# REVIVAL GOLD INC.

# MANAGEMENT'S DISCUSSION AND ANALYSIS

# FOR THE YEAR ENDED

# JUNE 30, 2021

## Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Revival Gold Inc. (the "Company" or "Revival") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended June 30, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended June 30, 2021, and 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended June 30, 2021, are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at October 7, 2021, unless otherwise indicated.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Revival's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com** and on the Company's website at **www.revival-gold.com**.

## Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

| Forward-looking statements | Assumptions | Risk factors |
|---|---|---|
| For fiscal 2021, the Company's operating expenses are estimated to be $160,000 per month for recurring corporate operating costs. | The Company has anticipated all material costs; the operating activities of the Company for the twelve-month period ending June 30, 2022, and the costs associated therewith, will be consistent with Revival's current expectations. | Unforeseen costs to the Company will arise; ongoing uncertainties relating to the COVID-19 virus; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions. |
| The Company may be required to raise additional capital in order to meet its ongoing operating expenses and complete its planned exploration activities on all of its current projects for the twelve-month period ending June 30, 2022. | The operating and exploration activities of the Company for the twelve-month period ending June 30, 2022, and the costs associated therewith, will be consistent with Revival's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Revival. | Changes in debt and equity markets; ongoing uncertainties relating to the COVID-19 virus; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions. |
| Revival's properties may contain economic deposits of gold. | Financing will be available for future exploration and development of Revival's properties; the actual results of Revival's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Revival's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Revival, and applicable political and economic conditions are favourable to Revival; the price of gold and applicable interest and exchange rates will be favourable to Revival; no material title disputes exist with respect to the Company's properties. | Gold price volatility; ongoing uncertainties relating to the COVID-19 virus; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Revival's expectations; availability of financing for and actual results of Revival's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; permitting standards, requirements and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff. |
| Management's outlook regarding future trends. | Financing will be available for Revival's exploration and operating activities; the price of gold will be favourable to Revival. | Gold price volatility; ongoing uncertainties relating to the COVID-19 virus; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions. |

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Revival's ability to predict or control. Please also refer to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Revival's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether resulting from new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## Description of Business

Revival Gold Inc. is a growth-focused gold exploration and development company. The Company has the right to acquire a 100% interest in Meridian Beartrack Co. ("Meridian Beartrack"), owner of the Beartrack Gold Project ("Beartrack") located in Lemhi County, Idaho. Revival also owns rights to a 100% interest in the neighboring Arnett Gold Project ("Arnett").

Beartrack-Arnett is the largest past-producing gold mine in Idaho and hosts the second largest known deposit of gold in the state. On November 17, 2020, the Company released results of a Preliminary Economic Assessment ("PEA") on the potential re-start of a phase one open-pit heap leach operation.

Exploration continues focused on expanding the current Indicated Mineral Resource of 36.4 million tonnes at 1.16 g/t gold containing 1.35 million ounces of gold and Inferred Mineral Resource of 47.2 million tonnes at 1.08 g/t gold containing 1.64 million ounces of gold. The mineralized trend at Beartrack extends for over 5 km and is open on strike and at depth. Mineralization at Arnett is open in all directions.

For further details, including key assumptions, parameters and methods used to estimate the Mineral Resources, please see the Company's technical report titled "Preliminary Economic Assessment of the Heap Leach Operation on the Beartrack-Arnett Gold Project, Lemhi County, Idaho, USA" dated November 17, 2020.

In addition to its interests in Beartrack and Arnett, the Company is pursuing other gold exploration and development opportunities and holds a 51% interest in the Diamond Mountain Phosphate Project located in Uintah County, Utah.

On April 27, 2021, the Company announced that its common shares were now trading on the OTCQX market in the United States under the symbol RVLGF. Revival will continue to trade on the TSX Venture Exchange in Canada as its primary listing under the symbol RVG.

## Outlook and Overall Performance

The Company has no revenues, so its ability to ensure continuing operations is dependent on it completing the acquisition of its mineral property interests, the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development plans and future profitable production.

As at June 30, 2021, the Company had net working capital of $5,408,640 (June 30, 2020 – $554,391). The Company had cash and cash equivalents of $5,948,754 (June 30, 2020 - $1,046,527). Working capital and cash and cash equivalents increased during the year ended June 30, 2021, due to the proceeds from the closing of a public offering (the "Offering", see below) on August 6, 2020, offset by exploration and evaluation expenditures and general and administrative expenses.

The Company may be required to raise additional capital to meet its ongoing operating expenses and continue to meet its obligations on its current projects for the twelve-month period ending June 30, 2022. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. See "Liquidity and Financial Position" below.

On August 6, 2020, the Company announced the closing of the Offering of 13,685,000 units of the Company (the "Units") at a price of $1.10 per Unit for aggregate gross proceeds of $15,053,500. Each Unit consists of one common share of Revival Gold and one-half of one common share purchase warrants of Revival Gold. Each warrant entitles the holder thereof to purchase one common share of the Company at a price of $1.60 per common share for a period of 18 months following the closing date.

On August 24, 2020, the Company issued the final 1 million common shares to Yamana Gold Inc. in accordance with the Meridian Beartrack agreement.

On March 8, 2021, the Company announced the appointment of Lisa Ross, CPA, CA., as Vice President and CFO. The Company granted 200,000 stock options to Ms. Ross, exercisable at $0.75 per share for a period of five years. The options vested 1/3 immediately with an additional 1/3 on the next two anniversaries of the date of grant.

## Qualified Person

Steven T. Priesmeyer, B.Sc., M.Sc., C.P.G., Vice-President Exploration, Revival, and Rodney A. Cooper, P.Eng., a consultant to the Company, are the Company's designated Qualified Persons for the Exploration section within the meaning of National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects and have reviewed and approved its scientific and technical content.

## Projects

During the year ended June 30, 2018 the Company signed an earn-in and related stock purchase agreement with Meridian Gold Company, a subsidiary of Yamana Inc., by which Revival may acquire a 100% interest in Meridian Beartrack, owner of the Beartrack Gold Project located in Lemhi County, Idaho, USA (the "Beartrack Agreement"). The Beartrack Agreement was amended on May 8, 2019, and May 20, 2020.

Revival may acquire Meridian Beartrack by making a cash payment of US$250,000 (paid), delivering four million shares of Revival to be issued: 1 million on signing (issued and valued at $740,000) and 1 million on each of the first three anniversary dates (1 million issued during the year ended June 30, 2019 and valued at $780,000 and 1 million issued during the nine months ended March 31, 2020 and valued at $740,000 and 1 million issued on August 24, 2020 and valued at $1,050,000), spending US$10,000,000 on exploration and funding certain operating and maintenance costs during a five-year earn-in period ending on or before September 29, 2022 (approximately US$9.5 million spent as of June 30, 2021). Revival will fund site operating and maintenance costs beginning on September 29, 2021. Upon completion of the acquisition, Revival will assume future site operating and maintenance cost obligations including site bonding surety. Such costs are to be determined at the time of assuming the interest in the property but are estimated at this time to be approximately US$850,000 annually. The current face value of the bond is US$10.2 million. Revival will also be required to provide a 1% Net Smelter Return ("NSR") royalty, an additional NSR royalty of 0.5% (terminating when the payments of the additional royalty total US$2 million) and pay the greater of US$6 per ounce of gold in mineral resource or US$15 per ounce of gold in mineral reserve as at the seventh anniversary of the transaction (September 29, 2024).

Beartrack is the largest past-producing gold mine in Idaho and was previously operated as an open pit, heap leach operation exploiting leachable ore. The mine produced 609,000 ounces of gold before it was shut down in 2000 when the price of gold declined below US $300/ounce. Significant infrastructure from the historic operation remains. On November 17, 2020, Revival released the results of a PEA to evaluate the opportunity to restart heap leach operations at Beartrack-Arnett as recommended by Roscoe Postle Associates Inc., a division of SLR ("RPA") in the technical report dated February 21, 2020. The PEA outlined a first phase open pit mining and heap leach operation producing an estimated 72,000 ounces of gold per year over an estimated seven-year mine life following an initial capital investment of US$100 million and a one-year construction period. The project would generate an after-tax Net Present Value at a 5% discount rate ("NPV5%") of US$88 million and an after-tax Internal Rate of Return ("IRR") of 25% at a US$1,550 per ounce gold price, increasing to a US$211 million NPV5% and 49% after-tax IRR at a gold price of US$1,950 per ounce. Wood acted as lead consultant for the PEA and the full NI 43-101 technical report was filed on December 18, 2020.

Cumulative exploration expenditures at Beartrack total approximately $12.3 million (US$9.5 million) as at June 30, 2021. Expenditures include mineral lease and property tax payments, diamond drilling, metallurgical testing, geological mapping, the production of the maiden Beartrack NI 43-101 technical report, dated July 12, 2018, an updated technical report dated February 21, 2020, a PEA dated December 17, 2020, and other mineral exploration and evaluation activities. Beartrack is comprised of 559 patented and unpatented claims and has a footprint of approximately 2,055 hectares (5,079 acres). Estimated costs to maintain the Beartrack Agreement and associated mineral claims in good standing are approximately $390,000 through June 30, 2022.

Wood acted as lead consultant to the PEA technical report filed on December 18, 2020 entitled "Preliminary Economic Assessment of the Heap Leach Operation on the Beartrack-Arnett Gold Project, Lemhi County, Idaho, USA – NI 43-101 Technical Report" which is available on SEDAR at www.sedar.com and on the Company's website at www.revival-gold.com.

Arnett

During the year ended June 30, 2017, Revival acquired a 100% interest in 16 unpatented mining claims (the "Hai & Gold Bug Claims"), a 75% interest in 68 unpatented mining claims (the "Ace Claims") and an option to acquire 100% of 11 additional unpatented mining claims (the "Mapatsie & Poco Claims") comprising a total of approximately 1,930 acres located in Lemhi County, Idaho, USA.

The Company issued 5,750,000 common shares (issued and valued at $2,012,500) and paid cash of $100,000 for the Hai & Gold Bug Claims and 75% of the Ace Claims. The Company has an option to purchase the 25% residual interest in Ace Claims for US$500,000 at any time prior to June 30, 2022.

On April 9, 2020, the Company executed an amendment to the option agreement to acquire the Mapatsie & Poco Claims. Revival has the option to acquire a 100% interest in Mapatsie & Poco Claims by paying US$150,000 on signing the initial agreement (paid) and making annual payments of US$150,000 by June 30, 2018 (paid), US$150,000 by June 30, 2019 (paid), US$75,000 by June 30, 2020 (paid), US$250,000 (due June 30, 2021) and US$250,000 (due June 30, 2022).

As part of the purchase of the Hai & Gold Bug Claims, purchase of the Ace Claims and the option to purchase the Mapatsie & Poco Claims, the vendors all retain a 1%, 1% and 2%, respectively, NSR, each of which may be purchased by the Company at any time for US$2,000,000 each (total for all three NSRs of US$6 million).

In addition, the Company has staked or acquired an additional 246 claims including an undivided 100% interest in the 18-acre Haidee patented mining claim ("Haidee") and the 20-acre Mapatsie #18A unpatented mining claim ("Mapatsie #18A"). Both claims are located within Revival Gold's existing Arnett land package. The Haidee and Mapatsie #18A claims were purchased from a collection of parties for total cash payments of US$350,000 plus a 2% Net Smelter Return ("NSR") from the production and sale of the minerals from the Haidee claim. The NSR may be purchased by Revival Gold at any time for US$1,000,000.

Cumulative exploration expenditures at Arnett total approximately $5.7 million as at June 30, 2021. Expenditures include mineral lease and property tax payments, diamond drilling, airborne geophysics, soil sampling metallurgical testing, geological mapping, the production of the technical report titled "Arnett Creek Property Lemhi County, Idaho United States", dated June 27, 2017, an updated technical report dated February 21, 2020, the PEA dated December 17, 2020, and other mineral exploration and evaluation activities. There are no minimum exploration expenditures required at Arnett, other than claim maintenance fees which are estimated at approximately $70,000 through June 30, 2022.

Diamond Mountain Project

The Company holds a 51% interest in the Diamond Mountain phosphate project located in Uintah County, Utah. In the year ended June 30, 2016, the Company impaired the carrying value to $1 due to the working capital deficit and the uncertainty of the ability to fund future exploration of this Project. Due to the change in the Company's focus, the carrying value remains $1.

Revival filed the initial NI 43-101 technical report on Diamond Mountain on October 15, 2014. Further information on Diamond Mountain is available on SEDAR at www.sedar.com and on the Company's website at www.revival-gold.com.

## Exploration

Beartrack-Arnett

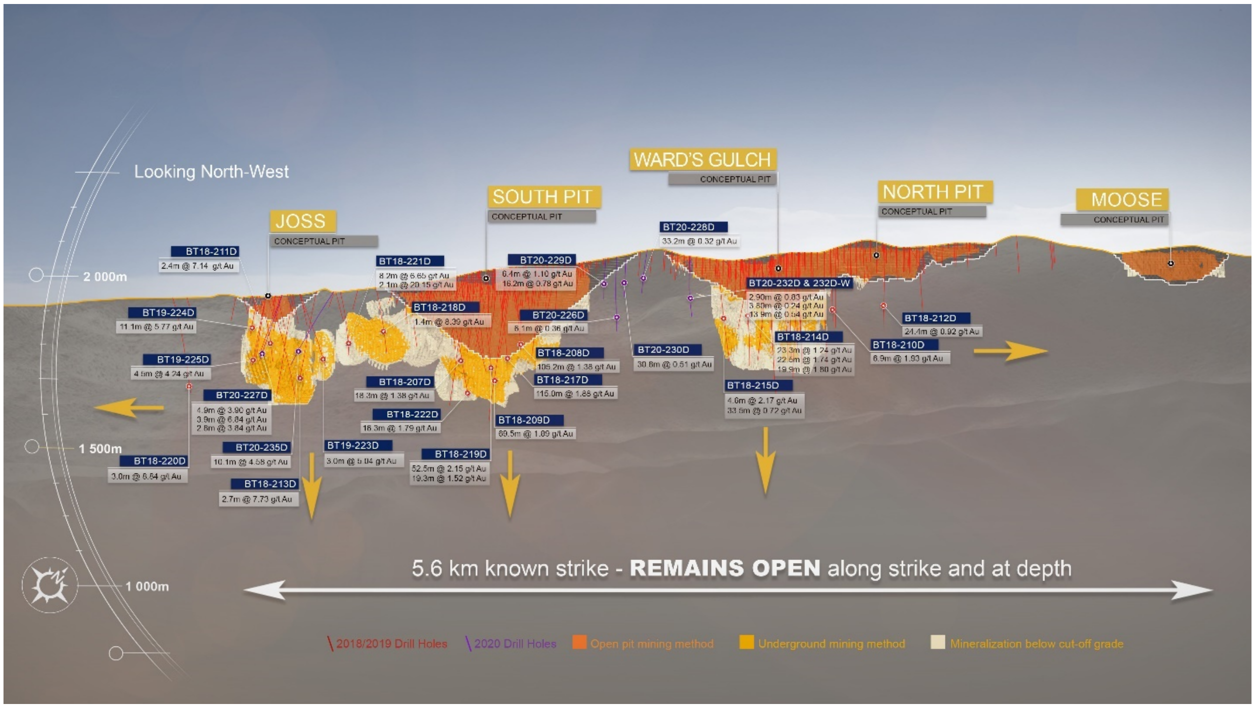
On November 17, 2020, Revival announced the results from the PEA on the Company's Beartrack-Arnett phase one open pit heap leach gold project. Key technical inputs and results include (all figures shown in United States dollars and metric units of measurement):

| Economics | Units | Pre-Tax | Post-Tax |
|---|---|---|---|
| Net present value ($NPV_{5\%}$) | US$ M | $103 | $88 |
| Internal rate of return (IRR) | % | 28% | 25% |
| Payback Period (undiscounted) | years | 2.9 | 3.0 |
| LOM avg. annual cash flow | US$ M | $22 | $19 |
| LOM cumulative cash flow (undiscounted) | US$ M | $153 | $134 |
| LOM Average cash costs | US$ per ounce | $809 | |
| LOM Average AISC – All in Sustaining Costs | US$ per ounce | $1,057 | |
| LOM Average AIC – All in Costs | US$ per ounce | $1,254 | |
| Pre-Production Capital Costs | US$ M | $100 | |
| Sustaining Capital Costs (LOM) | US$ M | $62 | |
| Peak Investment | US$ M | $112 | |
| Gold price assumption | US$ per ounce | $1,550 | |
| Royalty | per ounce | $19 | |
| Mine life | years | 7 | |
| Head Grade (diluted) | g/t Au | 0.87 | |
| Average Recovery | % (FA) | 60% | |
| Average annual mining rate | tonnes/day | 12,000 | |
| Average annual gold production | ounces/year | 72,288 | |
| Total LOM recovered gold | ounces | 506,016 | |

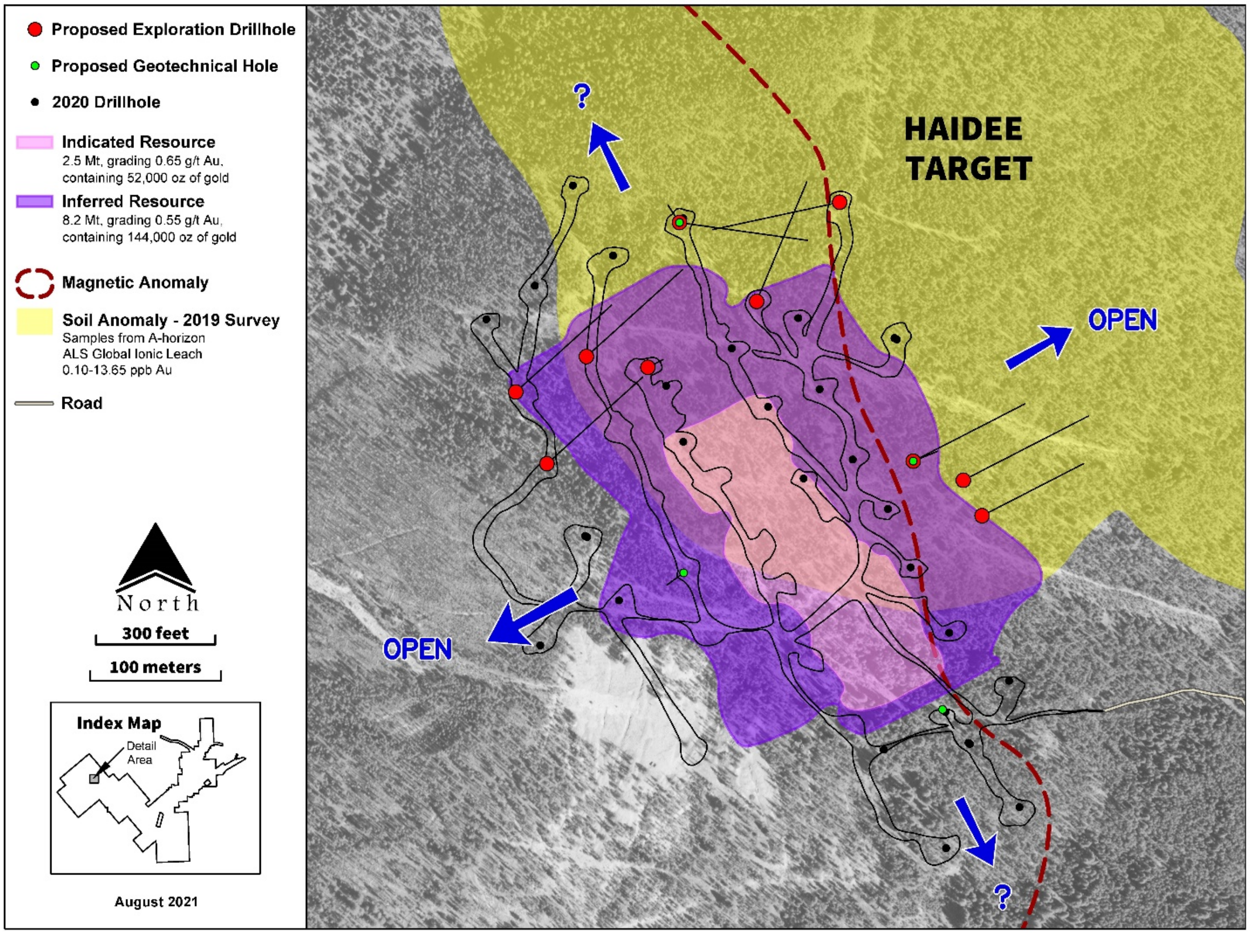
| Resource Category | Tonnes ('000 t) | Gold Grade (g/t Au) | Contained Gold (000 oz) |
|---|---|---|---|
| ***Indicated Leach*** | | | |
| Beartrack – Open Pit | 11,900 | 0.56 | 215 |
| Arnett – Open Pit | 2,500 | 0.65 | 52 |
| ***Indicated Mill*** | | | |
| Beartrack – Open Pit | 22,216 | 1.52 | 1,089 |
| Beartrack – Underground | NA | NA | NA |
| **Total Indicated** | **36,616** | **1.15** | **1,356** |
| | | | |
| ***Inferred Leach*** | | | |
| Beartrack – Open Pit | 9,961 | 0.53 | 169 |
| Arnett – Open Pit | 8,200 | 0.55 | 144 |
| ***Inferred Mill*** | | | |
| Beartrack – Open Pit | 22,228 | 1.19 | 850 |
| Beartrack - Underground | 6,700 | 2.19 | 471 |
| **Total Inferred** | **47,089** | **1.08** | **1,638** |

1. Effective date of December 10, 2019. CIM (2014) definitions were used for Mineral Resource classification.
2. Qualified Persons: Mark B. Mathisen, C.P.G, Ryan Rodney, C.P.G., Kathleen A. Altman, Ph.D., P.E.
   Mineral Resources were tabulated for model blocks with positive net value located within an optimized conceptual pit.
3. The price, recovery, and cost data translate to a breakeven gold cut-off grade of approximately 0.52 g/t Au for mineral resources amenable to the mill option and open pit mining; and 0.17 g/t Au for the mineral resources amenable to the leach option and open pit mining at Beartrack; a breakeven gold cut-off grade of approximately 1.26 g/t Au for the incremental underground mill option at Beartrack, and approximately 0.19 g/t Au for the leach option and open pit mining at Arnett. The cut-off grades include considerations of metal price, process plant recovery, mining, processing, and general and administrative costs. A gold price US$1,400 per ounce was used in the estimation. Additional details below.
4. Tonnes are based on bulk density of each lithologic unit ranging at Beartrack from 2.0 t/m3 to 2.75 t/m3. An average bulk density of 2.35 t/m3 was used at Arnett.
5. Leachability is yet to be determined and further metallurgical studies are required to fully understand the behaviour of transitional and sulfide ores when mixed with readily leachable oxide materials. Leach material defined by cyanide soluble grade leach characteristics.
6. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
7. Rounding may result in apparent discrepancies between tonnes, grade, and contained metal content. The geological model supporting the mineral resource model is based on interpretations based on drilling and mapping which may change with more data. The metallurgical sampling data may not be representative of the material as a whole, or may have significant variations locally in the metallurgical characteristics that could affect cost or recoveries.
8. The cut-off grade for the open pit mill resource assumes a 20,000 tpd flotation mill with pressure oxidation of flotation concentrate followed by cyanidation of the concentrate and the flotation tailings, with gold recovery of 94%, pit slopes of 37-50%, mining costs of $2.25 per tonne, re-handle costs of $0.10 per tonne, G&A costs of $0.50-$1.00 per tonne and a mill processing cost of $18.46 per tonne.
9. The cut-off grade for the mineral resources amenable to underground mining and mill processing assumes a 3,000 tpd, ramp-access, mechanized mine with a bulk mining method and mining cost of $35.00 per tonne.
10. The cut-off grade for the mineral resources amenable to open pit mining and heap leach processing assumes recoveries of 85% of cyanide soluble gold at Beartrack and 75% of contained gold at Arnett. Pit slopes of 37-50%. Mining costs were assumed to be $2.25 per tonne, G&A costs of $0.50-$1.00 per tonne and heap leach processing costs of $3.25 per tonne processed.

The figure below illustrates a long section looking north-west through the Beartrack system showing the mineral resource block model at Beartrack as at May 2021.




The figure below illustrates a plan view of the satellite Haidee Target area at Arnett showing the 2020 mineral resource block model in that location, collar locations for subsequent drill holes completed in 2020 and proposed holes to be completed in 2021.




The PEA calls for the following mine production schedule from the phase one operation:

| Item/Year | | PP1 | Y1 | Y2 | Y3 | Y4 | Y5 | Y6 | Y7 | Life of Mine |
|---|---|---|---|---|---|---|---|---|---|---|
| Mined Processed Material | Tonnes/Day | n. a. | 12,003 | 12,003 | 12,003 | 12,003 | 12,003 | 12,004 | 10,737 | 11,822 |
| Mined Processed Material | Tonnes '000 | 0 | 4,381 | 4,381 | 4,381 | 4,381 | 4,381 | 4,382 | 3,919 | 30,206 |
| Mined Waste | Tonnes '000 | 5,573 | 11,953 | 11,953 | 11,953 | 11,953 | 11,953 | 11,952 | 8,290 | 85,579 |
| Mined Total | Tonnes '000 | 5,573 | 16,334 | 16,334 | 16,334 | 16,334 | 16,334 | 16,334 | 12,209 | 115,786 |
| Stripping Ratio | Waste to Processed Material | n. a. | 2.7 | 2.7 | 2.7 | 2.7 | 2.7 | 2.7 | 2.1 | 2.8 |
| Head Grade | g/t Au | 0.00 | 1.13 | 0.82 | 0.77 | 1.20 | 0.87 | 0.77 | 0.52 | 0.87 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Contained Gold | Ounces | 0 | 159,475 | 116,084 | 107,786 | 169,045 | 122,459 | 107,922 | 65,234 | 848,005 |
| Recovery | % (FA) | 0% | 47% | 63% | 65% | 46% | 60% | 73% | 89% | 60% |
| **Recovered Gold** | **Ounces** | **0** | **75,177** | **73,263** | **70,084** | **77,462** | **73,620** | **78,494** | **57,916** | **506,016** |

The full NI 43-101 technical report relating to the PEA was filed on December 18, 2020.

This PEA is preliminary in nature; it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability.

For the purposes of this phase one PEA, oxide, partially oxidized and a limited quantity of sulphide mineralization amenable to gold recovery using standard cyanide heap leach processing was evaluated representing less than a third of available mineralized material. Beartrack-Arnett hosts a significant additional sulfide resource, much of which was not included in this PEA.

On August 10, 2020, the Company announced the resumption of drilling at Beartrack-Arnett via a two-rig, 5,000-meter contract with Boart Longyear Limited. On August 19, 2020, the Company announced the expansion of the drill program to up to as much as 10,000 meters with three drill rigs. 8,450 meters of drilling in 40 core holes were completed during 2020. The program targeted:

1) The Haidee area at Arnett (3,000 meters of core drilling for resource expansion drilling along strike from the existing Arnett Mineral Resource and an additional 2,000 meters of infill drilling to expand and upgrade the Inferred resource at Haidee);
2) The previously untested Rabbit area at Beartrack (2,000 meters of core drilling to help establish the scale of the mineralized system at Beartrack beyond its current 5.6-kilometer strike). Targets are located two and three kilometers south and on trend of the existing Beartrack Mineral Resource;
3) The Joss area at Beartrack (approximately 1,000 meters of core drilling to follow up on prior high-grade gold intercepts; and,
4) The area between the North Pit and South Pit areas at Beartrack (approximately 2,000 meters of core drilling to test for the continuity of the Panther Creek Shear Zone which is the primary control on the mineralization at Beartrack).

In addition to expanding the planned drilling campaign, Revival Gold announced an expansion of its planned geophysics program to 21 line-kilometers of gradient array induced polarization-resistivity ("IP-RES") at Haidee, 13 line-kilometers of gradient array IP-RES at Joss and five line-kilometers of dipole-dipole IP-RES at Rabbit.

On October 15, 2020, the Company announced results from the first seven holes of the 2020 drill program from the Haidee target area at Arnett. All seven holes intersected near-surface leachable mineralization along the northwestern and southeastern strike extension of the Haidee deposit. Highlights include (see October 15, 2020, press release for detailed results):

- 0.63 g/t Au over 22.9 meters in AC20-43D
- 0.38 g/t Au over 41.0 meters in AC20-42D
- 0.30 g/t Au over 9.9 meters in AC20-41D

Revival also completed an expanded geophysics program in 2020 including 65 line-kilometers of gradient array induced polarization-resistivity ("IP-RES") at Haidee, 13 line-kilometers of gradient array IP-RES at Joss and five line-kilometers of dipole-dipole IP-RES at Rabbit. Results continue to be interpreted and studied.

On November 12, 2020, the Company announced results from an additional five drill holes in the Haidee target area at Arnett and partial results from a sixth drill hole in the area between the North and South Pit areas at Beartrack. Highlights include (see November 12, 2020 press release for detailed results):

- 0.93 g/t Au over 28.3 meters in AC20-48D
- 0.55 g/t Au over 34.5 meters, 0.50 g/t Au over 34.4 meters and 0.41 g/t Au over 34.4 meters in AC20-050D
- 0.80 g/t Au over 15.2 meters in AC20-051D
- 0.41 g/t Au over 38.1 meters in AC20-053D
- The intersection of weak gold mineralization in the Panther Creek Shear Zone with partial results including 0.36 g/t Au over 6.1 meters in BT20-226D.

On December 10, 2020, the Company announced results from an additional eleven drill holes in the Haidee target area at Arnett. Highlights include (see December 10, 2020 press release for detailed results):

- 1.01 g/t Au over 11.0 meters and 0.9 g/t Au over 10.4 meters in AC20-49D
- 0.40 g/t Au over 13.2 meters in AC20-052D
- 0.86 g/t Au over 48.5 meters in AC20-059D
- 0.45 g/t Au over 36.1 meters in AC20-062D
- 0.83 g/t Au over 13.4 meters in AC20-065D

On January 25, 2021, the Company announced results from the final seven drill holes in the Haidee target area at Arnett. Highlights include (see January 25, 2021 press release for detailed results):

- 0.55 g/t Au over 16.7 meters in AC20-054D
- 0.53 g/t Au over 20.5 meters and 0.25 g/t Au over 31.7 meters in AC20-066D
- 0.61 g/t Au over 18.6 meters in AC20-067D
- 0.56 g/t Au over 22.6 meters, 0.79 g/t Au over 14.5 meters and 0.69 g/t Au over 16.3 meters in AC20-069D

On February 22, 2021, the Company announced results from the final ten holes of the Company's 2020 drilling program. Highlights include (see February 22, 2021 press release for detailed results):

- 2.29 g/t Au over 45.7 meters including 4.58 g/t Au over 10.1 meters in BT20-235D
- 2.41 g/t Au over 43.9 meters including 6.84 g/t Au over 3.9 meters in BT20-227D

On March 1, 2021, the Company announced a new appraisal of drill results and recognition of a high-grade core of gold mineralization that is being evaluated for its underground potential at Beartrack-Arnett. Highlights include (see March 1, 2021 press release for detailed results):

| **Hole Number** *(listed from north to south)* | **From** *(m)* | **Drilled Width[1]** *(m)* | **Fire Assay Gold Grade Uncapped** *(g/t)* |
|---|---|---|---|
| BT12-176D | **308.2** | **4.8** | **9.4** |
| BT18-218D | **273.3** | **1.4** | **8.39** |
| BT18-221D | **377.6** | **8.2** | **6.65** |
| Incl. | 383.7 | 2.1 | 20.15 |
| BT19-223D | **342.3** | **3.0** | **5.04** |
| BT18-213D | **504.7** | **2.7** | **7.73** |
| BT20-235D | **410.9** | **10.1** | **4.58** |
| BT12-186D | **397.2** | **2.3** | **8.89** |
| and | 516.8 | 2.3 | 5.95 |
| B18-211D | **237.1** | **2.4** | **7.14** |
| DD-161 | **213.4** | **1.5** | **5.04** |
| BT20-227D | **383.1** | **3.9** | **6.84** |
| BT19-224D | **237.2** | **11.1** | **5.77** |
| BT19-225D | 347.3 | 4.5 | 4.24 |
| DD-162 | **184.4** | **4.6** | **5.25** |
| and | **213.5** | **4.0** | **4.79** |
| BT18-220D | **471.2** | **3.0** | **8.84** |

[1] True width is unknown at this time but is estimated to be approximately half of the drilled width. Further details tabled below.

- Core of consistent high-grade sulphide gold mineralization that extends over one kilometer from the south end of the South Pit are through to the end of the Joss area
- High-grade mineralization is situated within the Panther Creek Shear Zone with intersections running from 4-9 g/t Au and are estimated to range between 1-5 meters in true width; and
- Mineralization at Joss has been tested over 300 meters vertically and extends to approximately 500 meters below the surface where it remains open at depth.

On March 22, 2021, the Company announced details of its planned 2021 field program. Highlights include (see March 22, 2021, press release for detailed results):

- 5,000 meters of exploration, infill and engineering drilling. Drilling to commence in May on the Joss high grade target. A second rig is expected to start drilling in June on the Haidee oxide target;
- Detailed evaluation of oxidized, near-surface mineralization in historical reverse circulation drill holes in the Roman's Trench target area, located approximately three kilometres south-east of the Haidee target area; and

- Assessing potential new exploration opportunities on cross-fault structures with ongoing computer modeling and artificial intelligence applications by Mira Geoscience Ltd., field mapping and reconnaissance.

On June 3, 2021, the Company announced the commencement of the planned 2021 metallurgical and environmental test work program with SGS Lakefield under the direction of Wood's metallurgical staff. The primary goals of the program are to continue to evaluate heap leach recoveries and build on previous test work used in the 2020 heap leach phase PEA. Results will be used to establish recovery parameters for a Pre-Feasibility Study, which is scheduled to be completed by Wood in the second half of 2022.

On August 5, 2021, the Company announced initial results from the Company's 2021 drilling program. Highlights include (see August 5, 2021, press release for detailed results):

- 2.67 g/t Au over 84.6 meters including 11.79 g/t Au over 2.5 meters and 5.4 g/t Au over 5.8 meters in hole BT20-237D
- BT21-238D intersected what appeared to be similar stockwork, with pending assay results

On September 7, 2021, the Company announced additional results from the Company's 2021 drilling program. Highlights include (see September 7, 2021, press release for detailed results):

- 2.84 g/t Au over 50.0 meters including 6.79 g/t Au over 6.0 meters and 12.6 g/t Au over 1.2 meters in hole BT20-238D
- BT21-239DB intersected fracture-controlled sericite alteration, analysis and interpretation are pending

On September 22, 2021, the Company announced completion of the initial stage of the Company's 2021 heap leach metallurgical test work program. Highlights include (see September 22, 2021, press release for detailed results):

- Bottle roll tests were undertaken at three crush sizes (12.5 mm, 25 mm and 38 mm), with nine tests per size, for a total of 27 tests.
- Effect of crush size on overall gold recovery was evaluated
- Extraction results were generally consistent with, or more favourable than, recovery assumptions used in the PEA

## Trends and Economic Conditions

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that the gold price will be favourable and hence, it may be possible to obtain additional funding for its projects. However, the Company remains cautious in case the economic factors that impact the mining industry deteriorate.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian and United States dollars; and
- Ability to obtain funding

At the date of this MD&A, the United States federal government and the Idaho state government have not introduced measures that have materially impeded the operational activities of the Company. Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. However, 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 in future periods.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

## Off-Balance-Sheet Arrangements

For the three exploration drilling projects in Idaho, the Company has reclamation bonds in place with surety bond companies, as required by the US Forest Service, to secure clean-up costs if the respective exploration drilling project is abandoned or closed. The details are as follows:

| Date Secured | Drilling Project | Amount (US$) | Amount |
|---|---|---|---|
| February 2021 | Joss-Rabbit (1) | $104,000 | $131,071 |
| October 2019 | Arnett Creek | $114,900 | $152,093 |
| June 2018 | Beartrack | $53,400 | $67,796 |

(1) The Company received approval for an additional Plan of Operation to drill in the Joss-Rabbit target area (see March 1, 2021 press release for details).

## Proposed Transactions

The Company routinely evaluates various business development opportunities which could entail optioning properties, direct acquisitions, trades and/or divestitures. In this regard, the Company is currently in discussions with various parties, but no definitive agreements with respect to any proposed transactions have been entered into as of the date of this MD&A. There can be no assurances that any such transactions will be concluded in the future.

## Environmental Contingency

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of June 30, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

## Selected Annual Financial Information

| | Years Ended June 30, | | |
|---|---|---|---|
| | **2021 ($)** | **2020 ($)** | **2019 ($)** |
| | | | |
| Net loss for the year | 9,769,792 | 5,747,762 | 7,301,946 |
| | | | |
| Basic and diluted loss per share | (0.14) | (0.11) | (0.17) |
| | | | |
| Total assets | 13,298,866 | 7,515,143 | 10,008,076 |

## Selected Quarterly Financial Information

As Revival has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues or the sale of assets. The value of any resource property assets is dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete exploration and development, and the future profitable production or proceeds from disposition of such properties. See "Trends" above and "Risk Factors" below.

A summary of selected information for each of the eight most recent quarters is as follows:

| Three Months Ended | Total Revenue ($) | Loss | | Total Assets ($) |
|---|---|---|---|---|
| | | **Total ($)** | **Per Share ($)** | |
| 2021–June 30 | - | 1,938,651 | 0.02 | 13,298,866 |
| 2021–March 31 | - | 1,241,959 | 0.02 | 14,619,221 |
| 2020–December 31 | - | 3,625,950 | 0.05 | 16,143,008 |
| 2020–September 30 | - | 2,963,232 | 0.05 | 20,018,837 |
| 2020–June 30 | - | 1,047,019 | 0.01 | 7,515,143 |
| 2020–March 31 | - | 860,989 | 0.02 | 7,905,357 |
| 2019–December 31 | - | 1,329,809 | 0.03 | 7,024,196 |
| 2019–September 30 | - | 2,509,916 | 0.05 | 8,100,379 |

## Discussion of Operations

Three months ended June 30, 2021 compared with three months ended June 30, 2020

Revival's net loss totaled $1,938,651 for the three months ended June 30, 2021, with basic and diluted loss per share of $0.02. This compares with a net loss of $1,047,019 with basic and diluted loss per share of $0.01 for the three months ended June 30, 2020. The increase of $891,632 in net loss was due to:

- For the three months ended June 30, 2021, exploration and evaluation expenditures increased by $839,263. The increase is due to the increase of activities on the Beartrack and Arnett projects including the new appraisal of drill results and analysis of additional holes compared to the prior period.

- For the three months ended June 30, 2021, share-based payments were $124,672 due to the vesting of 4,755,000 stock options granted in the previous year and 1,525,000 stock options granted in the current year.

- For the three months ended June 30, 2021, consulting fees decreased by $265,786 compared to the three months ended June 30, 2020, due to the decreased use of capital market and corporate development consultant services. This decrease in expenses partially offset the overall increases in the current period.

- All other expenses are related to general working capital purposes.

Year ended June 30, 2021 compared with year ended June 30, 2020

Revival's net loss totaled $9,769,792 for the year ended June 30, 2021, with basic and diluted loss per share of $0.14. This compares with a net loss of $5,747,762 with basic and diluted loss per share of $0.11 for the year ended June 30, 2020. The increase of $4,022,030 in net loss was principally due:

- For the year ended June 30, 2021, exploration and evaluation expenditures increased by $3,538,763 due to expenses incurred on the Beartrack and Arnett projects, including an extensive drilling program and completion of the PEA on the first phase heap leach restart project.

- For the year ended June 30, 2021, investor relations fees increased by $207,086 due to increased marketing, investor and trade show conferences and events, advertising and promotion compared to same period in 2020.

- For the year ended June 30, 2021, salaries and director fees increased by $297,011 due to the previous CFO transitioning from consulting to employment as of July 1, 2020 and the increase in CEO and director compensation following the reduction of compensation, in 2020, in light of the COVID-19 pandemic.

- All other expenses are related to general working capital purposes.

## Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

Cash used in operating activities was $8,958,990 for the year ended June 30, 2021. Operating activities were affected by a net loss of $9,769,792 plus non-cash items of $758,578 for share-based payments and $4,246 for depreciation and the positive change in non-cash working capital balances of $47,978.

Cash provided by financing activities was $14,119,181 for the year ended June 30, 2021, which represents the net proceeds from the Offering and warrants exercised during the year.

Cash used in investing activities was $340,765 which represents the expenditures on exploration and evaluation assets of the Beartrack and Arnett projects.

As at June 30, 2021, Revival had $5,948,754 in cash and cash equivalents (June 30, 2020 - $1,046,527).

The Company has no operating revenues and therefore must utilize its funds obtained from equity financing and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities. The Company may be required to raise additional capital to meet its ongoing operating expenses and continue to meet its obligations on its current projects for the twelve-month period ending June 30, 2022. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment.

As of June 30, 2021, and to the date of this MD&A, the cash resources of Revival are held with the Royal Bank of Canada.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative and exploration expenditures and funding of its investment activities. Those investing activities include the cash components of the cost of acquiring its tenements. For fiscal 2022, the Company's expected operating expenses are estimated to average $160,000 per month for recurring operating costs. The Company has estimated mineral lease and option payments of $1,000,000 over the next twelve-month period. Management may reassess its planned expenditures based on the Company's working capital resources, the scope of work required to advance exploration on its projects and the overall condition of the financial markets.

Assuming that management is successful in developing a substantial gold deposit in the USA, future work plans to develop the deposit will depend upon the Company's assessment of prior results, the condition of the Company financially and the then prevailing economic climate in general.

The Company's working capital is $5,408,640 as at June 30, 2021.

## Recent Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

<u>IAS 16, Property, Plant and Equipment ("IAS 16")</u>

The IASB issued an amendment to IAS 16 to prohibit the deducting from property, plant and equipment amounts received from selling items produced while preparing an asset for its intended use. Instead, sales proceeds and its related costs must be recognized in profit or loss. The amendment will require companies to distinguish between costs associated with producing and selling items before the item of property and equipment is available for use and costs associated with making the item of property and equipment available for its intended use. The amendment is effective for annual periods beginning on or after January 1, 2022, with earlier application permitted. The extent of the impact of adoption of this standard has not yet been determined.

## Critical Accounting Estimates

The preparation of the consolidated financial statements requires management to make certain estimates, judgments 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 consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**Critical accounting estimates**

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, if actual results differ from assumptions made, relate to, but are not limited to, the following:

- the inputs used in the Black-Scholes valuation model (volatility; interest rate; expected life and forfeiture rate) in accounting for share-based payment transactions and warrants; and
- the recoverability of exploration and evaluation assets - the application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure has been capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is recognized in the statement of loss and comprehensive loss in the period the new information becomes available.

**Critical accounting judgments**

- management applied judgment in determining the functional currency of Revival as Canadian dollars, the functional currency of Revival Idaho as US dollars and the presentation currency of the Company as Canadian dollars;
- acquisition method accounting - during the acquisition of the Beartrack Gold Project, judgment was required to determine if the acquisition represented a business combination or an asset purchase. More specifically, management concluded that they did not represent a business, as the assets acquired were not an integrated set of activities with inputs, processes and outputs; therefore, the acquisition represented the purchase of assets. As a result, there was no goodwill generated on the transaction, acquisition costs were capitalized to the assets purchased rather than expensed, and an allocation of the purchase price to the individual identifiable assets acquired, including intangible assets, and liabilities assumed based on their relative fair values at the date of purchase was required. The fair values of the net assets acquired were calculated using significant estimates and judgments. If estimates or judgments differed, this could result in a materially different allocation of net assets on the consolidated statement of financial position;
- management assessment of no material restoration, rehabilitation, and environmental obligations, based on the facts and circumstances that existed during the year;
- management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities entered into by the Company; and
- the preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

## Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, reserves and accumulated deficit, which at June 30, 2021 totaled $12,488,131 (June 30, 2020 - $6,897,631).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended June 30, 2021.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX-V which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of June 30, 2021, the Company is compliant with Policy 2.5.

## Financial risk management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management. There were no changes to credit risk, liquidity risk or market risk for the year ended June 30, 2021.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash is held with select major Canadian and American chartered banks, from which management believes the risk of loss to be minimal.

Concentration of credit risk exists with respect to the Company's cash as the majority of the amounts are held at a single Canadian financial institution.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. All accounts payable and accrued liabilities are due in the next twelve months. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether because of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. The Company maintained cash at June 30, 2021 in the amount of $5,948,754 (June 30, 2020 – $1,046,527), in order to meet short-term business requirements. As at June 30, 2021, the Company had accounts payable and accrued liabilities of $810,735 (June 30, 2020 –$617,512). All accounts payable and accrued liabilities are current.

(iii) Market risk

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

(a) Interest rate risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

(b) Foreign currency risk

The consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. The Company holds cash balances in Canadian dollars and US dollars which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency related to the US dollar.

(c) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to gold and the stock market to determine the appropriate course of action to be taken by the Company.

**Sensitivity analysis**

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in the functional currency in which they are measured. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company holds balances in US dollars which could give rise to exposure to foreign exchange risk. Sensitivity to a plus or minus 10% change in the foreign exchange rate of the US dollar against the Canadian dollar would affect the net loss by approximately $152,397 and comprehensive loss by $717,896.

## Related Party Transactions

Related parties include the Board of Directors and officers of the Company, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

(a) The Company entered into the following transactions with related parties:

Carmelo Marrelli, a director of the Company, is the managing director of Marrelli Support Services Inc., a firm providing accounting services. Fees for services provided by Marrelli Support totaled $57,441 for the year ended June 30, 2021 (year ended June 30, 2020 - $36,847). As at June 30, 2021, Marrelli Support was owed $9,685 and this amount was included in accounts payable and accrued liabilities (June 30, 2020 - $7,479).

During the year ended June 30, 2021, the Company paid professional fees of $47,348 (year ended June 30, 2020 - $36,946) to DSA Corporate Services Inc., DSA Filing Services Limited and Marrelli Press Release Services Ltd. (together referred to as "DSA"), three organizations which Mr. Marrelli controls. These services were incurred in the normal course of operations for corporate secretarial and public filing matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at June 30, 2021, DSA was owed $1,896 (June 30, 2020 - $3,044) and this amount was included in accounts payable and accrued liabilities.

A corporation controlled by Steven T. Priesmeyer, an officer of the Company, was paid or accrued consulting fees of $240,771 for the year ended June 30, 2021 (year ended June 30, 2020 - $177,069). As at June 30, 2021, this corporation was owed $19,392 and this amount was included in accounts payable and accrued liabilities (June 30, 2020 - $18,452).

Adam Rochacewich, a former officer of the Company, was paid or accrued consulting fees of $1,130 for the year ended June 30, 2021 (year ended June 30, 2020 - $178,375). Mr. Rochacewich became an employee of the Company effective July 1, 2020. As at June 30, 2021, Adam Rochacewich was owed $1,130 and this amount was included in accounts payable and accrued liabilities (June 30, 2020 - $31,593).

(b) Remuneration of Directors, Officers and VPs, other than consulting fees, of the Company was as follows:

| | Salaries and director fees | | Share based payments | | Total | |
|---|---|---|---|---|---|---|
| | Year Ended June 30, | | Year Ended June 30, | | Year Ended June 30, | |
| | 2021 ($) | 2020 ($) | 2021 ($) | 2020 ($) | 2021 ($) | 2020 ($) |
| Wayne Hubert, Director | 30,000 | 20,000 | 59,883 | 61,568 | 89,883 | 81,568 |
| Hugh Agro, Director and Officer | 250,000 | 174,000 | 98,027 | 126,406 | 348,027 | 300,406 |
| Donald Birak, Director | 21,500 | 16,500 | 29,095 | 34,869 | 50,595 | 51,369 |
| Rob Chausse, Director | 23,000 | 9,000 | 41,116 | 46,268 | 64,116 | 55,268 |
| Michael Mansfield, Director | 20,598 | 17,250 | 29,095 | 34,869 | 49,693 | 52,119 |
| Carmelo Marrelli, Director | 21,500 | 16,500 | 29,095 | 34,937 | 50,595 | 51,437 |
| Diane R. Garrett, Director | nil | 12,500 | 5,255 | 31,798 | 5,255 | 44,298 |
| Lisa Ross, Officer | 63,043 | nil | 37,909 | nil | 100,952 | nil |
| Adam Rochacewich, Former Officer | 156,750 | nil | 50,065 | 69,878 | 206,815 | 69,878 |
| Steve Priesmeyer, Officer | nil | nil | 50,065 | 67,253 | 50,065 | 67,253 |
| Maura Lendon | 15,750 | nil | 40,638 | nil | 56,388 | nil |
| **Total** | **602,141** | **265,750** | **470,243** | **507,846** | **1,072,384** | **773,596** |

As at June 30, 2021, Directors, Officers and VPs were owed $4,332 (June 30, 2020 - $47,125) and this amount was included in accounts payable and accrued liabilities.

(c) Insider shareholdings

None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

As of June 30, 2021, directors and officers of the Company, with individual control of less than 10% of the total common shares outstanding, collectively control 7,533,132 (June 30, 2020 - 7,233,302) common shares of the Company or approximately 10.6% (June 30, 2020 - 12.9%) of the total common shares outstanding. To the knowledge of the directors and officers of the Company, the remaining common shares of the Company were widely held.

## Commitments

The Company is party to certain management contracts. As at June 30, 2021, the contracts require that additional payments of approximately $818,102 be made upon a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in the financial statements. Commitments upon termination without cause of these contracts are approximately $818,102.

The Company has earn-in and related stock purchase agreements that require certain share issuance and spending commitments (see "Projects").

## Share Capital

As of the date of this MD&A, the Company had 71,184,267 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

| Options | Expiry Date | Exercise Price |
|---|---|---|
| 1,275,000 | July 18, 2022 | $0.50 |
| 805,000 | December 4, 2022 | $0.85 |
| 125,000 | January 23, 2023 | $0.75 |
| 1,350,000 | November 14, 2023 | $0.75 |
| 1,200,000 | December 18, 2024 | $0.72 |
| 1,325,000 | November 24, 2025 | $1.00 |
| 200,000 | March 8, 2026 | $0.75 |

Warrants outstanding for the Company at the date of this MD&A were as follows:

| Warrants | Expiry Date | Exercise Price |
|---|---|---|
| 6,482,500 | February 6, 2022 | $1.60 |
| 2,584,111 | April 4, 2022 | $0.90 |

## Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of 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 is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Risks and Uncertainties

The Company's financial condition, results of operation and business are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

*Additional Funding Requirements*
The Company is reliant upon additional equity financing to continue its business and operations, because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

*Commodity Price Volatility*
The price of gold can fluctuate drastically, and is beyond the Company's control. While the Company would benefit from an increase in the value of gold, a decrease in the value of gold could also adversely affect it.

*Title to Mineral Properties*
Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties for which it holds an option or concessions or mineral leases or licenses, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law often are complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, perhaps without compensation for its prior expenditures relating to the property.

*Mineral Exploration*

Mineral exploration involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

*Results of Prior Exploration Work*

In preparing technical reports on the Company's properties, the authors of such reports relied on data previously generated by exploration work carried out by other parties. There is no guarantee that data generated by prior exploration work is 100% reliable and discrepancies in such data not discovered by the Company may exist. Such errors and/or discrepancies, if they exist, could have an impact on the accuracy of the technical reports.

*Limited Operating History*

The Company has a very limited history of operations, is in the early stage of development and has no source of operating income. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

*Country Risk*

The Company could be at risk regarding any political developments in the country in which it operates. At present the Company is only active in Canada and the United States.

*Uninsurable Risks*

Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares. The Company does not maintain insurance against environmental risks.

*Environmental Regulation and Liability*

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment. Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner that may mean 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 directors, officers and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation. Future environmental legislation and/or regulations could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards and laws and regulations that may entail costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

*Regulations and Permits*

The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species, aboriginal title and access and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

*Legal Proceedings*

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the ordinary course of the Company's business. Such litigation may be brought from time to time in the future against the Company. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The Company is not currently subject to material litigation nor has the Company received an indication that any material claims are forthcoming. However, due to the inherent uncertainty of the litigation process, the Company could become involved in material legal claims or other proceedings with other parties in the future. The results of litigation or any other proceedings cannot be predicted with certainty. The cost of defending such claims may divert from management's time and effort and if the Company is incapable of resolving such disputes favourably, the resultant litigation could have a material adverse impact on the Company's financial condition, cash flow and results from operations.

*Dependence on Key Personnel*
The Company is dependent upon a few key management personnel. The Company's ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. The Company faces competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain such personnel. Failure to retain key employees or to attract and retain additional key employees with necessary skills could have a materially adverse impact on the Company's growth and profitability. As the Company's business grows, it will require additional key exploration, development, mining, financial, administrative, marketing and public relations personnel as well as additional staff for operations. The Company does not have "key man" insurance on any of its directors or officers.

*Potential Dilution*
The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

*Competition*
Competition in the mineral exploration business is intense and could adversely affect the ability of the Company to suitably develop its properties. The Company will be competing with many other exploration companies possessing greater financial resources and technical facilities. Accordingly, there is a high degree of competition for desirable mineral leases, suitable prospects for drilling operations and necessary mining equipment, as well as for access to funds. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

*Conflicts of Interest*
Certain directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be 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 arises at a meeting of the board of directors, any director in a conflict will disclose this interest and abstain from voting on such matter. In determining whether the Company will participate in any project or investment opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

**COVID-19 Risks**

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, we cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn has caused significant disruption to business activities and economies. The depth, breadth and duration of these disruptions remain highly uncertain currently. Furthermore, governments are developing frameworks for the staged resumption of business activities. As a result, it is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and our business. We have outlined these risks in more detail below.

Strategic & Operational Risks

The ongoing COVID-19 pandemic could adversely impact our financial condition in future periods because of reduced business opportunities via acquisitions and dispositions of exploration and development properties. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. Our strategic initiatives to advance our business may be delayed or cancelled as a result.

To date, our operations have remained stable under the pandemic but there can be no assurance that our ability to continue to operate our business will not be adversely impacted, to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside our control. If one or more of the third parties to whom we outsource critical business activities fails to perform because of the impacts from the spread of COVID-19, it could have a material adverse effect on our business and operations.

Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit our access to capital markets and our ability to generate funds to meet our capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while we currently have sources of liquidity, such as cash balances, there can be no assurance that these sources will provide us with sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave us unable to react in a manner consistent with our historical practices.

Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. Central banks have announced emergency interest rate cuts, while governments are implementing unprecedented fiscal stimulus packages to support economic stability. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact our financial condition.

## Additional Disclosure for Venture Issuers without Significant Revenue

**General and Administrative**

| Names | Year Ended June 30, | |
|---|---|---|
| | **2021 ($)** | **2020 ($)** |
| Consulting fees | 202,938 | 486,268 |
| Accounting and audit fees | 81,140 | 100,395 |
| Legal fees | 15,074 | 209,170 |
| Office and general | 201,457 | 129,782 |
| Travel and accommodation | 49,404 | 127,099 |
| Regulatory and listing fees | 106,157 | 81,078 |
| Investor relations | 567,058 | 347,172 |
| Salaries and director fees | 767,170 | 470,159 |
| Depreciation | 4,246 | 6,351 |
| Foreign exchange loss (gain) | 208,265 | (8,745) |
| **Total** | **2,202,909** | **1,948,729** |

**Other material costs**

| Names | Year Ended June 30, | |
|---|---|---|
| | **2021 ($)** | **2020 ($)** |
| **Diamond Mountain Project** | | |
| Leases and taxes | 7,323 | nil |
| Administration and project management | 15,027 | nil |
| **Total** | **22,350** | **nil** |
| | | |
| **Arnett** | | |
| Leases and taxes | 62,420 | 164,951 |

| | | |
|---|---|---|
| Assays | 358,200 | 198,061 |
| Drilling and permitting | 1,983,779 | 1,261,927 |
| Metallurgy | nil | 8,820 |
| Geological | 209,918 | 133,420 |
| Travel | 64,555 | 33,989 |
| Administration and project management | 45,656 | 10,072 |
| **Total** | **2,724,528** | **1,811,240** |
| | | |
| **Beartrack** | | |
| Leases and taxes | 295,894 | 204,501 |
| Assays | 196,498 | 20,458 |
| Drilling and permitting | 2,836,413 | 811,327 |
| Metallurgy | nil | 82,834 |
| Geological | 419,673 | 199,492 |
| Travel | 93,396 | 34,819 |
| Administration and project management | 141,026 | 26,344 |
| **Total** | **3,982,900** | **1,379,775** |