

VERTICAL EXPLORATION INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED NOVEMBER 30, 2020

INTRODUCTION

This discussion and analysis of the financial position and results of operations are prepared as at January 25, 2021 and should be read in conjunction with the unaudited condensed interim financial statements for the period ended November 30, 2020 and audited annual financial statements for the year ended February 29, 2020 for Vertical Exploration Inc. (the "Company"). The unaudited condensed interim financial statements for the nine month period ended November 30, 2020, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable.

FORWARD LOOKING STATEMENTS

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

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COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on February 28, 2006 and is in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its mineral properties contain economically recoverable reserves. The recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their development and upon future profitable production. These financial statements of the Company have been prepared on the basis of accounting principles applicable to a going concern, which assume the realization of assets and discharge of liabilities in the normal course of business. On November 2, 2007, the Company received final receipts for a prospectus and became a reporting issuer in the Provinces of Alberta and British Columbia. The Company's shares were listed for trading on TSX Venture Exchange on November 26, 2007 and under the symbol "CVN.V". Effective January 8, 2018, the Company changed its name from Cavan Ventures Inc. to Vertical Exploration Inc. and the Company's common shares traded on the TSX Venture Exchange under the new ticker symbol "VERT".

On June 6, 2017, the Company resumed trading after having received a revocation order with respect to the cease trade orders issued by the British Columbia Securities Commissions in July 2015. The reciprocal cease trade order issued by the Alberta Securities Commission has similarly been revoked.

The Company has now filed all outstanding annual audited and interim unaudited financial statements and related MD&A and certifications in British Columbia and Alberta. The financial disclosure, along with all of Cavan's continuous disclosure documents, may be found on SEDAR online at www.sedar.com.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

MINERAL PROPERTIES

Graphite Properties, Quebec

St-Onge Wollastonite Project

On August 2, 2017, the Company announced the acquisition, from an arm's length vendor, of the advanced stage Onge Wollastonite Deposit located approximately 40 kilometres north of the small town of St-Ludger-de-Milot and some 90 kilometres northwest of the city of Saguenay, in St-Onge township, in the Saguenay-Lac-St-Jean region of Quebec Province.

The St-Onge Wollastonite Project consists of 26 map-designated cells covering a surface area of 1465 hectares (about 15 square kilometres). The project hosts a historical deposit of 27.54 million metric tons (Mt) averaging 37% wollastonite, as reported in 1993 by Orleans Resources Inc. The reserves are divided between probable reserves of 15.35 Mt @ 38 % wollastonite and a possible reserve of 12.19 Mt @ 37 % wollastonite (Source: MERNQ SIGEOM). Note that the ore reserve estimates and feasibility study performed by Orleans Resources Inc. was completed prior to the adoption of NI 43-101 standards and are therefore considered historical assessments.

The St-Onge Wollastonite Project is in the heart of Lac-St-Jean Anorthosite Complex Quebec, some 100 km south-west of the Ariane Phosphate Lac-à-Paul Phosphate Deposit or 67 km North west of the Magris Resources Niobium Niobec Mine. The St-Onge Wollastonite Site is already supplied by a power line, accessed by all year round paved and forest roads that are easily passable with pick-up trucks and

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heavy equipment. The site is at 40 km by road of all urban facilities with a skilled work force and at 140 km by road of the deep-water Port of Saguenay.

After its discovery in 1988 during a MERNQ regional mapping project, about 90 diamond drill holes collared on the deposit site area between 1991 and 1993, Orleans Resources Inc. tried to produce about 1,000 tons of wollastonite at the site during the mid-90's, but finally resumed the St-Onge wollastonite operation in 2001, dismantled the infrastructure, selling the equipment, and restoring the mine site.

The estimates presented above are treated as historic information and have not been verified by the Company. These historical mineral resources do not refer to any category of sections 1.2 and 1.3 of the NI-43-101 Instrument such as mineral resources or mineral reserves as stated in the 2010 CIM Definition Standards on Mineral Resources and Mineral Reserves. The explanation lies in the inability by the Company to verify the data acquired by the various historical drilling campaigns. A qualified person has not done sufficient work yet to classify the historical estimates as current mineral resources or mineral reserves. The Company is not treating the historical estimate as current mineral resources or mineral reserves.

To earn 100% interest, the Company must make the following payments:

- a) Cash payments
 - a. \$50,000 on or before October 4, 2017 (paid);
 - b. \$100,000 on or before October 4, 2018 (paid);
 - c. \$100,000 on or before October 4, 2019 (paid);
 - d. \$500,000 on or before October 4, 2020 (extension received from the vendor).
- b) Share issuances
 - a. 6,000,000 common shares were issued and valued at \$540,000;
 - b. 2,000,000 common shares on or before October 4, 2019 (issued and valued at \$130,000).
- c) Exploration expenditures
 - a. incur \$300,000 on or before October 4, 2018 (incurred);
 - b. incur \$500,000 on or before October 4, 2019 (incurred);
 - c. incur \$1,200,000 on or before October 4, 2020 (extension received from the vendor).

The Company will also grant a 2% net smelter returns royalty, of which 1% can be purchased by the Company for \$1,000,000. Additionally, a \$5 per tonne royalty on the first million tonnes of raw material shipped from the property without processing will be granted.

During the year ended February 29, 2020, the Company acquired additional claims in consideration of 1,000,000 common shares (issued and valued at \$40,000).

Other wollastonite occurrences on the Property include the along-strike Rivière du Nord and Rivière du Nord-Sud sites.

The wollastonite and diopside skarn at the Lac du Bras Showing has the peculiarity to be mineralized in sphalerite veinlets returning 0.38% Zn and at the Rivière du Nord-Est Showing to be mineralized in galena where a block sample returned 1.50 % Pb (Source: Sigeom MERN).

As other commodities, the St-Onge Wollastonite Property contains the historical Lac-Aux-Grandes-Pointes zinc-lead showing characterized by semi-massive to massive sphalerite and galena mineralization in quartzites. Four (4) samples taken 1979 returned 19.2 % Zn, 1.20 % Zn, 0.10 % Zn, 1.95 % Pb, and four (4) previous grab samples taken in 1978 returned 11.4 % Zn, 0.38 % Zn, 0.24 % Zn, 0.10 Zn (Source: Sigeom MERN GM).

On October 4, 2017, the Company received approval from TSX Venture Exchange.

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On November 16, 2017, the Company retained Goldminds Geoservices Inc., a Quebec-based consulting firm specialized in mining engineering, geology and economic assessments, to undertake an NI 43-101 compliant resource estimation and associated technical report for its St-Onge Wollastonite Project, Lac-Saint-Jean, Quebec. The Goldminds work program will consist with the compilation and computerization of historical information and followed by required reconciliation field work.

On December 19, 2017, the Company announce that it has completed a 25 tonne bulk sample on its 100% owned St-Onge Wollastonite Project. The 25 tonne sample comes from the main zone and is located inside the historic open pit limit where Historical* combined measured and indicated Mineral Resources were of 45.2 MT at 38.19 % Wollastonite using a 30% cut off. The bulk sample was collected by Magnor Exploration Inc. of Saguenay under the supervision of Christian Tremblay, P.Geo., M.Sc. for mineral characterisation and metallurgical testing with an objective to produce commercial samples in the Company's projected global marketing strategy.

The Historical resources of the property with ancient labelling prior to NI 43-101 combined measured class I and Class II with the indicated Mineral Resources were of 45.2 MT at 38.19 % Wollastonite using a 30% cut off on wollastonite. The % wollastonite was derived from mineral norm constitution based on whole rock analysis.

- The reader is cautioned that the above referenced “Historical Resource” is considered historical in nature and as such is based on prior data and reports prepared by previous property owners and the company is not treating the historical estimate as current mineral resources.
- The historical mineral resources used in the Feasibility Study in 1994 where prepared by Claude Duplessis, P.Eng. The report title is: Rapport de l'Analyse de la Distribution Spatiale des Minéraux du gîte de Wollastonite du Canton St-Onge. Systemes Geostat International Inc., produced for Orleans Resources Inc.
- The estimation were prepared in conformity with the CIM classification of that time.
- The historical mineral resources where derived by estimation of blocks and geostatistics within a geological enveloped of wollastonite mineralisation prepared by the Sr. geologist of the project.
- In order to bring the mineral resources to NI -43-101, a QA/QC and verification of density has to take place as well as the presentation of a reasonable prospect of economic extraction.
- A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

Moreover in order to prepare NI 43-101 the company is also currently working at sorting and labelling approximately 7,000 meters of mostly NQ with minor BQ size dill core from 81 recovered diamond drill holes that have been realised in 1992, 1993 and 1994 across the deposit by Orleans Resources, previous owner of the St-Onge project. The Company is anticipating an independent resampling of some drill core sections to take place in the first quarter of 2018.

On April 24, 2018, the Company announce its first 43-101 mineral resource estimate at its St. Onge Wollastonite project in Quebec.

Highlights:

- High-grade Wollastonite deposit at surface pit constrained resources:
 - 7,155,000 tonnes Measured @ 36.20 % Wollastonite
 - 6,926,000 tonnes Indicated @ 37.04 % Wollastonite
 - 14,081,000 tonnes M&I @ 36.61 % Wollastonite at a cut-off grade of 30%

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- 17,896,000 tonnes Inferred @ 40.25 % Wollastonite

Note that mineral resources are not mineral reserves and do not have demonstrated economic viability. However, the reported mineral resources are considered by the qualified persons to have reasonable prospects for economic extraction as per CIM 2014 definitions.

The resource calculation is accompanied by a revised interpretation for the entire area drilled at St-Onge to date. In order to prepare the mineral resource estimate, a compilation of historical diamond drill holes data was done. The historical core samples were retrieved from the original owner residency in Lac StJean, sorted and verified at Magnor Exploration Inc. facility at Ville de LaBaie, Saguenay. This has enabled the company to carry out core sampling, core density measurements as well as independent 981989.1 sampling. A LIDAR topography has been used and provided by Jean-Luc Corriveau Legal Surveyor. The same group who surveyed two diamond drill hole collars in the 1990's.

A resampling program totalling 195 samples plus 21 independent samples has been completed.

The core sample was prepared with standard procedure to prepare a representative powder suitable for major element analysis with XRF. GoldMinds has used the results of the XRF major elements into mineral norm CIPW (see about for explanation). The norm elaborated by Mr. Kurt Hollocher Geology Department, Union College, Schenectady New-York, USA to convert major elements into minerals. Principal minerals are: Wollastonite, Diopside, Plagioclase, Orthoclase and Quartz.

The XRF laboratory results and conversion with this CIPW norm results have been cross checked with major elements historical results with minerals tabulated with a norm of the 1990's and demonstrate very similar results thus allowing its use with the new results assay for mineral calculation.

On October 2, 2018, the Company announce the successful completion of Phase Two trials involving cannabis growth with wollastonite (CaSiO_3) as a growth medium additive at BC Bud Depot's ACMPR-licenced Research and Development facilities in Vancouver, BC. Samples of marijuana grown with 15% wollastonite from Vertical's St. Onge project were entered in an international growers' competition, winning first place overall for Best Flower at the August 2018 Kootenay Cannabis Cup in Cranbrook, BC

Phase 2 of the BCBD wollastonite study began Apr. 4th, 2018 with 270 plants being tested after Phase 1 showed crushed powder, at either 5% or 10% per plant/base potting mix ratio, had a dramatic effect that reduced the test group resistance to stresses such as nutrient imbalances, water, pests and diseases. BCBD decided to use crushed powder and crushed small granular in Phase 2 studies after Phase 1 results.

First part of Phase 2-A was broken into 6 groups, using only crushed powder, 30 plants in each group with increasing amounts of wollastonite used in each group. Ratios of 2%, 5%, 10% 15% and 20% were used in the base potting mix and a control group.

BCBD base potting mix and control groups had an average PH level of 6.0, at 2% no PH changes were noticed, at 5% PH level raised to 6.1, at 10 % PH level raised to 6.3, at 15% PH level raised to 6.5, at 20% PH level raised to 6.8.

There was a noticeable difference in root mass, root health, and resistance to stresses in the 5%, 10%, and 15% groups. There was also a noticeable difference in foliage density when compared to the control group.

Phase 2-B was started July 20th, 2018 using crushed small granular, using the same base formula that was established in Phase 2-A, results for this Phase are still undetermined.

270 plants were involved in the trials, split into 30-plant groups with wollastonite added at 0%, 2%, 5%, 10%, 15% and 20% of the total growth medium.

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The growth trials also documented improved root and foliage density with the addition of wollastonite. Result tables from the time of harvest indicate a sharp contrast between sparser, tinted roots of control groups (consisting of peat moss, worm castings, kelp meal and glacial rock dust) and the dense, white root matrix of plants grown with 10%, 15% and 20% wollastonite. Wollastonite used in the study was -40 mesh fine-grade powder, sourced from the Company's St. Onge Wollastonite project located in Quebec, Canada.

The Cannabis strains used in the wollastonite trials were BC Sweet God and Cali Cure, a high-CBD strain. The First Place Overall award for BC Sweet God was the 45th major award earned by BC Bud Depot over fifteen years of international competition, but the first one credited largely to a soil additive.

On February 21, 2019, the Company commenced a diamond drilling and sampling program on its advanced stage St-Onge-Wollastonite Deposit located approximately 90 kilometres Northwest of the city of Saguenay, in St-Onge township, in the Saguenay-Lac-St-Jean region of Quebec, Canada.

The program will consist of 23 holes and an estimated 1850 meters of drilling in total. Assay samples will be taken from the NQ Core and split in half on site, with one half being sent to COREM's lab facilities in Quebec City and the other half being retained for future reference at Vertical's fully secured facilities in Saguenay Quebec. A strict quality assurance/quality control (QA/QC) program will be applied to all samples, including mineralized certified samples, blank samples and duplicate sample for each batch of 15 samples taken.

The drilling program will provide Vertical with important mineral data that will allow the Company to further update its NI 43-101 Technical report and aggressively move forward with its plans to begin quarry permitting process on its St-Onge-Wollastonite Deposit. Drilling results will be announced when received.

The diamond drilling program will be supervised by Jean-Paul Barrette, P.Geo from the Company's geological team

On March 18, 2019, the Company completed a successful diamond drilling and sampling program on its advanced stage St-Onge-Wollastonite Deposit located approximately 90 kilometres Northwest of the city of Saguenay, in St-Onge township, in the Saguenay-Lac-St-Jean region of Quebec, Canada.

The primary goal of the 2019 drilling program, which consisted of seven (7) drilling sections (see Figure 1, Sections A-G), was to establish an additional measured mineral resource of approximately 5 million tonnes of crude wollastonite. The pit constrained mineral resources at the St-Onge Wollastonite deposit, as previously reported in the Company's August 2, 2018 news release, comprises an NI 43-101 compliant resources totaling 14 million tonnes at 36.61% Wollastonite in the measured and indicated class using a cut-off grade of 30% Wollastonite (7.1 million tonnes at 36.20% in measured and 6.9 million tonnes at 37.04% in indicated), and 17.9 million tonnes at 40.25% in the inferred class (rounded numbers). The NI 43-101 Technical Report was prepared by GoldMinds Geoservices Inc. ('GMG').

HIGHLIGHTS OF THE 2019 DRILLING CAMPAIGN

- Twenty-three (23) drill holes totaling 1,784.0 metres were completed in less than two weeks of drilling (see Figure 1 & Table 1).
- Twenty (20) drill holes intersected high-grade wollastonite zones, confirming excellent continuity and correlation with the thickly mineralized zones intersected by previously reported historical drill holes.

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- Sixteen (16) drill holes intersected high-grade wollastonite zones right up until the end of the hole, which are all open at depth.
- A total of 1,107.5 meters of high-grade wollastonite mineralized core length was intersected, representing approximately 62% of all drilled core length.

In total, nine hundred thirteen (913) drill core samples of approximately 1.5 metres in length, including samples ranging from less than one 1.0 metre in length and up to a maximum of 2.5 metres in length, were collected for laboratory assaying. Eighty-one (81) of the 913 drill core samples were quality assurance/quality control (QA/QC) samples, including mineralized certified samples, blank samples and duplicate samples.

Complete drilling results for the 23 hole program will be announced when received.

On May 6, 2019, the Company shipped an additional 100 Kilograms of wollastonite from its St-Onge deposit for use at BC Bud Depot's (BCBD) ACMPR-licensed Research and Development facilities in Vancouver, BC. The wollastonite will be used as a natural soil additive to enhance overall cannabis plant health and improve cultivation and production at BCBD's facilities.

On May 14, 2019, the Company received positive results from its Phase 1 Research and Development program that was conducted by AGRINOVA using wollastonite from the Company's St-Onge deposit. All of the research and testing in the Phase 1 program was managed and monitored by AGRINOVA, a highly-regarded Center for Research and Innovation in Agriculture in Quebec, in an effort to optimize the potential agricultural uses of wollastonite and help improve production methods for farmers and agricultural companies located in Quebec.

The Phase 1 program conducted by AGRINOVA over the past year focused on research and testing in two key component areas, including characterizing and confirming that Vertical's wollastonite can meet regulatory requirements for agricultural applications in Quebec and investigating potential markets for the St-Onge wollastonite resource. The third key component of the Phase 1 program, which involves developing applied research programming in order to allow Vertical's wollastonite to be upgraded according to regulatory requirements and markets, will be the subject of a further study to be undertaken by AGRINOVA in the upcoming months.

The first component results provided by AGRINOVA clearly indicate that Vertical's StOnge wollastonite could be BNQ (Bureau de normalisation du Quebec) certified or registered under the Fertilizers Act in Quebec, and potentially be used in the manufacture of slow-mineralizing fertilizer. The safety profile of Vertical's wollastonite was successfully demonstrated by a germination and elongation test with barley. AGRINOVA went on to report that the St-Onge wollastonite has a neutralizing power and efficiency which compares it favorably with current lime products, and that it has appreciable levels of major and minor elements (Silicon, Calcium, Magnesium and Manganese) that are essential for plant nutrition and growth. Another benefit of Vertical's wollastonite that was identified by AGRINOVA is its high bio-availability of silicon that leads to both enhanced plant growth and resistance to abiotic and biotic stress in a range of agricultural crops, as studies have shown there is a significant need for this element that is not being filled by commercial fertilizers.

Results for the second market study component that was undertaken by AGRINOVA, indicate that wollastonite has a significant potential to be used for maple production (maple syrup production), organic agriculture, sod production, large-scale crops (cereals, corn and soybeans) and boreal forestry (spruce budworm control and post-fire regeneration). Based on these uses, the potential agricultural demand for wollastonite in the initial target market of Quebec could be in the order of 6,400 tonnes for the Saguenay-Lac-Saint-Jean region, and approximately 274,000 tonnes for the province of Quebec as a whole. AGRINOVA also estimates that there could be additional demand of approximately 59,000 tonnes from the Maritime Provinces of Canada, based on the increased potential for wollastonite to be used for regional blueberry and potato crops.

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On August 15, 2019, the Company acquired the five new claims in order to consolidate the current St-Onge Wollastonite Project model. A field sampling program is now underway on selected areas of the property, and the Company is currently assessing newly discovered graphite occurrences on its ground. Cumulative terms of the acquisition, in order to acquire a 100% interest, call for the Company to issue an additional 1,000,000 common shares (issued and valued \$40,000) of the Company to the original arm's length vendor of the St-Onge property. This transaction is subject to the approval of the TSX Venture Exchange.

With the addition of the five newly acquired claims, the St-Onge Wollastonite Project now consists of 31 map-designated cells covering a surface area of 1747 hectares (approximately 17.5 square kilometres). In 2018, Vertical filed a Technical Report on SEDAR in compliance with National Instrument 43-101 (NI 43-101) on the Company's St-Onge Wollastonite Project's mineral resources. The high-grade St-Onge Wollastonite deposit has pit-constrained mineral resources of : (i) 7,155,000 tonnes Measured @ 36.20 % Wollastonite & 6,926,000 tonnes Indicated @ 37.04 % Wollastonite for a total of 14,081,000 tonnes Measured & Indicated @ 36.61 % Wollastonite at a cut-off grade of 30%; plus (ii) 17,896,000 tonnes Inferred @ 40.25 % Wollastonite. Note that mineral resources are not mineral reserves and do not have demonstrated economic viability. However, the reported mineral resources are considered by the qualified persons to have reasonable prospects for economic extraction as per the CIM 2014 definitions.

On November 21, 2019, the Company entered into a definitive distribution agreement to partner on the sale of Vertical's wollastonite from its world-class St-Onge Deposit in order to supply the fast growing cannabis and hemp industries.

Vertical and AREV Brands have agreed to enter into this distribution agreement, whereby Vertical will supply wollastonite materials produced from its St-Onge mineral property located in Quebec to AREV Brands for distribution and/or resale to both small scale "craft" cannabis or hemp growing operations and large scale cannabis or hemp growing operations licensed by Health Canada.

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RESULTS OF OPERATIONS

The following discussion explains the variations in the key components of the Company's operating results but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options. For details on the results of work on, and other activities in connection with, the Company's exploration and evaluation assets, see "Mineral Properties".

Results for the nine months ended November 30, 2020:

During the nine months ended November 30, 2020, the Company incurred a loss of \$263,247 (2019 - \$261,864). The loss is primarily a result of:

- i) Consulting fees of \$83,629 (2019 - \$34,300) increased due to increased consulting services to seek out new exploration properties during the current period.
- ii) Filing fees of \$14,537 (2019 – \$7,654) increased due to the filings related to private placement in the current period.
- iii) Flow-through liability recovery of \$8,082 (2019 – \$Nil) increased due to the exploration expenditure on St-Onge Wollastonite Project during the current period.
- iv) Office and miscellaneous of \$14,103 (2019 – \$24,563) decreased due to the Company's efforts in saving costs during the current period.
- v) Promotion and marketing of \$2,989 (2019 – \$32,678) decreased due to the Company's efforts in increasing market awareness for financing opportunities during the comparative period.
- vi) Professional fees of \$44,773 (2019 – \$51,277) decreased as a result of lower legal fees incurred during the current period.

Results for the three months ended November 30, 2020:

During the three months ended November 30, 2020, the Company incurred a loss of \$71,416 (2019 - \$83,450). The loss is primarily a result of:

- i) Bank charges and interest recovery of \$1,891 (2019 – expense of \$52) increased as a result of interest reversal on outstanding Exploration invoices during the current period.
- ii) Promotion and marketing of \$Nil (2019 – \$7,595) decreased due to the Company's efforts in increasing market awareness for financing opportunities during the comparative period.

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Summary of Quarterly Results

	November 30, 2020	August 31, 2020	May 31, 2020	February 29, 2020
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	(71,416)	(124,166)	(67,665)	(94,999)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Exploration and evaluation assets	2,103,434	2,066,824	1,930,631	1,891,544
Total assets	2,160,374	2,210,573	1,939,026	1,901,783
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	354,094	332,877	581,136	479,228
Shareholders' equity	1,806,280	1,877,696	1,357,890	1,422,555
	November 30, 2019	August 31, 2019	May 31, 2019	February 28, 2019
Total revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net income (loss)	(83,450)	(74,277)	(104,137)	(162,399)
Net income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Exploration and evaluation assets	1,891,544	1,876,586	1,706,586	1,706,586
Total assets	1,901,378	1,897,135	1,827,087	2,157,742
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	453,224	365,531	391,206	631,284
Shareholders' equity (deficiency)	1,448,154	1,531,604	1,435,881	1,526,458

CAPITAL RESOURCES AND LIQUIDITY

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's financial statements have been prepared on a going concern basis 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. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter difficulty sourcing future financing in light of the unknown economic recovery. The current financial equity market conditions have improved since two years ago the global financial crisis and therefore making the funding market easier to raise capital through the private placements of shares. The junior resource industry is still affected by the world economic situation as it is considered speculative and high-risk in nature, making it somewhat difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with the financing ventures.

As of November 30, 2020, the Company had a working capital deficit of \$297,154, compared to a working capital deficit of \$468,989 at February 29, 2020.

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SHARES ISSUED DURING THE PERIOD ENDED NOVEMBER 30, 2020

During the period ended November 30, 2020, the Company closed a non-brokered private placement of 18,999,929 units at a price of \$0.035 per unit for proceeds of \$664,998. Each unit is comprised of one common share and one warrant of the Company. Each whole warrant entitles the holder to purchase one share at an exercise price of \$0.05 until June 17, 2022. In connection with the private placement, the Company paid \$8,026 in cash and 229,300 finder's warrants (valued at \$9,800) were issued. Each finder's warrant entitles the finder to purchase one common share in the Company at an exercise price of \$0.05 until June 17, 2021.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties and key management consist of executive officers, directors, companies owned by executive officers, companies owned by former officers, companies owned by directors, and companies owned by spouses of directors.

The Company incurred the following expenses in connection with key management, including companies owned by key management and directors.

Key Management	For the nine months ended November 30,	
	2020	2019
Management fees		
Paid or accrued to an officer of the Company	\$ 90,000	\$ 90,000
Professional fees		
Paid or accrued to an officer of the Company	\$ 1,500	\$ 1,000

Included in accounts payable and accrued liabilities at November 30, 2020 is \$126,000 (February 29, 2020 - \$85,449) owed to an officer of the Company.

OUTSTANDING SHARE DATA

As at January 25, 2021, the Company had the following outstanding:

- 83,409,352 common shares
- Stock options:

Expiry date	Number of Options	Exercise price	Number of options exercisable
January 17, 2022	2,775,000	\$0.05	2,775,000
Total	2,775,000		2,775,000

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- Warrants:

Expiry date	Number of warrants	Exercise price	Number of warrants exercisable
June 17, 2021	229,300	\$0.05	229,300
June 17, 2022	18,999,929	\$0.05	18,999,929
Total Outstanding	19,229,229		19,229,229

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off balance sheet arrangements.

PROPOSED TRANSACTIONS

There are no proposed transactions approved by the Board of Directors as of the date of this Management Discussion and Analysis.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations. Each of these could have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio and a strategy of possible joint ventures with other companies which balances risk while at the same time allowing properties to be advanced.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves. The properties that the Company has an option to earn an interest in are in the exploration stage only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few exploration properties are ultimately developed into producing mines. Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

**VERTICAL EXPLORATION INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED NOVEMBER 30, 2020**

NEW ACCOUNTING POLICIES AND PRONOUNCEMENTS

Please refer the November 30, 2020 condensed interim financial statements on www.sedar.com for new accounting policies as well as future accounting pronouncements.