BULLION GOLD RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2019

Introduction

This Management Discussion and Analysis ("MD&A") has been prepared by management as of April 13, 2020 and should be read in conjunction with the audited consolidated financial statements of Bullion Gold Resources Corp. ("Bullion" or the "Company") for the years ended December 31, 2019 and 2018, prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretations Committee. All dollar figures are expressed in Canadian dollars unless otherwise stated. Further information on the Company can be found on SEDAR at www.sedar.com.

Bullion was incorporated on March 30, 2005 under the *Business Corporations Act (Alberta)* and on May 13, 2008, the Company was registered as an extra provincial company under the British Columbia *Business Corporations Act* ("BCBCA"). On February 1, 2016, the Company ceased to be an Alberta corporation and continued into British Columbia. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Bullion Gold Corp. (the "Subsidiary"). The Company is engaged in the exploration and development of mineral properties in British Columbia and has not yet determined whether its properties contain ore reserves that are economically recoverable.

On March 6, 2018, The Company announced it had entered into a letter of intent to acquire all of the issued and outstanding common shares of Vertical Designs Ltd. ("Vertical") and its wholly owned subsidiaries in exchange for common shares of the Company (the "Acquisition"). The Acquisition was expected to be structured as a reverse takeover ("RTO") under the rules and policies of the TSX Venture Exchange (the "Exchange"). Upon successful completion of the RTO, the Company would cease operations as a mineral exploration company and would begin operating in the agriculture industry. On August 1, 2018, the Company terminated the letter of intent.

Outlook

The Company continues to seek out and evaluate projects that would bring value to its shareholders.

Global Pandemic

In early March 2020, there was a global outbreak of coronavirus (COVID-19) that has resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a prospective material impact to the Company's project exploration activities, cash flows and liquidity.

Operations

There were no significant changes to the operations of the Company during the year ended December 31, 2019. The Company continues to take an aggressive approach in looking for financing options and strategic partnerships.

Selected Annual Financial Information

The following selected financial information was obtained from the annual consolidated financial statements of the Company for years ended December 31, 2019, 2018 and 2017.

For the years ended:	**December 31, 2019**	**December 31, 2018**	**December 31, 2017**
a) Total revenues	Nil	Nil	Nil
b) Loss before taxes	$214,275	$402,405	$498,372
c) Comprehensive loss for the year	$211,475	$405,555	$501,372
d) Basic and diluted loss per share	$0.01	$0.02	$0.03
e) Total assets	$168,031	$394,239	$261,802
f) Total long-term financial liabilities	Nil	Nil	Nil
g) Cash dividends per share for each class of share	Nil	Nil	Nil

Summary of Quarterly Results

The following results are for the quarterly periods up to December 31, 2019:

Quarter Ending	**Total Assets ($)**	**Net Income (Loss) ($)**	**Earnings (Loss) per Share ($)**
December 31, 2019	168,031	(59,853)	(0.00)
September 30, 2019	212,897	(50,607)	(0.00)
June 30, 2019	280,029	(52,307)	(0.00)
March 31, 2019	354,102	(51,508)	(0.00)
December 31, 2018	394,239	(99,768)	(0.00)
September 30, 2018	505,820	(82,277)	(0.00)
June 30, 2018	119,062	(49,123)	(0.01)
March 31, 2018	143,139	(171,237)	(0.01)

Note: The losses for the disclosed quarters are the result of the operating expenses incurred in the quarters. The amounts of the Company's operating expenses are directly related to the level of financial resources available and the exploration programs that have been undertaken. The magnitude of these expenses is a direct function of general financial market conditions, as well as previous exploration work.

Operational Results

The Company had working capital of $68,229 as of December 31, 2019 (2018 - working capital of $281,864).

As of December 31, 2019, the Company was not committed to incur any Canadian Exploration Expenses.

For the Three Months Ended December 31, 2019

For the three months ended December 31, 2019, the Company had a net loss of $59,853 and comprehensive loss of $59,853 compared to a net loss of $99,768 and comprehensive loss of $102,918 for the same period in 2018. The changes for the three months ended December 31, 2019 and 2018 are as follows:

- Consulting fees of $Nil (2018 - $18,000) decreased as there were no consultants used due to the low level of activity in the Company;
- Management fees of $45,000 (2018 - $60,000) decreased due to lower activity in 2019; and
- Professional fees of $9,183 (2018 - $16,500) decreased due to timing of expenditures;

For the Year Ended December 31, 2019

For the year ended December 31, 2019, the Company had a net loss of $214,275 and comprehensive loss of $211,275 compared to a net loss of $402,405 and comprehensive loss of $405,555 for the same period in 2018. The changes for the years ended December 31, 2019 and 2018 are as follows:

- Consulting fees of $Nil (2018 - $93,292) decreased as consultants were not used in 2019;
- Professional fees of $9,183 (2018 - $49,031) decreased due to the low level of activity during the year;
- Share-based payments of $Nil (2018 - $44,205) decreased as there were no share options issued in 2019; and
- Travel fees of $Nil (2018 - $12,320) decreased as there were business development travel trips.

Outstanding Share Data

The Company had the following securities issued and outstanding:

	April 13, 2020	**December 31, 2019**	**December 31, 2018**
Common shares	20,230,645	20,230,645	20,230,645
Warrants	-	-	-
Share options	750,000	750,000	900,000
	20,980,645	20,980,645	21,130,645

Liquidity and Capital Resources

As of December 31, 2019, the Company had working capital of $68,229 (2018 - $281,864).

As a mining exploration company without revenue, the Company's operations are dependent on its ability to raise financing and its ability to realize assets and discharge liabilities. While it has been successful in the past, there is no assurance that the Company will be successful in obtaining future sources of funding.

Related Party Transactions

At December 31, 2019:

- $10,500 in management fees (2018 - $10,500) is due to a company that the CFO controls; and
- $Nil in management fees (2018 - $3,150) is due to a company that the former CFO controls.

Key Management Compensation

During the years ended December 31, 2019 and 2018, the compensation shown below was paid or accrued to the Company's current and former CEOs and current and former CFOs:

		2019		**2018**
Management fees	$	180,000	$	178,000
Rent	$	8,250	$	7,200
Share-based payments	$	-	$	44,205

Critical Accounting Estimates

The preparation of the consolidated 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 estimates. The consolidated financial statements include estimates that, by their nature, are uncertain.

The impacts of such estimates are pervasive throughout the consolidated 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 may affect both the period of revision and future periods.

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

a) The Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity that are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped. The Company has not recognized any deferred tax assets at December 31, 2019 or 2018.

New Accounting Pronouncement Adopted

IFRS 15 – Revenue from Contracts with Customers

IFRS 15, Revenue from Contracts with Customers ("IFRS 15") introduces a single principles-based, five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied. IFRS 15 also requires enhanced disclosures about revenue to help users better understand the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers. There was no impact on the Company's financial statements.

IFRS 16 – Leases

The IASB issued IFRS 16, Leases ("IFRS 16"), which eliminates the classification of leases as either operating or finance leases for a lessee. IFRS 16 was effective from January 1, 2019. Under IFRS 16, all leases will be recorded on the statement of financial position. The only exemptions to this will be for leases that are 12 months or less in duration or for leases of low-value assets. The requirement to record all leases on the statement of financial position under IFRS 16 will increase "right-of-use" assets and lease liabilities on an entity's financial statements. IFRS 16 will also change the nature of expenses relating to leases, as the straight-line lease expense previously recognized for operating leases will be replaced with depreciation expense for right-of-use assets and finance expense for lease liabilities. IFRS 16 includes an overall disclosure objective and requires a company to disclose (a) information about right-of-use assets and expenses and cash flows related to leases, (b) a maturity analysis of lease liabilities and (c) any additional company-specific information that is relevant to satisfying the disclosure objective. There was no impact on the Company's financial statements.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company's exploration and development activities expose the Company to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future. Readers are advised to study and consider risk factors stressed below.

The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are 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.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production, and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the property.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors that will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations, if any.

Regulatory Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits that the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project that the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, 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 exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new property.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If an exploration program on the Company's property is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to mineral properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Requirement for Permits and Licenses

The Company may need to acquire further permits or licenses necessary to carry on proposed exploration activities on the property. A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

Competition

The Company will compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of assets and businesses, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

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 and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of acquiring an asset or business; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of any asset or business acquired to operate as anticipated; delays in financing or incompletion of business or asset acquisition, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Proposed Transactions

None.

Off-Balance Sheet Arrangements

None.