FALCON
GOLD CORP

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE NINE MONTHS ENDED MARCH 31, 2022

DATE OF REPORT: May 26, 2022

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of The Company Gold Corp. ("Falcon Gold" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the period ended March 31, 2022. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended March 31, 2022 and related notes and with the audited consolidated financial statements for the year ended June 30, 2021 and related notes attached thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year presented are not necessarily indicative of the results may be expected for any future periods.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of The Company Gold's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Nature of the Business and Corporate Overview

The Company was incorporated on November 24, 2006 under the Business Corporations Act (Ontario) and was continued under the Business Corporations Act (British Columbia) on May 2, 2013. The Company trades on the TSX Venture Exchange under the symbol "FG". The corporate office and principal place of business of the Company is Suite 615 – 800 Pender Street, Vancouver, B.C., V6C 2V6.

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 results of operations at this time.

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts, of the pandemic and the war in the Ukraine, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business.

Forward Looking Information

Certain statements in this Management Discussion and Analysis constitute forward-looking statements under applicable securities legislation. Forward-looking statements or information typically containing statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose" or similar words suggesting future outcomes or statements regarding, and outlook. Forward-looking statements or information in this Management Discussion and Analysis include, but are not limited to, statements regarding:

- Business objectives, plans and strategies;
- Exploration objectives, plans and strategies; and,
- Certain geological interpretations and expectations.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to other assumptions identified in this Management Discussion and Analysis, assumptions have been made regarding, among other things:

- The ability of the Company to continue to fund its operations through financings, options and joint ventures;
- The ability of the Company to obtain equipment, services and supplies in a timely manner to carry out its activities;
- The level of exploration activities and opportunities;
- The ability of the Company to retain access and develop its mineral claims; and
- Current and future mineral commodity prices.

Although the Company believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because the Company can give no assurance that such expectations will prove correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements or information. These risks and uncertainties include but are not limited to:

- The ability of management to execute objectives, plans and strategies;
- Exploration, development and operational risks inherent in the mining industry;
- Market conditions;
- Risks and uncertainties inherent in geology and exploration for deposits;
- Potential delays and changes in plans;
- The Company's ability to retain land tenure;
- Uncertainties regarding financings and funding;
- General economic and business conditions;
- Possibility of governmental policy changes;
- Changes in First Nations policies;
- Other risks and uncertainties described within this document.

The forward-looking statements or information contained in this Management Discussion and Analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities law.

OVERALL PERFORMANCE

As at June 30, 2021	McCaul Hutchinson	Central Canada	Bruce Lake	Spitfire & Sunny	Gaspard	Springpole West	Esperanza	Hope Brook	Great Bent	Total
Balance, beginning of year	$ 72,562	$ 199,654	$ 27,730	$ 326,404	$ -	$ -	$ -	$ -	$ -	$ 626,350
Cash payments	-	62,000	-	-	15,000	-		-	-	77,000
Staking	-	-	-	-	-	-	-	109,590	5,915	115,505
Shares issued	-	6,375	-	-	18,000	-	18,000	-	-	42,375
Warrants issued	-	-	-	-	10,000	-	10,000	-	-	20,000
Option payment received	-	-	(74,750)	-	-	-	-	-	-	(74,750)
Option payment received in excess of cost	-	-	47,020	-	-	-	-	-	-	47,020
Exploration costs	-	557,108	-	9,730	-	2,250	16,631	-	-	585,719
Impairment	(42,562)	-	-	-	-	-	-	-	-	(42,562)
Balance, end of year	$ 30,000	$ 825,137	$ -	$ 336,134	$ 43,000	$ 2,250	$ 44,631	$ 109,590	$ 5,915	$ 1,396,657

As at March 31, 2022	McCaul Hutchinson	Central Canada	Spitfire & Sunny	Gaspard	Springpole West	Esperanza	Hope Brook	Sub-Total
Balance, beginning of period	$ 30,000	$ 825,137	$ 336,134	$ 43,000	$ 2,250	$ 44,631	$ 109,590	$ 1,390,742
cash	-	-	-	-	-	-	-	-
Staking	-	-	-	-	-	-	12,545	12,545
Shares issued	-	-	-	-	-	8,500	-	8,500
Warrants issued	-	-	-	-	-	1,000	-	1,000
Exploration costs	-	38,780	35,944	38,573	-	8,801	2,500	124,598
Impairment	(30,000)	-	-	-	-	-	-	(30,000)
Balance, end of period	$ -	$ 863,917	$ 372,078	$ 81,573	$ 2,250	$ 62,932	$ 130,550	$ 1,507,385

As at March 31, 2022	Sub-Total	Great Bent	Baie Verte	Gander	Victoria	Viernes	Total
Balance, beginning of period	$ 1,390,742	$ 5,915	$ -	$ -	$ -	$ -	$ 1,396,657
cash	-	-	-	-	-	12,879	12,879
Staking	12,545	-	103,920	37,180	6,500	-	160,145
Shares issued	8,500	-	-	-	-	12,750	21,250
Warrants issued	1,000	-	-	-	-	6,000	7,000
Exploration costs	124,598	14,000	25,000	-	-	-	163,598
Impairment	(30,000)	-	-	-	-	-	(30,000)
Balance, end of period	$ 1,507,385	$ 19,915	$ 128,920	$ 37,180	$ 6,500	$ 31,629	$ 1,731,529

McCaul Hutchinson Property

On December 28, 2017, the Company entered into an option agreement to acquire 100% of the McCaul Hutchinson Property which consists of a claim group located in McCaul and Hutchinson Townships, east of Atikokan in Northern Ontario. The McCaul Hutchinson Property consists of 6 unpatented mining claims consisting of 55 claim shares. As consideration, the Company is required to issue 400,000 common shares and make cash payments totalling $250,000 as follows:

a) Cash payment of $5,000 on signing (paid);
b) Issue 50,000 common shares on regulatory approval (issued);
c) Cash payment of $20,000 (paid) and issuance of 50,000 common shares on the first anniversary of the approval (issued);
d) Cash payment of $50,000 and issuance of 50,000 common shares on the second anniversary of the approval (see below);
e) Cash payment of $50,000 and issuance of 50,000 common shares on the third anniversary of the approval date; and
f) Cash payment of $125,000 and issuance of 200,000 common shares on the fourth anniversary of the approval date.

The McCaul Hutchinson Property is subject to a 1.0% net smelter return in favour of the previous owner of the claims. The Company may purchase the net smelter return for an aggregate amount of $1,000,000 at any time prior to the commencement of production.

During the year ended June 30, 2020, the Company entered into a debt settlement agreement to cover $39,000 of the second anniversary payment by issuing 650,000 common shares and a cash payment of $15,000, that was paid on August 8, 2020.

During the year ended June 30, 2021, the Company wrote down the McCaul Hutchinson Property to $30,000. During the period ended March 31, 2022, the Company decided not to continue with McCaul Hutchinson Property and have wrote-off the remaining $30,000.

Central Canada Property

On January 10, 2018, the Company entered into an option agreement to acquire 100% of the Central Canada Property consisting of a claim group located in Hutchinson Township, east of Atikokan in Northern Ontario. The Central Canada Property consists of 7 unpatented mining claims consisting of 55 claim shares. As consideration, the Company is required to issue 325,000 common shares and make cash payments totalling $141,500 and incur $100,000 in exploration and evaluation expenditures as follows:

a) Cash payment of $6,500 on signing (paid);
b) Issue 50,000 common shares on regulatory approval (issued);
c) Cash payment of $15,000 (paid), issuance of 50,000 common shares (issued) and incur $10,000 in exploration expenditures on or before the first anniversary of the approval (incurred);
d) Cash payment of $30,000, issuance of 50,000 common shares (see below) and incur $20,000 in exploration expenditures on or before the second anniversary of the approval (incurred);
e) Cash payment of $40,000 (paid), issuance of 75,000 common shares (issued) and incur $30,000 in exploration expenditures on or before the third anniversary of the approval date (incurred); and
f) Cash payment of $50,000 (subsequently paid), issuance of 100,000 (subsequently issued) common shares and incur $40,000 in exploration expenditures on or before the fourth anniversary of the approval date (incurred).

The Central Canada Property is subject to a 2.0% net smelter return in favour of the previous owner of the claims. The Company may purchase the one-half of the net smelter return for an aggregate amount of $1,000,000 at any time prior to the commencement of production.

During the year ended June 30, 2020, the Company entered into a debt settlement agreement to cover $21,000 of the second anniversary payment by issuing 350,000 common shares and a cash payment of $15,000, which was paid on August 8, 2020.

On July 23, 2020, the Company staked an additional 7,477 hectares of mineral claims consisting of 369 units in Atikokan gold camp. It increases the Company's land position to 10,392 hectares and additional 507 mining units.

Bruce Lake Property

On September 6, 2019, the Company entered into an option agreement to acquire 100% interest in the Bruce Lake Property, which consists of a claim group located in the Red Lake area of Northern Ontario. The Bruce Lake Property consists of 5 unpatented mining claims consisting of 72 claim cells. As consideration, the Company is required to issue 500,000 common shares (issued) and make cash payments totalling $58,000 of which $6,000 have been paid by the Company and the remaining $50,000 over a four-year period as follows – $8,000 on or before September 6, 2020 and $10,000, $14,000 and $20,000 due on the second, third and fourth anniversary date respectively.

The Bruce Lake Property is subject to a 1.5% net smelter return ("NSR") in favour of the previous owner of the claims. The Company may purchase the one-half of the NSR for an aggregate amount of $400,000 at any time prior to the commencement of production.

On June 20, 2020, the Company entered into property assignment agreement with Portofino Resources Inc. ("Portofino") whereby the Company has assigned 100% of the interest in the Bruce Lake Property as consideration, the Company will receive 650,000 common shares of Portofino and Portofino will assume the remaining cash payments of $50,000 commencing on September 6, 2020. On July 20, 2020, the Company received the 650,000 common shares of Portofino with a fair value of $74,750.

The Company will receive an additional 0.5% NSR for a total of 2% NSR of which 1.5% is payable to the previous owner.

Spitfire and Sunny Boy

On April 16, 2020, the Company acquired 100% interest in Spitfire and Sunny Boy claims in south central British Columbia. The claims are located approximately 16 kilometers east of Merritt and total 502 hectares. As consideration the Company paid cash of $25,000, issued 2,500,000 common shares fair valued at $175,000 and issued 2,500,000 warrants exercisable at $0.10 for a period of two years with a fair value of $113,883.

The vendor will retain a 2% net smelter royalty (NSR). The Company will have the right to purchase 0.5 of the total NSR 1% at any time up to commencement of production for a one-time payment of $400,000.

During the summary of 2021, the Company completed a prospecting and backpack drilling program and announced its results on November 3, 2021. The program was designed to test the six subparallel vein. The Company will continue to evaluate the property and in preparation for an inaugural drill program. See November 3, 2021 news release for details of the drill program.

Camping Lake

On September 6, 2019, the Company entered into an option agreement to acquire 100% interest in the Camping Lake Property which consists of a claim group located in Red Lake area of Northern Ontario. The Camping Lake Property consists of 5 unpatented mining claims consisting of 109 claim cells. As consideration, the Company is required to issue 500,000 common shares (issued) and make cash payments totalling $65,000 of which $8,000 have been paid by the Company and the remaining $57,000 over a four-year period as follows

– $10,000 on or before September 6, 2020 and $12,000, $15,000 and $20,000 due on the second, third and fourth anniversary date respectively.

The Camping Lake Property is subject to a 1.5% net smelter return in favour of the previous owner of the claims. The Company may purchase the one-half of the net smelter return for an aggregate amount of $400,000 at any time prior to the commencement of production.

On December 9, 2019, the Company entered into an option agreement with Marvel Discovery Resources Inc.'s (formerly International Montoro Resources Inc.) ("IMT") whereby IMT has the option to earn an initial 51% interest in the Camping Lake Property by assuming the Company's underlying claim payment schedule of $65,000 over a four-year period, incurring property expenditures of $300,000 over 2 years and issuing 1,500,000 million shares of IMT to the Company. On January 18, 2020, the Company received 1,000,000 common shares with a fair value of $35,000 from IMT and the remaining 500,000 shares will be due within one year of the effective date. On March 17, 2021, the Company received the 500,000 shares of IMT with a fair value of $40,000. As at June 30, 2021, IMT and the Company are connected by way of common officers.

Upon exercising the option to earn an initial 51%, IMT can acquire an additional 24% interest for $500,000 cash within 120 days from earning the 51% interest. The agreement is subject to a 2% NSR royalty, with the original vendor at 1.5% and Falcon at 0.5%.

On July 14, 2020, the Company staked 57 claims to its Camping Lake Property. The new claims add approximately 1,200 hectares ("ha") to the Camping Lake Property that is located near the Red Lake gold camp in northwestern Ontario and increases the project size to 3,400 hectares of contiguous mining units.

On June 30, 2021, the Company has decided not to proceed with the Camping Lake Property and have mutually terminate the joint venture agreement with IMT.

Springpole West Project

On August 25, 2020, the Company acquired 4,440 hectares of mining land 110 kilometers ("km") northeast of Red Lake, ON in the Birch-Uchi Greenstone Belt on Springpole Lake. The Company's new Springpole West Property comprises 197 claims containing 217 units and extends from McNaughton Township.

Hope Brook

During the year ended June 30, 2021, the Company staked 996 claims within the Hope Brook area in Newfoundland for total cost of $109,590. During the period ended March 31, 2022, the Company staked an additional 664 claims for a total cost of $6,045.

The Company has formed a strategic partnership with Marvel Discovery Corp, with the goal of exploring prospective claims recently acquired in the Hope Brook and Baie Verte Brompton districts. The combined total of both projects covers 115,175 hectares and will be explored together on 50-50 Joint Venture basis. This Alliance further empowers Falcon and Marvel to work together sharing in the potential upside of this impressive land package while reducing costs and capital. The Hope Brook Project will be renamed the Golden Brook JV ("the Property").

Esperanza Property

On February 3, 2021, the Company entered into an option agreement to re-acquire 80% interest in Esperanza property. As consideration, the Company is required to issue 500,000 common shares and 500,000 warrants and complete a total of US$350,000 in exploration expenditures over a four-year period with minimum annual expenditures of US$87,500 per year.

The Company is required to issue the following:

i) Issue 200,000 common shares (issued) and 200,000 warrants (granted) on signing of the agreement;
ii) Issue 100,000 common shares and 100,000 warrants on the second anniversary date of the first payment; (subsequently issued shares and warrants)
iii) Issue 100,000 common shares and 100,000 warrants on the third anniversary date; and
iv) Issue 100,000 common shares and 100,000 warrant on the fourth anniversary date;

The Company fair valued the 200,000 warrants at $10,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 0.22%; Dividend yield of NIL; Expected volatility of 140%; Expected life of 2 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

On February 24, 2022, the Company issued 100,000 common shares and 100,000 share purchae warrants. The Company fair valued the 100,000 warrants at $1,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 2.21%; Dividend yield of nil; Expected volatility of 90%; Expected life of one years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

Upon completion of the 80% the Company has the option to acquire the remaining 20% for a further payment of 2,000,000 common shares of the Company and cash payment of US$1,500,000 payable within 30 months and grant 1% net Smelter Return Royalty to the vendor.

The Esperanza Property is comprised of seven mineral concessions within the Sierra de Las Minas District of La Rioja and San Luis provinces in Argentina.

On December 12, 2019, the Company terminated its original option agreement to earn an 80% interest in the Esperanza Property which it had amended on October 15, 2019, which required the Company to issue 5,500,000 shares and carry out exploration and evaluation expenditures of $1.6 million USD over a period of six years.

Gaspard Claims

On January 27, 2021, the Company entered into a property purchase agreement to acquire 100% interest in the Gaspard Claims which is located in the Clinton Mining District in central British Columbia. The Gaspard Claims consist of 3 mineral claims totaling 3,955.15 hectares. As consideration, the Company paid $15,000 in cash and issued 200,000 common shares and granted 200,000 warrants at $0.20 per share for a two year term within 15 days of the effective date and complete $34,000 in exploration expenditures on the property during the 2021 field season.

The Company fair valued the 200,000 warrants at $10,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 0.22%; Dividend yield of NIL; Expected volatility of 140%; Expected life of two years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

The Company will pay a 2% net Smelter Returns ("NSR") to the vendor and the Company may at any time purchase 1% NSR for $1,500,000.

Great Bent

During the year ended June 30, 2021, the Company staked 91 claims in New Foundland for a total cost of $5,915.

Gander South

During the period ended December 31, 2021, the Company staked 572 claims in Gander New Foundland for a total cost of $37,180.

Victoria South Area

During the period ended December 31, 2021, the Company staked 284 claims in Gander New Foundland for a total cost of $6,500.

Baie Verte Area

During the period ended December 31, 2021, the Company staked 548 claims in Gander New Foundland for a total cost of $103,920.

Viernes Project

On December 16, 2021, the Company entered into a property option agreement to acquire 100% interest in the Viernes Project in the Republic of Chile from Excava Holding SpA, a Chilien company ("Excava") . The Viernes project consist of 13 claims. As consideration, the Company agreed to issue 500,000 units over a two year period; incurr US$250,000 in exploration expenditures within 48 months from the effective date. Upon completion of the above terms, the Company will hold an 80% interest in the Claims and Excava will hold the remaining 20% and retain a 2% Net Return Royalty (the "NSR").

The Company can acquire the remaining 20% interest which includes a 1% NSR buy back for US$1,500,000. The exclusive right to purchase for a 30 month term; after which the Company reserves first right of refusal.

On February 24, 2022, the Company issued 150,000 common shares valued at $12,750 and 150,000 share purchase warrants exercisable at $0.20 over a two year period. The Company fair valued the 150,000 share purchase warrants at $6,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 0.1.26%; Dividend yield of NIL; Expected volatility of 117%; Expected life of 2 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

Burton Property

The Burton Property consists of a 100% interest in a claim group located in Esther Township, northwest of Sudbury in Northern Ontario. The Burton Property consists of 16 unpatented mining claims and 6 patented claims covering 356 hectares in a largely contiguous block.

The Burton Property is subject to a 2.5% net smelter return and a 10% net profits interest in favour of the previous owner of the claims. The Company may purchase sixty percent of the net smelter return for an aggregate amount of $1,500,000 at any time.

During the year ended June 30, 2012, the Company entered into a Mining Option Agreement with Trelawney Mining and Exploration Inc. (now IAMGOLD Corporation) whereby Trelawney can earn up to a 75% interest in the Burton Property. The terms of the Agreement include a cash payment of $150,000 to the Company and a commitment to incur exploration and evaluation expenditures in the amount of $1,200,000 over a two-year period from the date of signing of the Agreement.

As of June 30, 2015, and June 30, 2016, sufficient amounts have been expended with respect to the Trelawney Agreement to enable Trelawney to earn a 51% interest in the Burton Property. The option for Trelawney to acquire an additional 24% interest in the Burton Property has lapsed.

During the year ended June 30, 2019, the Company identified an impairment indicator with respect to the Burton Property as there was an absence of substantive exploration expenditures over the past four fiscal years, nor are substantive exploration expenditures budgeted or planned for the coming fiscal year. Consequently, the Company recorded impairment in the amount of $1,308,291 in connection with the Burton Property.

As of March 31, 2022, the Company owns 49% of the Property and the Property remain inactive.

Selected Annual Information

	Year ended June 30, 2021	*Year ended June 30, 2020*	*Year ended June 30, 2019*
Revenue	*Nil*	*Nil*	*Nil*
Net Loss	*$886,999*	*$671,496*	*$1,663,046*
Total Assets	*$2,372,289*	*$860,895*	*$167,367*
Total Long-term Liabilities	*$-*	*$-*	*$-*
Cash dividends per share	*$-*	*$-*	*$-*

During the year ended June 30, 2019, the Company recorded a net loss of $1,663,046 which included $1,330,591 in impairment and write-off of mineral properties. During the year ended June 30, 2020, the Company recorded a net loss of $671,496 which included $148,344 in impairment and write-off of mineral properties and share-based payments. During the year ended June 30, 2021, the Company recorded a net loss of $886,999 which included share-based payments of $458,600 and write-off of mineral properties totaling $42,562.

RESULT OF OPERATIONS

For the three months ended March 31, 2022:

During the three months ended March 31, 2022, the Company recorded a net loss of $323,112 as compared to the net loss of $111,792 for the comparable quarter ended March 31, 2021.

Total expenses for the current quarter amounted to $359,096 as compared to $205,532 for the comparable quarter an increase of approximately $153,000. The increase can be attributed to an increase in consulting fees, filing fees and communications, and share-based payments. During the current quarter the Company granted 2,200,000 stock options to directors and officer of the Company and to consultants as compared to 800,000 stock options granted in the comparable quarter. The Company recorded share-based payments of $154,000 as compared to $65,000 in the comparable quarter. Share-based payments is a non-cash transaction.

Filing fees and communications have increased to $85,810 from $54,106 in the current quarter due an increase in marketing activities in the current quarter. Consulting fees have increased from $23,405 to $38,600 in the current quarter. During the current quarter, the Company continue to engage consultants for business development and advisory services.

During the three months ended March 31, 2022, the Company incurred $21,642 in exploration costs on its mineral properties and wrote-off $30,000 in mineral property as the Company decided not to continue with the McCaul Hutchinson property.

For the nine months ended March 31, 2022:

During the nine months ended March 31, 2022, the Company recorded a net loss of $927,729 as compared to the net loss of $733,577 for the comparable period ended March 31, 2021.

Total expenses for the current period amounted to $955,147 as compared to $864,587 for the comparable period an increase of approximately $90,000. The increase can be attributed to the increase in consulting fees and professional fees offset by the decrease in filing fees and communications and share-based payments.

The consulting fees have increased from $47,866 to $142,091 in the current period. During the current period, the Company engaged new consultants for business development and advisory services.

Professional fees have increased to $58,196 as compared to $30,064 for the comparable period, which can be attributed an increase in 2021 year end audit fees and additional accounting fees.

The above increase was offset by the decrease in share-based payment from $421,000 to $394,000. During the current period the Company granted 5,000,000 stock options to directors and officer of the Company and to consultants. Share-based payments is a non-cash transaction.

Filing fees and communications have decreased from $223,845 to $202,412 in the current period due the decrease in marketing activities in the current period.

During the nine months ended March 31, 2022, the Company incurred $313,225 of exploration costs on its mineral properties. The Company incurred $160,145 in staking cost and paid $12,879 in advance on its new Viernes property, issued shares and warrants valued at $28,250 pursuant to the terms of the property agreements and incurred $163,598 in exploration cost on its existing mineral properties which mainly consisted of assays and geological cost. The Company also decided to write-off the McCaul Hutchinson property and recognized a write-off of $30,000.

SUMMARY OF QUARTERLY RESULTS

The following table presents certain selected financial information on a quarterly basis:

Quarter Ended		Revenue		Loss for the period		Basic and Diluted Loss per share
March 31, 2022	$	Nil	$	323,112	$	(0.00)
December 31, 2021	$	Nil	$	234,570	$	(0.00)
September 30, 2021	$	Nil	$	370,047	$	(0.00)
June 30, 2021	$	Nil	$	153,422	$	(0.00)
March 31, 2021	$	Nil	$	111,792	$	(0.00)
December 31, 2020	$	Nil	$	156,086	$	(0.00)
September 30, 2020	$	Nil	$	465,699	$	(0.00)
June 30, 2020	$	Nil	$	401,766	$	(0.01)

Variances in quarterly results can be due to share-based payments incurred in a quarter as the Company's stock options generally vest on the grant date and therefore are fully expensed in the quarter in which they are granted and to the write-off of mineral properties during a quarter.

FOURTH QUARTER

N/A

LIQUIDITY

As at March 31, 2022, the Company had working capital of $741,427 (June 30, 2021 – $813,564 working capital), had not yet achieved profitable operations, has accumulated losses of $9,532,727 (June 30, 2021 - $8,604,998) since its inception and expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern.

The Company believes that the current capital resources is not sufficient to pay overhead expenses and its exploration expenditure commitment for the next twelve months and will need to seek additional funding for overhead expenses and any future commitments. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares, shares for debt, loans and related party loans to fund ongoing operations and investments. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

On July 9, 2021, the Company completed a non-brokered private placement of 1,500,000 units at a price of $0.12 per unit for total proceeds of $180,000 of which it is included in subscriptions received as at June 30, 2021. Each unit consist of one common share and one non-transferable warrant entitling the holder to purchase one common share of the Company at a price of $0.20 per share expiring on July 9, 2024. The Company recorded a cash finders fee of $11,700.

On October 12, 2021, the Company completed a non-brokered private placement of 4,117,000 flow-through units at a price of $0.13 per unit for total proceeds of $535,210. Each unit consist of one flow-through common share and one-half of one common share purchase warrant; each whole warrant entitling the holder to subscribe for and purchase one non-flow-through common share at a price of $0.25 expiring on October 12, 2023. The Company paid a cash finders fee of $31,801. The Company recognized a flow-through premium of $123,510 on this private placement and a value of $nil was allocated to the warrants using the residual value method. As at March 31, 2022, the Company incurred $56,827 in exploration expenditures and have recognized $13,114 as other income and has a commitment to incur another $478,383 in exploration expenditures.

On February 24, 2022, the Company issued 150,000 common shares fair valued at $12,750, pursuant to the terms of the Viernes Property Option Agreement and another 100,000 common shares fair valued at $8,500 pursuant to the Esperanza Property Option Agreement.

During the period ended March 31, 2022, the Company issued 7,800,000 common shares pursuant to the exercise of share purchase warrants for a total proceed of $390,000 of which $25,000 is included in subscriptions receivable as at December 31, 2021.

During the period ended March 31, 2022, the Company issued 80,000 common shares pursuant to the exercise of stock options at a price of $0.125 per share for total proceed of $10,000. The Company transferred $8,800 from contributed surplus.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and no current revenues. There can be no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Regulatory Requirements

Even if the Company's properties are proven to host economic reserves of gold or other precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential success lie in its ability to discover, develop, exploit and generate revenue out of mineral deposits. Mineral exploration and development involves a high degree of risk, and few properties which are explored are ultimately developed into producing mines. The profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, if any, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamond, precious and non-precious metals, any of which could result in work stoppages, damage to the property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of the Company.

The Company will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to determine if mineralization reserves exist through drilling, to develop processes to extract the precious and non-precious metals from the mineralization and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis or at all. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of mineralization mined, fluctuations in markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access to any properties in which the Company has or may have an interest may have an adverse effect on profitability in that infrastructure costs will be higher.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and cause insolvency and/or a decline in the value of the securities of the Company.

No Assurance of Title to Properties

The acquisition of title to mineral projects is a very detailed and time consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The company believes that it presently holds all necessary licenses and permits to carry on with activities which it is currently conducting under applicable laws and regulations and the Company believes it is currently complying in all material respects with the terms of such laws and regulations. However, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Competition

The mineral exploitation industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its invested capital.

Environmental Regulations

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of any copper, nickel, gold, platinum or any other minerals discovered. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, consumption patterns, speculative activities and increased production due to new mine developments and improved mining and production methods.

The effect of these factors on the price of gold, base and precious metals and therefore the economic viability of any of the Company's projects cannot be accurately predicted.

Reliance on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

OFF BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be material to investors.

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company had the following transactions in the normal course of operations with related parties:

		For the nine months ended March 31, 2022	2021
Management fees	R7 Capital Ventures Ltd. controlled by CEO	$ 90,000	$ 83,000
Office and miscellaneous	R7 Capital Ventures Ltd.	21,640	14,490
Professional fees	Harmony Corporate Services Ltd. controlled by CFO	18,000	2,000
Share-based payments	Karim Rayani, CEO	134,500	214,250
	John Bossio, Director	3,000	-
	James Farley, Director	6,000	-
	Geoff Balderson, CFO	11,800	-
	Michelle Suzuki	8,750	-
		164,050	214,250
		$ 293,690	$ 321,740

As at March 31, 2022, prepaid expenses and deposits included $23,625 (June 30, 2021 - $Nil) in prepaid rent to a company with a common director.

The amount due to related party at March 31, 2022 of $122,898 (June 30, 2021 - $Nil) is due to another public company with directors and/or officers in common. The amount is unsecured non-interest bearing and due on demand.

As at March 31, 2022, accounts payable and accrued liabilities include $Nil (June 30, 2021 - $7,674) due to related parties for unpaid fees. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

PROPOSED TRANSACTIONS

N/A

SUBSEQUENT EVENTS

Subsequent to March 31, 2022:

On April 26, 2022, pursuant to the terms of the Central Canada Property option agreement the Company issued 100,000 common shares and paid the $50,000 cash payment.

On May 3, 2022, pursuant to the exercise of stock options, the Company issued 450,000 common shares at $0.05 per share for total proceeds of $22,500 and 650,000 stock options expired unexercised.

ACCOUNTING POLICY JUDGMENTS AND ESTIMATION UNCERTAINTY

The preparation of financial statements requires the use of accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Estimates and judgments are regularly evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. The use of judgments, estimates and assumptions affects the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. The following discusses accounting policy judgments and the sources of estimation uncertainty that may result in material changes in the carrying amount of assets or liabilities within the next year:

(a) Accounting policy judgements

Impairment of Mineral Properties

In accordance with the Company's accounting policy for its mineral properties, exploration and evaluation expenditures on mineral properties are capitalized. There is no certainty that the expenditures made by the Company in the exploration of its property interests will result in discoveries of commercial quantities of minerals. The Company applies judgment to determine whether indicators of impairment exist for these capitalized costs.

Management uses several criteria in making this assessment, including the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of mineral properties are budgeted, and evaluation of the results of exploration and evaluation activities up to the reporting date.

Determining Amount and Timing of Reclamation Provisions

A reclamation provision represents the present value of estimated future costs for the reclamation of the Company's mineral properties. These estimates include assumptions as to the future activities, cost of services, timing of the reclamation work to be performed, inflation rates and interest rates. The actual cost to reclaim a mine or exploration property may vary from the estimated amounts because there are uncertainties with respect to the extent of required future remediation activities, as studies are currently ongoing, and uncertainties in factors used to estimate the cost and potential changes in regulations or laws governing the reclamation of a mineral property. Management periodically reviews the reclamation requirements and adjusts the liability as new information becomes available and will assess the impact of new regulations and laws as they are enacted.

(b) Estimation Uncertainty

Share-based payments

Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, interest rates and dividend yield and expected vesting dates and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in audited financial statements.

CHANGES IN ACCOUNTING POLICIES

Accounting Standards Issued but Not Yet Applied

There are no IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's condensed interim consolidated financial statements.

RISK MANGEMENT, FINANCIAL INSTRUMENTS AND CAPITAL DISCLOSURES

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to manage its capital to be able to sustain the future development of the Company's business.

The Company currently has no source of revenues, and therefore is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended March 31, 2022. The Company is not subject to externally imposed capital requirements.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution.

The Company's concentration of credit risk and maximum exposure is as follows:

	March 31, 2022	June 30, 2021
Cash	$ 381,629	$ 547,426

The credit risk associated with cash is minimized by ensuring it is placed with a major Canadian financial institution with a strong investment-grade rating issued by a primary ratings agency.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations, anticipated investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company has insufficient cash to meet its requirements for administrative overhead, to conduct due diligence on mineral property acquisition targets, and to conduct exploration of its mineral properties and mineral properties that may be acquired.

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

i. Interest rate risk

The Company's cash consist primarily of cash held in bank accounts and term deposits with banks. Due to the short-term nature of this financial instrument, fluctuations in market rates do not have a significant impact on estimated fair value as of March 31, 2022. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subject to interest rate risk.

ii. Foreign currency risk

During the period ended March 31, 2022, the Company was not exposed to material foreign currency risk.

iii. Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk. The Company's marketable securities are exposed to other price risk.

Financial assets and liabilities that are recognized on the statement of financial position at fair value can be classified in a hierarchy that is based on the significance of the inputs used in making the measurements.

<u>The levels in the hierarchy are:</u>

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Company's financial assets measured at fair values through profit or loss are as follows:

March 31, 2022	Level 1	Level 2	Level 3
	$	$	$

Marketable securities	243,573	-	30,000

June 31, 2021	Level 1	Level 2	Level 3
	$	$	$
Marketable securities	253,785	-	-

Financial risk

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

The Company's financial instruments consist of cash, receivable, accounts payable and accrued liabilities. 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.

Outstanding Share Data

As at March 31, 2022 and at the date of this MD&A, the Company has the following shares or equities that are convertible to the Company's share capital on a one-to-one basis:

	As at	
Security description	March 31, 2022	MD&A
Common shares – issued and outstanding	112,467,783	112,612,783
Share purchase warrants	21,088,499	21,088,499
Stock options	12,030,000	10,930,000
Common shares – fully diluted	145,586,282	144,631,282

Additional Information

Additional information about the Company, including the Annual Financial Statements, is available on SEDAR at www.sedar.com.