BITTERROOT RESOURCES LTD.
MANAGEMENT DISCUSSION & ANALYSIS
For the three months ended January 31, 2021
As of March 30, 2021

INTRODUCTION

Bitterroot Resources Ltd. is a mineral resource company engaged directly and indirectly through its wholly-owned subsidiaries, (collectively referred to herein as "the Company" or "Bitterroot"), in the acquisition and exploration of mineral properties.

In the Upper Peninsula of Michigan, Bitterroot's wholly-owned subsidiary Trans Superior Resources, Inc. (Trans Superior) holds a leasehold interest in the LM Property, which hosts a conduit-hosted nickel-copper-PGM target. The LM Property is located 25 kilometres west of the Eagle nickel-copper-PGM mine, in a similar geologic setting. In February 2020, the Company entered into an option/joint venture agreement whereby privately-held Below Exploration, Inc. ("Below") funded drilling and related costs of US$285,000 to earn a 49% interest. Bitterroot (51%) and Below (49%) have since formed a joint venture covering the LM property. A second US$400,000 drilling program commenced in mid-January 2021.

Also in the Upper Peninsula of Michigan, Trans Superior owns a 49.9% interest in mineral titles covering approximately 360 square miles. In September 2015, Bitterroot entered into an agreement with Altius Minerals Corporation ("Altius"), whereby Altius has earned a 50.1% interest in these mineral rights and has an option to earn up to an 80% interest by incurring expenditures of C$7.5 million prior to September 29, 2021.

In Nevada, Trans Superior has entered into an option agreement with Ely Gold Royalties Inc. to purchase a 100% interest in the Castle West gold/silver property in the Walker Lane mineralized trend in Esmeralda County. In July 2020, Trans Superior entered into a mining lease with option to purchase on the Coyote Sinter gold/silver project, located 50 kilometers north of Elko, NV, in the Independence Mining District of Elko County.

Between November 1, 2020 and March 30, 2021, gold prices decreased approximately 11%, copper prices increased approximately 23% and the S&P/TSX Venture Composite Index increased approximately 36%. The Company is exposed to commodity price and equity market risk due to the cyclical nature of commodity prices and the mineral exploration business. The Company's management minimizes exploration costs and political risk by operating in mining-friendly, road-accessible parts of Michigan and Nevada.

The following Management Discussion and Analysis (MD&A) should be read in conjunction with Bitterroot Resources Ltd.'s condensed consolidated interim financial statements for the period ended January 31, 2021 and the audited annual consolidated financial statements for the year ended October 31, 2020 and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS"). This information and exploration results are presented in news releases and project summaries available at www.sedar.com or on the Company's website www.bitterrootresources.com.

All financial information in this MD&A related to the period ended January 31, 2021 and the year ended October 31, 2020 have been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

SUMMARY OF ACTIVITIES

In December 2020, the Company closed a non-brokered private placement of 17,340,000 units priced at $0.06 per unit for gross proceeds of $1,040,400, each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at an exercise price of $0.12 for two years from the date of issuance. Finder's fees and other share issuance costs paid in conjunction with the private placement consisted of $29,655 and the issuance of 329,400 broker warrants at a fair value of $29,611 exercisable at $0.12 for two years from the date of issuance

In January 2021, the Company granted consultants and directors of the Company 2,000,000 stock options exercisable at $0.16, expiring January 4, 2026.

OVERALL PERFORMANCE

Results of Operations

LM Nickel-Copper Project, Upper Peninsula of Michigan

In 2020, Bitterroot Resources Ltd. and its 49%-owner and joint venture partner Below Exploration, Inc., ("Below") completed 1,411 metres of drilling in four (4) core holes on the LM Property in Baraga County, Michigan. In the first three months of 2021, the joint venture completed 1,788 metres of drilling in seven (7) holes. The LM Property is being explored for conduit-hosted nickel-copper-platinum-palladium mineralization similar to Lundin Mining Corporation's Eagle and Eagle East orebodies, which are located 25 kilometers to the east. Bitterroot's drilling at the LM Property has intersected a magma conduit which hosts an upper olivine gabbro unit and a basal, copper/nickel/PGM-mineralized mafic/ultramafic unit. The first mineralized interval intersected was a 5.3-metre-long (approximately 4.8 metres true thickness) interval with disseminated blebs of chalcopyrite, pentlandite and pyrrhotite in LM 20-01. Details of the assay results are included in the table below. Photographs of the disseminated magmatic mineralization are available at www.bitterrootresources.com. Management is encouraged by the relatively high nickel/copper/PGM content of this disseminated mineralization.

LM-20-01

From (m)	To (m)	Interval (m)	Logged Rock Type	Cu (%)	Ni (%)	S (%)	Au (ppm)	Pt (ppm)	Pd (ppm)
253.8	254.7	0.9	Melatroctolite	0.32	0.28	1.30	0.026	0.079	0.058
254.7	255.4	0.8	Melatroctolite	0.50	0.53	2.04	0.048	0.156	0.112
255.4	255.9	0.5	Feldspathic peridotite	0.76	0.73	3.40	0.088	0.253	0.164
255.9	256.9	1.0	Melatroctolite	0.82	0.74	3.77	0.045	0.156	0.116
256.9	258.0	1.1	Melatroctolite	0.95	0.73	4.36	0.061	0.135	0.085
258.0	258.5	0.5	Olivine gabbro	0.24	0.28	2.24	0.028	0.070	0.051
258.5	259.1	0.6	Olivine gabbro	0.54	0.63	4.47	0.097	0.324	0.265
253.8	**259.1**	**5.3**	**Weighted Average**	**0.62**	**0.58**	**3.13**	**0.054**	**0.159**	**0.114**
		4.8	**Estimated true thickness**						

Drilling resumed in mid-January 2021, following compilation and geochemical analysis of the drill data, plus completion of an equity financing. Below initially funded US$285,000 of exploration expenditures to earn a 49% joint venture interest. Bitterroot owns 51% and is the project operator. The winter 2021 drill program budget is US$400,000, to which Bitterroot and Below will contribute to on a pro-rata basis

The third hole of the 2021 winter drilling program (LM 21-07) intersected sulphide mineralization, consisting of chalcopyrite, pentlandite, pyrrhotite and pyrite. Assays confirm that the semi-massive sulphides intersected in hole LM 21-07 are enriched in nickel and copper, as previously modelled. The mineralized interval consists of an estimated true thickness of 3.50 metres containing 0.71 metres of semi-massive sulphides grading **5.16% nickel** and **1.18% copper**, overlain by an estimated true thickness of 2.79 metres of disseminated sulphide mineralization grading 0.78% nickel and 0.83% copper.

LM 21-07: Estimated True Thickness of Mineralized Intervals

Interval (m)	Rock Type	Ni (%)	Cu (%)	Au + PGM (ppm)
2.79	***Upper Disseminated Mineralization - Est. True Thickness***	**0.78**	**0.83**	**0.25**
0.71	***Semi-Massive Sulphide – Est. True Thickness***	**5.16**	**1.18**	**0.82**
3.50	***TOTAL TRUE THICKNESS***	**1.67**	**0.90**	**0.36**

From (m)	To (m)	Interval (m)	Rock Type	Ni (%)	Cu (%)	Au + PGM (ppm)
270.07	272.19	2.12	Peridotite	0.54	0.74	0.24
272.19	272.27	0.08	**Massive sulphide clast***	7.13	7.91	0.63
272.27	273.00	0.73	Peridotite	0.75	0.32	0.22
273.00	273.75	0.75	**Semi-Massive Sulphide**	5.16	1.18	0.82

***included in disseminated mineralized interval*

LM 21-07: Summary of Mineralized Interval

From (m)	To (m)	Interval (m)	Rock Type	Ni (%)	Cu (%)	Au + PGM (ppm)
270.07	273.00	2.93	**Upper Disseminated Mineralization**	0.78	0.83	0.25
273.00	273.75	0.75	**Semi-Massive Sulphide**	5.16	1.18	0.82

LM 21-07: Details of Mineralized Intervals

Highlights of the assays from LM 21-07 include;

- The high-grade nickel (5.1%) and copper (1.18%) in semi-massive sulphides confirms the previously-modelled high metal tenor of massive sulphide mineralization in the system,
- A clast of massive sulphide within the disseminated mineralized interval contains extremely high nickel (7.13%) and copper (7.91%) grades. This “rip-up” clast was transported along the conduit by magmatic processes, suggesting the presence of a nearby body of high-grade, copper-nickel rich massive sulphide,
- The nickel and copper grade of the disseminated mineralization in hole LM 21-07 is 34% higher than the grade of the disseminated mineralization intersected in hole LM 20-01,
- The increasing grades and sulphide content of LM 21-07 compared to mineralization in LM 20-01 and LM 21-10 provides a vector to potential areas of higher-grade massive sulphides within the sub-horizontal base or “keel” of the LM magma conduit, (see BTT news releases dated Aug 24, 2020 and March 24, 2021),
- Drilling and detailed ground magnetic surveys support the premise that the LM magma conduit continues onto lands controlled by Bitterroot under a recently signed minerals lease and a Memorandum of Understanding.

Hole LM 21-10 intersected the sulphide-bearing mineralized interval some 50 metres laterally from the mineralization intersected in LM 20-01 and 70 metres from the mineralization intersected hole LM 21-07. Assay results from hole LM 21-10 are expected in 6-8 weeks. All three mineralized intervals occur at approximately the same elevation, where the keel of the conduit appears to be sub-horizontal. Further drilling is planned to test the conduit south of the current drill holes.

LM 21-10							
From (m)	**To (m)**	**Inter val (m)**	**Logged Rock Type**	**Cpy (est.%)**	**Po (est.%)**	**Py (est.%)**	**Estimated Total Sulphides (1%)**
260.50	261.37	0.87	Peridotite	1	2	Trace	3
261.37	262.75	1.38	Feldspathic Peridotite	3-4	5-6	1	9-10
262.75	262.94	0.19	Semi-Massive Sulphide	1	32	2	35
		2.44	**Weighted Average**	**2-3**	**6-7**	**1**	**9-10**
		2.1	**Estimated true thickness**	**2-3**	**6-7**	**1**	**9-10**

Hole LM 21-09 was re-entered but the drilling contractor was not able to advance it past two faulted zones. The other four holes drilled this winter (LM 21-05, 06, 08 and 11) exited the intrusion above the mineralized zones, but have helped define the geometry of the LM magma conduit. All of the mineralized intervals drilled so far occur within approximately 10 metres elevation of each other, along the developing sub-horizontal keel of the LM magma conduit. Drilling ended on March 30 and is expected to resume in late May, to test the conduit for thicker accumulations of massive and semi-massive sulphides. The analogy to the nearby Eagle East deposit remains valid.

A new slide presentation, plus several updated 3-dimensional images of the modelled LM intrusion are posted on **www.bitterrootresources.com.**

Under the terms of the Company's lease on the 40-acre LM Property, the 2020 advance royalty payment was US$6,000 (paid). The lessors have granted the Company the option to reduce the current 3% net smelter returns royalty (NSR) to a 2% NSR by paying US$1,000,000 prior to December 31, 2064.

In February 2021, the Company entered into a minerals lease and purchase option with a privately-held corporation ("MPC") covering 80 acres of mineral rights adjacent to the LM Property. The MPC mineral rights host magnetic targets adjacent to the area of the LM Project currently being drilled. The Company paid US$15,000 and issued 100,000 common shares to MPC. On the first anniversary, Bitterroot will pay US$15,000 and issue an additional 100,000 shares. On the second anniversary, Bitterroot will issue a final tranche of 100,000 shares and pay US$16,000. Subsequent rental payments will escalate by US$20/acre/year. Bitterroot will also retain the exclusive right and option to purchase the mineral rights for US$1,000/acre for the first five years of the agreement, US$2,500/acre in years 6 through 10, then escalating US$2,500/acre for each subsequent five years for the first 20 years, and remaining unchanged at US$10,000/acre thereafter. MPC will also retain a 2% NSR royalty on underground mining and a 3% NSR on open pit mining. Bitterroot can reduce both royalties to 1% NSRs through payment of US$1,000,000 per 1%.

In March 2021, Trans Superior Resources, Inc. entered into a Memorandum of Understanding with a privately-owned company, whereby Trans Superior has the exclusive right to negotiate the purchase of 280 acres of lands adjoining the LM Property. In return, Trans Superior will fund a Quiet Title action to reunite title to the abandoned mineral rights with the surface rights. Trans Superior has been granted immediate access to the subject lands for mineral exploration.

The LM Project is not subject to the joint venture with Altius Minerals Corporation described below.

Mr. Glenn W. Scott, CPG, is the Qualified Person responsible for the technical content of this disclosure. Mr. Nickolas Dudek, P.Geo, of C.J. Greig & Associates Ltd. is the Qualified Person responsible for the 3-dimensional modelling of the drill hole data.

Voyageur Lands, Upper Peninsula of Michigan

Bitterroot has also formed a second joint venture with a subsidiary of Altius Minerals Corporation ("Altius") to explore 250 square miles of Bitterroot's privately held mineral rights in the Upper Peninsula (the "Voyageur Lands") for conduit-hosted, high-grade magmatic nickel-copper-PGM deposits similar to Lundin Mining's Eagle and Eagle East deposits. Altius acquired a 50.1% interest in the joint venture by incurring $600,000 of exploration expenditures. This was achieved mainly through funding a 4,590 line-kilometre VTEM Plus airborne magnetic and electromagnetic survey. Altius and Bitterroot's analysis of the VTEM Plus data and subsequent Maxwell modelling has resulted in the selection of nine (9) high-priority targets for follow-up. Prospecting around the VTEM Plus targets has identified a previously undocumented ultramafic intrusion or flow, which enhances the exploration potential of several adjacent, overburden-covered, high-priority VTEM Plus and aeromagnetic targets.

Altius has the right to acquire an additional 19.9% of the Properties by completing $2.5 million in exploration spending by September 29, 2021, plus the right to acquire an additional 10% of the Properties by completing exploration spending of a further $5 million, or completing an NI 43-101 compliant pre-feasibility study on a mineral resource on the Properties, both before September 29, 2025. Altius is currently the Operator of the project and has been unsuccessful in seeking partners to fund additional work. Bitterroot and Altius are in early-stage discussions to optimize the value of the Voyageur Lands. Altius retains a 2% net smelter returns (NSR) royalty on the Voyageur Lands (covering approximately 250 square miles of mineral rights) and the right to repurchase a 1% NSR held by a third party on the Copper Range Lands (covering approximately 100 square miles of mineral rights). The Company and Altius also hold State of Michigan metallic minerals leases covering an additional 3,050.87 contiguous acres.

Mr. Glenn Scott, CPG, is the Qualified Person responsible for the technical content of this disclosure.

Coyote Sinter Gold/Silver Property, Nevada

In July 2020, Bitterroot Resources Ltd.'s US subsidiary entered into a mining lease, with an option to purchase, with GoldPlay, LLC. ("GoldPlay") on the 13-claim Coyote Sinter gold/silver project in Elko County, Nevada.

The Coyote Sinter property is located 9 kilometres east of the historic Tuscarora mining district, on the southern edge of the Jerritt Canyon (Independence) Mining District. The property hosts a fully-preserved low sulfidation epithermal (hot spring) system, with outcropping silica sinter, which defines the original paleosurface. Geochemical surveys of soil and rock chips across the sinter area host highly anomalous antimony, mercury, gold and arsenic. Four shallow angle holes drilled by Chevron Minerals in the 1980's confirmed the favourable epithermal geochemical signature. The Chevron holes were not drilled deep enough to test the high-grade precious metals-bearing zones at the optimal depth, which is estimated to be 200 to 400 meters below the current surface.

In February 2021, Bitterroot retained Zonge International to conduct a CSAMT (Controlled Source Audio-frequency Magneto-tellurics) geophysical survey. Results of the survey are currently being compiled with previous drilling and geochemical sampling data prior to selection of drill targets.

Bitterroot has received a Decision letter from the Bureau of Land Management permitting new disturbance of up to 4.7 acres for up to 20 drill sites.

Drilling is planned in the second half of 2021, subject to financing.

In order to maintain the lease and option to purchase, Bitterroot is required to make the following advance minimum royalty (AMR) payments and share issuances to GoldPlay;

(i) U$10,000 (paid) and the issuance of 100,000 common shares within 10 days of the TSX-V approval date, August 4, 2020 (the "Approval Date") (issued).

(ii) US$10,000 (paid) on the 6-month anniversary of the Approval Date;

(iii) US$30,000 and the issuance of 100,000 common shares in the capital of the Company on or before the first annual anniversary of the Approval Date;

(iv) US $40,000 and the issuance of 50,000 common shares in the capital of Bitterroot on or before the second annual anniversary of the Approval Date;

(v) US $60,000 and the issuance of 50,000 common shares in the capital of Bitterroot on or before the third annual anniversary of the Approval Date;

(vi) US $100,000 on or before the fourth annual anniversary of the Approval Date;

(vii) US $125,000 on or before the fifth annual anniversary of the Approval Date;

(viii) US $125,000 on or before each annual anniversary of the Approval Date after the fifth anniversary as long as the agreement remains in effect, adjusted for inflation from that date.

At any time while the agreement remains in effect, Bitterroot has the exclusive right and option to purchase the Coyote Sinter property from GoldPlay by paying two million dollars ($2,000,000 USD), less the sum of all AMR payments already paid to GoldPlay, up to the date of exercise.

GoldPlay will retain a 2% percent net smelter returns (NSR) royalty, less previous AMR payments, on the Coyote sinter property and on any Bitterroot-located federal mining claims within a one (1)-mile area of interest (AOI). Bitterroot has the option to purchase half (1%) of the 2% NSR for US $2,000,000. GoldPlay will also retain a one 1% percent NSR royalty on any mineral rights acquired from 3rd parties within the AOI. Bitterroot has the option to purchase half (0.5%) of this 1% NSR for $500,000 USD. The royalty purchase options are exercisable at any time prior to commercial production.

Bitterroot's technical advisor, Rick Streiff, CPG, stated "the Coyote Sinter property hosts a highly prospective, well-preserved epithermal system, which has never been tested at the appropriate levels for bonanza-grade gold/silver mineralization".

Mr. Rick Streiff, CPG, is the Qualified Person responsible for the technical content of this disclosure.

Castle West Gold/Silver Property, Nevada

During the year ended October 31, 2019, the Company, through its US subsidiary Trans Superior Resources, Inc., entered into an option agreement with Ely Gold Royalties Inc. and its subsidiary Nevada Select Royalty Inc. ("Ely Gold"), to purchase a 100% interest in the Castle West gold/silver property in western Nevada's Gilbert mining district. The Castle West property is comprised of 34 unpatented mining claims and three leased unpatented claims, covering approximately 282 hectares. Under the terms of the agreement, the Company has paid Ely Gold US$1,000. Under the recently amended option terms, the Company paid Ely Gold US$15,000 on December 11, 2020. On, or prior to each of the second, third and fourth anniversaries of December 11, 2020, the Company will pay US$40,000. A final payment of US$105,000 will be made on the fifth anniversary for the conveyance of the 100% interest in the Property. Following exercise of the option agreement with Ely Gold, the Company will make minimum advance royalty payments of US$5,000 on the first and second anniversaries of exercising the option and US$10,000 on subsequent anniversaries. Ely Gold will retain a 3% NSR on the 34 claims it staked. The Company has the right to buy down 1% of this NSR for a payment of US$1,000,000. Upon the exercise of the option, the Company will be assigned the three-claim lease and Ely Gold will retain a 1% NSR on these claims.

Bitterroot has received a Decision letter from the Bureau of Land Management permitting new disturbance of up to 1.3 acres for up to 13 drill sites.

Drilling is planned in the second half of 2021, subject to financing.

Mr. Rick Streiff, CPG is the Qualified Person responsible for the technical content of this disclosure.

SUMMARY OF FINANCIAL RESULTS

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses

During the three months ended January 31, 2021, the Company recorded loss of $375,586 ($0.01 loss per share) compared to income of $259,946 ($0.01 income per share) for the three months ended January 31, 2020.

Expenses details during the three months ended January 31, 2021 are as follows:

a) Professional fees of $33,153 (2020 - $17,423) – the increase is due to increased legal fees.

b) Share based compensation of $303,599 (2020 - $nil) – during the period ended January 31, 2021, the Company granted 2,000,000 (2020 – nil) stock options calculated using the Black-Scholes option pricing model.

During the period ended January 31, 2020, the Company wrote down $94,923 of exploration and evaluation assets and recorded a settlement of flow through share premium liability of $31,875.

During the period ended January 31, 2020, the Company recorded a gain on settlement of accounts payable and due to related party of $49,034, a gain on settlement of loan from related party of $20,592 and a write-off of amounts due to related party of $301,015.

SUMMARY OF QUARTERLY RESULTS

The following tables set forth a comparison of revenues, losses and assets for the previous eight quarters:

	January 31, 2021	October 31, 2020	July 31, 2020	April 30, 2020
Revenue	$ nil	$ nil	$ nil	$ nil
Income (loss) for the period	(375,586)	(135,851)	(9,131)	(44,335)
Exploration and Evaluation assets	4,560,260	4,350,536	4,330,689	4,160,838
Total assets	5,331,976	4,445,318	4,398,615	4,239,143
Income (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)

	January 31, 2020	October 31, 2019	July 31, 2019	April 30, 2019
Revenue	$ nil	$ nil	$ nil	$ nil
Loss for the period	259,946	(160,575)	(178,528)	(94,097)
Exploration and Evaluation assets	4,172,634	4,171,592	4,210,857	4,268,832
Total assets	4,257,817	4,191,871	4,297,955	4,432,216
Loss per share	0.01	(0.01)	(0.00)	(0.00)

During the quarter ended January 31, 2021, the Company granted 2,000,000 stock options to its directors, officers and consultants and recorded $303,599 in share-based compensation.

During the quarter ended January 31, 2020, the Company wrote down exploration and evaluation assets of $94,923 and recorded a gain of $69,626 on settlement of debt.

During the quarter ended October 31, 2019, the Company wrote down exploration and evaluation assets of $82,390.

During the quarter ended July 31, 2019, the Company wrote down exploration and evaluation assets of $124,173.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2021, the Company had cash of $747,731 and working capital of $634,274. The accompanying condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the continuing financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Company will require additional working capital to meet operating and exploration costs for the upcoming year.

During the period ended January 31, 2021, the Company:

(i) closed a non-brokered private placement of 17,340,000 units priced at $0.06 per unit for gross proceeds of $1,040,400. Each unit consists of one common share and one half of a common share purchase warrant, exercisable at $0.12 for two years from the date of issuance. Finder's fees and other share issuance costs paid in conjunction with the private placement consisted of $29,655 and the issuance of 329,400 broker warrants at a fair value of $29,611 exercisable at $0.12 for two years from the date of issuance.

(ii) issued 1,428,571 shares for warrants exercised, for total proceeds of $85,714; and

(iii) issued 1,050,000 shares for stock options exercised, for total proceeds of 102,500.

Subsequent to the period ended January 31, 2021, the Company issued 249,000 common shares for gross proceeds of $27,390 related to the exercise of warrants, 200,000 common shares for gross proceeds of $10,000 related to the exercise of stock options and 100,000 common shares related to exploration and evaluation assets recorded at a fair value of $20,000.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

The following is a summary of related party transactions and balances during the three months ended January 31, 2021:

(a) Management fees of $7,500 (2020 - $7,500) were incurred from a company controlled by a director of the Company.

(b) Share based compensation include stock options granted to directors and officers recorded at a fair value of $220,109 (2020 - $Nil)

As at January 31, 2021, the Company owed $4,317 (October 31, 2020 - $30,136) in current liabilities to a company controlled by a director for management fees and reimbursable expenses. During the year ended October 31, 2020, the Company settled debt of $105,588 to this company through the issuance of 2,111,765 common shares, resulting in a gain of $49,034, and wrote-off amounts due to the company of $301,015.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing government law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canadian dollar and the United States dollar, which are beyond the Company's control.
- Regulatory risks include the possible delay in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, increased fees for filing, the introduction of ever more complex reporting requirements, the escalating cost of which the Company must meet in order to maintain its exchange listing and the resulting potential for accounting errors which may lead to fines, interest charges and cash calls.

The Company's ability to meet its ongoing financial obligations will be determined by management's success in acquiring exploration and evaluation assets, obtaining equity financing, negotiating joint venture arrangements and facilitating the exercise of outstanding share purchase warrants and options. There can be no assurance that the Company will be able to continue to raise funds, in which case it may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. Details of funding commitments on the Company's exploration and evaluation assets are disclosed in Note 6 of the condensed consolidated interim financial statements for the period ended January 31, 2021.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

A breakdown of the Company's general and administrative expenses is disclosed in the condensed consolidated interim financial statements for the period ended January 31, 2021 to which this MD&A relates. A breakdown of the exploration and evaluation assets of the Company is disclosed in Note 6 of the condensed consolidated interim financial statements for the period ended January 31, 2021 to which this MD&A relates.

OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS

At the date of this report, the Company has the following outstanding:

- 67,824,556 common shares

- Stock options:

Number of Options	Exercise Price ($)	Expiry Date
150,000	0.10	January 16, 2022
670,000	0.32	April 20, 2022
900,000	0.08	March 1, 2023
1,100,000	0.05	May 19, 2025
2,000,000	0.16	January 4, 2026
4,820,000		

- Warrants**:**

Number of Warrants	Exercise Price ($)	Expiry Date
721,600	0.11	May 14, 2021
200,000	0.11	June 19, 2021
14,000	0.05	November 14, 2021
8,999,400	0.12	December 3, 2022
9,935,000		

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

The Company continues to evaluate property acquisitions and dispositions, actively target sources of additional financing through alliances with financial, exploration and mining entities and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new properties, it may be required to make cash payments and complete work expenditure commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

CONTINGENCIES

There are no contingent liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited consolidated financial statements and respective accompanying Management's Discussion & Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying condensed consolidated interim financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

RECENT ACCOUNTING POLICIES

Please refer to the January 31, 2021 condensed consolidated interim financial statements on www.sedar.com.

FINANCIAL INSTRUMENTS

Please refer to the January 31, 2021 condensed consolidated interim financial statements on www.sedar.com.