through expenditure obligations and its ability to meet its working capital needs for the next fiscal year.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.



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## **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the three months ended March 31, 2022, there has been no significant change in the Company's internal control over financial reporting since its inception on April 16, 2019.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the three months ended March 31, 2022 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include 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. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer 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 interim and annual filings and other reports provided under securities legislation.

## **APPROVALS**

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Mr. Ian Cunningham-Dunlop, P. Eng., Senior Vice-President Exploration, and a qualified person as defined by Canadian National Instrument 43-101, has reviewed the technical information contained in this MD&A.

## **ADDITIONAL INFORMATION**

Additional information pertaining to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).