Hemlo Explorers

Management's Discussion and Analysis

of the Financial Condition and Results of Operations

Three Months Ended April 30, 2021

The following discussion of financial performance and condition should be read in conjunction with the unaudited condensed interim financial statements of Hemlo Explorers Inc. (the "Company") for the three months ended April 30, 2021 and the audited financial statements for the year ended January 31, 2021 and the notes thereto, that have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated. This report which is dated June 21, 2021 has been approved by the Board of Directors and the Company's other public filings can be reviewed on the SEDAR website. (www.sedar.com).

CAUTIONARY NOTE

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or assumptions in respect of future production, capital costs and future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to: the grade and recovery of ore which is mined varying from estimates; exploration and development costs varying significantly from estimates; inflation; fluctuations in commodity prices; delays in the development of the any project caused by unavailability of equipment, labour or supplies, climatic conditions or otherwise; termination or revision of any debt financing; failure to raise additional funds required to finance the completion of a project; and other factors. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law. Also refer to the ***Risks and uncertainties*** section of this MD&A.

TECHNICAL INFORMATION

The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("NI 43-101") for the Company's exploration projects in the following discussion and analysis is Mr. Dan McCormack, P.Geo., a Registered Professional Geologist of Ontario, and an employee of the Company. The technical information concerning such properties contained herein has been reviewed by Mr. McCormack. Readers are cautioned that grab samples are selective by nature. The grades and mineralization present are unlikely to represent future average grades on the property.

Corporate Information

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (of Alberta) on January 10, 2008. On July 21, 2008, the Company was authorized to continue its operations from the jurisdiction of Alberta to Ontario. On May 20, 2020, the Company changed its name to Hemlo Explorers Inc. from Canadian Orebodies Inc. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts expended on the mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and upon future profitable production or proceeds from disposition of such properties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has interests, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

In March 2020, the COVID-19 outbreak was declared a global 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. To date, the Company's operations have been minimally impacted and the Company continues to be able to plan and carry out activities.

Overall Performance

As at April 30, 2021, the Company had assets of $2,501,154 and a net equity position of $2,047,211. This compares with assets of $3,513,864 and a net equity position of $3,196,146 at January 31, 2021.

Review of Operations

Recent Activity

On March 3, 2020, the Company closed a non-brokered private placement that raised aggregate gross proceeds of $1,174,000 through the sale of 1,640,000 common shares (the "Shares") at a price of $0.30 per Share, 283,333 flow-through common shares (the "FT Shares") at a price of $0.36 per FT Share, and 1,333,334 flow-through common shares (the "Premium FT Shares") at a price of $0.435 per Premium FT Share.

On March 9, 2020, the Company appointed Brian Howlett as President and Chief Executive Officer. The Company also granted an aggregate of 505,000 share options to directors, officers, and consultants of the Company under the terms of the Company's incentive stock option plan. The options are exercisable at a price of $0.30 per share for a period of five years, vest immediately, and are subject to a four-month hold period from the date of issuance.

On May 8, 2020, the Company closed the purchase of the West Hemlo and North Hemlo properties (collectively, the "Properties") from O3 Mining Inc. ("O3") in the Hemlo mining district of Ontario. At closing, the Company issued 850,000 common shares to O3, valued at $229,500, subject to a statutory hold period expiring on September 9, 2020. If in the future the Company publishes a feasibility study in respect of the Properties that contains at least 2,000,000 ounces of gold categorized as a combination of Probable and Probable Mineral Reserves, then the Company shall pay a discovery bonus of $1,000,000 in cash or shares, at the Company's option, to O3 within ten days of such publication.

On May 19, 2020, the Company appointed Dan McCormack, P.Geo., as Exploration Manager and granted an aggregate of 100,000 share options to employees and consultants of the Company under the terms of the Company's incentive stock option plan. The options are exercisable at a price of $0.45 per share for a period of five years, vested immediately, and are subject to a four month hold period from the date of issuance.

On May 20, 2020, the Company changed its name from Canadian Orebodies Inc. to Hemlo Explorers Inc. and began to trade on the TSX Venture Exchange under the ticker symbol "HMLO". Concurrently, the Company consolidated its share capital on a three for one basis. All share, option, and warrant figures are presented on a post-consolidation basis.

On June 2, 2020, the Company provided on update on the potential targets within the mining claims recently acquired from O3 Mining Inc.

On June 22, 2020, the Company announced the completion of a 460-line-kilometre high resolution magnetic survey on the Pic Project and the commencement of the 2020 field program which began at the Beggs Lake Stock.

On July 13, 2020, the Company provided an update on the field work at the North Limb property as well as the Pic Project.

On August 25, 2020, the Company closed a non-brokered private placement that raised aggregate gross proceeds of $3,500,000 through the sale of 5,000,000 units (the "Units") at a price of $0.70 per Unit. Each Unit is comprised of one common share and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one common share at a price of $1.20 until February 25, 2022, but subject to accelerated expiry terms if the Company's shares trade at or above $2.50 per share for 20 consecutive days.

On October 6, 2020, the Company announced the completion of a soil survey over a section of the North Limb project. In addition, the Company granted an aggregate of 825,000 share options to directors, officers, employees and consultants of the Company under the terms of the Company's incentive stock option plan. The options are exercisable at a price of $0.80 per share for a period of five years, vested immediately, and are subject to a four-month hold period from the date of issuance.

On October 27, 2020, the Company announced the appointment of Ernie Eves to the Board of Directors and granted 60,000 share options under the terms of the Company's incentive stock option plan. The options are exercisable at a price of $0.80 per share for a period of five years, vested immediately, and are subject to a four-month hold period from the date of issuance.

On November 17, 2020, the Company granted 75,000 share options to an employee of the Company, vesting immediately, and exercisable at $0.80 per share for a period of five years, vested immediately, and are subject to a four-month hold period from the date of issuance.

On December 17, 2020, the Company announced the receipt of exploration permits which cover the majority of the claims on the North Limb Project and all of the claims on the Pic Project from the Ontario Ministry of Energy, Northern Development and Mines.

On January 14, 2021, the Company commenced a drill program at its North Limb Project, located approximately 15 km north of the Hemlo Mine near Manitouwadge, Ontario. The program was the first on this portion of the property since 1996.

On May 12, 2021, the Company provided an update on its drill campaign at the North Limb Project. Gold and multi-element assays had been returned for 3 of the 13 drillholes completed with a few anomalous gold values returned over narrow widths, with evaluation of multi-element analysis on-going.

On May 26, 2021, the Company paused its drill campaign at the North Limb Project after completing 7,891 metres of diamond drilling in 18 holes to allow assays from core samples to catch up.

Portfolio of Properties

Exploration Expenditures by Property

During the three months ended April 30, 2021, the Company incurred a total of $1,037,604 in exploration expenditures (2020 - $57,068).

The majority of the exploration expenditures were spent on the North Limb Project, which was subject to a diamond drill program.

A complete breakdown of the exploration expenditures by project and category is provided below:

Property	North Limb		Pic		Hemlo West		Belcher Islands Iron & Other		Total	
Period beginning	01-Feb-2021	01-Feb-2020	01-Feb-2021	01-Feb-2020	01-Feb-2021	01-Feb-2020	01-Feb-2021	01-Feb-2020	01-Feb-2021	01-Feb-2020
Period end	30-Apr-2021	31-Jan-2021	30-Apr-2021	31-Jan-2021	30-Apr-2021	31-Jan-2021	30-Apr-2021	31-Jan-2021	30-Apr-2021	31-Jan-2021
Balance, beginning of period	**$ 1,610,199**	**$ 939,549**	**$ 6,923,256**	**$ 6,311,635**	**$ 204,622**	**$ -**	**$ 14,218,002**	**$ 14,213,098**	**$ 22,956,079**	**$ 21,464,282**
Acquisition, Staking & Options	-	35,500	-	155,000	-	194,150	-	4,904	-	116,707
Assays & Sampling	67,499	26,614	-	11,713	-	-	-	-	67,499	122,851
Camp Costs & Equipment/Supplies	79,804	112,626	750	45,222	-	-	-	-	80,554	207,131
Geological Salaries & Consulting	101,609	199,562	15,239	157,207	16,327	10,472	-	-	133,175	55,323
Drilling	665,773	172,016	-		-	-	-	-	665,773	274,900
Field Work	70,851	92,475	-	91,212	-	-	-	-	70,851	342,332
Geophysical	-	-	-	43,650	-	-	-	-	-	-
Permitting	354	7,524	-	16,037	800	-	-	-	1,154	17,363
Transportation & Fuel	18,598	24,333	-	91,580	-	-	-	-	18,598	331,576
Property Sales/Options			-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-
Total for period	**1,004,488**	**670,650**	**15,989**	**611,621**	**17,127**	**204,622**	**-**	**4,904**	**1,037,604**	**1,491,797**
Balance, end of period	**$ 2,614,687**	**$ 1,610,199**	**$ 6,939,245**	**$ 6,923,256**	**$ 221,749**	**$ 204,622**	**$ 14,218,002**	**$ 14,218,002**	**$ 23,993,683**	**$ 22,956,079**

North Limb Project

The North Limb project is located 15 kilometres northeast of the Williams Mine operated by Barrick Gold Corporation and consists of 653 claim cells encompassing approximately 8,000 hectares. The North Limb project was assembled over the past four years through three property purchases, including an acquisition from O3 Mining Inc., combined with a significant amount of claim staking.

On May 24, 2016, the Company purchased a 100% interest in 135 claim units comprising 2,160 hectares approximately 40 kilometres northeast of Marathon, Ontario, with the vendors retaining a 1% NSR on the purchased claims. In addition, the Company staked 303 claim units totaling 4,848 hectares.

Highlights from the 2016 prospecting program carried out by the Company on the North Limb Project included the discovery of a new gold occurrence (the “Petrant Lake Occurrence”). Limited sampling returned two strongly anomalous gold values of 1.74 g/t Au and 1.64 g/t Au located approximately 160 metres apart from each other. The samples are spatially associated with one of the priority airborne EM anomalies identified from the 2016 VTEM Max survey the Company flew over the North Limb Property.

In late 2016, the Company completed an 823-line kilometre airborne VTEM Max geophysical survey over the North Limb Property. The survey data generated several new high priority drill targets, including one associated with the Petrant Lake Occurrence. In total, ten targets generated from the survey were submitted to Geotech Ltd. that generated as many EM plate models at central, east and west locations of the North Limb.

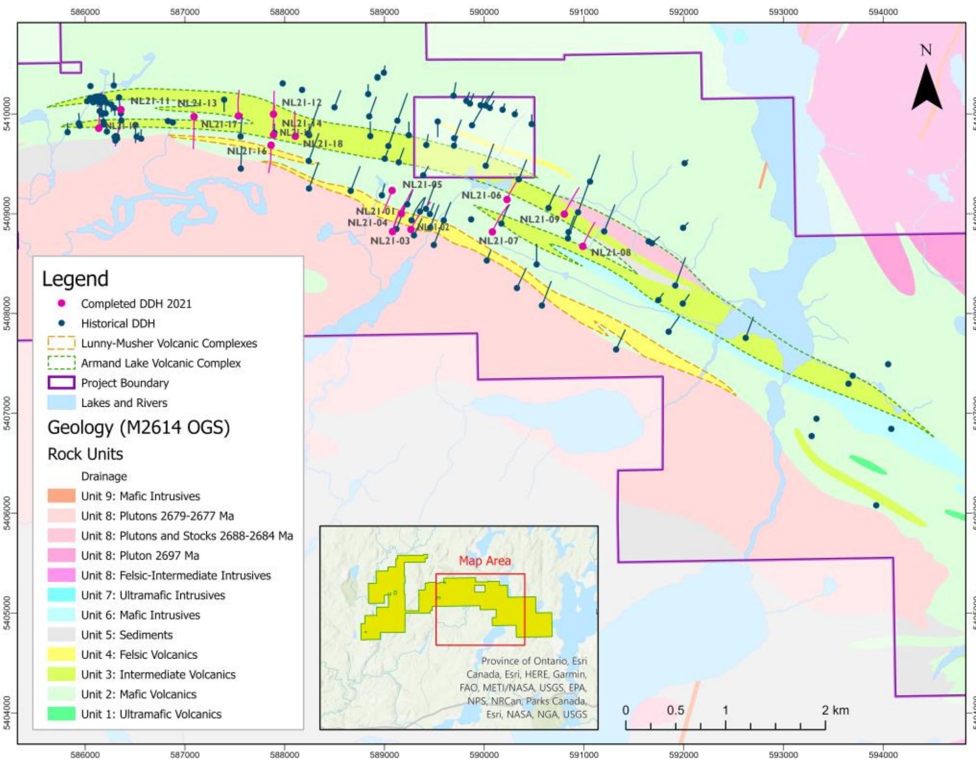
During 2017, the Company completed a 15-kilometre induced polarization (I.P.) survey on a portion of the West Quadrant of the North Limb which outlined 4 high priority targets. Additionally, the Company announced completed a small drill program of 7 broadly spaced drill holes totaling 1,423 metres which tested a variety of targets within the western half of the Property. No significant gold mineralization was encountered.

On May 8, 2020, the Company strategically added 64 mining claim cells to the North Limb through a property acquisition from O3 Mining Inc. The additional claims contain a section of highly prospective volcanogenic assemblages with drill intercepts of 37.35 g/t gold over 1 metre and 10.57 g/t gold over 1 metre from drillholes F195-2 and F195-4.

From July to October 2020, a prospecting program was undertaken on the East and Central Quadrants of the North Limb with 245 grab samples taken and assayed for gold and multi-element analysis. Prospecting and mapping specifically focused on the 8.2-kilometre Armand Lake Volcanic Complex ("Armand") which resembles the Hemlo Deposit at the Moose Lake Volcanic Complex. In addition, a 6.3-kilometre humus survey was undertaken over two select areas of the Armand with 264 samples analyzed for gold and multi-elements. The results, merged with historic data, confirmed and identified new drill target areas along the Armand trend. During the same period on the East and Central Quadrants, the Company compiled historical drillholes and several ground surveys generating a 3D model and targets for proposed drilling.

In January 2021, the Company began a diamond drill program ("Program") targeting the East and Central Quadrants of the North Limb. The Program was anticipated to consist of approximately 10,000 metres of drilling, in roughly 20 drill holes with an average length of 500 meters. To date, the Company has completed 7,891 metres of drilling and has paused the Program allowing gold assays to catch up. On May 12, 2021, the Company announced the results from the first three drill holes of the Program. While the first three holes returned no significant values of gold mineralization, management believes that the North Limb remains highly prospective.

Figure 1: Central & East Quadrants of the North Limb – Area of Focus



Pic Project

The Pic Project encompasses approximately 24,000 hectares and was amalgamated through the acquisitions of the Wire Lake, Black Raven, Goodchild, and Benton properties, in combination with the Company staking an additional 985 mining claim cells.

A compilation map of the Pic Project can be viewed here:
https://hemloexplorers.ca/site/assets/files/2011/picproject-compilation-2020.pdf

Wire Lake Property

On October 7, 2016, the Company entered into an option agreement to acquire a 100% interest in 251 claim units (now 866 mining claim cells) covering approximately 4,047 hectares that are located in the Hemlo greenstone belt (the "Wire Lake Property"). On signing, the Company paid $40,000 in cash and issued 26,042 common shares valued at $25,000. The option agreement calls for the Company to make additional cash payments to the vendor totaling $550,000 over the following five anniversary dates of the option agreement as detailed below:

(i) 2017 - $100,000; (paid)
(ii) 2018 - $100,000; (paid)
(iii) 2019 - $100,000; (paid)
(iv) 2020 - $150,000; (paid) and
(v) 2021 - $100,000.

Upon completion of the option agreement, the Company will grant the vendor a 2% NSR royalty, one-half of which may be bought back for a lump sum payment of $1,000,000.

The Wire Lake Property lies 29 kilometres to the northwest of the Williams Mine and 40 kilometres to the southwest of the past producing base metal mines near Manitouwadge. Gold was first discovered on the Wire Lake Property in 1986 and the property was explored by junior companies until 1993, following which the property remained dormant for over 20 years pending the outcome of litigation. Previous work identified a gold bearing zone (the “Wire Lake Gold Zone”) over a 2,300-metre strike length that remains open in both directions and to depth. The Wire Lake Gold Zone is characterized by moderate to intense alteration (silicification, carbonatization, biotitization and sericitization) within predominantly mafic volcanics. Sulphide content (pyrrhotite, pyrite, +/- arsenopyrite and sphalerite) usually ranges from 1 to 3% but can locally be up to 10%. Visible gold has been rarely observed, and where is does occur it is usually associated with quartz stringers and veinlets. Approximately 15% of the property had been systematically explored.

During the fall of 2016, a reconnaissance prospecting program was successful in tracing out the Wire Lake Gold Zone over a strike length of 2 kilometres and the Company also completed a 620-line kilometre airborne Mag & VLF geophysical survey over the property.

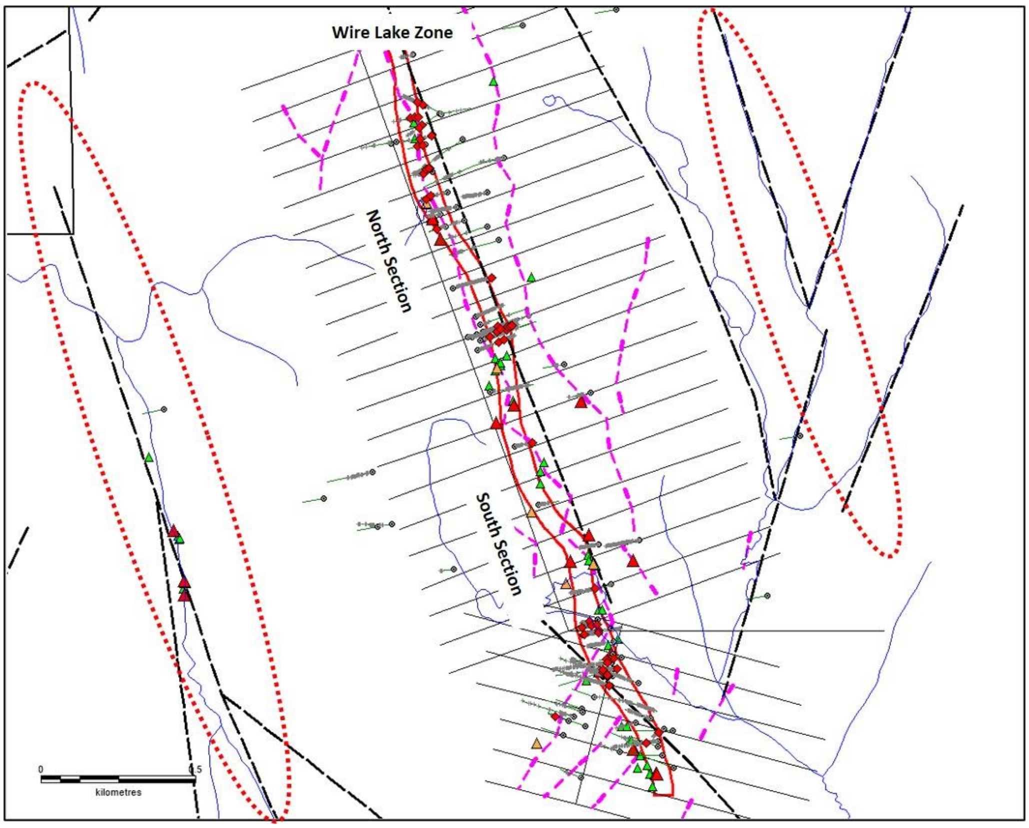
During May 2017, the Company completed a 34-line kilometre induced polarization (“IP”) survey on the Wire Lake Property. The IP survey grid extended the strike length of the Wire Lake Gold Zone by 300 metres, totaling 2.3 kilometres in length. The IP survey identified numerous priority targets for follow up work.

Highlights from the 2017 drill program included:
- WL-2017-001: 2.6 g/t Au over 18.7 metres, including 57.1 g/t Au over 0.5 metres;
- WL-2017-002: 1.4 g/t Au over 13.0 metres and 0.8 g/t Au over 28.0 metres, including 1.6 g/t Au over 10.6 metres;
- WL-2017-011: 1.4 g/t Au over 32.4 metres, including 4.2 g/t Au over 5.0 metres;
- WL-2017-013: 1.4 g/t Au over 18.8 metres, including 5.3 g/t Au over 3.1 metres;

- WL-2017-021: 1.1 g/t Au over 31.7 metres, including 1.6 g/t Au over 5.4 metres and 2.0 g/t Au over 5.8 metres; and
- WL-2017-020: 1.4 g/t Au over 18.0 metres.

On December 13, 2017, the Company announced the results from the fall prospecting program at Wire Lake and the discovery of a new gold zone that potentially extends the Wire Lake Gold Zone between 500 and 700 metres to the south. The Company's geological teams were successful in outlining an 800 square metre area hosting gold and pyrite-pyrrhotite mineralization in altered mafic volcanics (biotite, silicification). Assays from fifteen grab samples taken from this area averaged 1.92 g/t Au. Of significance is that the four samples taken the furthest east returned 10.4 g/t Au, 6.6 g/t Au, 3.6 g/t Au and 1.1 g/t Au over a 180-metre strike length. The zone remains open to the east and along strike.

Figure 2: Plan Map of Wire Lake Gold Zone



In 2018, three diamond drill holes totaling 657 metres and targeting the Kakeeway and Lucky Seven zones were completed in the Wire Lake Gold Zone ("WLGZ).

- Drilling in the Kakeeway Zone suggest an additional 525 metre strike-length extension to the Wire Lake Gold System;
- Drilling in the Lucky Seven Zone confirmed the extension of the WLGZ to depth to at least ~200 metres down-dip and that the mineralized system remains open to depth; and
- Subsidiary zones of mineralization discovered in the footwall and hanging wall of the main zone of mineralization forming the Wire Lake Gold Zone.

In May 2020, the Company completed a 460-line kilometre high resolution helicopter magnetic survey covering the Porphyry and Contact Lake areas to help identify buried intrusive boundaries and structural trends. Both target areas have soil and lithogeochem anomalies with elevated gold and base metal values.

In August 2020, a compilation of diamond drill data for Wire Lake was undertaken for the purposes of developing a 3D model and target generation. A total of 115 drill holes were validated with common lithology codes and geological data to assist in identifying zone geometry and continuity.

In September 2020, drill hole and ground survey data was compiled and a 3D model generated for WLGZ. As a result, zones open at depth have been identified below historic shallow drilling that have been tested to no deeper than 200 metres. In addition, two poorly tested parallel zones to that of the WLGZ trend have been identified for future IP and prospecting surveys.

Black Raven Property

On April 23, 2017, the Company entered into an acquisition agreement (the "Acquisition Agreement") with StrikePoint Gold Inc. ("StrikePoint") to acquire a 100% interest in 576 mineral claim cells (the "Black Raven Property") located adjacent to the Company's Wire Lake Property. The Black Raven Property covers approximately 6,640 hectares located in the northwest portion of the Hemlo Greenstone Belt. Pursuant to the Acquisition Agreement, the Company paid $15,000 cash on signing, and issued 416,667 common shares valued at $587,500. Additionally, the Company issued 83,333 share purchase warrants, valued at $40,025, entitling StrikePoint to acquire up to 83,333 common shares at a price of $1.89 per share for a period of twelve months.

In conjunction with the Acquisition Agreement, the Company executed a termination and assumption agreement (the "Termination and Assumption Agreement") with the underlying optionors of the Black Raven Property in order to terminate the underlying option agreement, discharge a future milestone payment and assume the underlying royalty obligations. The Termination and Assumption Agreement called for the Company to issue 66,667 common shares on signing to the Optionors, valued at $94,000, and assume a 2.5% net smelter return ("NSR") royalty. The royalty agreement provides that 1.5% of the NSR royalty may be bought back by the Company at any time upon payment of $1,500,000, or in increments of 0.5% NSR royalty for $500,000 each.

In addition to covering the extension of the Wire Lake gold trend, the Black Raven Property contains several gold and gold-zinc prospects and occurrences, including the Super G Prospect, the Kurt Kuhner Occurrence, as well as the Beaver Pond Boulder Train and Crocker Float.

The Super G Prospect was discovered by Hemlo Gold Mines Inc. in 1993. High-grade visible-gold bearing, quartz vein float boulders on the north shore of Smoke Lake returned grab samples assaying up to 32.3 g/t Au. Follow-up work led to the discovery of surface samples which produced bonanza grades up to 846.40 g/t Au and 570.00 g/t Au. Trenching and drilling outlined a narrow but locally, high-grade quartz vein system over strike length of 400 metres to a depth of 130 metres.

The Kurt Kuhner Gold-Zinc Occurrence was discovered by Kerr Addison Mines Ltd. in 1971. Nine diamond drill holes totaling 309 metres were drilled. Assay results included 2.74 g/t Au and 1.16% Zn over 5.55 metres from KP-71-5. The Beaver Pond Boulder Train is located east of Smoke Lake and has been traced by prospecting for over 600 metres. The boulder train consists of angular syenitic-monzonitic material containing quartz veinlets and stockworks with 1-2% finely disseminated pyrite. Historic grab samples have returned results up to 47.66 g/t Au.

The Crocker Float is located approximately 270 metres north of Smoke Lake. Unlike the float in the Beaver Pond Boulder Train, the Crocker Float is composed of granodiorite crosscut by malachite-stained quartz veinlets and veins containing up to 5% pyrite +/- chalcopyrite. Two historic samples taken from the boulder returned bonanza grades of 312.90 and 95.31 g/t Au, and 70.70 and 10.70 g/t Ag.

Highlights from the 2018 Exploration Program at Smoke Lake

Five diamond drill holes totaling 785.3 metres were drilled in the Smoke Lake area to target the Super G vein. The results of the 2018 drilling suggested that the Super G vein is part of the much larger mineralized system referred to as the Smoke Lake Gold System ("SLGS"). From the integration of the historic and the 2018 drilling results, the SLGS is interpreted as an anastomosed network of mineralized structures in which gold mineralization is associated with mm-wide to cm-wide quartz stringers and veins with haloes of disseminated sulfides. Additional drilling is necessary to confirm the interpreted geometry of the SLGS.

Narrow higher-grade zones enveloped by lower grade mineralization are observed in the main mineralized structures composing the SLGS. The SLGS has been so far defined by drilling over a strike length of >400 metres and to a vertical depth of 130 metres. Drilling in 2018 in the Super G structure suggests a 170m down plunge continuity of high-grade mineralization that remains open at depth, and the vein system also remains open in both directions along strike. Surface mapping of gold mineralization in the area also suggests that additional mineralized structures are likely present in the hanging wall and footwall of the SLGS. The SLGS was targeted based on the previous work of Freewest Resources Canada Ltd. in 2003 and diamond drilling by Entourage Metals Ltd. in 2011-12. Both exploration programs encountered multiple zones of mineralization in the area and the best diamond drilling intersections were obtained in the Super G vein, which returned assay results of 44.5 g/t Au (uncut) over a drilled width of 2.4 metres (BR-11-04[1]) and 19.2 g/t Au over 2.0 metres (BR-11-01[1]).

In the Company's 2018 drill program, hole BR-2018-001 intersected 19.1 g/t Au over 2.0 metres in the Markes structure of the Smoke Lake Gold System. Hole BR-2018-002 contained 133.2 g/t Au over 2.0 metres, including 443.0 g/t Au over 0.6 metre in the Super G vein of the Smoke Lake Gold System, which represents the highest-grade drill result on the property to date. The intersection in BR-2018-002 suggests an up-plunge continuity of the zone of high-grade mineralization between BR-11-01 and BR-11-04, whereas BR-2018-003 shows that the zone of mineralization remains open down-plunge.

Figure 3: Table of Significant Intersections from 2018 in the Smoke Lake Gold System

Hole	From (m)	To (m)	Interval (m)	Au (g/t) uncut	Visible gold	Structure in SLGS
BR-2018-001	46.8	48.8	2.0	19.1	-	Markes
incl.	46.8	47.8	1.0	37.2	-	
and	146.0	148.0	2.0	4.5	-	Discovery
incl.	147.5	148.0	0.5	14.5	-	
BR-2018-002	132.0	138.3	6.3	0.6	-	Discovery
incl.	137.1	138.3	1.2	2.4	-	
and	141.3	143.3	2.0	133.2	-	Super G
incl.	142.1	142.7	0.6	443.0	VG	
BR-2018-003	107.0	109.5	2.5	0.6	-	Discovery
incl.	108.0	108.5	0.5	7.0	-	
and	120.1	122.1	2.0	8.7	-	Discovery
incl.	120.1	120.6	0.5	34.6	VG	
and	130.9	132.9	2.0	2.7	-	Super G
incl.	130.9	131.5	0.6	9.1	VG	
BR-2018-004	37.4	39.7	2.0	2.2	-	Discovery
incl.	38.3	38.7	0.4	5.0	VG	
and	54.6	56.9	2.3	1.8	-	Super G
incl.	55.6	56.0	0.4	7.7	-	
BR-2018-005	no significant results					Super G

Assay results reported over intersection length. Additional drilling is required to estimate the true width of the mineralized structures forming the Smoke Lake Gold System. Significant intervals reported over core lengths of at least 2.0 metres.

[1] *Readers are cautioned that these assay results are historical in nature and have not been verified by a qualified person on behalf of the Company.*

Figure 4: Plan Map of 2018 Drilling at Smoke Lake Gold System

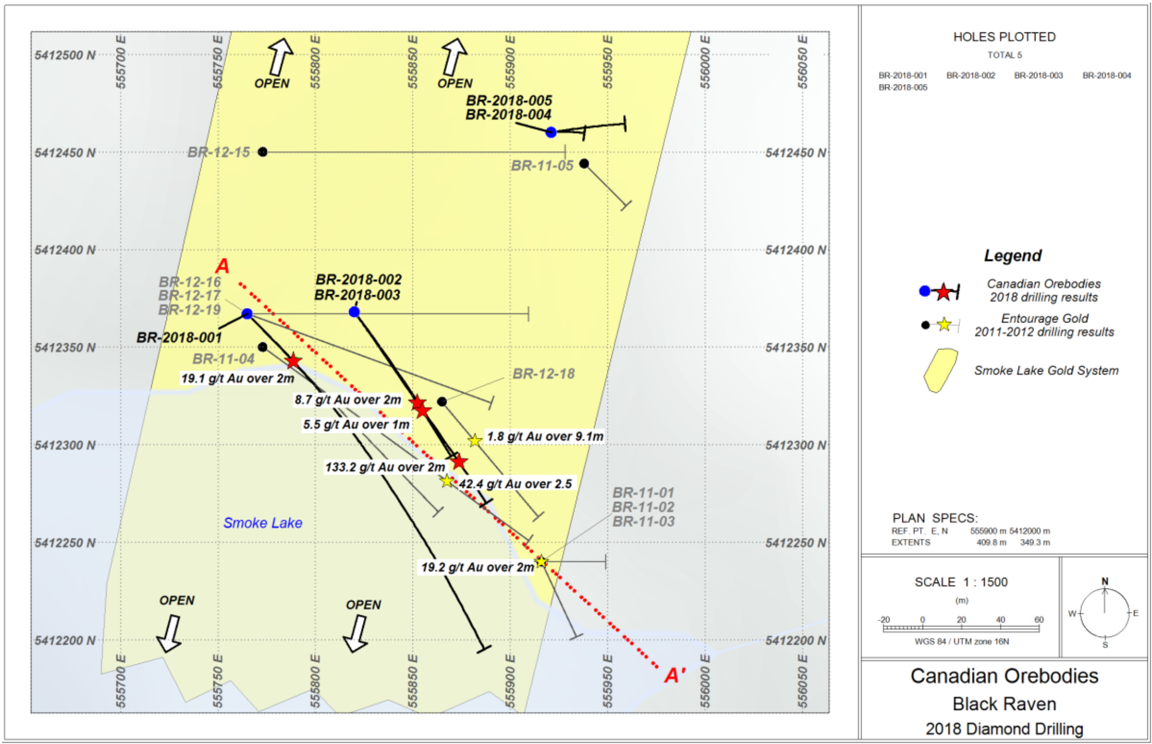
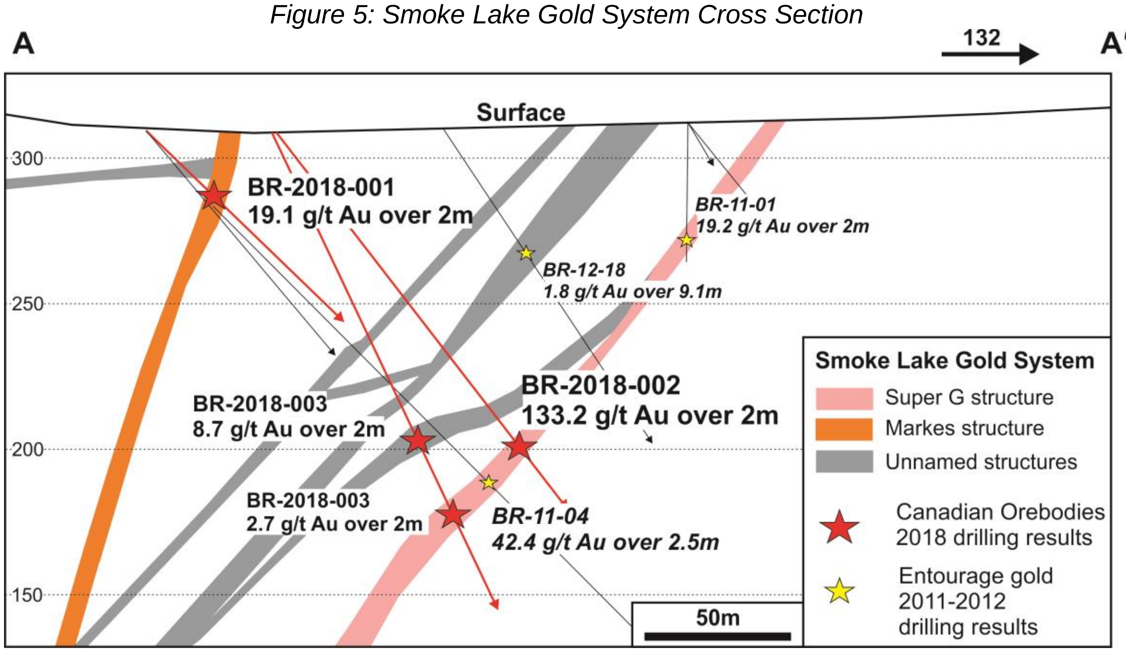


Figure 5: Smoke Lake Gold System Cross Section



Highlights from the 2019 Exploration Program at Smoke Lake

The winter drill campaign consisted of 10 holes totaling approximately 1,305 metres, with the objectives of testing the extension of the Super G structure under Smoke Lake and better defining the mineralized structures of the SLGS. The winter drill program was successful as the results prove that the Super G vein is one component of a larger gold system in which four gold-bearing structures have been identified. The results of the drill program further demonstrate that high-grade gold mineralization can be found in all the known mineralized structures of the SLGS, and that near-surface high-grade mineralization can be discovered in the area. The results of the drill program also suggest that haloes of lower grade mineralization could be found around the Super G and the other higher-grade veins of the SLGS. Interpretation of the structural measurements of the oriented core indicate that multiple vein orientations can be found in the mineralized structures of the SLGS. The structural complexity observed near the higher-grade intersections suggests that structural intersections could be favorable targets for high-grade mineralization.

The integration of the multi-element analyses from the 2019 drilling program with the multi-element analyses from the previous drill programs has identified zinc and copper anomalies occur along the contact between the volcanic units in the area. In diamond drill core, the zinc ± copper anomalies occur within zones of silicification and veining with variable sphalerite and accessory chalcopyrite.

Figure 6: Table of Significant Intersections from 2019 in the Smoke Lake Gold System

Hole	From (m)	To (m)	Interval (m)	Au (g/t) uncut	Zn (wt. %)	Visible gold	Structure in SLGS
BR-2019-008	61.1	70.7	9.6	0.4		-	Super G
incl.	69.7	70.7	1.0	3.0		-	
BR-2019-009	96.2	100.7	4.5	0.5		-	Discovery
and	118.6	127.2	8.6	2.1		-	Super G
incl.	126.4	127.2	0.8	13.8		VG	
BR-2019-010	87.0	87.6	0.6	3.4		-	Super G
BR-2019-011	76.2	79.6	3.4		0.7	-	Zinc Discovery
BR-2019-012	no significant results						
BR-2019-013	12.5	22.9	10.4	5.4		-	Discovery 2
incl.	18.6	22.9	4.3	12.0		-	
incl.	18.6	19.4	0.8	35.4		VG	
and	77.4	79.4	2.0	6.4		-	Super G
incl.	78.6	79.4	0.8	15.9		VG	
BR-2019-014	38.1	45.8	7.7	0.7		-	Discovery 2
incl.	44.7	45.8	1.1	2.0		-	
and.	94.6	101.9	7.3	1.1		-	Super G
incl.	94.6	95.5	0.9	5.5		-	
BR-2019-015A	no significant results						
BR-2019-016	43.2	45.5	2.3	1.6		-	Markes
incl.	44.7	45.5	0.8	4.3		VG	
and	57.6	58.6	1.0		1.28	-	Zinc Discovery 2
and	161.7	171.2	9.5	1.1		-	Super G
incl.	168.5	169.9	1.4	5.6		-	

**Assay results reported over intersection length. Additional drilling is required to estimate the true width of the mineralized structures forming the SLGS.*

Goodchild Property

On February 20, 2018, the Company announced the acquisition of the Goodchild Property which covers a strategic and highly prospective land holding in the middle of the Company's 100% owned Black Raven project. The Goodchild Property consists of 25 claim units (33 mining claim cells) totaling approximately 400 hectares. The Company purchased the claims from the court-appointed receiver of Century Mining Corporation ("Century") for a cash payment of $40,000, the assumption of Century's three percent (3%) net smelter returns royalty obligations in respect of the Goodchild Property and the payment of a portion of the receiver's expenses associated with the transaction. In connection with the purchase, the Company also entered into an agreement with Teck Resources Limited ("Teck") to terminate certain rights Teck had in relation to the Goodchild Property in exchange for the granting to Teck of a one-half of one percent (0.5%) net smelter returns royalty in respect of the Goodchild Property. The Company also entered into an agreement with the existing net smelter returns royalty holders on the Goodchild Property to vary the terms on which the royalty may be bought down. In exchange for the issuance of 13,333 shares of the Company, valued at $12,000, the Company obtained the right to purchase up to two-thirds (2%) of the royalty for $1,500,000.

The Goodchild Property is underlain by mafic volcanics with minor interflow sediments which have been intruded by the Goodchild serpentinite. The Beggs Lake Stock, an elliptical intrusion approximately 3.2 km by 1.5 km in size, of quartz monzonite to trondhjemite composition intrudes the metavolcanic rocks and the serpentinite.

Initial exploration on the Goodchild Property during the 1950's and 1960's was focused on the nickel-copper potential of the Goodchild serpentinite and values of up to 2% Cu and 0.5% Ni over 2.5 metres were reported from diamond drilling. After the discovery of the Super G Gold Vein in 1993, located immediately southwest of the Goodchild Property, the area was re-evaluated for its gold potential. Two styles of gold mineralization were subsequently recognized: (i) northwest trending, 2-8 metre wide pyritic, ankerite +/- albite altered shear zones in mafic volcanics (Moses Main); and (ii) quartz veining and associated disseminated pyrite within the Beggs Lake Stock along north to north-east trending structures (Lucky 13 and the UGM Trend).

The Moses Main Occurrence has been exposed by a series of trenches over a 200-metre strike length and samples collected in the 1990's returned values of up to 8.6 g/t Au. The Lucky 13 is hosted within a strongly altered NNE trending shear within the Beggs Lake Stock from which grab samples returned values grading up to 100.8 g/t Au. The UGM Trend consists of three showings over a 500-metre strike length. Gold associated with elevated bismuth, molybdenum and tungsten values occurs along a northeast trending lineament within the Beggs Lake Stock, and values up to 3.0 g/t Au in outcrop and 10.8 g/t Au in boulders have been returned.

Benton Property

On August 16, 2018 the Company completed the acquisition of the "Goodchild Lake" mining claims (the "Benton Property") from Benton Resources Inc. ("Benton"). The Benton Property consists of 31 mining claim cells totaling approximately 500 hectares and covers a prospective trend adjacent to the northwest portion of the Company's 100% owned Black Raven Property. As consideration for the purchase, the Company issued to Benton 33,333 common shares in the capital stock of the Company valued at $27,000 and granted Benton a 1.5% net smelter returns royalty ("NSR"). The Company has the option to buy-down 50% of the NSR at any time for a cash payment of $750,000.

Hemlo West

On May 8, 2020, the Company closed the purchase of the Hemlo West and North Hemlo properties from O3 Mining Inc. ("O3"). The Hemlo West Project consists of 350 mining claim cells located approximately 10 kilometres east of Marathon, Ontario. If in the future the Company publishes a feasibility study in respect of the properties that contains at least 2,000,000 ounces of gold categorized as Probable Mineral Reserves, Proven Mineral Reserves or a combination thereof, then the Company shall pay a discovery bonus of $1,000,000 (in cash or shares, at the Company's election) to O3 within ten days of such publication. Hemlo West contains 7.5 kilometres of the Hemlo/Heron Bay Deformation Zone, an inferred baritic zone north and subparallel to the Hemlo/Heron Bay Deformation Zone and the Mussy Creek gold occurrence consisting of gold in grab samples up to 10.8 g/t in an interpreted, northwest plunging antiform limb - fault setting.

Belcher Islands Iron

The Company has a 100% interest in the Belcher Islands Iron Project ("Belcher Project"), which covers 23,042 hectares located on the Belcher Islands in Nunavut, Canada. The project consists of 1,226 hectares of Inuit Owned Land and 29 claims covering 21,816 hectares of Municipal Land. A significant amount of exploration work, including numerous widely spaced diamond drill holes, was carried out on the property during the 1950's by Belcher Mining Corporation Ltd. Since acquiring the Belcher Project, the Company has drilled 97 holes on a number of target areas. The Company's 2011 exploration program culminated in a NI 43-101 Resource Estimate prepared by George Wahl of GH Wahl & Associates Consulting, which was effective February 6, 2012. The Belcher Project is host to the Haig Inlet Deposit which has an indicated resource of 230 million tonnes at 35.17% Fe and an additional inferred resource of 289 million tonnes at 35.47% Fe.

The Haig Inlet Deposit is a Lake Superior Type iron formation, is Paleoproterozoic (1,880 Ga) and is located at the western edge of the Superior Province. This iron formation is thought to have been deposited under similar conditions and timing as the Sokoman Formation which hosts the prolific Labrador Trough iron deposits. Many of the stratigraphic sub-units of the Sokoman can be correlated to similar units in the Kipalu Formation which hosts the Haig Inlet deposit. The Kipalu Iron Formation hosts the Haig Inlet Iron mineralization and is overlain by a sequence of flood basalts. The iron formation is comprised of granular cherts and banded red cherts suggesting an alternating sequence of near shore environment with deposition above and below the wave base and a deeper and quieter marine environment. Lake Superior Type deposits mineralized predominantly with hematite have been successfully mined and concentrated at mining operations in the Labrador Trough continuously since 1954.
As the Company is focused on the gold opportunities in the Hemlo Camp, management is seeking to maximize the value of this asset.

Royalty Interest

Hawkins Property

The Company has a 0.5% NSR royalty on the Hawkins Property, located 120 km south of Hearst, Ontario, which covers a total area of 1,536 hectares. The property is host to the historic Shenango Gold Mine. The Shenango Gold Mine was in production during 1936, 1937 and 1945. Two shafts were sunk to 52 and 125 feet and an adit was driven 90 feet while following auriferous quartz veins cutting mafic metavolcanics. In the mid-1980's Falconbridge Exploration Ltd. carried out an extensive shallow drilling program and defined a low-grade auriferous felsic horizon with values of 1 to 4 grams per ton gold over 4 to 30 metre widths along a minimum strike length of 3 to 4 kilometres. No thorough drilling was carried out to evaluate these felsic volcaniclastic units at depth or to the west. The Hawkins Property is owned by Pavey Ark Minerals Inc. and under option to E2Gold Inc. Recently E2Gold announced initial results from its phase 1 diamond drill program.

Outlook

The Company continues to complete the North Limb drill program and analysis of the results, as they are received, on the program that began in January 2021. This undertaking includes the compilation and evaluation of 150 drillholes completed from years 1962 to 2017, along with several generations of ground geophysics, soil, lithogeochem and mapping surveys over a historic disjointed property ownership. This review will also include comprehensive analysis of the multi element pathfinders to gold enrichment and as such could take significant time for all the necessary lab results to be received. A preliminary review of historic drilling indicates that drilling was relatively shallow, within 200 metres of surface, had selective and limited sampling, and lacked a cohesive, consolidated program. The Company is building an updated model based on geological models and knowledge gained from the existing Hemlo Deposit. This evaluation and model will guide target generation and diamond drill testing.

Below is the current proposed budget for the ongoing and planned field exploration for the year:

Project	Budget
North Limb	$1,900,000
Pic	80,000
Hemlo West	20,000
Total	$2,000,000

The budget excludes acquisition costs and is subject to change at the discretion of the Company's management and Board of Directors. At April 30, 2021, approximately half the budget had been expended. As at June 21, 2021, the Company was fully funded to complete the proposed field program.

Results of Operations

For the three months ended April 30, 2021, the Company incurred a loss of $1,148,935 compared to a loss of $244,244 in the three months ended April 30, 2020.

Comparison of the three months ended April 30, 2021 versus 2020

The Company spent $1,037,604 on exploration expenditures during the three months ended April 30, 2021, a large increase from the $57,068 incurred during the prior year, due to the North Limb drill program.

The Company expensed $7,484 in professional and consulting fees as compared to $18,419 in the preceding year for a decrease of $10,935 due to a property transaction in the prior period. The Company incurred $66,469 for management and administrative expenses, up from the prior year of $50,573 as Brian Howlett, the Company's CEO, joined mid-period in the prior year. In addition, the Company's exploration team grew over the past year. Office and administrative expenses were $31,774 for the three months ended April 30, 2021, up from the $17,352 incurred in the previous year, but in line with expectations. Shareholder information expense for the period was $2,609, down $14,758 from $17,367 in the previous year, as a result of holding a special shareholder meeting in February 2020.

During the three months ended April 30, 2021, the Company earned interest on its cash investments aggregating $941, which was in line with the $782 earned in the same period of the prior year due to lower interest rates.

During the period, the Company did not record any premium on flow-through shares income (2020 - $197,000) nor any share-based compensation expense (2020 – $88,325).

Summary of Quarterly Results

($)	Feb. 1, 2021 to Apr. 30, 2021	Nov. 1, 2020 to Jan. 31, 2021	Aug. 1, 2020 to Oct. 31, 2020	May 1, 2020 to Jul. 31, 2020
Total revenues	-	-	-	-
Net (loss) before other comprehensive (loss)	(1,148,935)	(687,954)	(914,828)	(531,269)
Net (loss) per share – basic and fully diluted	(0.04)	(0.03)	(0.04)	(0.02)
Total assets	2,501,154	3,513,864	3,955,714	1,076,338
Long-term debt	Nil	Nil	Nil	Nil
Shareholders' equity	2,047,211	3,196,146	3,844,935	904,938
Cash dividends declared per common share	Nil	Nil	Nil	Nil

($)	Feb. 1, 2020 to Apr. 30, 2020	Nov. 1, 2019 to Jan. 31, 2020	Aug. 1, 2019 to Oct. 31, 2019	May 1, 2019 to Jul. 31, 2019
Total revenues	-	-	-	-
Net (loss) before other comprehensive (loss)	(244,244)	(178,134)	(554,827)	(322,548)
Net (loss) per share – basic and fully diluted	(0.01)	(0.01)	(0.03)	(0.02)
Total assets	1,416,136	447,174	688,450	1,167,990
Long-term debt	Nil	Nil	Nil	Nil
Shareholders' equity	1,176,137	379,761	557,895	1,112,722
Cash dividends declared per common share	Nil	Nil	Nil	Nil

Objectives and Milestones

The objectives of the Company are to:

i. enhance its geological knowledge of the North Limb, Pic and, Hemlo West Projects and its other properties in pursuit of significant gold and base metal discovery;
ii. develop targets on the properties for future sampling and drilling programs; and
iii. target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio.

In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish mineral reserves; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental issues; land title; competition; and, the potential failure of the Company to generate adequate funding for any such acquisitions. See the *Risks and Uncertainties* section of this MD&A.

Liquidity and Capital Resources

As at April 30, 2021, the Company had working capital of $2,024,024 (January 31, 2021 – $3,171,405). See *Risks and Uncertainties – Liquidity Risk*.

During the three months ended April 30, 2021 and 2020, no share purchase warrants were exercised.

The Company estimates that its corporate and general costs to maintain the requirements of a reporting issuer for the next twelve months will total approximately $750,000. As of the date of this MD&A, the Company had sufficient working capital to fund its corporate and general costs over the next twelve months. The Company may seek to raise additional capital or monetize its interest in one or more of its properties in the next year.

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, twelve months from the end of the reporting period. The Company's ability to continue operations and fund its mining interest expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. Accordingly, the Company's financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the financial statements.

The exploration and development of the Company's properties depends on the ability of the Company to obtain financing. If the Company's exploration programs are successful, additional funds will be required to develop the Company's properties and, if successful, to place them in commercial production. The only sources of future funds available to the Company are further offerings of either debt or equity capital of the Company, or the sale by the Company of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interests in some or all of its properties and reduce or terminate its operations.

Capital Management

In managing its capital, the Company's primary objective is to ensure the entity can continue as a going concern as well as to provide optimal returns to its shareholders, in the long term. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative returns on capital criteria for management due to the nature of the industry, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which is comprised of share capital, reserves, accumulated other comprehensive income, and accumulated deficit, which at April 30, 2021 totaled $2,047,211 (January 31, 2021 - $3,196,146).

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

i) attempting to maintain a liquidity cushion in order to address any potential disruptions or industry downturns;
ii) minimizing discretionary disbursements;
iii) reducing or eliminating exploration expenditures that are of limited strategic value; and
iv) exploring alternative sources of liquidity.

As such, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's relative size, is reasonable. There were no changes in the Company's approach to capital management during the three months ended April 30, 2021. The Company is not subject to externally imposed capital requirements.

As at April 30, 2021, the Company had no flow-through expenditure obligations.

Critical Accounting Policies and Estimates

Changes in accounting policies

The Company did not adopt any new accounting policies during the three months ended April 30, 2021.

Mineral Properties and Exploration Expenditures

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Use of Estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

The preparation of these financial statements required the following critical accounting estimates and significant judgments:

(i) the calculation of the fair value of warrants, broker warrants and stock options requires the use of estimates of inputs in the Black-Scholes option pricing model.

Share-based Compensation

The share option plan allows the Company's employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Related Party Transactions

During the three months ended April 30, 2021, nil (2020 – 480,000) share options were granted to officers and directors of the Company. Through the normal course of business, the following related party transactions occurred during the three months ended April 30, 2021:

i) The Company paid consulting fees totaling $18,750 to Brian Michael Howlett & Associates Inc., a corporation controlled by Brian Howlett, the Company's CEO and a member of the Board of Directors. (2020 – $9,375)
ii) The Company paid geological consulting fees totaling $1,200 to Harvey Holdings Inc., a corporation controlled by John Harvey, a member of the Board of Directors. (2020 - nil)

Related-party transactions occur from time to time in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off-balance Sheet Transactions

During the three months ended April 30, 2021, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

Dividends

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

Risks and Uncertainties

Credit Risk

The Company deposits cash with financial institutions it believes to be creditworthy. In some circumstances, cash balances at these financial institutions may exceed the federally guaranteed amount. The Company's current credit risk is primarily attributable to cash, cash equivalents, and HST recoverable. Cash and cash equivalents are held with a reputable, Tier A Canadian chartered bank and as such, management believes the risk of loss to be minimal. HST recoverable is due from the federal government of Canada. Management believes that the credit risk with respect to financial instruments included in HST recoverable is minimal and remote.

Liquidity Risk

The Company's ability to remain liquid over the long term depends on its ability to obtain financing necessary to complete exploration and development of its mineral properties and their future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis.

As mentioned previously in this MD&A, as at April 30, 2021, the Company had working capital of $2,024,024 (January 31, 2021 – $3,171,405). The Company is seeking additional capital to increase its liquidity over the medium to long term. All of the Company's accounts payable and accrual liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. The Company's financial statements have been prepared in accordance with accounting principles applicable to a going concern, which assume the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's continued existence is dependent upon its ability to obtain the necessary financing to meet ongoing expenses, to complete the development of its mineral properties and upon future profitable operations.

Market Risk

Currency Risk

The Company has no foreign currency denominated assets or liabilities. Major purchases are transacted in Canadian dollars and therefore the Company had no material foreign currency exposure at April 30, 2021.

Interest Rate Risk

The Company has cash and cash equivalents balances and no debt. Interest rate risk is remote.

Equity Price Risk

Market risk arises from the possibility that changes in market prices will affect the value of financial instruments of the Company. Except for marketable securities, the Company's other financial instruments (cash, cash equivalents, short term investments, HST recoverable, accounts payable and accrued liabilities) are not subject to price risk.

Commodity Price Risk

The Company is exposed to price risk with respect to gold, iron and other commodity prices, as such prices impact the future economic feasibility of its exploration properties. The Company closely monitors these commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes a 50% change in equity prices is "reasonably possible" over a twelve-month period. As at April 30, 2021, the Company held no marketable securities and as such net income (loss) would not be impacted by such moves in equity prices.

Fair Value

The Company has designated its cash as fair value through profit and loss. HST recoverable is classified for accounting purposes at amortized cost. Marketable securities, if owned, are valued at the bid price as at the date of the financial statements. Accounts payable and accrued liabilities are classified for accounting purposes at amortized cost. As at April 30, 2021, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

Additional Risk Factors

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Environmental and Permitting

All aspects of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future. This competition could also affect the Company's ability to attract and maintain qualified personnel.

Political Risk

All of the Company's properties are located in Canada. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in Canada, which the Company believes to be low. The Company's mineral exploration activities could be affected in varying degrees by future political instability and or government regulation relating to foreign investment and the mining business. Although not expected, operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral concessions. Similarly, any non-compliance with or non-satisfaction of the terms of an option by the Company could affect its ability to exercise the option and earn its interest in the mining concessions and assets relating to properties. Mining concessions may not include surface rights and there can be no assurance that the Company will be successful in negotiating long term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company's future operations. The Company's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether.

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgement, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company operations and financial performance.

Public Health Crises

In early 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Disclosure of Outstanding Share Information

The following table sets forth the outstanding securities of the Company as at June 21, 2021:

Common Shares of no-par value	**Number**
Shares	27,123,823
Options	2,268,333
Warrants	2,500,000

Internal Controls Over Financial Reporting

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting ("ICFR") or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control framework that has been used is the COSO framework. There were no changes in the Company's ICFR that occurred that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Additional Information

Additional information relating to the Company is available on the internet at the SEDAR website located at www.sedar.com or the Company's website located at www.hemloexplorers.ca.