BLUE STAR GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2021

As at April 14, 2021

1. INTRODUCTION

The following management's discussion and analysis ("MD&A") of Blue Star Gold Corp. (the "Company" or "BAU") has been prepared as of April 14, 2021. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements and the companying notes for the three months ended February 28, 2021, and the audited consolidated financial statements and the notes thereto for the year ended November 30, 2020, copies of which are filed on the SEDAR website: www.sedar.com.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). The financial statements have been prepared using the accrual basis of accounting except for cash flow information. All figures are expressed in Canadian dollars except where otherwise indicated.

Management is responsible for the preparation and integrity of the Financial Statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable.

The financial information in this MD&A is derived from the Company's financial statements prepared in accordance with IFRS. Information provided in this MD&A, including financial information extracted from the financial statements, is the responsibility of management. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate, as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

Description of Business

The Company was incorporated on April 13, 2007 pursuant to the *Business Corporations Act* of British Columbia. The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is in the exploration stage and substantially all the Company's efforts are devoted to financing and developing these property interests. There has been no determination whether the Company's interests in unproven exploration and evaluation assets contain economically recoverable mineral resources. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "BAU".

The Company's principal business activity is acquiring, exploring and evaluating mineral properties, and following evaluation, joint venturing or developing these properties further or disposing of them. At February 28, 2021, the Company was in the exploration and evaluation stage of activity on its mineral properties in Nunavut.

2. HIGHLIGHTS & SIGNIFICANT EVENTS

On February 28, 2021, the Company reported total assets of $15,922,658 (November 30, 2020 - $14,782,473), including current assets of $1,440,387 (November 30, 2020 - $748,781), and current liabilities of $1,268,851 (November 30, 2020 - $2,831,893).

Corporate Highlights for the Three Months Ended February 28, 2021

i) On February 17, 2021, the Company entered into a Property Purchase Agreement to acquire 100% interest in 9 mineral claims ("Roma") located in Nunavut. The Company issued 750,000 shares on February 22, 2021 and reimbursed all expenses in connection with staking the claims.

ii) On February 17, 2021, the Company issued 14,000,000 shares pursuant to the exercise of warrants at $0.075 per share for total proceeds of $1,050,000. The Company also issued 1,217,771 loan bonus shares.

iii) On January 25, 2021, the Company issued 15,265,332 shares to settle loans and interest totalling $839,593 at a price of $0.055 per share. The Company also issued 1,000,000 bonus shares in accordance with the loan that matured on December 29, 2019, while the remaining 2,000,000 bonus shares were not issued.

iv) In December 2020, the Company completed a private placement by issuing 22,010,000 units (the "Units") at a price of $0.08 per Unit for gross proceeds of $1,760,800. Each Unit consisted of one common share and one transferable common share purchase warrant with each warrant exercisable into shares of the Company at a price of $0.11 per share until December 16, 2021. In relation to the private placement, the Company paid or accrued $38,328 cash finders' fees and issued 479,100 share purchase warrants with each warrant exercisable into shares of the Company at a price of $0.08 per share until December 16, 2022.

v) On December 17, 2020, the Company granted to directors, officers and consultants 10,600,000 stock options, exercisable at $0.11 per share for a term of 3 years. These options vested on the date of grant.

3. EXPLORATION AND EVALUATION ASSETS

Ulu Gold Property

The Ulu Property is located approximately 525 km NNE of Yellowknife, NT in the Kitikmeot region of western Nunavut. Kugluktuk is approximately 210 km to the NW. The Ulu Property consists of a renewable 21-year Mining Lease (No: 3563) with an expiry date of November 18, 2038 and covers an area of approximately 947 ha.

The lease hosts an advanced gold project that between 1989 and 2012 saw significant exploration and development by BHP Minerals and Echo Bay Mines, among others. The past work includes approximately 1.7 km of underground development and over 400 diamond drill holes that produced approximately 100,000 m of core (Ulu and Hood River Properties).

Supplementing the high-grade gold resources, the Ulu project includes a substantial inventory of capital equipment, a Weatherhaven camp with shop and a 1,200 metre long airstrip. The site of the future deep-water port at Grays Bay is 100 km to the north of the properties, and the proposed route corridor for the all-weather Grays Bay road passes in close proximity to the Ulu Property.

The Ulu Property mineral resource, as reported on April 14, 2015, was estimated by independent consultants, and is reported in the table below. The Flood zone contains the bulk of the Ulu gold resource and is open on-strike and at depth. The deepest drill intersection of potentially mineable width is 14.9 g/t Au over 7.7 m in BHP's drill hole 90VD-75, at 610 m below surface. Metallurgical testing on the Flood zone gold mineralization has shown that gold is recoverable in amounts greater than 90% by gravity, flotation and cyanidation.

Mineral Resource Estimate*

	Classification	Gold	Tonnage	Gold Grade	Gold Contained
		Cut-off (g/t)	*Tonnes*	*g/t*	*Oz*
Flood Zone					
	Measured	**> 4.0**	1,000,000	8.48	272,000
	Indicated	**> 4.0**	1,500,000	6.90	333,000
	Measured & Indicated	**> 4.0**	2,500,000	7.53	605,000
	Inferred	**> 4.0**	891,000	5.57	160,000
Gnu Zone					
	Inferred	**> 4.0**	370,000	5.57	66,000
Total - Flood and Gnu Zones					
	Measured & Indicated	**> 4.0**	2,500,000	7.53	605,000
	Inferred	**> 4.0**	1,261,000	5.57	226,000

*Refer to "Technical Report on the Ulu Gold Property, Nunavut, Canada" dated July 10, 2015, prepared by P. Cowley, R. Singh, and G. Giroux in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects. A copy of the report is available on the Company's website and on its SEDAR profile at www.sedar.com.

2020 Exploration Program Summary:

The Company completed a diamond drilling program at its Ulu and Hood River Properties in September 2020. The program entailed 7,624 metres of diamond drilling in thirty-eight diamond drill holes on the Properties. Ten holes were drilled at the Flood and Gnu zone deposits in an effort to; provide additional geologic information and confirm certain aspects of the geology models, to improve drill hole density and allow for possible upgrading of the resource category, and to expand the resource base. Twenty-eight holes were drilled to test exploration targets on both the Ulu and Hood River Properties, including fourteen in the North Fold Nose (NFN) zone. No resource estimates have been completed on zones on the Hood River Property, but it is anticipated that enough drill data will exist for the first resource estimate on the NFN zone.

Highlight gold composites from the 2020 exploration program are listed in the table below.

Hole ID	Zone or Target	From(m)	To(m)	Width (m)	Au (g/t)
BS2020ULU-002	**Flood**	9	16	**7**	**13.42**
BS2020ULU-003	**Flood**	13	22	9	8.67
"	**Flood**	110	118	8	8.26
BS2020ULU-005	**Flood**	**426.2**	**440**	**13.8**	**14.95**
	Flood	459	465	6	9.65
BS2020ULU-006	**Flood**	407	411	4	12.5
"	**Flood**	432	436	4	9.98
"	**Flood**	487	501	14	4.23
"	**Flood**	504	511	7	12.5
BS2020ULU-007	**Gnu**	25	27	**2**	**52.7**
HR20-013	**NFN**	109	111	2	13.18
HR20-014	**NFN**	118	122	4	7.59
HR20-016	**NFN**	143	145	2	10.85
HR20-017	**NFN**	164	167	3	13.87

Ulu Property Ownership History:

On May 30, 2014, the Company entered into an option agreement (the "Option Agreement") with Elgin Mining Inc. and Bonito Capital Corp. (collectively, "Elgin"), to acquire an 80% undivided interest in the Ulu Property. Pursuant to the Option Agreement, the Company issued 5,000,000 shares (valued at $320,000), paid $125,000, and incurred $300,000 in property expenditures to earn a 70% interest in the Ulu Property. On September 10, 2014, Mandalay Resources Corporation ("Mandalay") acquired Elgin. The Ulu Property is subject to a 5% net production proceeds royalty payable after 675,000 ounces of gold have been mined and recovered.

On January 8, 2018, the Company and Mandalay entered into a New Ulu Property Option Agreement. The new option agreement supersedes all prior agreements covering the Ulu Property. On July 19, 2019, the option agreement was further amended (the "Amended Option Agreement"). The TSX-V approved the Amended Option Agreement on November 26, 2019.

Pursuant to the terms of the Amended Option Agreement, the Company paid $850,000, completed other obligations under the Amended Option Agreement, and acquired 100% of Ulu Property on February 10, 2020.

During the year ended November 30, 2020, the Company received $1,685,542 from Mandalay on assignment of the rights to the remediation security which is recorded as a reduction to the Ulu Property. The Company reposted the remediation security with the Nunavut government, which is recorded as a long-term deposit.

As at February 28, 2021, the Company had incurred the following expenditures on the Ulu Property:

Ulu Property (Nunavut)	***November 30, 2020***	***Additions***	***February 28, 2021***
Acquisition costs	$ 1,295,000	$ -	$ 1,295,000
Exploration			
Amortization	4,504	4,503	9,007
Assay	173,485	-	173,485
Camp and supplies	236,482	2,164	238,646
Claim maintenance	20,125	-	20,125
Community support	32,080	-	32,080
Consulting	430,208	96,768	526,976
Equipment rental	102,846	5,376	108,222
Drilling and geological	1,222,541	-	1,222,541
Geological analysis	74,716	104,361	179,077
Fuel	133,532	-	133,532
Helicopter	772,602	-	772,602
Permits	530,708	19,532	550,240
Project manager	-	29,344	29,344
Remediation	543,855	12,375	556,230
Site personnel	362,158	-	362,158
Travel	77,976	-	77,976
Reimbursement received from Mandalay	(1,685,542)	-	(1,685,542)
Total	$ 4,327,276	$ 274,423	$ 4,601,699

<u>Hood River Property</u>

The Hood River property is contiguous to the Ulu Property lease to the north, east and south. The property is held through a renewable, 20-year Mineral Exploration Agreement with Nunavut Tunngavik Incorporated. The highly prospective property encompasses 8,015 ha. At least twenty-two known gold showings have been identified on the Property. The exploration target for the property is shear-hosted gold mineralization similar to the Flood zone on the adjacent Ulu Property lease.

A series of gold occurrences occur on-strike and north of the Flood zone and are thought to be related to the ~5 km long Ulu regional fold that extends from the Ulu Property lease onto the north Hood River property culminating at the North Fold Nose (NFN) zone. This structure extends from the Flood and Gnu gold zones along the Ulu fold to the north and hosts at least five gold zones in addition to the Flood and Gnu zones (NFN, INT, Bizen, Apex and Contact zones).

Several high-grade gold occurrences also occur on the east Hood River property, including the Crown and Penthouse zones, where gold trends with similarities to the Ulu fold trend may exist. In addition, many unnamed gold occurrences exist on the two properties, where further prospecting is required to advance the showings to target zones. The large number of high-grade gold showings that occur throughout the properties provide for excellent resource expansion potential at multiple targets.

2019 Exploration Program Summary:

During 2019, the Company conducted a drilling and prospecting program on the Hood River Property. The diamond drilling focused on the NFN zone and consisted of eleven diamond drill holes for 1,540 metres. The prospecting and sampling program ran in parallel with the drilling, exploring and tracing a series of gold mineralized zones from the NFN south for 2.1 km to the claim boundary with the Ulu mining lease. This series of gold zones can be mapped along the Ulu fold an additional 2.9 km south within the Ulu property to the Gnu and Flood gold zones. This prospecting and sampling program produced 168 channel samples cut with diamond saws.

Sampling of the mineralized rocks found along the Ulu fold trend confirmed zones found by BHP in the 1990's and resulted in the discovery of the INT gold zone. Within the INT, channel samples returned six high-grade results that included 25.20 g/t Au over 1.0m.

Significant results were obtained from the NFN zone drilling in holes HR-19-009 and 010 with hole 009 intersecting 5.89 g/t Au over 6.0 m (includes 32.5 g/t Au over 1m) while hole HR-19-010 intersected 2.19 g/t Au over 1m.

Hood River Property Ownership History:

Pursuant to a letter of intent dated May 15, 2014, on February 26, 2018, the Company signed the final Transaction Agreement (the "Definitive Agreement") and NSR Royalty Agreement to acquire 100% of the outstanding shares of Inukshuk Exploration Inc. ("Inukshuk"), with an effective date as of September 18, 2014. Inukshuk owns a 100% interest in the Hood River Property in Nunavut through a 20-year renewable mineral exploration agreement ("MEA") dated June 1, 2013, issued by Nunavut Tunngavik Incorporated ("NTI").

Pursuant to the terms of the Definitive Agreement, the Company acquired 100% of the outstanding shares of Inukshuk by issuing the shareholders (the "Vendors") and their assignees 8,000,000 common shares of the Company (valued at $560,000) for the transaction. The TSX-V approved the transaction on September 18, 2014.

Under the terms of the Royalty Agreement in the Definitive Agreement, the Company will pay the following:

i. Pay a 3% NSR royalty on the disposition of all minerals produced from the Hood River Property;
ii. Make advance royalty payments totalling $500,000 (paid);
iii. Offer the vendor a right of conveyance if the Company abandons the Hood River Property; and
iv. Maintain the Hood River Property in good standing during the conveyance period.

Prior to the commencement of commercial production on the Hood River Property, the Company has the option to acquire up to 2% of the NSR for up to $8,000,000 under the following terms:

i. Purchase an initial 0.5% of the NSR for $1,000,000;
ii. Purchase an additional 0.5% of the NSR for an additional $1,500,000;
iii. Purchase an additional 0.5% of the NSR for an additional $2,500,000; and
iv. Purchase an additional 0.5% of the NSR for an additional $3,000,000

As at February 28, 2021, the Company had incurred the following expenditures on the Hood River Property:

Hood River Property (Nunavut)	***November 30, 2020***	***Additions***	***February 28, 2021***
Acquisition costs	$ 935,000	$ 125,000	$ 1,060,000
Exploration			
Amortization	4,503	4,504	9,007
Assay	163,433	1,229	164,662
Camp and supplies	176,678	412	177,090
Claim maintenance	29,945	-	29,945
Community support	26,996	-	26,996
Consulting	184,151	5,725	189,876
Drilling and geological	1,729,909	-	1,729,909
Equipment rental	403,988	4,251	408,239
Fuel	133,532	-	133,532
Geological analysis	40,848	54,176	95,024
Helicopter	1,469,207	-	1,469,207
Permits	425,686	500	426,186
Project manager	-	29,344	29,344
Site personnel	476,232	-	476,232
Travel	80,001	459	80,460
Total	$ 6,280,109	$ 225,600	$ 6,505,709

Roma Project

The Company acquired a 100% interest in the Roma Property in February 2021. The Project lies approximately 40 km north of the Ulu and Hood River Properties and encompasses 7,683 hectares of prospective and underexplored mineral claims within the High Lake Greenstone Belt. Following the acquisition of the claims, the Company now controls a district scale project in the region when combined with the Company's Ulu and Hood River Projects in the south section of the belt.

Roma Project Highlights:

- Acquisition of 100% interest in 7,683 hectares of highly prospective mineral claims in High Lake Greenstone Belt gives the Company access to 44 km of the belt;
- Multiple significant gold showings are present on the Roma Project within a 6.5 km by 2.4 km area;
- Numerous high-grade gold showings and zones were discovered in the 1990's with little to no follow-up work conducted since that time;
  - Grab samples up to 126 g/t Au and chip samples up to 24 g/t Au over 1.5 m,
  - Limited shallow drilling (10 holes for 465 m) returned 12.38 g/t Au over 2.31 m and 8.69 g/t Au over 1.87 m.
- The geologic setting and style of gold mineralization at the Roma Project is similar to that found at the Company's Ulu Project, where a significant high grade gold resource has been outlined at the Flood Zone deposit.

<u>Roma Property Ownership History:</u>

On February 17, 2021, the Company entered into a Property Purchase Agreement to acquire 100% interest in 9 mineral claims ("Roma") located in Nunavut. The Company issued 750,000 shares (valued at $67,500) on February 22, 2021 and reimbursed all expenses ($22,730) in connection with staking the claims.

As at February 28, 2021, the Company had incurred the following expenditures on the Roma Property:

Roma Property (Nunavut)	***November 30, 2020***	***Additions***	***February 28, 2021***
Acquisition costs	$ -	$ 90,230	$ 90,230
Exploration			
Consulting	-	1,100	1,100
Total	$ -	$ 91,330	$ 91,330

Darren Lindsay, P.Geo., and VP Exploration of Blue Star Gold Corp., is a Qualified Person within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and has reviewed and approved the scientific and technical information in the Exploration and Evaluation Assets descriptions in this Management's Discussion and Analysis.

4. SUMMARY OF QUARTERLY RESULTS

The table below present's selected financial data for the Company's eight most recently completed quarters, all information was prepared in accordance with IFRS.

	Three month period ended February 28, 2021	Three month period ended November 30, 2020	Three month period ended August 31, 2020	Three month period ended May 31, 2020
Total assets	$ 15,922,658	$ 14,782,473	$ 14,495,476	$ 7,698,345
Exploration and evaluation assets	11,978,738	10,607,385	8,027,968	4,388,907
Shareholders' equity	8,887,871	6,214,395	4,192,448	1,738,701
Net loss and comprehensive loss	(1,810,579)	(980,989)	(773,376)	(521,416)
Loss per share	(0.01)	(0.01)	(0.01)	(0.00)

	Three month period ended February 29, 2020	Three month period ended November 30, 2019	Three month period ended August 31, 2019	Three month period ended May 31, 2019
Total assets	$ 8,020,213	$ 6,313,200	$ 5,686,707	$ 2,920,708
Exploration and evaluation assets	4,102,272	4,992,290	3,170,104	2,722,577
Shareholders' equity	2,260,117	1,909,166	1,177,983	1,657,978
Net loss and comprehensive loss	(305,412)	(633,536)	(400,451)	(214,884)
Loss per share	(0.00)	(0.01)	(0.01)	(0.00)

5. DISCUSSION OF OPERATIONS

The following information is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to the notes of the Company's audited consolidated financial statements for the year ending November 30, 2020 for the Company's summary of significant accounting policies.

Three Months Ended February 28, 2021 and February 29, 2020

During the three months ended February 28, 2021 and February 29, 2020, the Company had a comprehensive loss of $1,810,579, compared to a comprehensive loss of $305,412 in the same period in the prior year. Significant comparative variances for the three months ended February 28, 2021 and February 29, 2020 were:

Accretion of interest $204,271 (2020 - $228,641);
Amortization of $947 (2020 - $656);
Amortization of ROU assets of $41,105 (2020 - $Nil);
Directors fees $25,000 (2020 - $25,000);
Insurance of $16,319 (2020 – $12,795);
Investor and shareholder relations of $75,071 (2020 - $57,199);

Office services and miscellaneous of $19,978 (2020 - $19,670);
Professional fees of $16,081 (2020 - $22,797);
Regulatory and transfer agent fees of $9,198 (2020 - $6,879);
Rent and administrative services of $Nil (2020 - $16,394);
Salaries of $149,018 (2020 - $140,267);
Share-based compensation of $540,595 (2020 - $Nil);
Travel and entertainment $1,335 (2020 - $17,878);
Loss on debt settlement $711,661 (2020 - $Nil); and
Deferred income tax recovery of $Nil (2020 - $242,764).

Accretion of interest totaling $204,271 (2020 - $228,641) was related to $2,885,542 (2020 - $3,635,542) of loans and $4,100,000 (2020 - $3,000,000) in convertible debentures as at the period end. On January 25, 2021 the Company issued 15,265,332 shares to settle loans and accrued interest totalling $839,593 at a deemed price of $0.055 per share. The market price of the shares of the Company at the issuance date was $0.105 per share. As a result, a loss on debt settlement of $711,661 is recorded in the statement of loss and comprehensive loss. During the comparative period ended February 29, 2020, the deferred income tax recovery of $242,764 is to record the effect of a temporary difference between the book value of the loans and their tax value, which is mainly a result of the equity portion of the loans (bonus shares) of $2,435,542 received in December 2019.

Amortization of ROU assets of $41,105 (2020 - $Nil) is related to the new leased office commencing October 1, 2020.

Investor and shareholder relations of $75,071 (2020 - $57,199) consists of expenses related to activities creating awareness for the Company and its projects.

Salaries of $149,018 (2020 - $140,267) relate to fees accrued to officers and employees for management of the Company’s operations and projects.

Share-based compensation of $540,595 (2020 - $Nil) is due to amortization of the fair value of 10,600,000 (2020 – Nil) in stock options granted during the three-month period.

During the three months ended February 28, 2020, the Company used $298,632 (2020 - $480,063) in cash for operating activities and $1,041,119 (2020 - $1,029,851) in cash for exploration and evaluation investments and received $2,309,163 (2020 - $2,435,542) from financing activities. The Company had a net increase in cash of $969,412 (2020 –$925,628).

6. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As at February 28, 2021, the Company had $1,097,455 (November 30, 2020 - $128,043) in cash. The Company is at the exploration stage and does not have cash flow from operations; therefore, equity or debt financings have been the sole source of funds. At February 28, 2021, the Company had working capital of $171,536 (November 30, 2020 – deficiency of $2,083,112) and an accumulated deficit of $13,525,632 (November 30, 2020 - $11,715,053).

In the opinion of management, the working capital is insufficient to support the Company's near term general administrative and corporate operating requirements on an on-going basis. In order to fund mineral property expenses and fund administrative costs, further financings will be required, and the Company is likely to raise such funds from the issuances of equity.

The Company completed the following debt financings during the year ended November 30, 2020 and the three months ended February 28, 2021:

Loans

On December 19, 2018, March 10, 2019 and May 7, 2019, the Company entered into three loan agreements with Dr. Georg Pollert, a director of the Company. Each loan had a principal of $250,000, had 7.5% in simple interest per annum, and were repayable on or before December 31, 2020, March 31, 2021 and June 30, 2021 respectively. In addition, the director will receive 1,000,000 bonus shares on each loan upon approval by the TSX-V. On January 25, 2021 the Company issued 15,265,332 shares to settle the three loans with a total principal of $750,000 and accrued interest of $89,593 at a deemed price of $0.055 per share. The Company also issued 1,000,000 bonus shares (valued at $39,227) in accordance with the loan that matured on December 29, 2020, while the remaining 2,000,000 bonus shares (valued at $81,539) were not issued.

On November 21, 2019, the Company entered into a loan agreement with Dr. Georg Pollert. The Loan principal amount is up to $2,435,542 (received in December 2019). The loan has a term of three years and bears interest at 3% per annum. In relation to the loan, the Company intends to issue up to 7,871,084 bonus shares to Dr. Georg Pollert which was approved by the TSX-V on November 26, 2019.

Convertible debentures – converted in November 2020

On November 26, 2019, the Company closed a non-brokered private placement of convertible debentures of $3,000,000 by issuing 3,000 units of convertible debentures. Each unit was priced at $1,000 and consisted of 20,000 non-secured Convertible Debentures (the "Debentures") and 20,000 non-transferable Common Share purchase warrants ("Warrants"). Each Debenture bears an annual simple interest rate of 7.5% over its term of up to 3 years (the "Term") and the interest is to be calculated and paid annually. During the first year of the Term, the conversion price will be $0.05 per share. During the second and third years of the Term, the conversion price will be $0.10 per share. Each Warrant will entitle the holder to purchase one common share of the Company at an exercise price of $0.075 per share during the Term. In November 2020, the $3,000,000 convertible debentures were converted into 60,000,000 shares.

Convertible debentures – closed on July 3, 2020

On July 3, 2020, the Company closed a non-brokered private placement of 4,100 units of the Company (the "Units") at a price of $1,000 per Unit for gross proceeds of up to $4,100,000. Each Unit is comprised of 20,000 unsecured convertible debenture (the "Debentures") and 20,000 non-transferable common share purchase warrants ("Warrants") of the Company.

Each Debenture has a maximum term of 3 years (the "Term") and will bear an annual simple interest rate of 7.5%. During the first year of the Term, the principal amount of each Debenture may be converted by the holder, for no additional consideration, into common shares of the Company at a conversion price of $0.05 per share and $0.10 per share during the second and third years of the Term.

Each Warrant entitles the holder to purchase one additional share at an exercise price of $0.075 per share until the expiry date of the Term.

The Company paid a finder's fee of $32,500 in cash and issued 650,000 finder's shares deemed at $0.05 per share.

Equity financing – closed on December 17, 2020

In December 2020, the Company completed a private placement by issuing 22,010,000 units (the "Units") at a price of $0.08 per Unit for gross proceeds of $1,760,800. Each Unit will consist of one common share and one transferable common share purchase warrant with each warrant exercisable into shares of the Company at a price of $0.11 per share until December 16, 2021. In relation to the private placement, the Company paid or accrued $38,328 in finders' fees and issued 479,100 share purchase warrants (valued at $21,321) with each warrant exercisable into shares of the Company at a price of $0.08 per share until December 16, 2022. The Company intends to use the proceeds for exploration and development of the Company's Ulu and Hood River projects and for general working capital.

Liquidity Outlook

At present, the Company's operations do not generate cash inflows and its cash position is highly dependent on the ability to raise cash through financings and the timing of expenditures on exploration programs. In order to finance the Company's evaluation and exploration programs and to cover administrative and other expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its exploration and evaluation assets. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

Additional funds will be required to fulfil obligations under option agreements and cover general administrative and corporate operating requirements. Given volatility in equity markets, global uncertainty in economic conditions, cost pressures and results of exploration activities there can be no certainty equity funding will be available to the Company or if available funding will be on acceptable terms. Management believes it will be able to raise equity capital as required, but recognizes that there will be risks which may be beyond its control.

Capital Resources

The Company does not have sufficient capital at this time to fulfil its obligations under the current property agreements or to meet its administrative overhead expenses for the next twelve months and does not have any alternative funding arrangements in place. If the Company is unable to raise required capital it will not fulfil obligations under one or more of the property agreements or continue to operate at its current level of activity.

Going Concern

The Financial Statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Several material uncertainties may cast a significant doubt on the entity's ability to continue as a going concern. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation asset projects. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue evaluating its mineral projects by the issuance of share capital or through joint ventures, and to realize future profitable production or proceeds from the disposition of its exploration and evaluation assets. As at February 28, 2021, the Company had an accumulated deficit of $13,525,632 and had working capital of $171,536. In the opinion of management, current the working capital is insufficient to support the Company's general administrative and corporate operating requirements on an on-going basis for the next 12 months. Until additional funds are secured, the Company does not have resources to fund further exploration expenditures. Management plans to secure the necessary financing through the issuance of new equity instruments and/or entering into joint venture arrangements. However, there is no assurance that the Company will be successful in these actions.

If the going concern assumption was not appropriate for the Financial Statements, adjustments would be necessary in the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material to the Financial Statements.

7. TRANSACTIONS WITH RELATED PARTIES

The amounts due to/from related parties are amounts due to the directors and officers. The balances are unsecured, non-interest bearing and have no specific terms for repayment. These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company's related parties consist of officers and directors (and their related companies) as follows:

Name of Related Party	Position	Nature of transaction
Ken Yurichuk	Director	Director fee
Judy Baker	Director	Director fee
Robert Metcalfe	Director	Director fee
Klaus G. Schmid	Director	Director fee
Dr Georg Pollert	Director	Director fee
Grant Ewing	CEO	Salary
Andrea Yuan	CFO	Consulting fee
Kim Ewing	Office Manager	Salary
Stephen Wilkinson	Former CEO	Salary
Wayne Moorhouse	Former CFO / Director	Consulting fee

As at February 28, 2021, $232,976 (November 30, 2020 - $455,162) was due to directors and officers of the Company:

	February 28, 2021	November 30, 2020
CFO – Andrea Yuan	$ 11,471	$ 9,984
Former CEO - Stephen Wilkinson	168,000	168,000
Directors	13,665	237,338
Former CFO - Wayne Moorhouse	39,840	39,840
	$ 232,976	$ 455,162

During the three months ended February 28, 2021 and February 29, 2020, the Company entered into the following transactions with related parties:

	Three months ended February 28, 2021	Three months ended February 29, 2020
CEO – Grant Ewing	$ 51,000	$ -
Office Manager – Kim Ewing	29,280	-
CFO – Andrea Yuan	33,000	18,750
Directors' fees	25,000	25,000
Former CEO – Stephen Wilkinson	-	42,000
Share-based compensation		
- 4,900,000 (2020 – Nil) options were granted to directors and officers	236,896	-
	$ 375,176	$ 85,750

Loans and convertible debentures with Dr. Pollert

During the three months ended February 28, 2021 and the year ended November 30, 2020, the Company received the following loans from Dr. Georg Pollert, a director of the Company.

		Amount
Year ended November 30, 2020:		
December 10, 2019 - loan principal of $2,435,542; interest at 3% per annum; additional bonus shares calculated on the base of principal. Up to 7,871,084 bonus shares was approved by TSX-V on November 26, 2019.	$	2,435,542
July 3, 2020 - convertible debenture principal of $3,175,000; interest at 7.5% per annum, payable quarterly, with conversion feature and additional warrants.	$	3,175,000
Accretion and interest in the period	$	456,671
Three months ended February 28, 2021:		
On January 25, 2021 the Company issued 15,265,332 shares to settle three loans from Dr. Georg Pollert. The total loan principal of $750,000 and interest of $89,593 totalling $839,593 at a deemed price of $0.055 per share. The Company also issued 1,000,000 bonus shares (valued at $39,227) in accordance with the loan that matured on December 29, 2020, while the remaining 2,000,000 bonus shares (valued at $81,539) were not issued.	$	839,593
Cash interest paid during the period	$	213,325
Accretion and interest in the period	$	89,010

Change of board members and officers

On August 17, 2020, Grant Ewing was appointed as CEO of the Company. Peter Kuhn resigned from the interim CEO position.

On April 27, 2020, Steve Wilkinson was terminated as CEO of the Company. Peter Kuhn was appointed as interim CEO during this transition period.

In December 2019, Zara Kanji resigned as CFO of the Company and Mike Stewart resigned as the Corporate Secretary of the Company. On January 1, 2020, Andrea Yuan was appointed as CFO and Jan Urata was appointed as Corporate Secretary of the Company.

8. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Board, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that appropriate risk management systems are developed and implemented. The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk and credit risk in accordance with its risk management framework.

Financial Instruments

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The Company's financial instruments as at February 28, 2021 are as follows:

	Level 1	Level 2	Level 3
Financial assets at FVTPL			
Cash	$ 1,097,455	$ -	$ -
Financial liabilities at amortized costs			
Accounts payable and accrued liabilities	$ 105,038	$ -	$ -
Due to related parties	$ 232,976	$ -	$ -
Lease liabilities	$ -	$ 269,273	$ -
Loans payable	$ -	$ 2,494,624	$ -
Convertible debentures	$ -	$ 3,932,876	$ -

Related Risks

Liquidity Risk - Liquidity risk is the risk the Company cannot meet its financial obligations. The Company attempts to manage liquidity risk by maintaining sufficient cash balances or through additional financings to ensure there is sufficient capital to meet short term obligations. As at February 28, 2021, the Company had a cash balance of $1,097,455 (November 30, 2020 – $128,043) to settle current liabilities of $1,268,851 (November 30, 2020 - $2,831,893). The Company's current working capital is insufficient to support the Company's near term general administrative and corporate operating requirements on an on-going basis.

Interest rate risk - The Company's loans and convertible debentures all have fixed interest rates at 3% - 7.5% per annum with additional consideration of bonus shares.

Currency Risk - As at February 28, 2021 and November 30, 2020, all the Company's cash was held in Canadian dollars, the Company's functional and reporting currency.

Credit risk - Concentration of credit risk exists with respect to the Company's cash, as substantially all amounts are held at major financial institutions. The credit risk associated with cash is minimized by ensuring that these financial assets are placed with financial institutions with investment-grade ratings by a primary ratings agency.

Finance Risk - The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity and debt securities or joint ventures, 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 result in the delay or indefinite postponement of further exploration and development of the Company's properties.

9. RISKS AND UNCERTAINTIES

The Company's business is the exploration and development of mineral properties. As a result, the Company's operations are speculative. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, receipt of adequate financing; correct interpretation of geological data; feasibility and other studies; the particular nature of the mineral deposit, such as size grade, metallurgy and physical structure; expected and real metal recoveries; proximity to infrastructure and labour; the cost of water and power; climactic conditions; metal prices; fluctuations in currency exchange rates and metal prices; timely granting of necessary permits; government regulations and taxes; and environmental protection and regulations. The effect of these factors cannot accurately be predicted, but in combination these risk factors may adversely affect the Company's business.

The risks and uncertainties described in this section are not inclusive of all risks and uncertainties to which the Company may be subject. Furthermore, the Company may face additional risks and uncertainties not presently known to the Company and its management or risks currently seen as immaterial may impair the Company's business in the future.

Early Stage - Need for Additional Funds - The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Location - The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on exploration and evaluation assets.

Exploration and Development Risks - Resource property acquisition, exploration, development, and operation are a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

Environmental Risk - Current or future environmental laws and regulations may 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 damages caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. The Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

Commodity Prices - The market price of precious metals and other minerals is volatile and cannot be controlled.

Conflicts - The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction.

Dependence on Key Personnel - The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Competition - The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

Political Risk - The Company's operations and investments may be affected by local political and economic developments including: expropriation; nationalization; invalidation of governmental orders; permits or agreements pertaining to property rights; failure to enforce existing laws; failure to uphold property rights; political unrest; labour disputes; inability to obtain or delays in obtaining necessary mining permits; opposition to mining from local, environmental or other non-governmental organizations; government participation; royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations; taxation and changes in laws, regulations or policies; as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

Impact of COVID-19 - the Company's business is focused on exploring mineral properties in Nunavut. Management doesn't believe that COVID-19 will have a strong impact on the Company's financial results. Access to the properties might be delayed because of COVID-19 in the future, and as a result, the Company may delay certain aspects of its exploration and remediation work plans accordingly.

10. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

11. SUBSEQUENT EVENTS

None

12. COMMITMENTS

On August 19, 2020, the Company entered into an office lease agreement for a 24- month lease period starting October 1, 2020. The Company will pay a lease payment of $7,509 per month for the first 12-month period and $8,192 per month during the remaining lease period.

13. DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of shares without par value. The table below presents the Company's common share data as of the date of this report:

	Number of securities
Common shares	294,249,491
Stock options	19,700,000
Warrants	106,489,100

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

14. DIVIDENDS

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company, and will depend on Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors deem relevant.

15. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation assets expenditures is provided in the Company's Financial Statements as at and for the year ended November 30, 2020. These Financial Statements are available on SEDAR at www.sedar.com.

16. APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

17. FORWARD LOOKING STATEMENTS

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. 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" or the negative of these terms or comparable terminology. By their very nature 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 factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements which are filed and available for review on SEDAR at www.sedar.com. Although 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.