

DIXIE GOLD INC.

Management Discussion and Analysis (MD&A) First Quarter Report – Period Ended March 31, 2021

(Expressed in Canadian dollars, unless otherwise noted)

May 25, 2021

For further information on the Company, reference should be made to its public filings on SEDAR at www.sedar.com. General information is also available on the Company's website at www.dixiegold.ca. This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the interim period ended March 31, 2021 financial statements and related notes thereto, in addition to the audited financial statements for the year ended December 31, 2020 which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain Forward-Looking Statements and the reader should read the cautionary statement related to Forward-Looking Statements found at the end of this report.

OVERVIEW

Dixie Gold Inc. (the "**Company**") was incorporated on August 24, 2011 pursuant to the *Business Corporation Act* (Alberta) and was continued into British Columbia under the *Business Corporation Act* (British Columbia) on November 10, 2015. The Company is extra-provincially registered in the provinces of Saskatchewan and Quebec, as well as in Nunavut and the Northwest Territories.

The Company has several exploration projects of focus, including the Preston Uranium Project in Saskatchewan, its Red Lake Gold Project in Ontario and its Isko Gold Project in Quebec. The Company also holds exposure to two lithium projects, being the Torp Lithium Project and the Phoenix Lithium Project (collectively, the "Principal Projects").

The Company also acquires, from time-to-time, a number of non-material, grassroots exploration tenures which are viewed by the Company as practical exploration call options on various commodity and/or regional exploration activities in Canada (the "Non-Principal Projects" or "Other Projects").

Company resources are predominantly focused on Principal Projects although Non-Principal/Other Projects may be advanced on a more active basis (i.e. become a Principal Project) as on-hand capital levels permit and/or regional exploration activity warrants. In the absence of an exploration decision on a Non-Principal/Other Project, the respective tenure is expected to lapse at its renewal date and be discontinued by the Company. The Company actively reviews market conditions and exploration opportunities within its portfolio on a continual basis.

Overview of Principal Projects

The Company cautions that past results or discoveries on proximate or adjacent projects are not necessarily indicative of the results that may be achieved on the Company's projects.

For the three months ended March 31, 2021, management of the Company considers the following projects to be Principal Projects (as previously defined):

Red Lake Gold Project (Ontario)

At the end of fourth quarter of 2019, the Company acquired a large portfolio of mineral claims situated in the emerging Dixie Gold District near Red Lake, Ontario. The Red Lake Gold Project held by the Company is located immediately adjacent to the Dixie Project being advanced by Great Bear Resources Ltd. The acquired project covered approximately 21,258 ha (52,507 acres) across 1,044 mining claims (see particulars by way of news release, Dixie Gold Inc. Announces Dixie Gold Project, dated December 31, 2019).

In early 2020, the Company expanded its Red Lake Gold Project through the purchase of an additional 197 mining claims covering approximately 4,011 ha (9,907 acres)(see particulars by way of news release, Dixie Gold Inc. Announces 9,907 Acre Expansion of Red Lake Project, dated January 14, 2020).

In September 2020, the Company announced that it had commenced a large-scale inaugural soil sampling program at the Red Lake Gold Project (see news release, Dixie Gold Inc. Commences District-Scale SGH Soil Sampling Program at Red Lake Gold Project, dated September 17, 2020). The program was designed to sample more than 2,000 site locations situated within a 17.5km by 2km initial area of focus, broadly orientated along the NW-SE trending border and in close proximity to Great Bear Resources Ltd.'s Dixie Gold Project.

In October 2020, the Company launched a large-scale geophysical survey covering the majority of its Red Lake Gold Project (see news release, Dixie Gold Inc. Commences One of the Largest Airborne Geophysical Surveys in the History of Red Lake, dated October 1, 2020). The planned 4,695km line kilometre geophysical survey was successfully completed and the Company received final processed results from its geophysical contractor.

At the end of the fourth quarter of 2020, the Company announced that the SGH soil sampling program had revealed multiple prospective gold-in-soil anomalies at its Red Lake Gold Project (see news release, Dixie Gold Inc. Announces the Discovery of Multiple Gold-in-Soil Anomalies at Red Lake Project, dated December 24, 2020).

Subsequent to the first quarter of 2021, the Company released geophysical results from the airborne survey that was completed during the preceding quarter and concurrently updated the market with geophysical interpretation work done thereon (see news release, Dixie Gold Inc. Geophysical Interpretation Outlines High-Strain Setting and Prospective Geology at Red Lake Project, dated May 20, 2021).

The Company is in the process of having a 43-101 technical report prepared for its Red Lake Gold Project and has retained independent geologists for preparation of same.

The Company continues to view its Red Lake Gold Project as a 2021 exploration priority (subject to constraints/factors relating to COVID-19).

Preston Uranium Project (Saskatchewan)

Preston Uranium Project

On March 7, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour Resources Ltd. (“**Skyharbour**”), executed an option agreement with Orano Canada Inc. (“**Orano Canada**”) (formerly AREVA Resources Canada Inc.) which provides Orano Canada an earn-in option to acquire up to a 70-per-cent working interest in a portion of the Preston Uranium Project. Under the agreement, Orano Canada will contribute cash and exploration program consideration totalling up to \$8-million in exchange for up to 70 per cent of the applicable project area over six years (see various news disclosures relating to the Preston Uranium Project, as available on SEDAR.com).

On March 26, 2021, the Company announced that Orano Canada had completed an earn-in of a 51% interest in the Preston Uranium Project and had form a joint-venture with the Company and Skyharbour Resources Ltd. The joint-venture structure generally obligates the contracting parties to proportionately fund exploration expenditures, subject to certain working interest dilution provisions for non-participation in program funding which the Company may choose to rely upon on a forward-basis given competing exploration priorities of other projects (namely its gold exploration project near Red Lake, Ontario), and as a result of the Company not controlling operatorship or the ability to direct the pace of project advancement at the Preston Uranium Project in its current capacity as a minority working interest holder.

East Preston Uranium Project

On March 27, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour, executed an option agreement with Azincourt Energy Corp. (formerly Azincourt Uranium Inc.) (“**Azincourt**”) which provides Azincourt an earn-in option to acquire a 70-per-cent working interest in a portion of the Preston uranium project known as the East Preston property. Under the agreement, Azincourt will issue 4.5 million listed common shares and contribute cash and exploration expenditure consideration totalling up to \$3.5 million in exchange for up to 70 per cent of the applicable property area over three years (see various news disclosures relating to the East Preston Uranium Project as available on SEDAR.com).

On April 17, 2020, the Company announced that it had entered into amending agreements with Azincourt and Skyharbour regarding the East Preston Uranium Project. Under the amending agreements, Azincourt was granted a period extension to March 31, 2021 to a) deliver the final cash payment and b) complete certain exploration work remaining in connection with respect to Azincourt's earn-in of a 70% interest in certain mineral claims constituting the East Preston Uranium Project.

On February 17, 2021, the Company announced that Azincourt had completed its earn-in of a 70% interest in the East Preston Uranium Project and had form a joint-venture with the Company and Skyharbour Resources Ltd. The joint-venture structure generally obligates the contracting parties to proportionately fund exploration expenditures, subject to certain working interest dilution provisions for non-participation in program funding which the Company may choose to rely upon on a forward-basis given that the Company views the project as a non-core asset and as the Company does not control operatorship or have ability to guide project advancement in relation thereto in its current capacity as a minority working interest holder.

Preston Uranium Project / East Preston Uranium Project – Exploration Activity (2020)

During the twelve-month period ended December 31, 2020, the Company's Preston Uranium Project and the East Preston Uranium Project both received significant exploration programs.

Preston Uranium Project

On March 9, 2020, the Company announced that Orano Canada had commenced a DC resistivity ground geophysical program at the JL and Canoe grids, and the B conductive area (see news release dated March 9, 2020, Dixie Gold Inc. Announces Commencement of Exploration Program by Orano Canada at the Preston Uranium Project. The DC resistivity ground geophysical program had an initial allocated budget (fully funded by Orano Canada) of \$735,000.

East Preston Uranium Project

On February 4, 2020, the Company announced that Azincourt had commenced a drill program on the East Preston Uranium Project, with 2000 to 2500 meters of drilling in up to 15 holes (see news release dated February 4, 2020, Dixie Gold Inc. Announces Commencement of Drill Program at East Preston Project). The drill program had a planned initial budget (fully funded by Azincourt) of \$1,200,000. Results of the drill program were announced by Azincourt on June 8, 2020 (see Azincourt news release, 2020 East Program Drill Program Continues to Advance Prospectivity). In November 2020, Azincourt announced additional geophysical work at the East Preston Uranium Program (see Azincourt News release, Azincourt Energy Mobiles for Geophysical Program at the East Preston Uranium Project, dated November 23, 2020).

Isko Gold Project (Quebec)

During 2017, the Company acquired the Isko Gold Project located near the Windfall gold exploration camp of Quebec in exchange for a cash payment approximating staking fees and the granting of a two percent royalty. The Company performed a soil sampling program at the Isko Gold Project in 2017 which the Company views as providing opportunity for a follow-up exploration program. In the second quarter of 2020, and as a result of COVID-19 regulatory relief programs implemented by the Government of Quebec, the Company received certain government relief which had the result of extending the good-standing of the mining claims then-comprising the Isko Gold Project by a full calendar year. As a result of the good-standing extensions, the Company has gained additional flexibility in terms of the timing of any potential exploration programs related to the Isko Gold Project.

Torp Lithium Project (Nunavut)

The Torp Lithium Project was acquired by the Company in 2016 from North Arrow Minerals Inc. (see news release dated April 28, 2016).

The project covers 1,003 ha and is located only 35km from tidewater in the north Slave region of Nunavut. The Torp Lake Project hosts the drill-ready McAvoy lithium-rich pegmatite. Past channel sampling work on this spodumene bearing pegmatite by North Arrow Minerals Inc. returned 6.0 m grading 4.5% Li₂O and 7.0 m grading 3.3% Li₂O. The channels were located 78 m apart and orientated perpendicular to the north-south strike of the pegmatite (see above-referenced news release).

During the third quarter of 2017, the Company retained an arm's length survey company based in Yellowknife, NWT to conduct a ground survey of its Torp Lithium Project (the "Torp Ground Survey"), such survey being part of the Company's efforts to convert the underlying mineral claim associated with the project to a lease. During the third quarter of 2017, the Company, as approved through its independent directors, sold a 1% gross royalty on the Torp Lithium Project to the CEO of the Company in exchange for cash proceeds of \$10,000 (the "Torp Royalty"), the proceeds of which were contributed to the funding of the Torp Ground Survey.

The Company views the Torp Lake Lithium Project as providing shareholders with long-term exposure to the battery metals space while requiring only modest annual lease payments (which in turn limits shareholder dilution).

The Company continues to monitor the lithium market during 2021 and the valuation of projects therein for opportunities to advance this project in an opportunistic manner.

Phoenix Lithium Project (Northwest Territories)

The Phoenix Lithium Project was acquired by the Company from North Arrow Minerals Inc. (see news release dated April 28, 2016).

The Phoenix Lithium Project consists of seven mineral claims covering 5,629 ha and is located in the Northwest Territories. The project is approximately 70km southeast of the producing Diavik Diamond Mine and is less than 60 km from existing winter road infrastructure. The Phoenix Project hosts the Big Bird and Curley lithium-rich pegmatite deposits (see above-referenced news release).

Past mapping of the Big Bird pegmatite by North Arrow Minerals has identified a 1,280m strike length with observable outcrop widths ranging from 8m to greater than 80m. Past drilling at the Big Bird pegmatite by North Arrow Minerals also returned 1.24% Li₂O over 34.3m (see above-referenced news release).

Past mapping of the Big Bird pegmatite by North Arrow Minerals has identified a strike length of 400m with widths up to 20m. Past drilling at the Curley pegmatite by North Arrow Minerals returned 1.72% Li₂O over 14.87m.

During the third quarter of 2017, the Company retained an arm's length survey company based in Yellowknife, NWT to conduct a ground survey of its Phoenix Lithium Project (the "Phoenix Ground Survey"), such survey being part of the Company's efforts to convert certain underlying mineral claims associated with the project to leases. During the third quarter of 2017, the Company, as approved through its independent directors, sold a 1% gross royalty on the Phoenix Lithium Project to the CEO of the Company in exchange for cash proceeds of \$10,000 (the "Phoenix Royalty"), the proceeds of which were contributed to the funding of the Phoenix Ground Survey.

The Company views the Torp Lake Lithium Project as providing shareholders with long-term exposure to the battery metals space while requiring only modest lease payments (which in turn limits shareholder dilution).

The Company continues to monitor the lithium market during 2021 and the valuation of projects therein for opportunities to advance this project in an opportunistic manner.

INFORMATION REGARDING OTHER PROJECTS (Discontinued)

Whabouchi Lithium Project (Quebec)

The Whabouchi Lithium area, where the Dumont and Spodumene Lake mineral claims are located, represent part of a large, systemically underexplored belt with lithium potential. The most-advanced lithium exploration company in the immediate area is Nemaska Lithium Inc.

During the third quarter of 2016, an inaugural field program was commenced on our Dumont and Spodumene Lake mineral claims (see news release dated July 26, 2016). Surface sample assays were announced subsequent to the third quarter (see news release dated October 27, 2016) with results of up to 344 ppm Li₂O located within the Dumont claim set.

On November 30, 2017, the Company entered into an option agreement with Cameo Cobalt Corp. (“Cameo”)(formerly Cameo Resources Corp.), whereby Cameo has the option to acquire an 80% interest in the Whabouchi Lithium Project, being the Dumont and Spodumene Lake claims, by completing \$5,000,000 of exploration work over a four year period (being the completion of \$500,000 of work in year one, \$1,000,000 of work in year two, \$1,500,000 of work in year three and \$2,000,000 of work in year four), issuing 500,000 common shares (received on February 8, 2018) of Cameo and payment of \$25,000 (received December 29, 2017). As of November 30, 2018 (being the one year anniversary of the option agreement), Cameo had not completed the necessary exploration work required during the first year of the option agreement and as such the Whabouchi Project reverted back to the Company in whole.

This project was discontinued during the year ended December 31, 2019.

Juliet Lithium Project

The Juliet Lithium Project was acquired by the Company in 2016 (see news release dated June 2, 2016). The project comprises approx. 9,120 ha (22,536 acres) and is adjacent to the Rose Lithium-Tantalum Project being advanced by Critical Elements Corporation. During the third quarter of 2017, the Company conducted its inaugural exploration program at the Juliet Lithium Project and announced the discovery of a distinct lithium-rich boulder field assaying up to 1.65% Li₂O (see news release dated September 26, 2017), as well as the expansion of the Juliet Lithium Project by way of a further 49 new mineral claims totalling approximately 2,594 ha)(see also news release dated September 26, 2017).

This project was discontinued during the year ended December 31, 2019.

Labrador Trough Ni-Cu-PGE Project

Acquired in 2016, the Ni-Cu-PGE Labrador Trough exploration project covers favourable magnetics, lithologies, and under-explored terrain prospective for nickel-copper-platinum group element mineralization. During the third quarter of 2016, an inaugural exploration program was commenced at the project. The field work was successful in confirming mafic to ultramafic lithologies at the project, including the discovery of a semi-massive sulphide bearing boulder and a sulphide globule bearing gabbro boulder located in the northwest quadrant of the project. The Labrador Trough Ni-Cu-PGE Project is adjacent to the Huckleberry Project being advanced by Northern Shield Resources Inc.

This project was discontinued during the year ended December 31, 2019.

SELECTED FINANCIAL INFORMATION

Quarterly information – eight recently completed quarters

	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019
	\$	\$	\$	\$	\$	\$	\$	\$
Net income (loss)	281,049	(57,861)	(64,592)	(74,251)	(104,950)	(571,976)	(302,170)	(83,754)
Basic/Diluted income (loss) per share	0.01	(0.00)	(0.00)	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)
Total assets	2,207,223	1,915,500	1,949,492	1,998,821	2,093,549	2,213,127	2,750,617	2,951,754

Three Months Ended March 31, 2021

During the three months ended March 31, 2021, the Company incurred a net income of \$281,049 compared to a loss of \$104,950 for the comparable periods. General and administrative expenses were slightly lower by \$20,860 and professional fees were lower by \$14,382 mainly due to a reduction in legal fees related to general corporate matters. In addition, the Company recognized a gain of \$220,008 (2020 - \$Nil) mainly related to a cash payment received from Azincourt's earn-in on a 70% interest in certain mineral claims of the East Preston Uranium project and a realized gain of \$133,783 (2020 - \$Nil) related to the disposal of Azincourt's common shares.

LIQUIDITY AND CAPITAL RESOURCES

	For the three months ended March 31	
	2021	2020
	\$	\$
Cash inflows (outflows) from operating activities	147,705	(97,322)
Cash inflows (outflows) from investing activities	150,893	(11,638)
Net cash inflows (outflows)	298,598	(108,960)
Cash and cash equivalents balance	973,397	1,172,739

As at March 31, 2021, the Company's net working capital was \$954,713 compared to \$789,062 as at December 31, 2020. The increase in net working capital of \$165,651 is mainly due to the Company disposing of Azincourt's common shares for proceeds of \$246,283 resulting in a gain of \$133,783 during the three months ended March 31, 2021. Cash and cash equivalents are held at major Canadian financial institutions. The Company's ability to continue as a going concern is dependent on the Company's ability to raise capital and/or realize adequate operating proceeds from asset dispositions.

SHAREHOLDERS' EQUITY

Share Structure

As at the date of this report, the Company had 25,737,188 common shares outstanding. The Company also has 1,256,250 common share purchase options and no common share purchase warrants outstanding.

2020 share capital activities

July 23, 2020, 75,000 warrants were exercised for \$0.20 per share and the remaining balance expired unexercised.

REGULATORY DISCLOSURES

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. The Company has identified its directors and officers as its key management personnel.

	March 31, 2021	March 31, 2020
	\$	\$
Professional fees	7,500	7,500
Consulting	30,000	30,000

During the three months ended March 31, 2021, the Company paid/accrued consulting fees of \$30,000 (2020 - \$30,000) to a company controlled by the Chief Executive Officer and Director of the Company. As at March 31, 2021, the balance owing was \$Nil (December 31, 2020 - \$5,250).

During the three months ended March 31, 2021, the Company paid/accrued professional fees of \$7,500 (2020 - \$7,500) to a company controlled by the former Chief Financial Officer of the Company. As at March 31, 2021, the balance owing was \$Nil (December 31, 2020 - \$1,030).

Risk and Uncertainties

The Company is exposed to a large multitude of risks and uncertainties, which includes, among other factors not listed herein, the following:

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of development. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; prices of precious metals (e.g. gold), base metals and specialty commodities (e.g. uranium and lithium), all the prices of which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable, producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the TSX-V or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining titles, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims is, in the absence of cash deposits, expected to result in the loss of such tenure.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company or otherwise adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company raises additional funds through the sale of equity securities, shareholders may have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may result in dilution to the Company's shareholders. The Company intends to issue further equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding and earthquakes. 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 other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Title Assertions

The Company operates in Canada where various and/or conflicting Indigenous title assertions may impact the operations of the Company and/or its interests.

Civil Unrest

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company's operations and/or interests.

Government Policy Concerning Climate

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

Fluctuating Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of commodities. The prices of commodities, including prices related to lithium and uranium, have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals, minerals and uranium, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly juniors, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. In addition to risks relating to the Company, share equity positions held by the Company are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

Inadequate Infrastructure May Affect the Company's Operations

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 determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

COVID-19/COVID-19 Variants

The Company is subject to various operating constraints and uncertain financial risks impacting operations as a result of the COVID-19 global pandemic, as well as from potential forward-moving prominent variants thereof (as example, B.1.1.17 ("UK" variant), B.1.351 ("South Africa" variant), and so forth), and additional business and financial risks that may result, in the aggregate, therefrom.

For additional risks and uncertainties, please consult the Company's financial statements for the three months ended March 31, 2021 (available at www.sedar.com), and other risk disclosures made by the Company in public filings.

Financial Instruments

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total March 31, 2021
Cash	\$ 973,397	\$ -	\$ -	\$ 973,397

	Level 1	Level 2	Level 3	Total December 31, 2020
Cash	\$ 674,799	\$ -	\$ -	\$ 674,799
Investment	\$ 112,500	\$ -	\$ -	\$ 112,500

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, liquidity risk, commodity price risk, and foreign exchange risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

Concentration Risk

As at March 31, 2021, all of the Company's cash and cash equivalents was held at Canadian national financial institutions. As a result, the Company was exposed to all of the risks associated with these institutions.

Credit Risk

The Company is exposed to credit risk in the normal course of operations, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The Company's maximum exposure to credit risk is the carrying amount of cash and cash equivalents and other receivables on the statement of financial position.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting its cash flows from operations and anticipating investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. As at March 31, 2021, the Company's working capital of \$954,713 (December 31, 2020 - \$789,062) is sufficient to meet its short-term business requirements. Future operations or exploration programs will require additional financing primarily through equity markets.

Commodity Price Risk

The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

Foreign Exchange Risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at March 31, 2021, the Company has no monetary assets or liabilities in foreign currencies.

Equity Price Risk

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

Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. The financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

Cash and cash equivalents

Cash and cash equivalents comprise cash on deposit at banks and other highly liquid short-term investments, which may be settled on demand or within a maximum 90-day period to maturity.

Financial instruments**Classification**

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive (loss) income ("FVOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Measurement**i. Financial assets and liabilities at FVTPL and FVOCI**

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive (loss) income. The Company recognizes marketable securities at FVTPL. Elected investments in equity instruments at FVOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income.

ii. Financial assets and liabilities at amortized cost

A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at amortized cost, unless they are required to be measured at FVTPL or the Company has opted to measure at FVTPL, are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

iii. Impairment of financial assets at amortized cost

The Company recognizes a forward-looking basis on the expected credit losses (“ECL”) model on financial assets that are measured at amortized cost, contract assets and debt instruments carried at FVOCI.

At each reporting date, the Company measures the ECL for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the ECL for the financial asset at an amount equal to twelve month expected credit losses. The Company applies the simplified method and measures a loss allowance equal to the lifetime expected credit losses for trade receivables.

The Company recognizes in the statement of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized. The loss allowance was \$nil as at March 31, 2021.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification under IFRS 9
Cash	FVTPL
Investment	FVTPL
Accounts payable and accrued liabilities	Amortized cost

Property, plant and equipment

Property, plant and equipment (“PPE”) are carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Where an item of PPE comprises major components with different useful lives, the components are accounted for as separate items. The depreciation method, useful life and residual values are assessed annually.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the statement of loss and comprehensive loss. The Company did not have any property, plant and equipment as at March 31, 2021 (December 31, 2020 - \$Nil).

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in profit or loss in the statement of loss and comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Exploration and evaluation expenditures*Pre-exploration costs*

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into option arrangements, whereby the Company may transfer part of a mineral interest, as consideration, for an agreement by the optionee to meet certain E&E which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash or other consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess consideration accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss in the statement of loss and comprehensive loss. The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount and at each reporting period end.

Under IFRS 6 Exploration for and Evaluation of Mineral Resources, one or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment:

- i. The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- ii. Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- iii. Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- iv. Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties. As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets.

Rehabilitation obligations

The Company recognizes the fair value of a legal or constructive liability for a rehabilitation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in profit or loss in the statement of loss and comprehensive loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have significant rehabilitation obligations.

Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to warrants is recorded to warrants reserves.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's year is disclosed separately as flow-through share commitments, if any.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financing expense until qualifying expenditures are incurred.

Per share amounts

Basic earnings per common share is computed by dividing the net income for the period by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to re-purchase common shares of the Company at the average market price during the period. For the current and prior year, this calculation proved to be anti-dilutive.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss in the statement of loss and comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss in the statement of loss and comprehensive loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss in the statement of loss and comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in share-based compensation reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based compensation reserves is credited to share capital, adjusted for any consideration paid. Share-based payments of options which expire unexercised remain in share-based compensation reserves.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Mineral tax credit

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction of exploration and evaluation expenditures in the period that the related expenditures were incurred. These accrued credits are subject to review by the relevant authorities and adjustments, if any, resulting from such a review are recorded in the period that the tax filings are amended.

Joint Arrangements

Certain of the Company's activities are conducted through joint arrangements in which two or more parties have joint control. A joint arrangement is classified as either a joint operation or a joint venture, depending on the rights and obligations of the parties to the arrangement.

Joint operations arise when the Company has a direct ownership interest in jointly controlled assets and obligations for liabilities. The financial statements include the Company's interest in the assets, liabilities, revenues, expenses, and cash flows of this type of arrangement. Joint ventures arise when the Company has rights to the net assets of the arrangement. For these arrangements the Company uses the equity method of accounting and recognizes initial and subsequent investments at cost, adjusting for the Company's share of the joint venture's income or loss, less dividends received thereafter. Joint ventures are tested for impairment whenever objective evidence indicates that the carrying amount of the investment may not be recoverable under the equity method of accounting. The impairment amount is measured as the difference between the carrying amount of the investment and the higher of its fair value less costs of to sell and its value in use. Impairment losses are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Forward-Looking Statements

This MD&A, its commentary and the affiliated financial statements contain "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking statements and information include, but are not limited to, statements regarding prospective production, timing and expenditures to develop the Company's projects' resources, grades and recoveries, cash costs per unit, capital and operating expenditures and sustaining capital and the ability to fund development and exploration of the Company's projects. The Company does not intend to and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable law.

Forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and its operations to be materially different from those expressed or implied by such statements. Such factors include, among others: ability to finance mine development, fluctuations in the prices of gold, uranium, lithium, base metals and other commodities, fluctuations in the currency markets (particularly the Canadian dollar and U.S. dollar); changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in Canada; operating or technical difficulties in mineral exploration, development and mining activities; risks and hazards of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological conditions, pressures, cave-ins and flooding); inadequate insurance, or inability to obtain insurance; availability of and costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, diminishing quantities or grades of mineral reserves as properties are mined; risks in obtaining necessary licenses and permits, and challenges to the Company's title to properties.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information.

As a result of the foregoing, readers should not place undue reliance on forward-looking statements or information.