# LABRADOR GOLD CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS THREE AND NINE MONTHS ENDED JUNE 30, 2022

## Introduction

The following discussion and analysis of the results of operations and of the financial position of Labrador Gold Corp. ("Labrador Gold" or the "Company") is prepared as of August 15, 2022, and should be read in conjunction with the Company's condensed interim financial statements for the three and nine months ended June 30, 2022 and the Company's audited consolidated financial statements and the notes thereto for the year ended September 30, 2021.

The financial information presented herein is expressed in Canadian dollars, except where noted.

The Company's financial statements are reported under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

# **Company Information**

Labrador Gold is a company involved in the acquisition and exploration of prospective gold projects in the Americas and is publicly traded on the TSX Venture Exchange ("TSX-V") and the OTCQX Exchange (NKOSF). To date, the Company has not earned significant revenues and is in the exploration stage.

On September 5, 2017, and as amended December 7, 2020, the Company entered into a Letter of Intent ("LOI") that grants the Company the option to earn a 100% interest in the Ashuanipi, Nain and Hopedale properties, located in Labrador (the "Labrador Properties"). The Company is meeting the terms of the LOI in respect of Hopedale property but has dropped the Ashuanipi and Nain properties.

In December 2017, the Company changed its name to Labrador Gold to reflect its corporate focus on gold exploration in Labrador and its commitment to the systematic exploration of the Labrador Properties for gold. The Company retained the services of Roger Moss, CEO of the Company, on a full-time basis to further this corporate objective.

In March 2020, the Company acquired an option to earn a 100% interest in the Gander Property, subsequently renamed the Kingsway Property (the "Kingsway Property"), near Gander, Newfoundland. In May 2022, the Company exercised its option to earn 100% of the 3 licenses comprising the Kingsway Property.

The Company also holds a 100% interest in the Borden Lake Extension Property (the "Borden Lake Property") located near Chapleau, Ontario, and a 100% interest in the Scotch Property located near Sussex, New Brunswick.

At June 30, 2022, the Company had cash of \$26,364,548 (September 30, 2021 - \$33,245,743) and working capital of \$25,786,944 (September 30, 2021 - \$32,152,436). The Company believes it has sufficient funds to finance its planned exploration and general and administrative costs for the current fiscal year.

The Company does not anticipate generating significant revenues in the near future. As a result, the Company will be required to continue raising funds in order to finance its ongoing property evaluation program and general and administrative expenses. This will most likely be accomplished through the sale of equity.

# **Highlights**

During the nine months ended June 30, 2022, the Company received proceeds totaling \$4,214,057 from the exercise of 13,469,203 warrants and 489,743 share purchase options.

During the nine months ended June 30, 2022, the Company exercised its option to earn 100% of the 3 licenses comprising the Kingsway Property by issuing an aggregate of 1,620,000 shares, valued at \$1,098,000, pursuant to the Kingsway Property option agreement.

## **Results of Operations**

## Three Months Ended June 30, 2022

The three months ended June 30, 2022, the Company reported a net income of \$33,862 compared to a net loss of \$766,730 for the three months June 30, 2021. The increase in net income was mainly due to:

- Flow-through premium increased to \$315,916 (2021 \$58,043) due to increased exploration work done during the year; and
- Share-based compensation decreased to \$nil (2021 \$567,600). Share-based compensation varies based on the vesting of stock options granted.

## Nine Months Ended June 30, 2022

The nine months ended June 30, 2022, the Company reported a net income of \$343,707 compared to a net loss of \$1,389,321 for the nine months ended June 30, 2021. The increase in net income was mainly due to:

- Flow-through premium increased to \$1,144,254 (2021 \$102,984) due to increased exploration work done during the year; and
- Share-based compensation decreased to \$nil (2021 \$913,610). Share-based compensation varies based on the vesting of stock options granted.

During the nine months ended June 30, 2022, the Company incurred \$3,232,720 in acquisition costs and \$8,762,720 in deferred exploration expenses, capitalized as unproven mineral right interests.

From time to time, the Company may acquire or dispose of mineral right interests pursuant to the terms of option agreements. Since options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded as assets but as resource property costs or recoveries when the payments are made or received.

# **Liquidity and Capital Resources**

The Company is a development-stage company that currently does not generate significant revenues and does not anticipate doing so in the near future.

As at June 30, 2022, the Company had cash of \$26,364,548 (September 30, 2021 - \$33,245,743) and working capital of \$25,786,944 (September 30, 2021 - \$32,152,436).

The Company is not subject to debt covenants.

# **Off-Balance Sheet Arrangements**

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

# **Unproven Mineral Right Interests**

Ownership in mineral right interests involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims as well as the potential for problems arising from the ambiguous conveyance history of many mineral right interests. The Company has investigated ownership of its mineral right interests and, to the best of its knowledge, ownership of its interests are in good standing.

	Labrador Property	Borden Lake Property		Kingsway Property	Scotch Property		Total
Balance, September 30, 2021	\$ 3,974,889	\$	930,135	\$ 7,702,844	\$	9,570	\$ 12,617,438
Acquisition	=		-	3,204,260		28,460	3,232,720
Deferred exploration	313,987		-	8,322,448		354,057	8,990,492
Recoveries	-		-	(57,772)		-	(57,772)
Impairment	(170,000)		-	-		-	(170,000)
Balance, June 30, 2022	\$ 4,118,876	\$	930,135	\$ 19,171,780	\$	392,087	\$24,612,878

# **Labrador Properties**

On September 5, 2017, the Company entered into a Letter of Intent ("LOI") that grants the Company the option to earn a 100% interest in the Ashuanipi, Nain and Hopedale properties, located in Labrador (the "Labrador Properties").

To exercise the option, the Company must complete the following:

- On receipt of TSX-V approval: payment of \$75,000 and issuance of 450,000 shares in respect of each of the three Labrador Properties (completed);
- On or before September 5, 2018: payment of \$100,000 and issuance of 300,000 shares in respect of each property (completed with the payment of \$200,000 and issuance of 600,000 shares on the Ashuanipi and Hopedale properties, as the Company dropped its option on the Nain property);
- On or before September 5, 2019: payment of \$75,000 and issuance of 175,000 shares in respect of the Ashuanipi
- property and payment of \$150,000 and issuance of 350,000 shares in respect of the Hopedale property (completed);
- On or before September 5, 2020: payment of \$50,000 and issuance of 400,000 shares in respect of each of the
- Ashuanipi and Hopedale properties (completed);
- On or before September 5, 2021: payment of \$100,000 and issuance of 675,000 shares in respect of the Ashuanipi property and payment of \$100,000 and issuance of 500,000 shares in respect of the Hopedale property (completed with the payment of \$100,000 and issuance of 500,000 shares on the Hopedale property, as the Company dropped its option on the Ashuanipi property);
- On or before September 5, 2022: payment of \$150,000 in respect of the Hopedale property; and
- On or before September 5, 2023: payment of \$125,000 in respect of the Hopedale property.

The vendors of the Labrador Properties retain a 2% net smelter return "(NSR") royalty, half of which may be bought back by the Company at any time for \$2 million plus \$1 per ounce of gold in measured and indicated resources. An advance royalty of \$25,000 per annum for each property will be payable starting in 2024.

During the year ended September 30, 2018, the Company terminated its option to acquire the Nain property.

During the year ended September 30, 2021, the Company terminated its option to acquire the Ashuanipi Property and returned the property to the vendor. The Company had been unable to perform any work on the project since 2019 due to a request by the First Nations. The Company was not able to reach an agreement with the First Nations to carry out any work on the property and does not expect to return to work at Ashuanipi at any time in the near term.

The Company maintains its interest in the Hopedale Property. On December 7, 2020, the LOI was replaced with the Hopedale Option Agreement, which contains the same terms as those of the LOI. In June 2021, the Company staked additional new claims at the Hopedale property. The new claims are subject to the 2% NSR held by the vendors of the Labrador property. Also, during the year ended September 30, 2021, the Company abandoned certain claims at the Hopedale property that had been staked in May 2018 and were being earned into by the Company under the terms of the LOI.

#### **Kingsway Property**

On March 3, 2020, the Company acquired an option to earn a 100% interest in the Gander Property, subsequently renamed the Kingsway Property ("Kingsway"), near Gander, Newfoundland. To exercise the option, the Company must complete the following:

- As consideration for the option: payment of \$250,000 and issuance of 400,000 common shares (completed);
- On or before March 3, 2021: payment of \$150,000 cash and issuance of 250,000 common shares (completed);
- On or before March 3, 2022: payment of \$150,000 cash and issuance of 300,000 common shares (completed);
- On or before March 3, 2023: payment of \$200,000 cash and issuance of 350,000 common shares (completed);
- On or before March 3, 2024: payment of \$250,000 cash and issuance of 400,000 common shares (completed);
- On or before March 3, 2025: payment of \$250,000 cash and issuance of 300,000 common shares (completed);
- Incur \$750,000 in expenditures on each of two licenses (\$1.5 million total) over the first four years of the option (completed); and
- Complete additional payments totaling \$2.25 million based on exploration expenditures incurred, as follows:
  - \$750,000 upon incurring an aggregate of \$10 million in expenditures on one of the licenses (completed);
  - ° \$750,000 upon incurring an aggregate of \$20 million in expenditures on one of the licenses; and
  - \$750,000 upon incurring an aggregate of \$30 million in expenditures on one of the licenses

The Company will also grant to the optionor a 1% NSR plus \$1 per ounce of gold in the measured and indicated resources for the property. An advance royalty of \$50,000 per annum for each property will be payable once the Company exercises the option.

During the nine months ended June 30, 2022, the Company acquired a 100% undivided interest subject to:

- A 1.0% NSR plus \$1 per ounce of gold in the measured and indicated mineral resource categories established in a National Instrument 43-101 technical report for the development of the Property;
- Expenditure target payments of \$750,000 for each \$10 million in exploration expenditures up to \$30 million; and
- An advance royalty of \$50,000 per annum.

On July 6, 2020, the Company entered into an option agreement to acquire 100% of License 023940M which is strategically positioned between the Kingsway North and South claim blocks.

The Company earned a 100% undivided property interest by completing the following:

- Cash payment of \$18,000 and issuance of 30,000 common shares, within 5 business days of TSXV acceptance of the option agreement (completed);
- Cash payment of \$36,000, issuance of 90,000 common shares and incurring \$100,000 in property work expenditures on or before the first anniversary of the option agreement (completed);
- Cash payment of \$75,000, issuance of 120,000 common shares and incurring an additional \$250,000 (cumulative \$350,000) in property work expenditures on or before the second anniversary of the option agreement (completed);
- Cash payment of \$90,000, issuance of 150,000 common shares and incurring an additional \$650,000 (cumulative \$1 million) in property work expenditures on or before the third anniversary of the option agreement (completed); and
- Cash payment of \$240,000 and incurring a further \$1 million in property work expenditures on or before the fourth

anniversary of the option agreement (completed).

# **Borden Lake Property**

The Company has a 100% undivided interest in the Borden Lake Property (the "Borden Lake Property") located near Chapleau Ontario. The 1,598 hectare property lies immediately east of, and adjacent to, Newmont Goldcorp's Borden Lake gold project. The original vendors of the Borden Lake Property retain a 2% NSR royalty, half of which may be bought back by the Company for \$1 million at any time.

#### **Scotch Property**

The Company has a 100% undivided interest in the Scotch Property (the "Scotch Property) acquired by staking in March 2021. The Scotch Property is located approximately 71 kilometres southwest of Moncton, New Brunswick and currently consists of 25 claims covering an area of approximately 61 square kilometres.

#### **Exploration Activity - Three Months Ended June 30, 2022**

Roger Moss, Ph.D, P.Geo, a Qualified Person under National Instrument 43-101 has approved the scientific and technical disclosure in this Management's Discussion and Analysis, and has verified the data disclosed.

During the three months ended June 30, 2022, the Company continued drilling as part of the ongoing 100,000 metre program at the Kingsway Gold Project. The program is currently 46% complete and is fully funded by the Company's cash on hand.

Drilling results received during the quarter continued to show high grade gold mineralization at Big Vein in both the HTC Zone and the Big Vein Zone. Hole K-21-111 was drilled to target down plunge mineralization in the high-grade HTC zone below the Big Vein Fault Zone. The hole intersected 6.07 g/t Au over 19 metres from 123 metres, the longest interval of gold yet found at Big Vein. Another down plunge hit at the HTC zone intersected 14.67 g/t Au over a metre in a quartz vein containing visible gold.

At Big Vein, the intercept of 54.17 g/t Au over 0.95m in hole K-22-122 contained visible gold and was the furthest intersection of the Big Vein Zone to the southwest drilled to date. This extends the southwest-northeast strike length of the zone to 320m and it remains open in both directions.

Also during the quarter, the first results from the Midway and Pristine targets were received and showed near surface gold mineralization at both targets.

At the Midway target, hole K-22-157 was drilled to test anomalous gold geochemistry and intersected 3.53 g/t Au over 6 metres from 37 metres downhole including 5.71 g/t Au over 3 metres. Midway lies approximately 2.7km north of Big Vein between the Appleton Fault Zone and the Dog Bay Line, two major structures in the region, and represents a different mineralized system. The gold mineralization is hosted by a strongly altered and sulphidised gabbro that intrudes the siltstone and sandstone. Higher gold grades are associated with increased pyrite and arsenopyrite abundance and strong potassic feldspar, carbonate and silica alteration.

At the Pristine target the first six holes all intersected significant near surface gold mineralization, including hole K-21-109 that assayed 3.55 g/t Au over 2.33m from 17.15m that contained visible gold and hole K-21-100 that intersected 3.89 g/t Au over 3m from 53m downhole.

Both the Pristine and Midway targets were discovered undercover following up on till sampling in the case of Pristine, and soil geochemistry and ground geophysics in the case of Midway. Highlights of the Q3 drilling are shown in the table below.

Hole ID	From (m)	To (m)	Interval (m)	Au (g/t)	Zone
K-21-111	123	142	19	6.07	HTC
including	130	136	6	15.17	HTC
including	131	133	2	35.09	HTC
K-22-125	70	77	7	1.72	HTC
K-22-116	178	179	1	14.67*	HTC
	194	196	2	4.18	HTC
	207	208	1	3.25	HTC
K-22-142	96	100	4	3.44	Big Vein
including	97	99	2	5.37	Big Vein
K-22-124	264	266	2	2.03	Big Vein
	283	284	1	7.68	Big Vein
K-22-122	99	114	15	1.46	Big Vein
	123.33	124.28	0.95	54.17*	Big Vein
K-22-157	37	43	6	3.53	Midway
including	40	43	3	5.71	Midway
K-22-143	75	82	7	1.53	Pristine
K-22-123	23	24	1	1.98	Pristine
	43	44	1	2.3	Pristine
K-22-119	31	33	2	1.92	Pristine
K-21-109	17.15	18.3	2.3	3.55*	Pristine
	47.45	50.45	3	1.31	Pristine
	54.45	59.45	5	1.48	Pristine
K-21-107	48	52	4	1.16	Pristine
	86	89	3	1.58	Pristine
	96	103	7	1.81	Pristine
K-21-100	53	56	3	3.89	Pristine

Table 1. Summary of Q3 Assay Results

## **Related Party Transactions**

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

As at June 30, 2022, the Company's related parties consist of a proprietorship controlled by the Company's Chief Executive Officer ("CEO"), a company of which the Company's Chief Financial Officer ("CFO") is an employee, and the Board of Directors.

Entity	Nature of Transaction
Moss Explorations Services	Management
Marrelli Support Services Inc.	Management

<sup>\*</sup> Interval contains visible gold. All intersections are downhole length as there is insufficient Information to calculate true width.

The Company entered into the following transactions with related parties:

During the three and nine months ended June 30, 2022, the Company incurred management and consulting fees of \$32,610 and \$118,250, respectively (three and nine months ended June 30, 2021 - \$9,840 and \$54,060, respectively) and geological consulting fees of \$9,390 and \$57,750, respectively (three and nine months ended June 30, 2021 - \$26,160 and \$53,940, respectively) for services provided by a company controlled by the Company's CEO.

Management fees to the Company's CEO are paid pursuant to a consulting agreement under which Moss Exploration Services received a monthly fee of \$12,000 as of September 1, 2020 and \$14,000 as at October 1, 2021. The Company can terminate the agreement with three months' notice, or payment of the fees during the termination period in lieu of notice.

During three and nine months ended June 30, 2022, the Company incurred management and consulting fees of \$49,500 and \$49,500, respectively (three and nine months ended June 30, 2021 - and \$nil, respectively) for services provided by the Board of Directors. As at June 30, 2022, \$49,500 (September 30, 2021 - \$nil) is included in accounts payable and accrued liabilities with respect to the fees. These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

For the three and nine months ended June 30, 2022, the Company incurred \$6,917 and \$32,872, respectively, in professional fees (three and nine months ended June 30, 2021 - \$8,704 and \$27,444, respectively) to Marrelli Support Services Inc. ("Marrelli") for Eric Myung, an employee of Marrelli, to act as the CFO of the Company. As at June 30, 2022, \$1,485 (September 30, 2021 - \$1,471) is included in accounts payable and accrued liabilities with respect to the fees. These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

Amounts due to related parties are unsecured, non-interest bearing and due on demand.

#### **Critical Accounting Estimates**

The most significant estimates are related to the physical and economic lives of unproven mineral right interests and their recoverability.

#### **Risk factors**

## **COVID-19 Risks**

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

#### Other MD&A Requirements

As of August 15, 2022, the Company has outstanding a total of 169,189,979 shares, 6,220,000 options with a weighted average price of \$0.36 per share and 22,833,333 warrants with a weighted average exercise price of \$0.81 per share. Additional information is available at the Company's website at <a href="https://www.labradorgold.com">www.labradorgold.com</a>. To view the public documents of the Company, please visit the Company's profile on the SEDAR website at <a href="https://www.sedar.com">www.sedar.com</a>.

# **Cautionary Statement on Forward Looking Information**

This MD&A contains certain forward-looking information and statements as defined in applicable securities laws (collectively referred to as "forward-looking statements"). These statements relate to future events or our future performance. All statements other than statements of historical fact are forward-looking statements. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "should", "believe" and similar expressions is intended to identify forward-looking statements. 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 statements speak only as of the date of this MD&A. These forward-looking statements include but are not limited to, statements concerning:

- · our strategies and objectives;
- prices and price volatility for commodities and of materials we use in our operations;
- the demand for and supply of commodities and materials that we use and plan to produce and sell;
- our financial resources;
- interest and other expenses;
- domestic laws affecting our operations;
- our tax position and the tax rates applicable to us;
- decisions regarding the timing and costs of construction and production with respect to, and the issuance of, the necessary permits and other authorizations required for any proposed projects;
- our planned future production levels;
- potential impact of production and transportation disruptions;
- our planned capital expenditures and estimates of costs related to environmental protection;
- our future capital and production costs, including the costs and potential impact of complying with existing and proposed environmental laws and regulations in the operation and closure of our operations;
- our financial and operating objectives;
- our environmental, health and safety initiatives;
- the outcome of legal proceedings and other disputes in which we may be or become involved; and
- general business and economic conditions.

Inherent in forward-looking statements are risks and uncertainties beyond our ability to predict or control, including risks that may affect our operating or capital plans; risks generally encountered in the permitting and development of mineral projects such as unusual or unexpected geological formations, unanticipated metallurgical difficulties, delays associated with permit appeals, ground control problems, adverse weather conditions, process upsets and equipment malfunctions; risks associated with labour disturbances and availability of skilled labour and management; fluctuations in the market prices of our principal commodities, which are cyclical and subject to substantial price fluctuations; risks created through competition for mining projects and properties; risks associated with lack of access to markets; risks associated with mine plan estimates; risks posed by fluctuations in exchange rates and interest rates, as well as general economic conditions; risks associated with environmental compliance and changes in environmental legislation and regulation; risks associated with our dependence on third parties for the provision of critical services; risks associated with non-performance by contractual counterparties; title risks; social and political risks associated with our operations; risks of changes in laws affecting our operations or their interpretation; and risks associated with tax reassessments and legal proceedings.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- interest rates;
- changes in commodity prices;
- acts of government and the outcome of legal proceedings;
- the supply and demand for, deliveries of, and the level and volatility of commodities and products used in our operations;

- the timing of the receipt of permits and other regulatory and governmental approvals;
- changes in credit market conditions and conditions in financial markets generally;
- the availability of funding on reasonable terms;
- our ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the availability of qualified employees and contractors for our operations;
- our ability to attract and retain skilled staff;
- engineering and construction timetables and capital costs for our projects;
- costs of closure of various operations;
- market competition;
- the accuracy of our mine plan estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which these are based;
- tax benefits and tax rates;
- the resolution of environmental and other proceedings or disputes; and
- our ability to obtain, comply with and renew permits in a timely manner.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Other events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, our forward-looking statements. Except as required by law, we undertake no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise.