

**WILLESON METALS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

From Incorporation on March 27, 2020 to August 31, 2020

Dated on December 4, 2020

**WILLESON METALS CORP.**  
**MANAGEMENT’S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

**MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING**

---

This Management’s Discussion and Analysis (“MD&A”) of Willeson Metals Corp. (referred to as the “Company” or “Willeson”), has been prepared to enable a reader to assess material changes in financial condition and results of operations as at and for the period from incorporation on March 27, 2020, to August 31, 2020 (the “Period”). This MD&A, and the discussion of performance, financial condition, and future prospects contained herein, should be read in conjunction with the Company’s audited financial statements for the period from incorporation on March 27, 2020, to August 31, 2020 and accompanying notes (the “financial statements”), prepared in accordance with International Financial Reporting Standards (“IFRS”). The information provided herein supplements, but does not form part of, the financial statements. This discussion also covers the subsequent period up to the date of this MD&A.

All dollar amounts are presented in Canadian dollars (“CAD”), the Company’s functional currency, except where otherwise noted. Additional information relating to the Company is available on the Company’s website at [www.willesonmetals.com](http://www.willesonmetals.com).

The Company’s certifying officers, based on their knowledge and having exercised reasonable diligence, are also responsible to ensure that this MD&A and related financial statements do not contain any untrue statement of material fact, and do not omit any required statement of material fact with respect to the periods reported. The financial statements, together with the other financial information included in this MD&A present fairly in all material respects the financial condition, results of operations and cash flows of the Company, as at the date of and for the period presented in this MD&A. This MD&A contains forward-looking information that is subject to risk factors set out in the cautionary note herein.

The Company’s Board of Directors’ (the “Board”) review is accomplished principally through the Company’s Audit Committee, which meets periodically to review all financial reports, prior to filing. The Board has approved the financial statements and this MD&A, as well as ensured that the Company’s management (“Management”) has discharged its financial responsibilities. Information in this MD&A is prepared as at December 4, 2020.

**DESCRIPTION OF BUSINESS**

---

Willeson is a mineral exploration company whose main objective is to identify and successfully define and develop mineral deposits, primarily gold deposits in Manitoba.

The Company was incorporated on March 27, 2020, under the laws of Ontario. The Company is a Canadian Controlled Private Corporation (“CCPC”). The Company’s head office is located at Suite 1400 - 25 Adelaide Street East, Toronto, Ontario, M5C 3A1.

**COVID-19 – WILLESON’S RESPONSE AND CONTINUITY PLANS**

---

In December 2019, a novel strain of coronavirus known as COVID-19 appeared in Wuhan, China, and has spread around the world causing significant business and social disruption. On March 11, 2020, COVID-19 was declared a worldwide pandemic by the World Health Organization, and since then, the Company has had to operate in an environment where pandemic-related restrictive measures implemented by government and the health authorities, such as travel bans, quarantine and social distancing, have impacted the Company’s operations. To

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

date, the main restriction the Company has faced is the inability to hold in-person meetings with Indigenous communities to discuss the Company's planned exploration activities. Willeson has had a number of calls with community representatives, but will not be able to meet in-person until restrictions are lifted.

In accordance with current government mandates and safety precautions, Company employees, contractors, and consultants are asked to work from home and conduct Company business via telephone, videoconference, and email. The health and safety of employees, contractors, consultants, and other stakeholders is of primary importance to the Company and this extends to respecting and accommodating the concerns of the local communities within which the Company operates. The Company is committed to remaining engaged with local stakeholders during this uncertain period, and will continue to closely monitor and abide by COVID-19 related directives from government and the health authorities. The Company continues to advance its projects as best it can under the present circumstances. Subsequent to the period ended August 31, 2020, the Company completed an airborne magnetic survey over the southern portion of the Beaucage Property, as well as the Hughes and Barrington-Tow properties, and intends to carry out magnetic inversion studies across all four of its properties. This work will be used to plan field exploration activities that can quickly ramp up once it is deemed safe to do so (see subsequent events section).

## **OVERALL PERFORMANCE**

---

During the Period ended August 31, 2020, the Company completed the purchase of a group of exploration properties in the Lynn Lake area of northern Manitoba, Canada, and also had a number of corporate developments.

### **LYNN LAKE PROPERTIES**

On June 19, 2020, Willeson purchased a 100% undivided legal and beneficial interest in mining claims comprising the Beaucage, Hatchet, Barrington-Tow, and Hughes properties in the Lynn Lake area of Manitoba (each a "Lynn Lake Property", and collectively, the "Lynn Lake Properties") from Exiro Minerals Corp. ("Exiro") for the following considerations:

- a) The issuance to Exiro of 10 million common shares of Willeson, valued at \$100,000 (\$0.01 per common share) (issued June 19, 2020);
- b) The issuance of a promissory note in the amount of \$150,000, maturing on the earlier of (i) the 3-month anniversary of the purchase date, or (ii) 5 days following the closing of a subsequent financing (paid during the Period);
- c) The issuance of a promissory note in the amount of \$175,000, maturing on June 19, 2021;
- d) The issuance of a promissory note in the amount of \$175,000, maturing on June 19, 2022; and
- e) The issuance of a promissory note in the amount of \$250,000, which may be fully satisfied at Willeson's election, by a cash payment or through the issuance to Exiro of 2.5 million common shares of Willeson, maturing on June 19, 2023.

All promissory notes are non-interest bearing. After the payment due date, default or judgement, the principal amount outstanding bears interest at 5% per annum, and the note is payable on demand.

Exiro shall retain a 2% net smelter return royalty (the "NSR") on each Lynn Lake Property, subject to a buy-down right for each Lynn Lake Property, whereby the NSR can be reduced to a 1.5% NSR for a payment of \$500,000.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

As part of the agreement, Willeson is also granted a right of first look for any mineral interests Exiro may option, sell, or otherwise vend in the Province of Manitoba within a five (5) year period from the purchase date. Exiro and Willeson also entered into a shareholder rights agreement pursuant to which Exiro, provided it owns at least a 5% interest in Willeson, shall be granted certain rights including:

- a) The right to participate in future equity financings of Willeson and maintain its pro-rata ownership prior to the equity financing;
- b) A one-time right to participate in future equity financings with a greater amount than its pro-rata ownership to increase its ownership up to 19.99% of the Company's issued and outstanding common shares; and
- c) The right to appoint one member to the Company's board of directors.

Prior to the purchase, Exiro had spent \$751,632 on the Lynn Lake Properties.

Brief descriptions of the Beaucage, Hatchet, Hughes, and Barrington-Tow properties are summarized below.

**Beaucage Property**

The Beaucage Property ("Beaucage") is located 72 km southeast of the town of Lynn Lake, and is currently only accessible by floatplane, helicopter or by winter road. Beaucage consists of 23 contiguous mining claims encompassing 5,888 hectares. Claims are 100% owned by Willeson.

The annual minimum assessment requirements to maintain all claims in good standing is \$73,600. Subsequent to the period ended August 31, 2020, the requirement has been satisfied. Manitoba Agriculture and Resource Development ("Manitoba ARD") has extended double work assessment credits for all eligible exploration expenses up to December 31, 2020.

Beaucage lies along the contact of the Lynn Lake Volcanic Belt and Kisseynew Gneissic Basin of the Churchill Province. The property is known to host multiple styles of gold mineralization, including banded iron formations, structurally controlled stockwork and veins in clastic sediments, and quartz-filled shear zones in the Black Trout Diorite. Beaucage boasts numerous impressive gold assay values in multiple favourable geological settings, although the property has seen little modern exploration. Many of these high-grade gold occurrences have not been systematically explored in almost 30 years.

The Company's exploration expenditures on this property for the period from incorporation on March 27, 2020 to August 31, 2020 are presented in "Discussion of Operations".

**Hatchet Property**

The Hatchet Property ("Hatchet") is located approximately 30 km west of the town of Lynn Lake and is accessible via provincial highway 396. The property consists of 48 contiguous mining claims units encompassing 11,722 hectares. Claims are 100% owned by Willeson.

The annual minimum assessment requirements to maintain all claims in good standing is \$146,525, however, Manitoba ARD has automatically provided a one-year Extension of Time due to COVID-19 on 16 of the 48 Hatchet mining claims that expire between May 1, 2020, and April 30, 2021. The extension allows the disposition holder additional time to meet their work requirements or pay cash in lieu of work. Additional work will be

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

required on Hatchet before May 2021 and filed by July 2021 in order to keep the remaining 32 claims in good standing.

Hatchet extends 30 km along the western extent of the Johnson Shear Zone and contains several shear-hosted high-grade gold showings with visible gold and polymetallic-rich quartz veins, as well as base metal showings, including the past-producing Fox Mine, which operated for 15 years producing 11.96 million tons grading 1.8% copper and 1.78% zinc<sup>1</sup>. There is potential for high-grade gold mineralization in the underexplored western convergence of the Agassiz and Johnson shear zones within favourable lithologies in a stack thrust fault environment.

The Company's exploration expenditures on this property for the period from incorporation on March 27, 2020 to August 31, 2020 are presented in "Discussion of Operations".

### **Hughes Property**

The Hughes Property ("Hughes") is located approximately 26 km east of the town of Lynn Lake and is accessible via provincial highway 391. The Property consists of 10 claims covering 2,559 hectares. Claims are 100% owned by Willeson. All claims are in good standing under a one-year Extension of Time due to COVID 19.

The annual minimum assessment requirements to maintain all claims in good standing is \$31,988. Subsequent to the period ended August 31, 2020, the requirement has been satisfied.

Hughes extends over a 10 km strike length of the Johnson Shear at the intersection of a major cross-structure and 15 km east of the past-producing Burnt Timber mine. This open-pit gold mine was operated by Black Hawk Mining Inc. between 1993 and 1996, producing a total of 80,000 oz<sup>2</sup> gold. The Hughes property contains multiple historical gold occurrences.

The Company's exploration expenditures on this property for the period from incorporation on March 27, 2020 to August 31, 2020 are presented in "Discussion of Operations".

### **Barrington-Tow Property**

The Barrington-Tow Property ("Barrington-Tow") is located approximately 60km east of the town of Lynn Lake, in a relatively remote location that is currently only accessible via floatplane or helicopter or by winter road. The property consists of 14 claims covering 3,584 hectares. Claims are 100% owned by Willeson. All claims are in good standing under a one-year Extension of Time due to COVID 19.

The annual minimum assessment requirements to maintain all claims in good standing is \$44,800. Subsequent to the period ended August 31, 2020, the requirement has been satisfied.

---

<sup>1</sup> 1987 'Mining in Manitoba', Manitoba Ministry of Energy and Mines

<sup>2</sup> Richardson, D.J. and Ostry, G. 1996: Gold deposits of Manitoba; Manitoba Energy and Mines, Geological Services, Economic Geology Report ER86-1 (second edition), 114 p.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

Barrington-Tow extends over 8 km of the Agassiz shear, which hosts Alamos' 1.9 Moz gold Gordon Project<sup>3</sup> 10 km to the west of the Property. The Property also covers a significant portion of the Tow Lake gabbro which was previously explored for nickel-copper and includes fault breccia, quartz veining, shearing and alteration, which is prospective for gold.

Historical drilling on the property identified numerous impressive base metal and gold assay values in multiple favourable geological settings. Many of these high-grade mineral occurrences have not been systematically explored in almost 30 years. Additionally, 2019 prospecting identified historical trenches within the Tow lake gabbro that assayed high-grade vanadium in an area previously focused on nickel-copper exploration.

The Company's exploration expenditures on this property for the period from incorporation on March 27, 2020 to August 31, 2020 are presented in "Discussion of Operations".

**CORPORATE HIGHLIGHTS**

During the Period ended August 31, 2020, the Company established its management team as well as the Board of Directors.

**Management Team**

During the Period ended August 31, 2020, the Company appointed its President & Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

Felix Lee was appointed President & CEO, and also has a seat on the board of directors (the "Board"). Mr. Lee is an economic geologist with over 30 years of experience and is presently the President of the Prospectors & Developers Association of Canada. Prior to joining Willeson, Mr. Lee was a Director and Principal Consultant with CSA Global Canada, an international mining and geological consulting firm, where he managed the day-to-day operations of the firm's Toronto office in conjunction with the firm's twelve other offices worldwide. Prior to this position, he was owner and president of Toronto-based mining and geological consultancy, A.C.A. Howe International Limited. Mr. Lee has worked with both major and junior exploration companies, managing and working on grass-roots to advanced-stage exploration projects in North America, Central Europe, South America, Central Asia, Asia, and Africa, involving a variety of deposit types and commodities. Mr. Lee is a registered Professional Geoscientist (P.Geo.) in the province of Ontario and a member of the Society of Economic Geologists. He received his BSc in Geology from McMaster University in 1986 and earned the Schulich-Kellogg MBA in 2005. Mr. Lee also acts as Chair of the Health, Safety and Sustainability Committee of the Company. Mr. Lee was also recently appointed to be boards of BWR Exploration and Platinex.

Stephanie Hart was appointed CFO and is also currently the CFO of Exiro Minerals Corp. Ms. Hart has over 20 years of experience in senior level, broad financial, risk, operational and capital project roles in global mining, with much of her career working with Vale. Her most recent role at Vale was Head of Finance, North Atlantic Operations and Asian Refineries in the Base Metals business. Other roles at Vale included Director of Treasury, Pension Assets and Risk for Vale Canada, Director of Finance and CFO for the Goro Project and Operations in New Caledonia and General Foreperson in the Sudbury Smelter. Ms. Hart received a BComm (Hons) from Queen's University and has a CPA, CA designation.

---

<sup>3</sup> Alamos Gold stated proven and probable reserves as of December 31, 2019

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

**Board**

The Company made a number of Board appointments during the Period ended August 31, 2020, including Shastri Ramnath (who serves as Chair of the Board), Catharine Farrow, Robert Dixon and Karen Rees.

Ms. Ramnath is a Professional Geoscientist with 20 years of global experience within the exploration and mining industry. She is the co-founder and President and CEO of Exiro Minerals Corp., a junior exploration company focused on project generation. In 2012, she co-founded and co-owns Orix Geoscience Inc., a consulting firm that partners with exploration and mining companies to provide front-end geological support. The success of Orix in its inaugural three years resulted in Ms. Ramnath being nominated for the RBC Canadian Woman Entrepreneur of the Year for Canada and was one of three finalists for the Momentum Award. In 2010, Ms. Ramnath joined Bridgeport Ventures Inc. as President and CEO where she raised over \$17 million in the capital markets before merging the company with Premier Royalty. She started her career at Falconbridge in Winnipeg in 1999 and then moved to Sudbury to join FNX Mining in 2002. She was a key member of the exploration and resource group at FNX and part of the team that discovered the Victoria Deposit. Ms. Ramnath is on the board of directors of Jaguar Mining Inc. as well as a number of other public and private sector boards in the mineral industry. Ms. Ramnath received a B.Sc. in Geology from the University of Manitoba, a M.Sc. in Exploration Geology from Rhodes University (South Africa), and an Executive MBA from Athabasca University.

Catharine Farrow is a Professional Geoscientist (APGO) and accredited Corporate Director (ICD.D) with 30 years of experience in the mining industry. She currently serves as an Independent Director of Franco-Nevada Corporation, Eldorado Gold Corporation, Centamin PLC, and Willeson Metals Corp., is Chair of the Board of Exiro Minerals Corp., and is the inaugural Member of the Advisory Board of Behr Technologies Inc., an Industrial IoT technology company. She is President of FarExGeoMine Ltd. (her private consulting company), a Member of the Metrolinx Capital Oversight Committee, and a Program Director of the Osgoode Mining Law Program at York University. At Laurentian University, Dr. Farrow is Chair of the Advisory Board of the Mineral Exploration Research Centre, Harquail School of Earth Sciences, a Member of the Goodman School of Mines Advisory Board and has been an Adjunct Professor at Laurentian since 1995. From 2012 to 2017 she was Founding CEO, Director and Co-Founder of TMAC Resources Inc., the first producing gold miner with operations in Kitikmeot Region, Nunavut, in Canada's High Arctic. Before TMAC, Dr. Farrow was COO of KGHM International (formerly Quadra FNX Mining Ltd.). Previously at Quadra FNX and FNX Mining Company Inc. she held multiple senior executive roles in a wide range of disciplines including operations, technical services, corporate development and exploration. Before FNX, Dr. Farrow was with both Inco Ltd. and the Ontario Geological Survey. Dr. Farrow has previously served on the Board of a number of not-for-profit and government Advisory Boards including the PDAC and the Canadian Breast Cancer Foundation – Ontario Region, and is currently a member of the Ontario Government Mining Working Group, in addition to the PDAC Industry-Government (Federal) Roundtable. She has been honoured with the Acadia University Distinguished Alumni Award for 2020, as one of the 100 Global Inspirational Women in Mining (2015 and 2018) and is a past recipient of the William Harvey Gross Medal of the Geological Association of Canada (2000). Dr. Farrow obtained her BSc (Hons) from Mount Allison University, her MSc from Acadia University and her PhD from Carleton University.

Robert Dixon has been the Managing Director of Dundee Goodman Merchant Partners since 2018. Most recently Mr. Dixon was a Partner, Institutional Sales at Clarus Securities where he contributed to the building of the mining team between 2010-2018. Prior to joining Clarus in 2010, Mr. Dixon was VP Institutional Sales at Dundee Securities from 2004-2010. While in London, UK he held roles as VP of Institutional Sales at Bryan Garnier & Co. UK from 2002-2004 and CRM Manager at Standard & Poors, UK from 2000-2002. Mr. Dixon

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

completed a BA from the University of Victoria in 1999 and earned the Kellogg-Schulich MBA in 2009. Mr. Dixon acts as Chair of the Audit Committee of the Company.

Karen Rees is a member of Professional Geoscientists Ontario (PGO, 2002) and has over 30 years of experience in the mineral exploration industry in Canada, primarily in Ontario. Ms. Rees was Vice President, Exploration and Corporate Secretary of Temex Resources Corp. until late 2015 when Temex was acquired by Lake Shore Gold, when she assisted with the transition of Temex assets to Lake Shore, and for subsequent acquisitions by Tahoe Resources in 2016, and Pan American Silver in 2019. With Temex, Ms. Rees was instrumental in the development of the precious metals portfolio and growth through establishment of best practices for corporate governance, communications and management. Ms. Rees continues to work in the industry as an independent consultant and is on the Board of Directors and audit committee of Cleghorn Minerals Ltd. and Board of Directors of LaSalle Exploration Corp. As an enthusiastic volunteer in the industry, Ms. Rees is on the Board of Directors of the Prospectors and Developers Association of Canada (PDAC), is a member of the Executive Committee, member of the Governance and Nominating Committee, and Chair of the Human Resource Development Committee. Ms. Rees completed her BSc (Hons) from the University of Saskatchewan in 1984. Ms. Rees acts as Chair of the Governance and Nominating Committee of the Company.

**Non-brokered private placements**

During the Period ended August 31, 2020, the Company completed a number of private placements.

On June 2, 2020, the Company completed a private placement, issuing 2,500,000 common shares at a price of \$0.005 per share. The shares were issued to Exiro (1,250,000 shares) and officers of the Company.

On July 24, 2020, the Company completed a private placement, issuing 7,500,000 common shares at \$0.10 per share for total proceeds of \$750,000. Officers, directors, and their close family members of the Company subscribed for 1,162,500 shares.

On July 28, 2020, the Company completed a flow-through private placement, issuing 5,020,000 common shares at a price of \$0.155 per share for total proceeds of \$778,100, of which \$502,000 was allocated to share capital and \$276,100 to flow-through share premium liability. Board members of Exiro and their close family members subscribed for 525,000 shares.

**Stock option grant**

During the Period, the Company adopted a rolling 10% stock option plan (the "Plan"), which provides that the directors of the Company may grant options to purchase common shares of the Company to directors, officers, employees and service providers, with the number of options being limited to 10% of the issued common shares at the time of granting of options. The Board in its sole discretion may determine any vesting provisions for options. The exercise price shall be determined by the directors of the Company at the time of grant in accordance with the provisions of the Plan. The expiry date for an option shall not be more than five years from the grant date.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

Option transactions and the number of options outstanding are summarized as follows:

	<b>Outstanding</b>	<b>Weighted Average Exercise Price</b>
As at Incorporation on March 27, 2020	-	\$ -
Options granted	525,000	0.10
Options forfeited or cancelled	-	-
As at August 31, 2020	525,000	\$ 0.10

The share-based compensation expense for the period ended August 31, 2020 was \$16,809.

For options granted on July 10, 2020, one-third of the options vested immediately on the grant date, one-third will vest on the first anniversary of the grant date and one-third will vest on the second anniversary of the grant date. All options granted expire five years from the date of the grant of the options.

## **SUBSEQUENT EVENTS**

---

### **EXPLORATION**

Subsequent to the period ended August 31, 2020, the Company completed an airborne magnetic survey over the southern half of the Beaucage property, as well the Hughes and Barrington-Tow properties. The data derived for the southern half of Beaucage will be combined with the airborne magnetic data previously obtained for the northern half of Beaucage in 2018. A magnetic inversion study will be completed on this combined dataset in order to complete the subsurface profile of the Beaucage, which will be used to inform and develop the proposed exploration program for Beaucage for 2021.

Magnetic inversion studies will also be carried out on the airborne data for the Hughes and Barrington-Tow properties. The results will be used to inform and develop the proposed exploration program for these properties for 2021.

### **MANAGEMENT TEAM**

Subsequent to the period ended August 31, 2020, the Company appointed its Vice President of Exploration.

Ian Trinder is an exploration geologist with over 30 years of experience working with junior exploration and mining companies and mineral exploration consultants, such as Sherritt Gordon Mines, A.C.A. Howe International, and, most recently, CSA Global Consultants Canada. Mr. Trinder holds a Bachelor of Science from the University of Manitoba and a Master of Science in Geology from Western University and Professional Geoscientist (P. Geo.) status in the Provinces of Ontario (PGO), Manitoba (EGM), and the Northwest Territories/Nunavut (NAPEG).

### **PROPOSED TRANSACTIONS**

There are no proposed transactions.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
 FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
 (Expressed in Canadian dollars, except where otherwise noted)

**FISCAL 2021 OUTLOOK**

**EXPLORATION**

The Company will continue to systematically explore and advance all four of its Lynn Lake Properties.

The principal focus of exploration activity will be the Beaucage Property and the Company plans to re-establish an exploration camp on Beaucage Lake, which will serve to support future exploration across the Property. Proposed work for 2021 consists of prospecting, mapping, and sampling of the southern half of Beaucage, and diamond drilling in spring 2021 of several of the known gold occurrences located in the northern half of Beaucage.

The Hatchet, Hughes, and Barrington-Tow properties will continue to be evaluated through a combination of desktop study and ground exploration work consisting of prospecting, mapping, trenching, and possibly diamond drilling.

Set out below is a summary of the work completed to date on the Lynn Lake Properties, the future plans for those properties, the status of the properties relative to those plans and how the expenditures made relate to anticipated timing and costs to take the properties to the next stage of the project plan:

<b>Property</b>	<b>Exploration work from incorporation on March 27, 2020 to August 31, 2020</b>	<b>Exploration Expenditures from incorporation on March 27, 2020 to August 31, 2020</b>	<b>September 1 – December 31, 2020 Planned Exploration Work</b>	<b>September 1 -December 31, 2020 Planned Expenditures</b>
Beaucage	<ul style="list-style-type: none"> <li>Acquisition costs</li> <li>Geology/geochemistry/geophysics studies/compilation and planning</li> </ul>	\$529,907	<ul style="list-style-type: none"> <li>Airborne magnetic survey</li> <li>Airborne magnetic inversion study</li> <li>Data Compilation</li> <li>NI 43-101 Technical Report</li> </ul>	\$150,000
Hatchet	<ul style="list-style-type: none"> <li>Acquisition costs</li> <li>Geology/geochemistry/geophysics studies/compilation and planning</li> </ul>	\$188,744	<ul style="list-style-type: none"> <li>none</li> </ul>	\$-
Hughes	<ul style="list-style-type: none"> <li>Acquisition costs</li> <li>Geology/geochemistry/geophysics studies/compilation and planning</li> </ul>	\$44,698	<ul style="list-style-type: none"> <li>Airborne magnetic survey</li> <li>Airborne magnetic inversion study</li> </ul>	\$100,000
Barrington-Tow	<ul style="list-style-type: none"> <li>Acquisition costs</li> <li>Geology/geochemistry/geophysics studies/compilation and planning</li> </ul>	\$66,110	<ul style="list-style-type: none"> <li>Airborne magnetic survey</li> <li>Airborne magnetic inversion study</li> </ul>	\$100,000

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

**COMMUNITY ENGAGEMENT**

Individuals and companies intending to explore on Crown Lands are required to consult with and gain the support of First Nations with potential interests in the area to be explored prior to commencing any field work. Early-stage project agreements are often governed by Memoranda of Understanding (MOU) covering use of services, employment, training and similar terms. Securing the support of First Nations is critical to the Company's ability to obtain the necessary permitting to conduct exploration work on its properties.

The Company has initiated engagement efforts with Marcel Colomb First Nation ("MCFN") and will begin discussions towards establishing a Memoranda of Understanding ("MOU") between the Company and MCFN, and identifying opportunities for participation by MCFN community members in Company activities and other potential socio-economic benefits. The MOU will also address MCFN concerns or requests regarding the Hughes and Barrington-Tow properties, which are located within the MCFN's Treaty Land Entitlement area or "TLE". The Company hopes to have the MOU in place by early 2021. Additionally, the Company will continue its efforts to engage with neighboring communities and other First Nations in the area.

**FINANCING**

The Company is planning to go public in early 2021.

The Company presently has sufficient funds to carry out some of the exploration work proposed for the Lynn Lake Properties but plans to raise additional funds in order to carry out the balance of the proposed work.

**COVID-19 – IMPACT ON 2021 OUTLOOK**

As noted earlier, the duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of any potential government and central bank interventions. 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. The Company plans to continue its exploration and advancement of the Lynn Lake Properties and engagement with local the community and First Nations in a responsible manner.

**SELECTED ANNUAL INFORMATION**

---

**Selected Financial Information**

	Period ended
	August 31, 2020
Net loss:	
(a) Total	\$ 967,310
(b) basic and diluted loss per share	\$ 0.11
Net loss and total comprehensive loss	\$ 967,310
Cash and cash equivalents	\$ 873,486
Restricted cash	\$ 378,100
Total assets	\$ 1,270,399
Flow-through premium liability	\$ 267,475
Total current liabilities	\$ 533,026
Total non-current liabilities	\$ 354,075
Total weighted average shares outstanding	8,985,224

---

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
 FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
 (Expressed in Canadian dollars, except where otherwise noted)

---

**DISCUSSION OF OPERATIONS**

---

**Period Ended August 31, 2020**

**Net loss and total comprehensive loss**

The Company's net loss and total comprehensive loss for the Period ended August 31, 2020, was \$967,310, for a loss of \$0.11 per weighted average share outstanding (basic and diluted).

**Exploration and project evaluation expense**

The Company incurred exploration and project evaluation costs of \$829,459 for the Period ended August 31, 2020, inclusive of costs to purchase the Lynn Lake Properties of \$760,500, broken down as follows:

	Beaucage	Hatchet	Barrington- Tow	Hughes	Total
General	\$ 95	\$ -	\$ -	\$ -	\$ 95
Acquisition/Staking	478,383	178,656	62,577	42,309	761,925
Geology/Geochemistry	48,929	10,088	3,533	2,389	64,939
Geophysics	2,500	-	-	-	2,500
<b>Total</b>	<b>\$ 529,907</b>	<b>\$ 188,744</b>	<b>\$ 66,110</b>	<b>\$ 44,698</b>	<b>\$ 829,459</b>

**General office and other expenses**

During the Period ended August 31, 2020, the Company incurred general office and other expenses of \$54,252, broken down as follows:

	Period Ended August 31, 2020
Employment costs	\$ 32,162
First Nations Consultation	13,960
Other	8,130
	<b>\$ 54,252</b>

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
 FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
 (Expressed in Canadian dollars, except where otherwise noted)

---

**Professional fees**

During the Period ended August 31, 2020, the Company incurred professional fees of \$67,247, broken down as follows:

	<b>Period Ended August 31, 2020</b>
Legal	\$ 3,672
Audit, accounting, and tax	24,000
Management consulting	39,575
	<b>\$ 67,247</b>

**SUMMARY OF QUARTERLY RESULTS**

---

<b>Three Months Ended</b>	<b>Total Revenue</b>	<b>Profit or loss</b>		<b>Total Assets</b>
		<b>Total</b>	<b>Per Share</b>	
August 31, 2020	-	\$ (957,908)	\$ (0.11)	\$ 1,270,399
May 30, 2020	-	(9,402)	(0.00)	52

Operations started after incorporation on March 27, 2020. Refer to Overall Performance – Lynn Lake Properties and non-brokered private placements for change in Total Assets and Discussion of Operations section for Profit or Loss.

**CASH FLOW**

---

During the Period ended August 31, 2020, the Company had net cash used in operating activities of \$108,313.

During the Period ended August 31, 2020, the Company had cash provided by financing activities of \$981,799.

**CAPITAL MANAGEMENT AND LIQUIDITY**

---

The Company defines capital as its shareholders' equity (comprised of issued share capital, contributed surplus and accumulated deficit). The Company's objectives when managing capital are to support the Company's main activities of identifying, defining and developing mineral deposits, thus creating shareholder value, as well as ensuring that the Company will be able to meet its financial obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility to enable the Company to respond to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at August 31, 2020, the Company has short and long-term promissory notes payable outstanding of \$518,668, relating to the purchase of the Lynn Lake Properties. The Company is not subject to any externally imposed capital requirements or debt covenants.

## WILLESON METALS CORP.

### MANAGEMENT'S DISCUSSION AND ANALYSIS

FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020

(Expressed in Canadian dollars, except where otherwise noted)

As at August 31, 2020, the Company had working capital (calculated as current assets less current liabilities) of \$1,004,848 excluding the flow-through share premium liability, flow-through commitments of \$753,792 and an accumulated deficit of \$967,310. The Company is sufficiently capitalized to complete planned initial exploration programs on its properties for the next 12 months. However, the Company will likely require additional financing to accomplish its long-term strategic objectives. Future funding may be obtained by means of issuing share capital, debt financing or a combination of both and will be assessed by management at that time (refer to the table in the Financial Instruments and Financial Risk Factors – Liquidity Risk section).

### SHARE CAPITAL

A summary of the common shares issued and outstanding as at August 31, 2020, and December 4, 2020, and impact of changes to share capital in the Period is as follows:

	Common Shares	Amount
<b>At incorporation on March 27, 2020</b>	<b>1</b>	<b>\$ 0</b>
Shares issued under non-brokered private placements	15,020,000	1,540,600
Shares issued as part of purchase of Lynn Lake Properties	10,000,000	100,000
Flow-through share premium		(276,100)
Share issuance costs		(30,701)
<b>As at August 31, 2020</b>	<b>25,020,001</b>	<b>\$ 1,333,799</b>

### OUTSTANDING SHARE DATA

As at August 31, 2020 and December 4, 2020 the Company had the following equity securities and convertible securities outstanding:

	Authorized	Number and Type Outstanding
Voting or Equity Securities Issued and Outstanding	Unlimited Common Shares	25,020,001 Common Shares
Securities convertible or exercisable into voting or equity securities-stock options	Stock options to acquire up to 10% of outstanding Common Shares	Stock options to acquire 525,000 Common Shares

### RELATED PARTY TRANSACTIONS

#### Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of non-executive members of the Company's Board of Directors and corporate officers.

**WILLESON METALS CORP.**  
**MANAGEMENT’S DISCUSSION AND ANALYSIS**  
 FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
 (Expressed in Canadian dollars, except where otherwise noted)

---

The Company entered into the following transactions with related parties:

	<b>Period Ended August 31, 2020</b>
Chief Executive Officer (a)	\$ 25,000
Palladium Place Consulting Professional Corporation (b)	15,675
Ram Jam Holdings Inc. (c)	20,000
Corporate Secretary (d)	3,900
Share-based compensation	14,408
	<b>\$ 78,983</b>

- a) As at August 31, 2020, no amounts were included in accounts payable and accrued liabilities with respect to CEO fees and reimbursable expenditures.
- b) For the Period, the Company expensed \$15,675 to Palladium Place Consulting Professional Corporation for Stephanie Hart to act as Chief Financial Officer of the Company. As at August 31, 2020, Palladium Place Consulting Professional Corporation was owed \$5,904.
- c) For the Period, \$20,000 was paid to Ram Jam Holdings Inc. for consulting services rendered by a director. No amounts were included in accounts payable and accrued liabilities as at August 31, 2020.
- d) For the Period, the Company paid \$3,900 to Orest Zajcew for corporate secretarial services. As at August 31, 2020, \$1,390 was included in accounts payable and accrued liabilities.

As at August 31, 2020, a total of 4,327,048 shares of the Company were held by directors and officers of the Company and Exiro and their close family members. Of these shares, 2,937,500 shares were subscribed through private placements and 1,389,548 shares were acquired/transferred from Exiro.

The Company’s officers and non-executive board members were granted 450,000 options during the period ended August 31, 2020. Directors did not receive any cash compensation for their services to date as at August 31, 2020. For the period ended August 31, 2020, the Company’s officers and non-executive board members received share-based compensation valued at \$14,408.

Orix Geoscience 2018 Inc. (“Orix”), a company of which a director and shareholder is a beneficial owner, provides certain geological, exploration and administrative services to the Company and has made certain payments on behalf of the Company on an as-needed basis. Transactions with Orix are conducted on normal market terms via a services agreement.

A total of \$58,824 in expenses in the statements of loss and comprehensive loss were invoiced by Orix (\$58,134 of exploration expense, and \$690 in other operating expenses) for services in the period ended August 31, 2020. The Company had \$20,204 in accounts payable to Orix as at August 31, 2020.

As at August 31, 2020, Exiro owned approximately 29% (7,250,001 shares) of Willeson’s common shares outstanding. Therefore, any transactions with Exiro are related party transactions, including the Purchase of the

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

Lynn Lake Properties and the consideration for the purchase described in Note 6 of the financial statements and the shares subscribed as part of the private placements in note 12(b) of the Financial Statements.

Exiro charged \$2,712 for exploration services during the period and are recorded as exploration expenses in the statements of loss and comprehensive loss and as accounts payable and accrued liabilities. Transactions with Exiro are conducted based on market terms via a services agreement.

A senior executive of Exiro was granted 25,000 options during the period ended August 31, 2020. This share-based compensation was valued at \$800 during the period ended August 31, 2020.

Amounts payable to related parties are unsecured, with the exception of the promissory notes, and non-interest bearing.

## **FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS**

---

The Company's financial instruments consist of cash and cash equivalents, restricted cash, amounts receivable, promissory notes payable, accounts payable and accrued liabilities.

Financial assets and liabilities are classified and measured at amortized cost using the effective interest method. The fair value for short-term financial assets and liabilities which include cash and cash equivalents, restricted cash, amounts receivable, accounts payable and accrued liabilities approximate their carrying values due to their immediate and short-term nature. Financial liabilities such as promissory notes payable are classified and measured at amortized cost using the effective interest method.

The fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

### **Financial Risk Factors**

The Company has exposure to certain risks resulting from its use of financial instruments.

#### *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at August 31, 2020, the Company had current assets of \$1,270,399 to settle current liabilities of \$265,551, excluding the flow-through liability, and long-term debt of \$354,075. Other than the promissory notes owed to Exiro, the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As at August 31, 2020, the Company has minimal sources of revenue to fund its operating expenditures. The Company will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital or debt financing. If the Company is unable to

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
 FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
 (Expressed in Canadian dollars, except where otherwise noted)

continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern. Consequently, the Company is currently exposed to a moderate level of liquidity risk.

The following table provides details on the Company's contractual maturities for its undiscounted financial liabilities as at August 31, 2020.

For the period ended August 31, 2020	Face Value	0 to 12 months	12 to 24 months	After 24 months
Accounts payable and accrued liabilities	\$ 100,958	\$ 100,958	\$ -	\$ -
Promissory note payable	600,000	175,000	175,000	250,000
	<b>\$ 700,958</b>	<b>\$ 275,958</b>	<b>\$ 175,000</b>	<b>\$ 250,000</b>

*Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's cash and amounts receivable are exposed to credit risk. The Company has assessed the credit risk on its cash as low as its funds are held in a highly rated Canadian financial institution. The Company's restricted cash held in escrow are held by a legal firm. The Company's accounts receivable consists of sales tax receivable. Sales tax receivable is with the Canadian government, which has a positive history of refunding balances owing. Management deems the credit risk to be minimal.

The Company's maximum exposure to credit risk related to certain financial instruments as identified below, approximates the carrying value of these assets on the Company's statements of financial position.

	August 31, 2020
Cash and cash equivalents	\$ 873,486
Restricted cash	378,100
Amounts receivable	13,812
	<b>\$ 1,265,398</b>

*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 equity prices.

i. Interest rate risk

The Company has a low-interest bearing cash balance and no interest-bearing debt. The Company's short and long-term debt is not interest bearing, unless the Company is late in repaying its promissory notes for the Lynn Lake Properties. The Company regularly monitors its cash management policy. Management has determined interest rate risk to be low.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

ii. Foreign currency risk

Foreign currency risk is the risk that the value of the Company's financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates.

The Company's functional currency is the Canadian dollar. As at August 31, 2020, the Company did not have any financial instruments denominated in foreign currencies, and therefore had no foreign currency risk.

iii. Price risk

The Company is exposed to price risk with respect to commodity prices and prices of equity securities. Equity security price risk is defined as the potential adverse impact on the Company's net income or loss due to movements in individual prices of equity securities or price movements in the stock market generally. Commodity price risk is defined as the potential adverse impact on net income or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and movement in the price of individual equity securities movements and the stock market generally, to determine the appropriate course of action to be taken by the Company.

The global economic impact will be felt for an extended period after the threat from COVID-19 subsides as businesses return to steady-state operations. However, governments around the world have approved large monetary and fiscal stimulus packages to offset the anticipated economic decline. This could result in inflation over the medium-term that, coupled with historically low interest rates, may positively impact the precious metals market.

The Company will continue to closely monitor commodity prices, particularly as they relate to gold, and movement in the price of individual equity securities and the stock market generally, to determine the appropriate course of action to be taken by the Company.

## **OTHER RISKS AND UNCERTAINTIES**

---

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.

This MD&A also contains forward-looking information that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risks faced by the Company as described in the documents incorporated by reference herein. Refer to the "Cautionary Statement Regarding Forward-Looking Information".

### **Nature of Mineral Exploration and Mining**

At the present time, the Company does not hold any interest in a producing mining property. The Company's viability and potential success is based on its ability to develop, exploit and generate revenue from mineral deposits. The exploration and development of mineral deposits involve significant financial risk over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The operations of the Company are subject to all the hazards and risks normally incident to exploration and development of mineral properties, any of which could result in damage to life and property, the environment and possible legal liability for any and all damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions depending on the location of the operations in which the Company has interests. Hazards, such as unusual or unexpected geological structures, rock bursts, pressure, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or associated with compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

#### **Permits and Licenses**

Manitoba requires companies be registered in the province and hold a Prospecting License in order to conduct exploration work in the province. Exploration activities such as airborne and ground geophysical surveys, mapping, sampling, trenching, stripping, and drilling, and the establishment of an exploration camp and road access may require some or all of the following permits prior to commencing:

- Annual Work Permit
- Borehole License
- Forest Travel Permit
- Notice of Airborne Survey
- Blasting Certificate
- Timber Permit
- Burn Permit
- Road Permit
- Camp Plan Approval / Temporary Camp Permits

The Company presently holds all necessary licenses and permits required to carry out the activities currently planned for 2020; however, additional licenses or permits may be required in order to carry out the proposed

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

exploration work for 2021. Such licenses and permits are subject to change in regulations and in various operating circumstances. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations at its projects.

Due to COVID-19, government offices are working on reduced schedules that could result in delays in processing applications and issuing any licenses and permits, and any future license or permit applications may therefore be adversely impacted by COVID-19.

### **Aboriginal Land Claims**

The Company's Hughes and Barrington-Tow properties lie within the MCFN's TLE area from which MCFN may select Crown land, including land with preexisting mineral dispositions, to be added to their reserve lands. Should MCFN or a neighbouring First Nation make such a claim in respect of either of the Company's two properties, and should such claim be resolved by government or the courts in favour of the First Nations, it could materially adversely affect the business of the Company.

The Company is committed to working in partnership with its local communities and First Nations in a manner which fosters active participation and mutual respect. The Company will work towards minimizing negative project impacts, encouraging certain joint consultation processes, addressing certain decision-making processes and maintaining meaningful ongoing dialogue. Despite the foregoing, there can be no assurance that issues related to First Nations communities or interests will not arise and/or be adequately resolved.

### **Competition**

The mineral exploration and mining business is competitive in all its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and the acquisition of attractive mineral properties, the acquisition of mining equipment and related supplies and the attraction and retention of qualified personnel. The ability of the Company to acquire properties, purchase required equipment, and hire qualified personnel in the future will depend not only on its ability to develop its present properties, but also on its ability to identify, arrange, negotiate, select or acquire suitable properties or prospects for mineral exploration, source suitable equipment and hire qualified people. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects, sourcing equipment or hiring people.

### **Environmental and Climate Change Regulation**

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments.

Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. Such impacts may have an adverse effect on the capital and operating cost of the Company's operations or those of its future customers that may materially affect future operations.

**Estimates of Mineral Resources May Not Be Realized**

The mineral resource estimates that may be published from time to time by the Company with respect to its properties are estimates only, and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results, and such differences could be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geological, metallurgical or engineering work, and work interruptions, among other things.

Short-term factors, such as the need for orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of operations. There can be no assurance that minerals recovered in small-scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in resources, grades, stripping ratios or recovery rates may affect the economic viability of projects. The estimated resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

**Dependence on Key Personnel**

The Company is dependent on the services of its senior management and a small number of skilled and experienced employees and consultants. The loss of any such individuals could have a material adverse effect on the Company's operations.

This risk of loss of such individuals is further increased by the recent COVID-19 pandemic, which has impacted health and safety measures, and therefore, accessibility to key personnel who are no longer working under normal conditions as a result of social-distancing measures, and the temporary closure of non-essential services implemented by both Canadian and Manitoba governments. This risk is partially mitigated by the availability of additional communication tools implemented by the Company. Although the Company has not identified cases of COVID-19 at site or at its corporate office, should any key personnel contract the virus, the loss, temporary or otherwise, could have a material adverse effect on the Company's operations.

**Limited Financial Resources**

The existing financial resources of the Company are not sufficient to complete the exploration work on its properties, or to bring any of its projects into commercial production. The Company will need to obtain additional financing from external sources in order to fund the development of its properties and/or to engage in other strategic business opportunities. There is no assurance that the Company will be able to obtain such financing on favourable terms, or at all.

This risk of financial resources is further amplified by the recent COVID-19 pandemic, which has had significant impact on global economies and financial markets. Should depressed market conditions develop in the medium to long-term, it may be more difficult for the Company to obtain required financing to complete its long-term

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

objectives. Failure to obtain financing could result in delay or indefinite postponement of further exploration and development of the Company's properties.

**Political Environment**

The Company's mineral exploration activities are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local and indigenous people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a material adverse impact on the operations and financial position of the Company. In addition, as governments continue to struggle with deficits and concerns over the effects of depressed economies, the mining and metals sector has been targeted to raise revenue. Governments are continually assessing the fiscal terms of the economic rent for a mining company to exploit resources in their countries. The occurrence of mining regime changes adds uncertainties that cannot be accurately predicted and any future adverse changes in government policies or legislation in the jurisdictions in which the Company operates that affect mineral exploration, and development or mining activities, may affect the Company's viability and profitability.

As a result of COVID-19, the global political environment is a continually changing landscape as countries implement measures to contain the spread of the virus. This has resulted in border closures and temporary suspension of non-essential services, among other measures. Should there be a continued increase in the number of identified cases and deaths, border closures and suspension of activities could be extended thereby having a material adverse impact on the Company's operations.

**Health and Safety**

The Company faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt its operations and may materially and adversely affect its business and financial conditions. The health and safety of employees, contractors, consultants, and other stakeholders is of primary importance to the Company and this extends to respecting and accommodating the concerns of the local communities within which the Company operates.

The Company's business could be adversely impacted by the effects of the recent COVID-19 outbreak or other epidemics. In December 2019, a novel strain of the coronavirus emerged in China and the virus has now spread globally. The extent to which COVID-19 impacts the Company's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken by each country's respective government to contain or treat the coronavirus outbreak. In particular, the continued spread of the coronavirus globally could materially and adversely impact the Company's operating activities including but not limited to: employee health; workforce productivity; increased insurance premiums; limitations on travel; the availability of industry experts and personnel; restrictions to its drill program and/or the timing to process drill and other metallurgical testing; and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on its business, financial condition and results of operations.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks.

In addition, a significant outbreak of coronavirus could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals and the Company's future prospects.

---

## **COMMITMENTS AND CONTRACTUAL OBLIGATIONS**

---

### **General environmental contingencies**

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

### **Maintenance of claims**

The Company is required to keep the mineral claims on the Lynn Lake Properties in good standing by ensuring the assessment spending requirements are met. Currently, Beaucage, Hughes and Barrington-Tow are in good standing until December 2021 with the required spending being met. Spending of \$46,280 will need to be spent on Hatchet by May 2021 and \$26,983 by December 2021 in order to keep the claims in good standing.

### **Flow-through expenditures**

In connection with the flow-through financing undertaken during the Period, the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of a total of \$778,100 by December 31, 2021. If the eligible expenditures are not renounced by the termination date, the Company shall indemnify and hold the shareholders harmless. As at August 31, 2020, the Company had incurred \$24,308 of qualifying exploration expenditures. The Company is committed to spend the remaining \$753,792 in eligible expenditures by December 31, 2021.

### **Promissory notes**

	<b>August 31, 2020</b>
Promissory notes payable	\$ 518,668
Total Debt	\$ 518,668
Current	164,593
Non-Current	\$ 354,075

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

The Company purchased the Lynn Lake Properties from Exiro, which resulted in the issuance of four promissory notes for a total face value of \$750,000. The amounts advanced bear no interest, and are secured by the Lynn Lake Properties.

A promissory note of \$150,000 was paid during the Period. The remaining notes were valued by discounting the future cash flows to its present value using an interest rate of 8%. The discounted value of \$660,500 was recognized at the time of issue, on June 19, 2020. Interest expense was recorded for the Period of \$8,168 on the statement of loss and comprehensive loss. The face value if the three remaining promissory notes is \$600,000. A promissory note in the amount of \$175,000 is due by June 19, 2021; a promissory note in the amount of \$175,000 is due by June 19, 2022; and the final promissory note in the amount of \$250,000 is due by June 19, 2023. This final promissory note is payable in cash or shares at Willeson's option.

**COVID-19 Impact**

In March 2020, the outbreak of COVID-19, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. 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.

**SIGNIFICANT ACCOUNTING POLICIES**

---

For a full description of the Company's significant accounting policies, please see Note 3 of the financial statements for the Period from Incorporation on March 27, 2020, to August 31, 2020.

**CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES**

---

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. For a full description of the Company's accounting judgements and estimates, please see Note 5 of the financial statements for the Period from Incorporation on March 27, 2020, to August 31, 2020.

**OFF-BALANCE SHEET ARRANGEMENTS**

---

The Company does not have any off-balance sheet arrangements.

**WILLESON METALS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
FROM INCORPORATION ON MARCH 27, 2020 to AUGUST 31, 2020  
(Expressed in Canadian dollars, except where otherwise noted)

---

**QUALIFIED PERSON**

---

The technical information in this MD&A was reviewed and approved by Felix Lee, P. Geo., CEO & President of the Company, who is recognized as a Qualified Person ("QP") under the guidelines of NI 43-101.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

---

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results could differ materially from any estimates, forecasts, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements.

These forward-looking statements may include but are not limited to statements concerning:

- The Company's success at completing future financings;
- The Company's strategies and objectives;
- The Company's receipt of permits for the Lynn Lake Properties;
- The availability of qualified employees for business operations;
- General business and economic conditions;
- General political climate;
- The Company's ability to meet its financial obligations as they become due; and
- The Company's ability to identify, successfully negotiate and/or finance an acquisition of a new business opportunity.

Readers are cautioned that the preceding list of risks, uncertainties, assumptions and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

**ADDITIONAL INFORMATION**

---

Additional information relating to the Company is available on the Company's website at [www.willesonmetals.com](http://www.willesonmetals.com).