



**GENIUS METALS INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

Year ended  
July 31, 2020  
(Fourth Quarter)

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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This management discussion and analysis ("MD&A") of Genius Metals Inc., ("Genius Metals" or "GENI" or the "Company") follows rule 51-102 of the Canadian Securities Administrators regarding continuous disclosure.

The following MD&A is a narrative explanation, through the eyes of the management of Genius Metals, on how the Company performed during the three-month and year ended July 31, 2020. It includes a review of the Company's financial condition and a review of operations for the three-month and year ended July 31, 2020 as compared to the three-month period and year ended July 31, 2019.

This MD&A complements the audited financial statements for the year ended July 31, 2020 but does not form part of them. It is intended to help the reader understand and assess the significant trends, risks and uncertainties related to the results of operations and it should be read in conjunction with the audited annual financial statements as at July 31, 2020 and related notes thereto.

The audited financial statements for the years ended July 31, 2020 and 2019 have been prepared in accordance with the International Financial Reporting Standards ("IFRS") applicable to the preparation of annual financial statements. The accounting policies applied in the financial statements are based on IFRS issued and effective as at July 31, 2020. On November 25, 2020, the Board of Directors approved, for issuance, the audited annual financial statements.

All figures are in Canadian dollars unless otherwise stated. Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). The shares of Genius Metals are listed on the Canadian Securities Exchange ("CSE") under the symbol "GENI".

## REPORT'S DATE

The MD&A was prepared with the information available as at November 25, 2020.

## CAUTION REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business, the mining industry in general and the economic environment in which it operates as of the date of the MD&A. To the extent that any statements in this document contain information that is not historical, the statements are essentially forward-looking and are often identified by words such as "anticipate", "expect", "estimate", "intend", "project", "plan" and "believe". In the interest of providing shareholders and potential investors with information regarding Genius Properties, including management's assessment of future plans and operations, certain statements in this MD&A are forward-looking and are subject to the risks, uncertainties and other important factors that could cause the Company's actual performance to differ materially from that expressed in or implied by such statements. Such factors include, but are not limited to: volatility and sensitivity to market metal prices, impact of change in foreign currency exchange rates and interest rates, imprecision in reserve estimates, environmental risks including increased regulatory burdens, unexpected geological conditions, adverse mining conditions, changes in government regulations and policies, including laws and policies; and failure to obtain necessary permits and approvals from government authorities, and other development and operating risks. The preliminary assessments contained in the Technical Report referred to in this MD&A, and the estimates contained therein to date are preliminary in nature and are based on a number of assumptions, any one of which, if incorrect, could materially change the projected outcome.

Although the Company believes that the expectations conveyed by the forward-looking statements are based upon information available on the date that such statements were made, there can be no assurance that such expectations will prove to be correct. The reader is cautioned not to rely on these forward-looking statements. The Company disclaims any obligation to update these forward-looking statements unless required to do so by applicable Securities laws. All subsequent forward-looking statements, whether written or orally attributable to the Company or persons acting on its behalf, are expressly qualified in their entirety by these cautionary statements.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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## NATURE OF ACTIVITIES

The Company was incorporated on May 25, 2018 under the *Canada Business Corporations Act*, in conjuncture to the Acquisition by the Company of substantially all of the assets and liabilities including all of its Canadian mining properties of Cerro de Pasco Inc. (formerly Genius Properties Ltd.) by way of a spin-off. The Company's shares are listed on the Canadian Stock Exchange ("CSE") under the symbol GENI. The Company head office is 203-22 Lafleur Ave N., Saint-Sauveur, Québec J0R 1R0.

The Company, an exploration an evaluation stage company, is in the business of acquiring and exploring mineral properties in Canada. Its focus is currently on the exploration and evaluation of its mineral properties in Québec and Nova Scotia.

## BUSINESS DEVELOPMENT HIGHLIGHTS

- **GEOLOGICAL CONSULTING**

During Q4-2020, the company entered into an agreement with Laurentia Exploration Inc. to become the Company's geological consultants for the exploration and development of the Sakami Property located in James-Bay Territory, QC.

- **COVID-19**

During Q4 2020, the COVID-19 pandemic continued to cause significant financial market and social dislocation. The situation is dynamic with various cities and countries around the world responding in different ways to address the outbreak. The Company assesses the impact COVID-19 will have on its business activities. The extent of the effect of the COVID-19 pandemic on the Company is uncertain.

- **FINANCING - PRIVATE PLACEMENT**

On July 31, 2020, the Company concluded a first tranche of a non-brokered private placement for gross proceeds of \$388,850 by issuing 2,160,277 common share units of the Company at a price of \$0.18 per Unit. Each Unit consisted of one common share of the Company and one common share purchase warrant. Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.30 per share until January 31, 2022.

## BUSINESS DEVELOPMENT SUBSEQUENT EVENTS

- **FINANCING – PRIVATE PLACEMENT**

On August 5, 2020, the Company concluded a second tranche of a non-brokered private placement for gross proceeds of \$369,580 by issuing 2,053,221 common share units of the Company at a price of \$0.18 per Unit. Each Unit consisted of one common share of the Company and one common share purchase warrant. Each Warrant will entitle the holder to purchase one additional Share at a price of \$0.30 per share until February 5, 2022.

On August 10, 2020, the Company closed the final tranche of the non-brokered private placement under the same terms as noted above for gross proceeds of \$252,280 by issuing 1,401,555 common share units.

- **OTHER**

On August 31, 2020, Mr. David Shaw, Ph.D. has been appointed as Director of the Company:

Mr. Shaw brings in excess of four decades of experience in the technical and financial sectors of the mining and oil and gas resource industries. He specialized in the investigation of the structural control of mineral deposits, and on the economic side he has focused on financial and risk analysis of resource project investment. After graduating from Carleton University, Ottawa, with a Ph.D. in Structural Geology, Mr. Shaw was employed by Chevron Resources Canada as an in-house structural consultant in both the mining and hydrocarbon divisions. He founded the Resource Research Department at Charlton Securities Ltd before assuming the position of Senior Analyst at Yorkton Securities. Since the mid-

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1990's, he has worked as an independent consultant and currently serves on the Boards of three other publicly listed resource companies.

On August 31, 2020, Mr. Michel Boily has been appointed as Vice-President-Exploration of the company:

Dr. Boily is an expert geochemist and metallogenist specializing in the interpretation of precious and rare metal deposits in Precambrian volcano-plutonic terranes for the last 25 years. Prior to consulting for the mining industry and government agencies, Dr. Boily was involved as a research associate at MERI/McGill in the study of several rare metals deposits located in the Quebec province; notably the Strange-Lake deposit in Labrador (Zr, Y, REE), the St-Honoré mine in the Saguenay area (Nb, REE) and the Québec Lithium Mine in the Abitibi Greenstone Belt (Li). Since 1992, Dr. Boily has conducted exploration and technical evaluation of gold, base metals and rare metal properties located in Archean greenstone belts and the Grenville Province of Quebec and Ontario, in the Anti-Atlas Proterozoic windows of Morocco, Northern Mexico, Argentina and Nicaragua. Dr. Boily graduated from the Université de Montréal in 1988 with a PhD in geochemistry and carried out post-doctoral studies at the University of Chicago. Since 1984, Dr. Boily has been the author of various publications in international scientific journals and has written numerous technical reports. Dr. Boily is currently a registered Professional Geologist in good standing with l'Ordre des Géologues du Québec.

## • GRANT OF STOCK OPTIONS

On August 31, 2020, the Company granted 1,150,000 share options to directors, officers, consultants and employees at an exercise price of \$0.30 per share which 870,000 share options expiring on August 31, 2025 and 280,000 share options expiring on August 31, 2023. Each share option entitles the holder to acquire one common share of the Company.

## CORPORATE OBJECTIVES FOR 2021:

- The Company intends to continue to focus its exploration efforts on the Sakami and on the A-Lake properties in 2021.
- On Sakami, the Company intends to complete a 42km IP survey on the Lamarche zone in order to guide future trenching and to establish new drilling targets. The company also aims at initiating an exploratory drilling campaign of 2,000m to 4,000m that will investigate the *Lamarche* and *GoldenEye* prospects at depth.
- On A-Lake, the company intends to follow-up the 2020 IP survey and prospecting/mapping campaign in order to generate drill targets by the end of 2021

## EXPLORATION HIGHLIGHTS

- From May 19<sup>th</sup> to May 25<sup>th</sup> (Q4-2020) the Company acquired and added 202 new claims contiguous to its Sakami property located in James-Bay area.
- During the month of July (Q4-2020), the company completed a MAG survey on all the claims at Sakami that were not previously covered by airborne geophysics. The company also reinterpreted an historical geophysics survey completed by Virginia Mines which covered certain claims currently owned by Genius Metals rendering the entire Sakami property covered by airborne geophysics. The geophysics survey was carried out by Prospect'air.
- During Q4-2020 the company planned and prepared for the summer exploration program to be carried during Q1-2021 on the Sakami Property and the A-Lake property.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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## EXPLORATION SUBSEQUENT EVENTS

- During the month of August (Q1-2021) the Company launched the first phase of its two-phase exploration campaign on the Sakami property. The main objective of this phase of work was to further investigate de anomalous gold values already discovered on the property but also to discover new prospective zones on the newly acquired claims through exhaustive rock sampling. A crew of three geologists, three technicians, a cook, a camp manager and a helicopter pilot were mobilized on the property for 16 days in August in order to carry this first phase of work. This first phase of work enabled the discovery of two new prospective zones on the property that were later named *Lamarche* and *GoldenEye*. The *Lamarche* zone is currently interpreted as a 500m x 300m shear/deformation corridor which returned values of up to 13 g/t Au accompanied by considerable Ag, Zn, Cu and Pb concentrations. It is postulated that this structure extends for at least 1.2km. The *GoldenEye* zone is a 700m x 100m structure exposed near a tonalitic structure which returned up to 2,55 g/t Au. Both zones remain open in every direction.
- During the month of September (Q1-2021) the company launched the second phase of work on the Sakami property where a crew similar to the first phase was mobilized for 18 days on the property to further investigate the *Lamarche* and *GoldenEye* zones. As part of this second phase of work, the company used a mechanical excavator in order to strip the overburden on both zones in order to test the continuity of the mineralization through channel sampling. Many grab samples we're also collected on the vicinity of the prospective zones. The results of the second of work confirmed the extension of the discovery zones by producing channel sample values of 1.71 g/t Au over 1m and 1.01 g/t Au over 1.4m on *Lamarche* and 1.02 g/t Au over 4.1m on *GoldenEye*.
- During the month of October (Q1-2021) the company launched an exploration campaign on the A-Lake property which entailed the completion of a 25km IP survey and a till sampling campaign. The objective of the IP survey was to further investigate a NS-oriented fault or contact expressed by a strong magnetic contrast which was discovered as part of the 2019 VTEM airborne survey by cutting IP lines perpendicular to the contact. Vickers Geophysics from New-Brunswick carried out the survey. Furthermore, a geologist and two prospectors spent two weeks on the property to conduct a till sampling campaign which was aimed at establishing glacial dispersion trends that could lead to the Sn-Cu-Zn mineralized bodies.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## EXPLORATION ACTIVITIES FOR THE THREE-MONTH PERIOD ENDED JULY 31, 2020

During the three-month period ended July 31, 2020, the Company invested \$124,560 in exploration and evaluation assets net of disposition and impairment of which the main investments were spent on Sakami property.

GENIUS METALS INC.

### Mining properties & Exploration and evaluation assets For the three-month period ended July 31, 2020

	Dissimieux Lake OC	Sakami OC	Robelin OC	KM381 OC	Iserhoff OC	Mt Cameron NS	Blockhouse NS	Kemphville NS	Chocolate Lake NS	Leipsiglate NS	Dares Lake NS	Gold River NS	Meaghers NS	Nictaux NS Option	A Lake NB	Total	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Exploration and evaluation assets</b>																	
Geophysical	-	61,680	-	-	-	-	-	-	-	-	-	-	-	-	-	-	61,680
Geology	375	5,076	-	-	1,445	-	-	-	-	-	-	-	-	-	-	4,872	11,768
Prospecting	-	32,292	-	-	-	-	-	-	-	-	-	-	-	-	-	-	32,292
General field expenses	-	18,820	-	-	-	-	-	-	-	-	-	-	-	-	-	-	18,820
Impairment	-	-	-	-	(59,357)	-	-	-	-	-	-	-	-	-	-	-	(59,357)
	375	117,868	-	-	(57,912)	-	-	-	-	-	-	-	-	-	-	4,872	65,203
<b>Mining properties:</b>																	
Mining rights	-	32,667	-	-	1,291	-	-	-	-	-	-	-	-	-	-	232	34,190
Impairment	-	-	-	-	(22,511)	-	-	-	-	-	-	-	-	-	-	-	(22,511)
	-	32,667	-	-	(21,220)	-	-	-	-	-	-	-	-	-	-	232	11,679
<b>Balance, beginning of period</b>	340,660	980,822	-	2,696	461,175	303,285	75,606	11,453	8,229	-	-	2,116	18,525	-	144,105	2,348,672	
<b>Balance, end of period</b>	341,035	1,131,357	-	2,696	382,043	303,285	75,606	11,453	8,229	-	-	2,116	18,525	-	149,209	2,425,554	

GENIUS METALS INC.

### Mining properties & Exploration and evaluation assets For the three-month period ended July 31, 2019

	Dissimieux Lake OC	Sakami OC	Robelin OC	KM381 OC	Iserhoff OC	Mt Cameron NS	Blockhouse NS	Kemphville NS	Chocolate Lake NS	Leipsiglate NS	Dares Lake NS	Gold River NS	Meaghers NS	Nictaux NS Option	A Lake NB	Total	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Exploration and evaluation assets</b>																	
Geophysical	-	2,500	-	-	2,150	-	-	-	-	-	-	-	-	-	-	65,392	70,042
Geology	375	8,401	-	-	8,150	-	-	-	-	-	-	-	-	-	-	1,822	18,748
Prospecting <sup>(1)</sup>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8,440	8,440
Asset Transfer Agreement	(5,194)	(69,708)	(9,315)	-	-	(15,379)	(30,209)	(1,458)	-	(2,336)	(3,965)	-	(19,318)	-	-	-	(156,882)
Impairment	-	(65,723)	(21,859)	-	-	-	(20,255)	-	-	2,336	3,965	-	618	-	-	-	(100,918)
	(4,819)	(124,530)	(31,174)	-	10,300	(15,379)	(50,464)	(1,458)	-	-	-	-	(18,700)	-	-	75,654	(160,570)
<b>Mining properties:</b>																	
Acquisition	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10,000	10,000
Mining rights	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,000	1,000
Asset Transfer Agreement	(138,958)	(502,059)	(390,342)	(1,149)	-	(102,475)	(15,735)	(3,433)	(3,004)	(7,522)	(48,147)	(717)	(4,993)	-	-	-	(1,218,534)
Impairment	-	(160,109)	(916,025)	-	-	-	(9,593)	-	-	7,522	48,147	-	278	-	-	-	(1,029,780)
	(138,958)	(662,168)	(1,306,367)	(1,149)	-	(102,475)	(25,328)	(3,433)	(3,004)	-	-	(717)	(4,715)	-	-	11,000	(2,237,314)
<b>Balance, beginning of period</b>	483,312	1,596,581	1,337,541	3,845	253,255	418,465	150,412	18,764	11,233	-	-	2,818	38,095	12,424	46,134	4,372,879	
<b>Balance, end of period</b>	339,535	809,883	-	2,696	263,555	300,611	74,620	13,873	8,229	-	-	2,101	14,680	12,424	132,788	1,974,995	

- During Q4-2020, the Company completed a MAG airborne survey on the Sakami property for the total cost of 61,680\$. The survey was carried out by Prospectair.
- During Q4-2020, the company acquired 202 new claims contiguous to its Sakami property for the cost of 32,667\$.
- During Q4-2020, GÉON LTD. geological consultant to the Company produced various maps and geological reports mostly for the Sakami and A-Lake properties.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## EXPLORATION ACTIVITIES FOR THE YEAR ENDED JULY 31, 2020

During the year ended July 31, 2020, the Company invested \$480,084 in exploration and evaluation assets net of disposition and impairment of which the main investments were spent on Iserhoff and Sakami property.

GENIUS METALS INC.  
Mining properties & Exploration and evaluation assets  
For the year ended July 31, 2020

	Dissimieux Lake OC	Sakami OC	Robelin OC	KM381 OC	Iserhoff OC	Mt Cameron NS	Blockhouse NS	Kemptville NS	Chocolate Lake NS	Gold River NS	Meaghers NS	Niclaux NS Option	A Lake NB	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Exploration and evaluation assets</b>														
Geophysical	-	153,090	-	-	2,310	-	-	-	-	-	-	-	(11,947)	143,453
Geology	1,500	19,709	-	-	5,747	-	-	-	-	231	-	-	13,342	40,529
Prospecting	-	74,360	-	-	15,423	-	-	-	-	-	-	-	14,794	104,577
Drilling	-	-	-	-	172,705	-	-	-	-	-	-	-	-	172,705
General field expenses	-	18,820	-	-	-	-	-	-	-	-	-	-	-	18,820
Disposition	-	-	-	-	-	-	-	-	-	-	(6,486)	-	-	(6,486)
Impairment	-	-	-	-	(59,357)	-	-	-	-	-	-	-	-	(59,357)
	1,500	265,979	-	-	136,828	-	-	-	-	231	(6,486)	-	16,189	414,241
<b>Mining properties:</b>														
Acquisition	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mining rights	-	55,495	-	-	4,171	2,674	986	(2,420)	-	(216)	25,095	-	232	86,017
Disposition	-	-	-	-	-	-	-	-	-	-	(14,764)	-	-	(14,764)
Impairment	-	-	-	-	(22,511)	-	-	-	-	-	-	(12,424)	-	(34,935)
	-	55,495	-	-	(18,340)	2,674	986	(2,420)	-	(216)	10,331	(12,424)	232	36,318
<b>Balance, beginning of period</b>	339,535	809,883	-	2,696	263,555	300,611	74,620	13,873	8,229	2,101	14,680	12,424	132,788	1,974,995
<b>Balance, end of period</b>	341,035	1,131,357	-	2,696	382,043	303,285	75,606	11,453	8,229	2,116	18,525	-	149,209	2,425,554

GENIUS METALS INC.  
Mining properties & Exploration and evaluation assets  
For the year ended July 31, 2019

	Dissimieux Lake OC	Sakami OC	Robelin OC	KM381 OC	Iserhoff OC	Mt Cameron NS	Blockhouse NS	Kemptville NS	Chocolate Lake NS	Gold River NS	Meaghers NS	Niclaux NS Option	A Lake NB	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Exploration and evaluation assets</b>														
Drilling	-	-	-	-	-	-	-	-	-	-	1,494	-	-	1,494
Stripping	-	-	-	-	-	-	-	-	-	-	-	-	2,730	2,730
Geophysical	-	161,973	-	-	123,885	-	-	-	-	-	-	-	65,393	351,251
Geology	1,250	10,200	-	-	9,050	-	-	1,477	700	-	1,788	-	3,810	28,275
Geochemistry	-	801	-	-	-	-	-	-	-	-	-	-	-	801
Prospecting	-	22,844	-	-	7,234	-	-	800	-	-	547	-	10,016	41,441
General field expenses	-	3,613	-	-	-	-	-	-	-	-	-	-	-	3,613
Impairment	-	(65,723)	(21,859)	-	-	-	(20,255)	-	-	-	(5,099)	-	-	(112,936)
Asset Transfer Agreement	12,190	101,990	21,859	-	-	36,091	70,892	3,421	-	-	13,411	-	-	259,854
	13,440	235,698	-	-	140,169	36,091	50,637	5,698	700	-	12,141	-	81,949	576,523
<b>Mining properties:</b>														
Acquisition	-	-	-	-	121,440	22,600	-	-	-	-	-	12,424	46,299	316,669
Mining rights	-	(279)	-	-	1,946	1,440	(3,348)	120	480	420	140	-	4,540	202,763
Impairment	-	(160,109)	(916,025)	-	-	-	(9,593)	-	-	-	(1,067)	-	-	5,459
Asset Transfer Agreement	326,095	734,573	916,025	2,696	-	240,480	36,924	8,055	7,049	1,681	3,466	-	-	(1,086,794)
	326,095	574,185	-	2,696	123,386	264,520	23,983	8,175	7,529	2,101	2,539	12,424	50,839	1,398,472
<b>Balance, beginning of period</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance, end of period</b>	339,535	809,883	-	2,696	263,555	300,611	74,620	13,873	8,229	2,101	14,680	12,424	132,788	1,974,995

## Iserhoff Property

During Q1-2020 a team composed of a geologist and three prospectors devoted a week to explore the property and a total of 16 grab rock samples were sent for gold assaying in Val d'Or.

On December 5, 2019 (Q2-2020), the Company initiated a 1,000m drilling campaign on the Iserhoff property. The 1,000m drilling contract was given to Roby Drilling in Val d'Or. A crew composed of 2 camp managers, 1 geologist, 4 drillers and 1 foreman was mobilised on site. The drilling work was performed on a 24h/day 7 days/week schedule. The drill core was logged on site was later sent to Val d'Or for cutting and gold assaying. After 600m of drilling, the Company has to date been unable to reproduce the previous gold values and has suspended drilling while it re-assesses the prospect.

## A-Lake Property

During Q1-2020, the Company carried out prospecting work consisting of till sampling on the property. The samples were analyzed with a handheld XRF spectrometer to locate soil anomalies in base and granophile elements.

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During Q1-2020, the Company staked a new block of 40 claims contiguous to the northwest limit the property at a cost of \$900.

During Q2-2020. Thirteen Cu and Zn-mineralized granitic samples collected from the granophile-mineralized Mount Douglas Granite (MDG) were reanalyzed by the peroxide fusion method and showed Sn concentrations 10 to 100 X higher than previously obtained by the 4-acids method. The average concentration now reaches  $0.30 \pm 0.44$  SnO<sub>2</sub> %, with high values of 0.95, 0.92 and >1.27 SnO<sub>2</sub> % respectively. The entirety of the collected samples from A- Lake will thus be reanalyzed by the peroxide fusion method. Comparison with the major and trace element concentrations of fresh granites and mineralized/altered samples have shown considerable K, Na and Si depletion in altered quartz vein deficient samples. Consequently, the chemical composition of the MGD rocks especially the K/Th and Na/Th ratios are viewed as pathfinder elements of the mineralization. Genius will carry out further field work to find the source of the mineralized float material guided by the mapping of the A-Lake area (Billiton 1983) that discovered several un-sampled greisen veins on mountain tops. A NS-oriented fault or contact expressed by a strong magnetic contrast could be related to the granophile mineralization.

### **Sakami Property**

During Q1-2020 a prospecting campaign which consisted mostly of rock sampling in regions of detected geophysical anomalies was completed on the Sakami Property. A crew of four prospectors and two field geologists spent two weeks prospecting at Sakami and sent 109 rock samples for multi-elements assaying in Val d'Or. Several mineralized zones were identified in association with shear zones and mylonites within basaltic lithologie or in iron formations and metasediments. Some of the best gold assays obtained from grab samples reached 2.55 g/t, 1.79 g/t and 1.11 g/t.

On December 15, 2019 (Q2-2020), the Company completed a 800 linear kilometers helicopter-born MAG-TDEM survey on the northern block of the Sakami Property. The survey detected new magnetic and conductive anomalies. The survey was completed at a total cost of 100,539\$. Following the preliminary results of the survey, Genius Metals staked an additional 14 claims to extend the Sakami property.

From May 19<sup>th</sup> to May 25<sup>th</sup> (Q4-2020) the Company acquired and added 202 new claims contiguous to its Sakami property located in James-Bay area for the cost of 31,108\$

During the month of July (Q4-2020), the company completed a MAG survey on all the claims at Sakami that were not previously covered by airborne geophysics. The company also reinterpreted an historical geophysics survey completed by Virginia Mines which covered certain claims currently owned by Genius Metals rendering the entire Sakami property covered by airborne geophysics. The geophysics survey was carried out by Prospect'air.

During Q4-2020, the company entered into an agreement with Laurentia Exploration Inc. to become the Company's geological consultants for the exploration and development of the Sakami Property located in James-Bay Territory, QC.

### **CURRENT PROJECTS**

#### **Sakami Property (Québec)**

On April 5, 2017, Cerro de Pasco Resources Inc. (formerly Genius Properties Ltd.) ("CDPR") has entered into an option agreement with many prospectors to acquire a 100% interest in 128 mining claims of the Sakami Property, located in Québec, by issuing 6,000,000 common shares. On May 26, 2017, CDPR acquired 100% interest by issuing the 6,000,000 common shares at a fair value of \$0.20 per share for a consideration of \$1,200,000. The property straddles the contact between Opinaca and La Grande geological sub-provinces over a distance of 35 km in the James Bay territory.

The Sakami property, located in the James Bay area of the Province of Quebec, straddles the structural contact between the Opinaca and La Grande Archean subprovinces which exposes a significant number of gold showings related to sulphide-rich quartz veins in iron formations and shear zones. The Sakami property



## MANAGEMENT'S DISCUSSION AND ANALYSIS

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displays diverse lithologies showing signs of alteration and/or gold mineralization (Au =1 to 5 g/t) principally associated with mylonitic or sheared zones.

During the 2017 fall exploration campaign CDPR conducted ground-based PP, EM-VLF and magnetometric surveys along a 34 km grid on the South Block of its Sakami property located in the James Bay area, Quebec. The geophysical surveys were accompanied by the collection of humus and soil samples, the latter to be analyzed for 53 elements using the Mobile Metal Ions (MMI) technology. Several grab samples were also gathered for precious and base metal determination.

Furthermore, significant gold mineralized samples with values greater than 100 ppb occurred in the northeastern Sipanikaw sectors of the property principally in sheared or mylonitized hydrothermally altered (pyritized, sericitized) metavolcanic rocks and in iron formations.

CDPR has filed on Sedar a NI 43-101 technical report for the Sakami Property titled "The Sakami Property, La Grande Subprovince, James Bay Territory, Quebec, NTS 33F07,08,09,10", with an effective date of September 10, 2018. The technical report was independently prepared by Michel Boily, PhD, geo of Montreal, Quebec.

### **2018-2019 Exploration Program**

The objective of the program was to investigate the gold potential of the northern Sakami volcanosedimentary assemblage in relation to the major crustal fault dividing the northern La Grande from the metasedimentary Opinaca subprovinces. The Company conducted magnetic and IP/Resistivity surveys on new and refurbished gridlines in the northern portion of the property. Further detailed mapping and rock sampling were implemented in the sector principally located on the northern shore of Lake Sakami shear/mylonite corridor.

During the Q2-2019, letters were sent to specific members of the Wememdjji Community (Chief and the Tallyman) to inform them about the Company's 2019 exploration program in their area.

The geophysical surveys performed on the northern portion of the property unveiled important magnetic anomalies which along with the significant gold assays obtained with the surface prospecting work allowed the Company to establish exploratory drilling targets.

During Q1-2020 a prospecting campaign which consisted mostly of rock sampling in regions where the IP and Mag geophysical surveys detected discrete anomalies. A crew of four prospectors and two field geologists spent two weeks prospecting at Sakami and collected 109 rock samples that were sent for multi-elements assaying in Val d'Or.

On December 15, 2019 (Q2-2020), the Company completed a 800 linear kilometers helicopter-borne MAG-TDEM survey on the northern block of the Sakami Property. The survey detected new magnetic and conductive anomalies. The survey was completed at a total cost of 100,539\$. Following the preliminary results of the survey, Genius Metals staked an additional 14 claims to extend the Sakami property.

### **2020 Summer exploration campaign**

From May 19<sup>th</sup> to May 25<sup>th</sup> (Q4-2020) the Company acquired and added 202 new claims contiguous to its Sakami property located in James-Bay area for the cost of 31,108\$

During the month of July (Q4-2020), the company completed a MAG survey on all the claims at Sakami that were not previously covered by airborne geophysics. The company also reinterpreted an historical geophysics survey completed by Virginia Mines which covered certain claims currently owned by Genius Metals rendering the entire Sakami property covered by airborne geophysics. The geophysics survey was carried out by Prospect'air.

During the month of August (Q1-2021) the Company launched the first phase of its two-phase exploration campaign on the Sakami property. The main objective of this phase of work was to further investigate de anomalous gold values already discovered on the property but also to discover new prospective zones on the

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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newly acquired claims through exhaustive rock sampling. A crew of three geologists, three technicians, a cook, a camp manager and a helicopter pilot were mobilized on the property for 16 days in August in order to carry this first phase of work. This first phase of work enabled the discovery of two new prospective zones on the property that were later named Lamarche and GoldenEye. The Lamarche zone is currently interpreted as a 500m x 300m shear/deformation corridor which returned values of up to 13 g/t Au with accompanied by considerable Ag, Zn, Cu and Pb concentrations. It is postulated that this structure extends for at least 1.2km. The GoldenEye zone is a 700m x 100m structure exposed near a tonalitic structure which returned up to 2,55 g/t Au. Both zones remain open in every direction.

During the month of September (Q1-2020) the company launched the second phase of work on the Sakami property where a crew similar to the first phase was mobilized for 18 days on the property to further investigate the Lamarche and GoldenEye Zone. As part of this second phase of work, the company used a mechanical excavator in order to strip the overburden on both zones in order to test the continuity of the mineralization through channel sampling. Many grab samples were also collected on the vicinity of the prospective zones. The results of the second of work confirmed the extension of the discovery zones by producing channel sample values of 1.71 g/t Au over 1m and 1.01 g/t Au over 1.4m on Lamarche and 1.02 g/t Au over 4.1m on GoldenEye.

### **Iserhoff Property (Québec)**

On November 2018, the Company purchased a 100% interest in the Iserhoff Property in consideration of the issuance of 500,000 common shares of the Company. The property is subject to a 2% NSR on production, of which half can be bought back for a cash payment of \$1,000,000.

The Iserhoff Property is located in the northern Abitibi Greenstone belt, Quebec in the central and western areas of Bergères Township, about 55 km NNE of Lebel-sur-Quévillon, Québec. The gold property was originally comprised of 29 mining claims totaling 1,621.68 ha or 16.22 km<sup>2</sup> which were 100% owned by Genius Metals. The property can be accessed by a network of forestry roads some of which join provincial highway 113 connecting Lebel-sur-Quévillon with Chibougamau.

During the month of November 2018 (Q2-2019) the Company staked an additional 22 claims on the property to form a new consolidated block of claims which brings the property to a total of 51 claims.

The property is underlain by highly and multiply deformed Archean intermediate volcanic rocks (andesite-dacite) and metasediments (greywacke) metamorphosed to the amphibolite grade. Iserhoff was acquired in view of the encouraging drilling campaign results obtained by O'Brien Gold Mines Limited showing five short DDH extending for 3.5 km along strike and yielding anomalous gold values at shallow depth (ex: 1.40 g/t @ 8.3 m, 1.24 g/t @ 14.5 m and 1.24 g/t @ 5.9 m) with locally, some associated silver, lead and zinc content. Strong IP anomalies in the central portion of the Iserhoff property are related to narrow (0.5 to 3 m), somewhat discontinuous, bands of massive to semi-massive pyrrhotite and pyrite-rich-rocks which returned low base metal values.

As part of the 2018-2019 exploration campaign, the Company conducted an induced polarization ground-based survey on the Iserhoff Property. The IP survey totaled approximately 26 km.

During the Q2-2019, letters were sent to specific members of the Waswanipi Community (Chief and the Tallyman) to inform about the Company's 2019 exploration program in their area.

During Q1-2020 a prospecting campaign principally consisting of rock sampling in areas where anomalies were geophysical anomalies was completed. A team composed of a geologist and three prospectors devoted a week to explore the property and a total of 16 grab rock samples were sent for gold assaying in Val d'Or.

On December 5, 2019 (Q2-2020), the Company initiated a 1,000m drilling campaign on the Iserhoff property. The 1,000m drilling contract was given to Roby Drilling in Val d'Or. A crew composed of 2 camp managers, 1 geologist, 4 drillers and 1 foreman was mobilised on site. The drilling work was performed on a 24h/day 7 days/week schedule. The drill core was logged on site was later sent to Val d'Or for cutting and gold

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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assaying. After 600m of drilling, the Company has to date been unable to reproduce the previous gold values and has suspended drilling while it re-assesses the prospect.

During Q4-2020, the Company chose to abandon 9 of its 51 claims.

### **Meaghers Gold Property, Nova Scotia**

On September, 2017, Genius announced the staking of 243 new mining claims in Nova Scotia covering an area of 39.3 square kilometres adjacent to Atlantic Gold's most developed resource: the Touquoy gold deposit.

The four Atlantic Gold deposits (Atlantic Gold Touquoy Open Pit Mine, Beaver Dam, Fifteen Mile Stream and Cochrane Hills Gold Mines) are associated with a weak aeromagnetic anomaly representing an overturned anticline composed of sedimentary rocks.

Genius staked property contains several gold showings, old exploration works such as the Meaghers Au-As Prospect, several DDH collared for Au-Pb-Zn exploration and two abandoned gold adits. These gold-bearing structures are all in trend with the magnetic anomaly associated with Atlantic Gold's four deposits. This suggests the extension of the gold mineralized zones is probably hidden under a thick overburden and/or forms deeply buried new mineralization.

The Meaghers property is located in South-Central Nova Scotia. It forms part of the Meguma Terrane and is underlain by folded Cambro-Ordovician age sedimentary sequences of the Meguma Group containing the gold prospective Goldenville Formation. The latter is invaded by Mid-Devonian granitoids.

On August 9, 2018, GENI has filed on SEDAR a National Instrument 43-101 ("NI 43-101") technical report for its Meagher Property located in Nova Scotia. The technical report entitled "The Meaghers Property, Halifax County, Nova Scotia Canada, NTS 11D/14D" dated July 21, 2018. The technical report was independently prepared by Michel Boily, PhD, geo of Montreal, Quebec.

### **2018-2019 Exploration Program**

Starting mid-July 2018, GENI began exploration work on Meaghers. The work consisted of prospecting, geological mapping and rock sampling to generate exploration targets on which to focus more detailed work, such as channel sampling, trenching and geophysics. The objective was to evaluate the gold potential of the Goldenville Formation exposed in the Meaghers property near the contact with Atlantic Gold's mining claims.

Over the course of the 2019 fiscal year, the Company abandoned 42 claims which were located on the southwestern portion of the property. The decision to abandon those claims was justified by the presence of a golf club nearby the Company's claim which renders exploration impossible. The Company also performed 'merging operations' with its claims which brought the total of active and effective claims to a total of 100.

### **Option Agreement**

On December 4, 2019, the Company has entered into an option agreement with MegumaGold Corp. ("MGC"), whereby MGC may earn a 70% interest in the Meaghers Property. Under the terms of the agreement the MGC may earn up to a 70% interest in 6 Genius Metals mineral exploration licences totalling 100 claims (1,620 Hectares) by satisfying the following conditions:

- MGC shall issue to Genius Metals on or before December 18, 2019, 250,000 common shares ("NSAU:CNX"); and
- To earn the initial 49.9% interest, MGC shall, on or before June 4, 2021, incur initial exploration expenses made up of ground surveys to pre-drilling targeting work, totalling at least \$100,000;
- To earn an additional 20.1% interest, MGC shall, within 12 months from the latest date of which MGC satisfies its 49.9% first initial earning, incur, a diamond drilling program on the Property, totalling at least \$150,000; and

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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- Upon MGC fully exercising the option in its entirety to earn 70% of the Meaghers Property, Genius Metals shall have the option to convert its remaining 30% interest into a 2% net smelter royalty ("NSR"), resulting in MGC owning a 100% interest, and Genius Metals owning a 2% NSR on the Meaghers Property. MGC will have an option to acquire 50% of the 2% NSR for \$1.0 million, leaving Genius Metals with a 1.0% NSR.

### **A Lake Property (New Brunswick)**

In 2018, Genius Metals has completed due diligence of the Property involving a review of geological information available and of prior exploration work. A visit to the property was conducted by a qualified geologist who collected various copper mineralized samples from float material obtained by trenching. The samples collected were submitted for precious, base and trace element analysis.

The A-Lake property is located in southern New Brunswick within the Charlotte County, NTS map 21G07. It consists of seven claims containing 118 units covering 28.6 km<sup>2</sup>. The mineralization is found within the Late Devonian Mount Douglas Granite units hosting endogranitic granophile element Sn-, Mo-, Zn-, Bi and U greisen/sheeted veins. The claims are located < 20 km from the W-Mo Mount Pleasant deposit associated with hydrothermally porphyritic granites intruding intracaldera Late Devonian volcanic and sedimentary rocks of the Piskahegan Group.

The property was prospected during the late summer and fall of 2018. A total of 32 mineralized monzogranite rock samples, mostly floats, were recovered from various parts of the property including from one 25 x1 m trench. Assay values reveal 22 samples with significant copper values (0.12-7.96 %), 10 with Pb concentrations > 2600 ppm (0.26-1.43 %) and 11 having Zn values ranging from 0.1 to > 1%. High values of Ag (23-100 ppm), Mo (1990-2880 ppm), W (>200 ppm) are accompanied by anomalous Li, Sn, Bi concentrations as a testimony of the association of the mineralization to the endogranitic granophile element type.

At A-lake, the Company interpreted the assay results and began the preparation of exploration work. The Company has also staked a new block of 40 claims contiguous to the northwest limit of the property at a cost of \$900.

During Q3-2019, the Company entered into a services agreement with Geotech to perform a VTEM plus survey on the A-lake property at a cost of \$81,150. Since the Company received a 30,000\$ grant from the NBJMAP to perform the survey, the Company will be credited \$51,150 of work relative to its option agreement with Atlantic Vanadium Corp.

The VTEM survey revealed: a) Magnetic signatures defining different units and contacts in the Mount Douglas Granite (MGD) and probably the presence of a NS-oriented structure, b) high and anomalous Th, U, K concentrations associated with highly differentiated and commonly mineralized granitic units of the MGD, c) and/or from a silt-rich till cover rich in U, Th and REE-bearing minerals related to a NW-SE glacial dispersion. A prospecting campaign which includes a geochemical till survey will be conducted over the 2020 fiscal year.

During Q1-2020, the Company carried out prospection work consisting of till sampling on the property. The samples were analyzed with a handheld XRF spectrometer to locate soil anomalies in base and granophile elements.

During Q1-2020, the Company staked a new block of 40 claims contiguous to the northwest limit the property at a cost of \$900.

During Q2-2020. Thirteen Cu and Zn-mineralized granitic samples collected from the granophile-mineralized Mount Douglas Granite (MDG) were reanalyzed by the peroxide fusion method and showed Sn concentrations 10 to 100 X higher than previously obtained by the 4-acids method. The average concentration now reaches 0.30±0.44 SnO<sub>2</sub> %, with high values of 0.95, 0.92 and >1.27 SnO<sub>2</sub> % respectively. The entirety of the collected samples from A- Lake will thus be reanalyzed by the peroxide fusion method. Comparison with the major and trace element concentrations of fresh granites and mineralized/altered

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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samples have shown considerable K, Na and Si depletion in altered quartz vein deficient samples. Consequently, the chemical composition of the MGD rocks especially the K/Th and Na/Th ratios are viewed as pathfinder elements of the mineralization. Genius will carry out further field work to find the source of the mineralized float material guided by the mapping of the A-Lake area (Billiton 1983) that discovered several un-sampled greisen veins on mountain tops. A NS-oriented fault or contact expressed by a strong magnetic contrast could be related to the granophile mineralization.

During the month of October (Q1-2020) the company launched an exploration campaign on the A-Lake property which entailed the completion of a 25km IP survey and a till sampling campaign. The objective of the IP survey was to further investigate a NS-oriented fault or contact expressed by a strong magnetic contrast which was discovered as part of the 2019 VTEM airborne survey by cutting IP lines perpendicular to the contact. Vickers Geophysics from New-Brunswick carried out the survey. Furthermore, a geologist and two prospectors spent two weeks on the property to conduct a till sampling campaign which was aimed at establishing glacial dispersion trends that could lead to the Sn-Cu-Zn mineralized bodies.

### **Mt. Cameron Graphite Project (Nova Scotia)**

On October 17, 2016, CDPDR has entered into an option agreement with Mt Cameron Minerals Incorporated ("MCM") and 21 Alpha Resources Inc. to acquire an 80% interest in 82 mining claims located in Nova Scotia for the Mt Cameron Graphite Property, by issuing 600,000 common shares, by paying \$175,000 and by incurring \$1,000,000 of exploration expenditures over the next two years. As of December 31, 2016, CDPDR paid the amount of \$125,000. The properties are subject to a 3% NSR of which 2.5% may be purchased at any time by the Company for \$2,000,000.

On January 3, 2017 CDPDR amended its option agreement with Mt Cameron Minerals Incorporated and 21 Alpha Resources Inc. The amount of cash payment had been reduced to \$125,000 instead of \$175,000 and the number of shares has been increased to 800,000 common shares instead of 600,000 common shares. The Company has issued 800,000 common shares to 21 Alpha Resources Inc. at a fair value of \$0.20 per share for a consideration of \$160,000.

On March 8, 2018 CDPDR amended its option agreement with MCM. The Company has to incur exploration expenditures as follows: \$500,000 on or before December 31, 2018 and \$500,000 on or before December 31, 2019 instead of \$500,000 on or before December 31, 2017 and \$500,000 on or before December 31, 2018. In consideration for the postponement of the deadlines of one year to incur the exploration expenditures, the Company issued 200,000 common shares on April 11, 2018 at a fair value of \$0.16 per share for a consideration of \$32,000 to shareholders of Mt Cameron Minerals Inc.

On November 13, 2018, Genius Metals amended its option agreement with MCM. The Company has to incur exploration expenditures as follows: \$500,000 on or before December 31, 2019 and \$500,000 on or before December 31, 2020. In consideration for the postponement of the deadlines of one year to incur the exploration expenditures, the Company issued 100,000 common shares to shareholders of Mt Cameron Minerals Inc.

The Mt. Cameron Graphite Deposit is located in the Boisdale Hills region of Cape Breton, Nova Scotia, marking a strategic entry into the large flake graphite market. Reports indicated this deposit has the potential of becoming one of the largest graphite mines in the world producing ultra-high purity flake graphite.

The Property is conveniently located 25 kilometers west of Sydney, Nova Scotia and is comprised of 7 licenses (82 claims over 13.3 km<sup>2</sup>). The property is easily accessible by paved roads and is in close proximity to an electric utility. With the potential construction of NOVAPORT, a deep-water mega-terminal in Sydney, trans-Atlantic shipping would be readily available, Moreover, having an extensive history in steel manufacturing and coal mining, Sydney has a highly skilled workforce to offer.

The mineralization on the Property is represented by flake graphite in marbles of the George River Formation and has been identified along a strike length of approximately 12 km with zones up to 1.5 km wide interpreted to be up to 300 m in depth. Mt. Cameron has carried out prospecting, drilling and geophysics on the Property;

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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all of which indicate an extensive mineralized zone. Preliminary mineral processing studies have been carried out by Dr. Ian Flint, former Director of the Minerals Engineering Center at Dalhousie University in Halifax.

Historical works:

- **2004** - As part of a regional reconnaissance exploration program, Mt. Cameron mapped extensive beds and ridges of graphitic marbles and schists of Precambrian (Grenvillian) age on the eastern flank of the Boisdale Hills, some 25 km west of Sydney, Nova Scotia. Preliminary metallurgical work on samples taken during the mapping campaign determined the graphite is of the rare flake form. Average grade of the graphitic marble surface samples was > 4% graphite (Cg);
- **2007** - The Province, through the Office of Economic Development and DNR, commissioned a graphite market study to determine market trends and supply / demand worldwide. The study determined the Property had good potential to be one of the largest graphite mines in the world. There are indications this deposit is substantial and has the potential for an annual production as high as 200,000 tonnes of ultra high purity flake graphite and still maintain a 20 year, or longer, mine life;
- **2008** - In August 2008, Mt. Cameron initiated an exploration and metallurgical testing program budgeted at \$4 million. Initial results from deep penetrating geophysics, drilling, assaying, bulk sampling, and pilot plant testing at the Mineral Engineering Centre at Dalhousie University met or exceeded expectations;
- **2009** - Further metallurgical work determined the flake graphite could be readily separated from the marble by flotation with expected commercial production after refining above 99% graphite. Bench scale metallurgical testing has already achieved a grade of 99.3% from a large bulk sample taken in 2008.
- **2010** - A 1,300 m diamond drilling program identified an area west of Campbell Lake where 10 holes intersected up to 40 m of high-grade graphitic marble extending about 400 m along strike. This area shows considerable promise for the development of a substantial mining operation.
- **2017**- A TDEM heliborne survey was carried out by Prospectair Geosurvey over the property allowing the discovery of four important conductive areas located in the northeastern area and associated with graphite-mineralized lithologies.

On March 18<sup>th</sup> (Q3-2020) the Company signed an agreement with Mt. Cameron Minerals Inc. in order to report the obligations related to the acquisition of the property to June 30<sup>th</sup> 2020.

On June 30<sup>th</sup> (Q4-2020) the Company signed an agreement with Mt. Cameron Minerals Inc. in order to report the obligations related to the acquisition of the property to October 31<sup>st</sup> 2020. Since November 1<sup>st</sup>, 2020, the Company and Mt Cameron Minerals Incorporated are currently negotiating new terms of the option agreement to extend all the timelines on the schedule given that October 31, 2020 timeline has been passed.

### **KM 381 Lithium Project**

The KM 381 project consists of 29 mining claims totaling 1,621.68 ha or 16.22 km<sup>2</sup>. The project is less than two km east of James Bay Lithium deposit.

The property lies within the Middle and Lower Eastmain River Greenstone Belt on the James Bay Territory (2705-2752 Ma). The GB is composed of Archean volcano-sedimentary assemblages metamorphosed to the amphibolite facies and exposing rocks from komatiitic flows to rhyolites with various sedimentary assemblages present. The Eastmain River Greenstone Belt is overlain by the Auclair Formation paragneiss (Nemiscau and Opinaca basins). Several plutons ranging from tonalitic to monzogranitic compositions intruded the volcanosedimentary rocks (2747-2697 Ma). James Bay Lithium deposit (40.8 Mt @1.40% Li<sub>2</sub>O as Indicated resource) is formed of granitic pegmatite dykes of albite and spodumene. These

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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pegmatites are classified under the rare earth elements (Li-Cs-Ta) type . They form a local group of dykes intruded in paragneiss of the Auclair Formation.

During Q-3 2019, the Company contacted Galaxy Lithium, which holds a world-class lithium deposit neighbouring the Company's claim at Km 381 in order to enquire about a possible joint-venture deal to conduct advancement work on the property. Negotiations have not yet begun between the two companies.

### **Dissimieux Lake**

On March 21, 2016 and amended on May 4, 2016, CDPR has entered into an option agreement with Jourdan Resources Inc., to acquire a 100% interest in 15 mining claims located within Dissimieux Lake Phosphate Titanium-REE's property, province of Québec, by issuing 1,200,000 common shares within 15 days following the date of the signature and a number of common shares equivalent to an amount of \$180,000 within 90 days following the signature. On April 5, 2016, CDPR issued 1,200,000 common shares at a fair value of \$0.25 per share for a consideration of \$300,000. On June 20, 2016 CDPR fulfilled its obligations by issuing 720,000 common shares at a fair value of \$0.175 (value of \$0.25 as per the agreement for \$180,000) per share for a consideration of \$126,000.

The Project consists of 15 claims covering 8.4 km<sup>2</sup>, and is accessible via Provincial Highway #138 from Forestville, then driving northward on Highway #385 to Labrieville, and from there using a network of secondary gravel forestry roads to reach the east-southeast shore of Dissimieux Lake. The Property hosts titanium-phosphate (ilmenite-apatite) mineralization located near the southern margin of the La Blache Anorthositic Complex (the "LBAC"). The LBAC is elongated in a northeast-southwest direction and is 15 to 25 km wide over 60 km. It was emplaced into a highly metamorphosed and folded package of steeply dipping, N-NE dipping paragneiss and amphibolites of the Grenville Geological Province. The Property is dominated by steep hills, with elevations ranging from 435 m to 700 m above sea level.

These claims are in good standing and remain an integral part of the assets of the Company.

### **Blockhouse Gold and other (Nova Scotia)**

On May 4, 2016, CDPR has entered into an option agreement with two prospectors, to acquire a 100% interest in 107 mining claims, in nine exploration properties, located in Nova Scotia by issuing 1,000,000 common shares (500,000 common shares for each prospector). In addition, the Company will issue 100,000 common shares common shares for each \$1,000,000 in exploration and evaluation expenditures incurred by the Company, subject to a maximum of 500,000 common shares. An additional 500,000 common shares will be issued if the Company completes a Feasibility Study.

Nova Scotia properties originally consisted of the following: Blockhouse Gold NS, Dares Lake NS, Kemptville NS, Chocolate Lake NS and Gold River NS. The properties are subject to a 1.5% NSR of which two-thirds (2/3) may be purchased at any time by the Company for \$1,000,000. The majority of the Property lies within NTS area 21A and the land package includes 14 licenses comprised of 107 claims covering approximately 1,733 hectares (17.33 km<sup>2</sup>).

There are several documented gold bearing veins on the Blockhouse Property, most notably the Prest Vein that saw limited underground (narrow vein) production in the late 1800s up until the early 1930s. This property was revisited in the 1980s when 10 diamond drill holes were completed, testing near surface potential of the property. The drill results and historical mining results are documented in a 1989 drill summary report by James E. Tilsley & Associates Ltd. (filed as an assessment report AR 89-105 with the Nova Scotia DNR) where it is reported that 3,500 ounces of gold was recovered from 6,200 tons of mined and milled material from underground workings between the surface and 90 meters depth. It is further reported that most of the gold was recovered from the fissure vein that was within a very dark arenaceous slate horizon, they refer to this production area as the "Prest Shoot". Historical records on file with Nova Scotia Department of Natural Resources indicate that the Prest Shoot accounted for 2,043 tons of mill feed between 1896 and 1935, yielding 3,259 ounces of gold for an average grade of 1.59 ounces per ton (49.6 g/t). The width of the Prest Vein within the historically mined shoot is reported to average 0.25 meters (range of 0.15 to 0.61 m) and the wall rock where sampled is reported to average 0.085 ounces per ton (2.9 g/t),

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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however there was insufficient sample data to determine how extensive the gold mineralization is within the host wall rock. Underground mapping and sampling of the 60-metre level occurred in the late 1930s, the Prest Shoot as described was traced for 138 metres in the north drift and averaged 0.35 metres in width with an average gold content of 0.37 ounces per ton.

There are also three other saddle type veins within the Blockhouse property, the Thompson Vein, the Centre Vein and the East Vein (aka Laxer vein). Samples of the Thompson and East vein have reportedly assayed in the order of 0.02 to 0.5 ounces per ton, the Centre vein has yet to be reported to contain gold. There was no underground work reported on these three veins.

The Blockhouse Property (and the nearby Dares Lake Property) are underlain by metasedimentary rocks of the Meguma Series, the Goldenville Group (formerly Formation) is composed of arkosic quartzites and interbedded shales, it in turn is overlain by the Halifax Group (formerly Formation) that consists of a series of slates and shales, with a predominance of quartzite near the base.

On Blockhouse, the property is composed of a system of mineralized veins, the property consists of many claim blocks, one of which covers the Prest Vein. During the fiscal year 2019, the Company chose to abandon 14 of the 40 claims which are located the farthest from the Prest Vein and were historically deemed exploration/secondary targets. The Company kept a core of 26 claims in good standing.

### QUALIFIED PERSONS

Dr. Michel Boily P. Geo, is the qualified person under NI 43-101 who has reviewed and approved the technical information contained in this document.



# MANAGEMENT'S DISCUSSION AND ANALYSIS

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## FINANCIAL INFORMATION

### Functional and presentation currency

These selected annual financial information, selected quarterly financial information and other financial information are presented in Canadian dollars, the Company's functional currency.

### IFRS Accounting policies

The Company's significant accounting policies under IFRS are disclosed in Note 5 in the audited annual financial statements for the year ended July 31, 2020.

### Use of estimates and judgements

Please refer to Note 3.5 of the audited annual financial statements for the year ended July 31, 2020 for an extended description of the information concerning the Company's significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses.

### Changes in accounting policies

The Company's changes to accounting policies are disclosed in Note 4 in the audited annual consolidated financial statements for the year ended July 31, 2020.

### Reporting global event

During the three-month period ended April 30, 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy, capital markets and the Company's financial position cannot be reasonably estimated at this time. The Company is monitoring developments and will adapt its business plans accordingly. The actual and threatened spread of COVID-19 globally could adversely impact the Company's ability to carry out its plans and raise capital.

The Company has implemented the health measures recommended by the Canadian and Québec authorities to reduce physical contact: significant reduction in travel, teleworking and video conferences and others. The Company is continuing its activities to further the Company's objectives during this uncertain and rapidly evolving time. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods. Due to market uncertainty the Company may be restricted in its ability to raise additional funding.

### New standards and interpretations that have not yet been adopted

The information is provided in Note 5.21 of the audited annual financial statements for the year ended July 31, 2020.

### Asset Transfer Agreement

The information is provided in Note 6 of the audited annual financial statements for the year ended July 31, 2020.

### Dividends

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs

# MANAGEMENT'S DISCUSSION AND ANALYSIS

and its future growth, and any other factor that the Board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

## SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial information is derived from our audited financial.

<b>GENIUS METALS INC.</b>		
SELECTED ANNUAL FINANCIAL INFORMATION		
	July 31 2020	July 31 2019
	\$	\$
<b>STATEMENTS OF LOSS AND COMPREHENSIVE LOSS</b>		
<b>General and administrative expenses:</b>		
Salaries and employee benefit expense	172,408	138,940
Management and consulting fees	160,208	155,606
Travel and promotion	40,100	98,255
Registration, listing fees and shareholders information	37,854	38,226
Professional fees	103,485	285,233
Supplies and office expenses	39,499	56,596
Part XII.6 tax and other non-compliance penalty	3,526	4,984
Writedown of mining properties	34,935	1,086,794
Writedown of exploration and evaluation assets	59,357	112,936
Share-based compensation	-	189,291
Depreciation of equipment	1,803	1,324
	653,175	2,168,185
<b>Other (revenues) expenses:</b>		
Gain on settlement of trade accounts payable and other liabilities	(35,937)	(23,333)
Write-off of payables	(12,730)	-
Finance expense	3,632	1,474
Change in fair value of marketable securities	2,500	-
Government assistance	(19,299)	-
Exchange loss	11	240
	(61,823)	(21,619)
<b>Income tax recovery</b>	114,947	103,387
	476,405	2,043,179
<b>Net loss and comprehensive loss</b>		
	0.03	0.17
<b>Basic and diluted loss per share:</b>		
	0.03	0.17
	2019	2019
	\$	\$
<b>STATEMENTS OF FINANCIAL POSITION</b>		
Cash and cash equivalents	405,380	112,109
Short-term investments	15,000	15,000
Mining properties	1,434,790	1,398,472
Exploration and evaluation assets	990,764	576,523
Total assets	2,906,673	2,138,720
Total current liabilities	630,775	631,792
Loan	21,393	-
Equity	2,254,505	1,506,928

The basic and diluted loss per share during the year ended July 31, 2020 is \$0.03. During the year ended July 31, 2020, the Company realized a net loss and comprehensive loss of \$476,405.

The basic and diluted loss per share during the year ended July 31, 2019 is \$0.17. During the year ended July 31, 2019, the Company realized a net loss and comprehensive loss of \$2,043,179.

The net loss and comprehensive loss of \$2,043,179 for the year ended July 31, 2019 is attributable to a significant write-down of mining properties of \$1,086,794 and a write-down of exploration and evaluation assets of \$112,936.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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## Results of operations for the year ended July 31, 2020

### ***Net loss and comprehensive loss***

During the year ended July 31, 2020, the Company realized a net loss and comprehensive loss of \$476,405 as compared to a net loss and comprehensive loss of \$2,043,179 for the year ended July 31, 2019. The decrease of \$1,566,774 in net loss and comprehensive loss is mostly attributable to a decrease of \$1,510,010 in general and administrative expenses (\$653,175 for the year ended July 31, 2020 compared to \$2,168,185 for the year ended July 31, 2019).

### ***General and administrative expenses***

During the year ended July 31, 2020, general and administrative expenses were \$653,175 as compared to general and administrative expenses of \$2,168,185 for the year ended July 31, 2019. The decrease of \$1,515,010 in general and administrative expenses is mostly attributable to a decrease of \$1,051,859 in write-down of mining properties (\$34,935 for the year ended July 31, 2020 compared to \$1,086,794 for the year ended July 31, 2019) combined with a decrease of \$189,291 in share-based compensation (\$Nil for the year ended July 31, 2020 compared to \$189,291 for the year ended July 31, 2019).

### ***Other (revenues) expenses***

During the year ended July 31, 2020, other revenues were \$61,823 as compared to other revenues of \$21,619 for the year ended July 31, 2019. The increase of \$40,204 is mostly attributable to an increase of \$12,604 in gain on settlement of trade accounts payable and other liabilities (\$35,937 for the year ended July 31, 2020 compared to \$23,333 for the year ended July 31, 2019) combined with an increase of \$12,730 in write-off of payables (\$12,730 for the year ended July 31, 2020 compared to \$Nil for the year ended July 31, 2019) and an increase of \$19,299 in government assistance (\$19,299 for the year ended July 31, 2020 compared to \$Nil for the year ended July 31, 2019).

## **SELECTED QUARTERLY FINANCIAL INFORMATION**

Genius Metals anticipates that the quarterly and annual results of operations will primarily be impacted for the near future by several factors, including the timing and efforts of the exploration's expenditures and efforts related to the development of the Company. Due to these fluctuations, the Company believes that the quarter to quarter and the year-to-year comparisons of the operating results may not be a good indication of its future performance.

The following selected quarterly financial information is derived from our unaudited condensed interim financial statements.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## GENIUS METALS INC. SELECTED QUARTERLY FINANCIAL INFORMATION

	2020			2019				
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	\$	\$	\$	\$	\$	\$	\$	\$
<b>STATEMENTS OF LOSS AND COMPREHENSIVE LOSS</b>								
<b>General and administrative expenses:</b>								
Salaries and employee benefit expense	33,647	44,776	52,231	41,754	50,609	41,319	38,012	9,000
Management and consulting fees	42,278	39,148	39,253	39,529	24,375	51,190	45,961	34,080
Travel and promotion	7,391	12,564	17,877	2,268	3,927	68,347	17,636	8,345
Registration, listing fees and shareholders information	6,068	7,552	18,285	5,949	5,107	13,634	8,910	10,575
Professional fees	1,924	7,891	56,132	37,538	854	(10,075)	210,903	83,551
Supplies and office expenses	10,738	9,255	10,082	9,424	14,784	25,271	14,500	2,041
Part XII.6 tax and other non-compliance penalty	564	1,926	92	944	4,984	-	-	-
Write-down of mining properties	22,511	12,424	-	-	1,029,780	57,014	-	-
Write-down of exploration and evaluation assets	59,357	-	-	-	100,918	12,018	-	-
Share-based compensation	-	-	-	-	13,890	175,401	-	-
Depreciation of equipment	453	444	453	453	453	438	282	151
	184,931	135,980	194,405	137,859	1,249,681	434,557	336,204	147,743
<b>Other (revenues) expenses:</b>								
(Gain) loss on settlement of trade accounts payable and other liabilities	-	-	(35,937)	-	(24,782)	-	(15,941)	17,390
Write-off of payables	-	-	(12,730)	-	-	-	-	-
Finance expense	1,201	736	1,005	690	240	294	743	197
Change in fair value of marketable securities	(1,250)	1,875	1,875	-	-	-	-	-
Government assistance	(19,299)	-	-	-	-	-	-	-
Exchange loss	5	(7)	13	-	2	238	-	-
	(19,343)	2,604	(45,774)	690	(24,540)	532	(15,198)	17,587
<b>Income tax recovery</b>	8,774	830	77,375	27,968	73,606	-	17,613	12,168
<b>Net loss and comprehensive loss</b>	156,814	137,754	71,256	110,581	1,151,535	435,089	303,393	153,162
<b>Basic and diluted loss per share:</b>	0.01	0.01	0.00	0.01	0.07	0.03	0.02	0.04
<b>STATEMENTS OF FINANCIAL POSITION</b>								
Cash and cash equivalents	405,380	34,049	174,592	3,316	112,109	249,449	434,670	759,266
Short-term investments	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Mining properties	1,434,790	1,423,111	1,434,267	1,447,566	1,398,472	2,417,252	2,480,196	2,283,471
Exploration and evaluation assets	990,764	925,561	913,140	673,583	576,523	580,211	448,612	320,688
Total assets	2,906,673	2,444,059	2,637,213	2,195,580	2,138,720	3,329,771	3,540,578	3,387,592
Total current liabilities	630,775	418,884	474,284	794,233	631,792	546,862	548,301	512,029
Loan	21,393	-	-	-	-	-	-	-
Equity	2,254,505	2,025,175	2,162,929	1,401,347	1,506,928	2,782,909	2,992,277	2,875,563

The net loss and comprehensive loss of \$1,151,535 for Q4-2019 is attributable to a significant write-down of mining properties of \$1,086,794 and a write-down of exploration and evaluation assets of \$112,936.

The net loss and comprehensive loss of \$435,089 for Q3-2019 is mainly attributable to the grant of 1,250,000 share options to directors, officers, members of the technical committee, consultants and an employee which the fair value was estimated at \$175,401.

The net loss and comprehensive loss of \$303,393 for Q2-2019 is mainly attributable to a substantial \$210,903 of professional fees in general and administrative expenses. This amount of \$210,903 consists mainly of Genius Metals' share of the legal and accounting expenses incurred by Cerro de Pasco in carrying out the Asset Transfer Agreement (See Note 5 in the condensed interim financial statements for the three-month and nine-month periods ended April 30, 2019).

The net loss and comprehensive loss of \$153,162 for Q1-2019 is mostly attributable to a substantial amount of \$83,551 of professional fees in general and administrative expenses due to intensive and final work on the Asset Transfer Agreement.

## Results of operations for the three-month period ended July 31, 2020

### Net loss and comprehensive loss

The basic and diluted loss per share for the three-month period ended July 31, 2020 is \$0.01 as compared to \$0.07 for the three-month period ended July 31, 2019.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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During the three-month period ended July 31, 2020, the Company realized a net loss and comprehensive loss of \$156,814 as compared to a net loss and comprehensive loss of \$1,151,535 for the three-month period ended July 31, 2019. The decrease of \$994,721 in net loss and comprehensive loss is mostly attributable to a decrease of \$1,064,750 in general and administrative expenses (\$184,931 for Q4-2020 compared to \$1,249,681 for Q4-2019).

### ***General and administrative expenses***

During the three-month period ended July 31, 2020, general and administrative expenses were \$184,931 as compared to \$1,249,681 for the three-month period ended July 31, 2019. The decrease of \$1,064,750 in general and administrative expenses is mostly attributable to a decrease of \$1,007,269 in write-down of mining properties (\$22,511 for Q4-2020 compared to \$1,029,780 for Q4-2019).

### ***Other expenses (revenues)***

During the three-month period ended July 31, 2020, the other revenues were \$19,343 as compared to other revenues of \$24,540 for the three-month period ended July 31, 2019. There were no major changes in other expenses (revenues) during Q4-2020 as compared to Q4-2019.

## **CASH FLOWS**

### **Cash flows used for operating activities**

Cash flows used for operating activities were \$408,710 during the year ended July 31, 2020, a decrease of \$156,182 as compared to cash flows of \$564,892 used for operating activities during the year ended July 31, 2019. The decrease of \$156,182 is mostly attributable to a decrease of \$184,523 in cash flows used for operating activities before changes in working capital items (\$550,031 for the year ended July 31, 2020 as compared to \$734,554 for the year ended July 31, 2019).

### **Cash flows from financing activities**

Cash flows from financing activities were \$1,183,253 during the year ended July 31, 2020, a slightly increase of \$17,319 as compared to cash flows of \$1,165,934 from financing activities during the year ended July 31, 2019. There were no major changes in cash flows from financing activities during the year ended July 31, 2020 as compared to the year ended July 31, 2019.

### **Cash flows used for investing activities**

Cash flows used for investing activities were \$481,272 during the year ended July 31, 2020, a slightly decrease of \$7,661 as compared to cash flows of \$488,933 used for investing activities during the year ended July 31, 2019. The investing activities consist primarily of the acquisition of mining properties and exploration and evaluation assets.

## **OTHER FINANCIAL DISCLOSURES**

### **Related party transactions**

Please refer to Note 14 and 21 of the annual audited financial statements for the year ended July 31, 2020 for a summary of the Company's transactions with related parties period end balances.

### **Contingency**

Governmental laws and regulations regarding environmental protection regulate the Company's operations. The environmental consequences are not easily identifiable, either in terms of results, the impacts or the

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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expiration date. Currently, and to the best knowledge of its management, the Company is in conformity with current laws and regulations.

## **Subsequent events**

Please refer to Note 25 of the annual audited consolidated financial statements for the year ended July 31, 2020, for a summary of the Company's subsequent events.

## **Off-financial position arrangements**

As at July 31, 2020, the Company has no off-financial position arrangements.

## **Going concern assumption**

The accompanying financial statements have been prepared on the basis of the on going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period.

Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt on the Company's ability to continue as a going concern and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

For the year ended July 31, 2020, the Company recorded a net loss of \$476,405 (\$2,043,179 for the year ended July 31, 2019) and has an accumulated deficit of \$2,519,584 as at July 31, 2020 (\$2,043,179 as at July 31, 2019). Besides the usual needs for working capital, the Company must obtain funds to enable it to meet the timelines of its exploration programs and to pay its overhead and administrative costs. As at July 31, 2020, the Company had a negative working capital of \$155,529 (a negative working capital of \$475,743 as at July 31, 2019) consisting of cash and cash equivalents of \$405,380 (\$112,109 in cash and cash equivalents as at July 31, 2019). Management believes that these funds will not be sufficient to meet the obligations and liabilities of the Company. These uncertainties cast significant doubt regarding the Company's ability to continue as a going concern. Any funding shortfall may be met in the future in a number of ways, including but not limited to, the issuance of new equity instruments. Given that the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable, the Company has not yet generated income nor cash flows from its operations. The recovery of the cost of exploration and evaluation assets as well as other tangible and intangible assets, is subject to certain conditions: the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to continue the exploration, evaluation, development, construction and ultimately disposal of these assets. During the year ended July 31, 2020, the Company has raised \$1,164,350 (\$1,195,642 during the year ended July 31, 2019) from private placements consisting of common shares and flow-through shares to fund exploration works and working capital. There is no assurance that it will succeed in obtaining additional financing in the future.

## **Capital management**

The Company's capital management objectives are to ensure its ability to continue as a going concern and to maximize the return of its shareholders. The Company's definition of capital includes all components of equity and long-term loan. Capital for the reporting periods under review is summarized in Note 23 and in the consolidated statement of changes in equity in the annual audited consolidated financial statements for the year ended July 31, 2020. In order to meet its objectives, the Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the

# MANAGEMENT'S DISCUSSION AND ANALYSIS

underlying assets. The Company finances its exploration and evaluation activities principally by raising additional capital either through private placements or public offerings. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its exploration and evaluation activities or may slow its activities until conditions improve. No changes were made in the objectives, policies and processes for managing capital during the reporting periods.

## Disclosure of Outstanding share data

The following selected financial information is derived from our unaudited financial statements.

### GENIUS METALS INC.

Disclosure of outstanding share data (as at November 25, 2020)

<b>Outstanding common shares:</b>	25,164,639			
<b>Outstanding share options:</b>	2,500,000			
Average exercise price of:	\$0.273			
Average remaining life of:	3.75 years			
	<b>Expiry date</b>	<b>Number</b>	<b>Exercise price</b>	<b>Remaining life</b>
			<b>\$</b>	<b>(years)</b>
	March 6, 2024	1,025,000	0.25	3.28
	March 23, 2024	225,000	0.25	3.32
	August 31, 2023	280,000	0.30	2.76
	May 18, 2024	100,000	0.25	3.48
	August 31, 2025	870,000	0.30	4.76
		<u>2,500,000</u>		
<b>Outstanding warrants:</b>	7,985,053			
Average exercise price of:	\$0.300			
Average remaining life of:	0.99 years			
	<b>Expiry date</b>	<b>Number</b>	<b>Exercise price</b>	<b>Remaining life</b>
			<b>\$</b>	<b>(years)</b>
	May 22, 2021	1,940,000	0.30	0.49
	June 30, 2021	250,000	0.30	0.59
	July 1st, 2021	180,000	0.30	0.60
	July 31, 2021	2,160,277	0.30	1.18
	February 5, 2022	2,053,221	0.30	1.20
	February 10, 2022	1,401,555	0.30	1.21
		<u>7,985,053</u>		

## RISK AND UNCERTAINTIES

An investment in the common shares of the GENI should be considered highly speculative. Genius Metals Inc. is subject to a variety of risks, some of which are described below. If any of the following risks occur, the business, results of operations or financial condition could be adversely affected in a material manner.

### Financial instrument risks

Please refer to Note 24 of the annual audited consolidated financial statements for the year ended July 31, 2020 for a summary of the Company's financial instruments risks.

### COVID-19

The COVID-19 pandemic is causing significant financial market and social dislocation. The situation is dynamic with various cities and countries around the world responding in different ways to address the

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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outbreak. The Company continues to monitor the financial markets, its ability to finance itself and assess the impact COVID-19 will have on its business activities. The extent of the effect of the COVID-19 pandemic on the Company is uncertain.

## Exploration and mining risks

The Company is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. The Company's property interests are in the exploration and evaluation stage only. The business of mineral exploration involves a high degree of risk. Few properties that are explored are ultimately developed into production. Currently, there are no known bodies of commercial ore on the mineral properties of which the Company owns an interest. Accordingly, there is little likelihood that the Company will realize any profits in the short to medium term. Any profitability in the future from the Company's business will be dependent upon locating an economic deposit of minerals. However, there can be no assurance, even if an economic deposit of minerals is located, that it can be commercially mined.

Unusual or unexpected formations, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs.

The economics of developing mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Company's mineral properties, nor any known body of commercial ore. Programs conducted on the Company's mineral property would be an exploratory search for ore.

## Titles to property

While the Company has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

## Permits and licenses

The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

## Metal prices

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

## Competition

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.



# MANAGEMENT'S DISCUSSION AND ANALYSIS

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## **Environmental regulations**

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

## **Conflicts of interest**

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

## **Stage of development**

The Company's properties are in the exploration stage and to date none of them have a proven ore body. The Company does not have a history of earnings or providing a return on investment, and in future, there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

## **Industry conditions**

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Company, such as government regulations. The effect of these factors cannot be accurately determined.

## **Uninsured risks**

The Company's business is subject to a number of risks and hazards, including environmental conditions adverse, environmental regulations, political uncertainties, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

## **Capital needs**

The exploration and evaluation, development, mining and processing of the Company's properties may require substantial additional financing. The only current source of future funds available to the Company is the sale of additional equity capital and the borrowings of funds. There is no assurance that such funding will be available to the Company or that it will be obtained on terms favourable to the Company or will provide the

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position.

In addition, any future equity financings by the Company may result in a substantial dilution of the existing shareholders. Failure to obtain sufficient financing may result in delaying or indefinite postponement of further exploration and evaluation, development or production on any or all of the Company's properties or even a loss of property interest.

## Key employees

Management of the Company rests on a few key officers and members of the Board of Directors, the loss of any of whom could have a detrimental effect on its operations. The development of the Company's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company faces competition for personnel from other employers.

## Canada Customs and Revenue Agency

No assurance can be made that Canada Customs and Revenue Agency will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expenses or the eligibility of such expenses as Canadian exploration expenses under the *Income Tax Act* (Canada).

## CERTIFICATION OF ANNUAL FILINGS

The President and Chief Executive Officer and the Chief Financial Officer have signed the Basic Certifications of Annual Filings as required by National Instrument 52-109 for venture issuer, thus confirming, the review, the absence of misrepresentations and the fair presentation of the annual filings.

- The President and Chief Executive Officer and the Chief Financial Officer confirm to have reviewed the annual financial statements and the annual MD&A (together, the "annual filings") of the Company for the year ended July 31, 2020.
- Based on their knowledge, having exercised reasonable diligence, the President and Chief Executive Officer and the Chief Financial Officer confirm that the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings..
- Based on their knowledge, having exercised reasonable diligence, the President and Chief Executive Officer and the Chief Financial Officer confirm that the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the period presented in the annual filings.