

CLEAR GOLD RESOURCES INC.**("the Company")****FORM 51-102F1****MANAGEMENT'S DISCUSSION AND ANALYSIS****FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2021****Introduction**

This Management's Discussion and Analysis ("**MD&A**") of Clear Gold Resources Inc. is the responsibility of management and covers the nine months ended March 31, 2021. The MD&A takes into account information available up to and including May 25, 2021 and should be read together with the unaudited condensed interim financial statements for the nine months ended March 31, 2021 and audited financial statements for the year ended June 30, 2020, which are available on the SEDAR website at www.sedar.com.

Throughout this document the terms *we*, *us*, *our*, and *the Company* refer to Clear Gold Resources Inc. All financial information in this document is derived from the financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and is presented in thousands of United States dollars, except share and per share amounts, or unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

This document contains forward-looking statements. Please refer to "Note Regarding Forward-Looking Statements." Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors, many of which are beyond our ability to control, that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Please refer to "Risk Factors" below.

Description of Business

Clear Gold Resources Inc. was incorporated under the laws of the Province of British Columbia. The Company changed its name on February 22, 2013 from Clear Frame Solutions Corp. to Clear Gold Resources Inc. and became a reporting issuer in British Columbia and Alberta. The shares of the Company are listed on the NEX Board of the TSX Venture Exchange under the symbol CFA.H. In September 2015 a cease trading order was issued. The Company has disposed of all its mineral properties in the fiscal year ended June 30, 2015. On January 22, 2021, the British Columbia Securities Commission has revoked its cease trade order issued against the Company.

Performance Summary

The Company incurred minimal activity over the course of the nine months ended March 31, 2021. In the nine months ended March 31, 2021, the Company incurred interest on loans of \$23,502 (2020 - \$23,502) and \$90,000 (2020 - \$70,000) on management fees as the Company is working to consolidate its debts.

COVID-19 Update

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

Results of Operations for the nine months ended March 31, 2021 as compared to March 31, 2020

During the nine months ended March 31, 2021, the Company incurred a net loss of \$162,278 (2020 - \$100,911). Significant expenditures include the followings:

Interest on loans of \$23,502 (2020 - \$23,502) related to loan received from a director of the Company.

Management fee of \$90,000 (2020 - \$70,000) related to fees accrued to the Company where Chief Financial Officer worked.

Professional fees of \$25,774 (2020 - \$4,281) related to fees paid and accrued for legal services.

Transfer agent and filing fees of \$21,604 (2020- \$2,500) related to filing and listing fees.

Summary of Quarterly Results

The following table summarizes the last 8 quarters of the Company.

	March 31, 2021 (Unaudited)	December 31, 2020 (Unaudited)	September 30, 2020 (Unaudited)	June 30, 2020 (Unaudited)
Total Assets	\$ 11,409	\$ 9,158	\$ 12,608	\$ 5,889
Shareholders' equity	(1,613,281)	(1,550,603)	(1,499,526)	(1,451,003)
Revenue	-	-	-	-
Comprehensive Loss	(62,678)	(51,077)	(48,523)	(47,945)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
	March 31, 2020 (Unaudited)	December 31, 2019 (Unaudited)	September 30, 2019 (Unaudited)	June 30, 2019 (Unaudited)
Total Assets	\$ 4,818	\$ 3,527	\$ 875	\$ 313
Shareholders' equity	(1,403,058)	(1,361,581)	(1,321,252)	(1,302,147)
Revenue	-	-	-	-
Comprehensive Loss	(41,477)	(40,329)	(19,105)	(15,747)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

The Company incurs its minimal activities over the course of the financial periods presented as it does not currently have any significant assets.

Results of Operations for the three months ended March 31, 2021 as compared to March 31, 2020

During the three months ended March 31, 2021, the Company incurred a net loss of \$62,678 as compared to a net loss of \$41,477 for the period ended March 31, 2020. The Company incurs its minimal activities over the course of the financial year with no meaningful variance in the second quarter. In the three months ended

March 31, 2021, the Company incurred Management fee of \$30,000 (2020- \$30,000), Professional fee of \$20,191 (2020 - \$3,286) and interest on loans of \$7,834 (2020 - \$7,834).

Liquidity

As at March 31, 2021, the Company had a cash and cash equivalents balance of \$206 (June 30, 2020 - \$249) and working capital deficit of \$1,613,281 (June 30, 2020 - \$1,451,003), which consisted of current assets of \$11,409 (June 30, 2020 - \$5,889) and current liabilities of \$1,624,690 (June 30, 2020 - \$1,456,892).

Operating Activities: During the nine months ended March 31, 2021, the Company used \$21,343 in operating activities compared to \$15,702 for the nine months ended March 31, 2020.

Management intends to meet its liabilities by actively pursuing investors.

Related Party Transactions

Related parties and related party transactions impacting the condensed interim financial statements, which are not disclosed elsewhere in the statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors, corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The following entities are classified as related parties due to the following:

Related Parties	Relationship
Jeremy Ross	CEO and director
Adam Ross	Non-arm's length party
Adrian Morger	Director
Samantha Shorter	Director
Bennett Liu	CFO and director
Red Fern Consulting Ltd	CFO is an employee

As of March 31, 2021, the Company has a loan payable of \$649,278 (June 30, 2020 - \$638,078) to the CEO of the Company, \$415,714 (June 30, 2020 - \$405,614) to Adam Ross and \$319,486 (June 30, 2020 - \$295,983) to Adrian Morger.

During the period ended March 31, 2021, the Company accrued \$90,000 (2020 - \$70,000) in management fees due to the consulting company of which the CFO is an employee.

The Company had no other related party transactions during the periods ended March 31, 2021 and 2020.

As of March 31, 2021, accounts payable and accrued liabilities included \$203,837 (June 30, 2020 - \$105,000) due to related parties.

Loans

		March 31, 2021		June 30, 2020
Loan payable to related party, interest rate 14% (a)	\$	50,900	\$	47,415
Loan payable to related party, interest rate 16% (b)		268,585		248,568
Loan payable to related party (c)		649,278		638,078
Loan payable (d)		415,714		405,614
Total	\$	1,384,477	\$	1,339,675

- a) During the year ended June 30, 2017, \$192,000 of a \$225,185 loan payable was assigned to the CEO of the Company. The principal remaining balance of loan payable \$33,185 carries an interest of \$14% per annum, has no fixed terms of repayment, and is secured by assets of the Company. The balance is due to a director. As at March 31, 2021, the Company accrued interest expense of \$17,715 (June 30, 2020 - \$14,230).
- b) During the year ended June 30, 2017, \$258,000 of a \$424,815 loan payable was assigned to the CEO of the Company. The remaining balance of \$166,815 carries an interest of \$16% per annum, has no fixed terms of repayment, and is secured by assets of the Company. The balance is due to a director. As at March 31, 2021, the Company accrued interest expense of \$101,771 (June 30, 2020 - \$81,753).
- c) During the period ended March 31, 2021, the Company received additional loans of \$11,200. The loan is unsecured, interest free and has no fixed terms of repayment and is owing to the CEO of the Company.
- d) During the period ended March 31, 2021, the Company received additional loans of \$10,100. The loans are unsecured, interest free and have no fixed terms of repayment.

Outstanding Share Data

As at the date of this report the Company had 16,897,957 common shares issued and outstanding.

Share Purchase Warrants

The Company has no warrants outstanding as of the date of this MD&A.

Incentive Stock Options

The Company has no incentive stock options outstanding as of the date of this MD&A.

Off-Balance Sheet Arrangements

At March 31, 2021, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Proposed Transactions

Except as elsewhere disclosed in this document, there are no other proposed transactions under consideration.

Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and short-term loans. The fair value of the Company's receivables, accounts payable and accrued liabilities, and short-term loans approximate carrying value, which is the amount recorded on the statements of financial position, due to their short terms to maturity. The Company's other financial instrument, being cash under the fair value hierarchy, is recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

Capital Resources

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns and/or benefits for shareholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the administration of its corporate affairs and to provide funds for the development of its business. 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 and consultants to sustain future development of the business.

The Company has no revenue generating operations and as such is dependent upon external financings to fund activities. In order to develop its business and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the size of the Company.

There were no changes in the Company's approach to capital management during the nine months ended March 31, 2021. The Company is not subject to externally imposed capital requirements.

Risk Factors

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

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfil its payment obligations. The Company's receivables consist mainly of goods and services tax receivables due from the government of Canada. As at March 31, 2021, the Company's exposure to credit risk is minimal.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2021, the Company had a cash balance of \$206 to settle current liabilities of \$1,624,690. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. Management intends to meet its liabilities by actively pursuing investors.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

As at March 31, 2021, the Company was not subject to or exposed to any interest rate risk as it had no variable interest debt or investments.

b) Foreign currency risk

As at March 31, 2021, the Company is not exposed to foreign currency risk.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As at March 31, 2021, the Company was not exposed to any equity or commodity price risks.

Significant Accounting Judgements, Estimates and Assumptions

The preparation of financial statements requires management to make estimates about, and apply assumptions or judgment to, future events and other matters that affect the reported amounts of the Company's assets, liabilities, revenues, expenses and related disclosures. Assumptions, estimates and judgments are based on historical experience, expectations, current trends and other factors that management believes to be relevant at the time at which the Company's financial statements are prepared.

The Company's significant accounting judgements, estimates and assumptions are disclosed in Note 3 of the audited Financial Statements for the year ended June 30, 2020.

Significant Accounting Policies

The Company's accounting policies are the same as those applied in the Company's annual financial statements for the year ended June 30, 2020.

Risks and Uncertainties

Lack of Cash Flow

The Company does not expect to generate material revenue in the foreseeable future. The Company has paid no dividends on its shares since inception and does not anticipate doing so in the foreseeable future. Historically, the major source of funds available to the Company is through the sale of its securities and loans. Future additional equity financing would cause dilution to current shareholders.

Note Regarding Forward-Looking Statements

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the prices of gold and other metals, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or incompletion of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of gold and other metals. While the Company has attempted to

identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.