

**Introduction**

The following management’s discussion and analysis (“MD&A”) of the financial condition and results of the operations of S2 Minerals Inc. (the “Company” or “S2”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the three months ended August 31, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed interim financial statements for the three months ended August 31, 2021, together with the notes thereto and audited financial statements of the Company for the period from November 30, 2020 (date of incorporation) to May 31, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”). The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Information contained herein is presented as of October 21, 2021, unless otherwise indicated.

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

Further information about the Company and its operations can be obtained from the offices of the Company or from [www.sedar.com](http://www.sedar.com).

**Caution Regarding Forward-Looking Statements**

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

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
• Potential of the Company’s properties to contain economic	• Financing will be available for future exploration and	• Price volatility of any mineral discovered.

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<p>deposits of any mineral discovered.</p>	<p>development of the Company's properties.</p> <ul style="list-style-type: none"> <li>• The actual results of the Company's exploration and development activities will be favorable.</li> <li>• Operating, exploration and development costs will not exceed the Company's expectations.</li> <li>• The Company will be able to retain and attract skilled staff.</li> <li>• All requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favorable to the Company.</li> <li>• The price of applicable minerals and applicable interest and exchange rates will be favorable to the Company.</li> <li>• No title disputes exist with respect to the Company's properties.</li> </ul>	<ul style="list-style-type: none"> <li>• Uncertainties involved in interpreting geological data and confirming title to, and interests in, properties.</li> <li>• The possibility that future exploration results will not be consistent with the Company's expectations.</li> <li>• Availability of financing for and actual results of the Company's exploration and development activities.</li> <li>• Increases in costs.</li> <li>• Environmental compliance and changes in environmental and other local legislation and regulation.</li> <li>• Interest rate and exchange rate fluctuations.</li> <li>• Changes in economic and political conditions.</li> <li>• The Company's ability to retain and attract skilled staff.</li> <li>• The availability of permits.</li> </ul>
<ul style="list-style-type: none"> <li>• The Company believes it has sufficient cash resources to meet its requirements for near term.</li> </ul>	<ul style="list-style-type: none"> <li>• The operating activities of the Company for the next twelve months and beyond, starting from June 1, 2021, and the costs associated in addition to that, will be consistent with the Company's current expectations.</li> <li>• Debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• Changes in debt and equity markets.</li> <li>• Timing and availability of external financing on acceptable terms.</li> <li>• Changes in the currently planned operations.</li> <li>• Increases in costs.</li> <li>• Environmental compliance and changes in environmental and other local legislation and regulation.</li> <li>• Interest rate and exchange rate fluctuations.</li> <li>• Changes in economic conditions.</li> </ul>
<ul style="list-style-type: none"> <li>• The Company believes the properties warrant ongoing exploration and will require additional funding to maintain the current or increased levels of exploration. Accordingly, the Company expects to incur further losses in the development of its business.</li> </ul>	<ul style="list-style-type: none"> <li>• Exploration activities will continue to comply with all government regulations.</li> <li>• COVID-19 will not curtail operations as testing and remoteness of sites allows for adequate worker protection.</li> <li>• Financing will be available as needed.</li> </ul>	<ul style="list-style-type: none"> <li>• Increased government scrutiny and regulations.</li> <li>• The Company's ability to satisfy worker safety.</li> <li>• Availability of future financing.</li> </ul>

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<ul style="list-style-type: none"> <li>• The Company's ability to carry out anticipated exploration and maintenance on its property interests in Canada and Ontario.</li> <li>• The Company's anticipated use of cash available to it in any period.</li> </ul>	<ul style="list-style-type: none"> <li>• The exploration and maintenance activities of the Company's operations and costs for the next twelve months, starting from June 1, 2021, and the costs associated in addition to that, will be consistent with the Company's current expectations.</li> <li>• Debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• Changes in debt and equity markets.</li> <li>• Timing and availability of external financing on acceptable terms.</li> <li>• Increases in costs; changes in the operations currently planned for fiscal 2022.</li> <li>• Environmental compliance and changes in environmental and other local legislation and regulation.</li> <li>• Interest rate and exchange rate fluctuations.</li> <li>• Changes in economic conditions.</li> <li>• Receipt of applicable permits.</li> <li>• Ongoing uncertainties relating to applicable First Nations matters and any delay in compliance by Treasury Metals Inc. ("Treasury Metals") with the option agreement concerning the Weebigee Project in Sandy Lake, Canada.</li> </ul>
<ul style="list-style-type: none"> <li>• Plans, costs, timing, and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations.</li> </ul>	<ul style="list-style-type: none"> <li>• Financing will be available for the Company's exploration and development activities, and the results thereof will be favorable.</li> <li>• Actual operating and exploration costs will be consistent with the Company's current expectations.</li> <li>• The Company will be able to retain and attract skilled staff.</li> <li>• All applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company.</li> <li>• The Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favorable to the Company.</li> <li>• The price of any applicable mineral will be favorable to the Company.</li> <li>• No title disputes arise concerning the Company's properties.</li> </ul>	<ul style="list-style-type: none"> <li>• Price volatility of any mineral discovered changes in debt and equity markets.</li> <li>• Timing and availability of external financing on acceptable terms.</li> <li>• The uncertainties involved in interpreting geological data and confirming title to acquired properties.</li> <li>• The possibility that future exploration results will not be consistent with the Company's expectations.</li> <li>• Increases in costs, environmental compliance and changes in environmental and other local legislation and regulation.</li> <li>• Interest rate and exchange rate fluctuations.</li> <li>• Changes in economic and political conditions.</li> <li>• The Company's ability to retain and attract skilled staff.</li> <li>• Availability of permits.</li> <li>• Market competition.</li> <li>• Uncertainties relating to COVID-19 matters affecting First Nations matters in Sandy Lake Property.</li> </ul>
<ul style="list-style-type: none"> <li>• Management's outlook regarding future trends, including the future price of any mineral discovered and availability of future financing.</li> </ul>	<ul style="list-style-type: none"> <li>• Financing will be available for the Company's exploration and operating activities.</li> <li>• The price of applicable minerals will be favorable to the Company.</li> </ul>	<ul style="list-style-type: none"> <li>• Changes in debt and equity markets.</li> <li>• Interest rate and exchange rate fluctuations.</li> <li>• Changes in economic and political conditions.</li> </ul>

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		<ul style="list-style-type: none"> <li>• Availability of financing.</li> <li>• Changes in debt and equity markets and the spot price of any mineral discovered, if available.</li> </ul>
<ul style="list-style-type: none"> <li>• Consultations with local First Nations for the Sandy Lake Project in Canada.</li> </ul>	<ul style="list-style-type: none"> <li>• The Company will engage in appropriate consultation with local First Nations and with the Government of Ontario which will result in the Company resuming work on its Project in Sandy Lake, Canada.</li> </ul>	<ul style="list-style-type: none"> <li>• Consultations with local First Nations may not result in the Company resuming work on the Sandy Lake Project or may result in high additional costs to resume the Project in Sandy Lake, Canada.</li> </ul>

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

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

**Qualified Person**

Daniel Noone, (Member of the Australian Institute of Geoscientists) is a qualified person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects “NI 43-101” and has reviewed and approved for inclusion the scientific and technical disclosure in this MD&A. Mr. Noone is also the Chief Executive Officer of the Company.

**Description of Business**

S2 was incorporated on November 30, 2020, under the laws of the Province of Ontario. The Company’s head office is located at 141 Adelaide Street West, Suite 1101, Toronto, Ontario, Canada, M5H 3L5. The Company was incorporated for the sole purpose of participating in the plan of arrangement (the “Arrangement”) announced February 2, 2021, involving the Company and G2 Goldfields Inc. (“G2”). The Company has not carried on any active business other than in connection with the Arrangement.

The Arrangement received shareholder approval on March 29, 2021, and Ontario court approval on March 31, 2021. The Arrangement was completed on April 9, 2021.

### **Operational Highlights**

During the three months ended August 31, 2021, the Company had no active operations.

### **Trends**

#### Gold prices

During property acquisition, exploration, and financial planning, management monitors gold demand and supply balances as well as price trends. In addition to monitoring gold prices, management also monitors financing activities in the Junior Mining Sector as this represents the sector in which S2 operates. The following table highlights the comparative gold prices which S2 monitors.

<b>Summary of Gold Prices</b>					
<b>Current Prices with Comparative</b>					
<b>Commodities</b>	<b>August 31, 2021 (USD)</b>	<b>May 31, 2021 (USD)</b>	<b>May 31, 2020 (USD)</b>	<b>May 31, 2019 (USD)</b>	<b>May 31, 2018 (USD)</b>
Gold (\$/oz)	1,815.10	1,911.00	1,738.50	1,304.90	1,297.80

#### COVID-19

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

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

Due to COVID-19 restrictions in place, limited travel or in-person dialogue is available for the Company's projects. S2 is aware of the risks of COVID-19 and in accordance with good practice, will engage in travel and work programs at a suitable junction following confirmatory dialogue with leadership of the Indigenous communities of interest. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of S2 in future periods.

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

### **Environmental Liabilities**

The Company is not aware of any environmental liabilities or obligations associated with its mineral property interests. The Company is conducting its operations in a manner that is consistent with governing environmental legislation.

### **Overall Objective**

The Company is a junior mineral exploration company with an experienced management team engaged in the acquisition and advancement of mineral exploration projects, primarily located in Ontario, Canada. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain any economically recoverable mineral reserves. The success of the Company is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete exploration and development of its properties, the selling prices of minerals at the time, if ever, that the Company commences production from its properties, government policies and regulations and future profitable production, or proceeds from the disposition of such properties.

The Company has not discovered economically recoverable mineral reserves. While discovery of ore-bearing structures may result in substantial rewards, it should be noted that few properties that are explored are ultimately developed into producing mines.

The Company may also seek to acquire additional mineral resource properties or companies holding such properties. The Company notes that mineral exploration in general is uncertain and the probability of finding economically recoverable mineral reserves on any one of its early-stage prospects is low. However, the probability that one of the many prospects acquired will host economically recoverable mineral reserves is higher. As a result, the Company believes it can reduce overall exploration risk by acquiring additional mineral properties. In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, their location, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish economically recoverable mineral reserves, the fact that expenditures made by the Company may not result in discoveries of economically recoverable mineral reserves, environmental risks, risks associated with land title, the competition faced by the Company and the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors" below.

### **Off-Balance-Sheet Arrangements**

As of the date of this MD&A, 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 financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

### **Proposed Transactions**

The Company routinely evaluates various business development opportunities that could entail farm-ins, farm-outs, acquisitions, trades and / or divestitures. In this regard, the Company is currently in discussions related to these and similar activities with various parties. There can be no assurance that any such transactions will be concluded in the future.

### **Management of Capital**

The Company considers its capital to consist of its shareholders' equity balance which as of August 31, 2021, totaled \$890,756.

The Company's objective when managing capital is to maintain adequate levels of funding to support its exploration activities and to maintain corporate and administrative functions necessary to support operational activities. The Company manages its capital structure in a manner that provides sufficient operational activities. Funds are primarily secured through equity capital raised by way of private placement. There can be no assurance that the Company will be able to continue raising equity capital in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments such as cash and other short-term guaranteed deposits, and all are held in major financial institutions.

Management believes its capital management approach is reasonable given its stage of operations and size of the Company.

### **Mineral Exploration Properties**

The Company has not yet determined whether the Company's properties contain an economic mineral reserve. There are no known reserves of minerals on any of the Company's mineral exploration properties and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

The Sandy Lake Property is a group of mineral claims located approximately 225 kilometres (km) north of Red Lake, northwestern Ontario.

### **Mining Claims**

The Sandy Lake Property consists of 3,225 cell mining claims. The details for the current project land holdings are provided in Table 1.1 and Table 1.2. All claims within the Sandy Lake Property are contiguous.

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**Table 1.1**  
**Claim Summary by Type**

Tenure Type	Number	Area	Total Area (ha)
Single cell mining claim	2,927	19.46 ha/claim	56,994.3
Multi-cell mining claim	12	depends on the number of cells	5,052.9
Boundary cell mining claim	286	percentage of the cell	5,556.8
<b>Total</b>	<b>3,225</b>		<b>67,604</b>

Source: Mining Land Administration System (26<sup>th</sup> January 2021).

**Table 1.2**  
**Sandy Lake Property - Expiry Date, Work Requirements and Exploration Reserve of the Claims**

Expiry Date	Number	Type	Work Required	Work Performed	Exploration Reserve
<i>Active</i>					
06 Jan 2023	533	Single cell claims	213,200	0	0
21 Feb 2021	55	Single cell claims	22,000	0	0
21 Feb 2021	12	Multi-cell claim	104,000	0	0
31 Mar 2021	1	Single cell claim	400	3,200	0
31 Mar 2021	6	Boundary cell claims	2,400	6,800	624
14 Jun 2021	184	Single cell claim	73,600	258,200	3,032,380
14 Jun 2021	121	Boundary cell claims	48,800	61,400	4,628
15 Jun 2021	7	Single cell claim	2,800	10,400	21,521
29 Aug 2021	47	Single cell claim	18,800	36,800	0
29 Aug 2021	16	Boundary cell claims	6,400	5,000	0
22 Sep 2021	3	Single cell claim	1,200	2,400	3,439
22 Sep 2021	3	Boundary cell claims	1,200	1,600	2,160
<i>Hold Special Circumstances Apply</i>					
04 June 2019	131	Boundary cell claims	52,000	0	23,710
04 June 2019	1,255	Single cell claim	502,400	0	234,934
15 Dec 2019	760	Single cell claims	304,000	0	0
10 Apr 2020	30	Single cell claims	12,000	0	0
22 Sep 2020	11	Single cell claims	4,400	2,600	0
22 Sep 2020	9	Boundary claims	3,600	2,400	0
<i>Total</i>					
			<b>1,373,200</b>	<b>390,800</b>	<b>3,323,396</b>

Source: Mining Land Administration System, downloaded on 26<sup>th</sup> January, 2021.

G2 agreed to transfer all Sandy Lake Property claims to S2 in connection with the spin-out. On January 6, 2021, G2 staked online an additional 533 claims. All active claims were transferred to S2 on January 21, 2021, on MLAS claim management system for Ontario. However, all claims on "Special Circumstances" cannot be accessed at MLAS registry system for claim transfer due to the current province wide "Special Circumstances Hold" on all claims due for assessment. This includes those claims with an expiry date in 2019, which were originally the subject of an Exclusion of Time application while G2 continued consultation discussions with the relevant First Nations. When the provincial COVID-19 restrictions and quarantine were imposed, these were automatically converted to "Special Circumstances" and when COVID-19 restrictions are lifted, the consultation travel and discussions will resume. Accordingly, G2 transferred its beneficial interest in such claims to S2 in connection with the spin-out and will transfer its nominee interest in due course.

### **G2 and Goldeye Joint Venture Agreement**

On April 15, 2015, Goldeye Explorations Limited ("Goldeye") entered into an option agreement with GPM Metals. ("GPM"). In July 2016, GPM assigned all its rights under the option agreement to Sandy Lake Gold Inc. In April 2019, Sandy Lake Gold Inc. was renamed G2 Goldfields Inc.



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The 2015 option agreement originally provided that G2 could earn up to a 70% interest in the Sandy Lake Property by achieving certain milestones. In November 2020, G2 notified Treasury Metals and its subsidiary Goldeye that it had fulfilled the requirements under the option agreement to earn a 50.1% legal and beneficial interest in the Sandy Lake Property. As such, Goldeye and G2 signed a joint venture agreement with an effective date of November 9, 2020, that provides that G2 would forgo its rights to acquire the additional 19.9% further interest in the Sandy Lake Property under the 2015 option agreement. The value of each participant's initial contribution in the 2020 joint venture for G2 is \$5,000,000 and for Goldeye is \$4,980,040. As such, G2 has a 50.1% (which was transferred to S2 in connection with the spin-out) and Goldeye has a 49.9% initial participating interest. Participants are obligated to contribute funds to approved programs and budgets in proportion to their respective participating interests from and after the effective date.

In 2018 and 2019 G2 staked additional cell claims. A new joint venture, named "South Block Claims JV" ("South Block") on the 50:50 blocks originated from "Additional Claims" that were staked during the period of the option agreement. Under the option agreement, G2 and Goldeye were then obligated to form a joint venture as per clause 8.3 of the option agreement. Clause 8.3 states "The 50/50 Joint Venture will be subject to a separate joint venture agreement to be negotiated and entered into by the Parties once the notified Party in Section 8.2 has elected in writing to have an Additional Interest be part of the 50/50 Joint Venture; provided that the form of the joint venture agreement for the 50/50 Joint Venture shall be substantially in the form of the Joint Venture Agreement with only such changes as are necessary to reflect the participating interests of the parties under the 50/50 Joint Venture". Treasury Metals and its subsidiary Goldeye notified G2 and paid for their half of the staking consequently G2 has attributed 50% of those "Southern Block Claims" to Goldeye. G2 (and now S2) and Goldeye are in a process of signing the final joint venture agreement.

The participants in the Weebigee and South Block joint venture can change the participating interest if:

- Participant approved program and budget, but they decided not to contribute to expenditures which are a part of an approved program and budget or elected to contribute less than the percentage reflected by its then current participating interest.
- In the event of default by a participant in making its agreed contribution to an approved program and budget.
- Upon transfer by either participant of part or all its participating interest.

If one of the participants elect not to contribute to an approved program and budget at all, or to limit its contributions toward expenditures, which are part of an approved program and budget, its participating interest will be adjusted, following the rules set out in the joint venture agreement.

If a participant elects or defaults in meeting cash calls, three or more times in any 24-month period, or upon the dilution of a participant's participating interest to 10% or less, such participant's participating interest shall convert to the following net smelter returns royalties: a 1.5% net smelter returns royalty on the mineral claims other than the lands that comprise Indian Reserve #88. In that part of the mineral claims where an underlying net smelter returns royalty has been granted to another person as of the date of the option agreement and remains in existence as of the effective date of the joint venture agreement, and the participant whose participating interest is converted will be entitled to receive ongoing royalty payments equal to 1.5% of net smelter returns as calculated and paid in accordance with the royalty terms. On any part of the mineral claims that

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constitute lands comprising Indian Reserve #88, and where an underlying net smelter return royalty has been granted to another person as of the date of the option agreement and remains in existence as of the effective date of the joint venture agreement and the participant whose participating interest is so converted shall be entitled thereafter to receive ongoing royalty payments equal to 1.0% of net smelter return as calculated and paid in accordance with the royalty terms.

Both companies are willing to maintain a supportive relationship with the Sandy Lake First Nation ("SLFN") to advance the project. Through the joint venture agreement, the participants in the joint venture will continue to work collaboratively with SLFN and build on the existing relationship for the mutual benefit of all parties. SLFN will be an important source of personnel, infrastructure, and services for the Sandy Lake Property during the early exploration phase, and as the project advances.

The participants in the joint venture have continuing liabilities upon adjustment of their participating interest. Any reduction or elimination of either participant's participating interest does not relieve such participant of its proportionate share of any liabilities, including, without limitation, continuing obligations, environmental liabilities, and environmental compliance, whether arising before or after the reduction or elimination, but prior to such reduction or elimination, regardless of when any funds may be expended to satisfy such liability.

G2 has been granted these exclusions by the Ministry of Northern Development and Mines after work on the claims could not be performed as planned, because work permits were not issued due to complications resulting from the consultation process required under the Mining Act.

#### **Forecast 12 Month Budget**

The Company's estimated exploration budget on its properties is outlined below:

Sandy Lake Property – Complete Phase 1 of the Exploration Program (Access/Exploration Agreements with First Nations and Geophysical Surveys)	\$364,000
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#### **Disclosure of Internal Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

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

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- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by S2 in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with S2's generally accepted accounting principles (IFRS).

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

**Summary of Quarterly Information**

Three Months Ended	Total Revenue \$	Profit or Loss	
		Total \$	Basic and Diluted Loss Per Share \$ <sup>(1)</sup>
August 31, 2021	nil	(46,121)	(0.00)
May 31, 2021	nil	(1,443,842)	(0.35)
February 28, 2021	nil	(135,416)	(0.00)

- (1) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

**Discussion of Operations**

Three Months Ended August 31, 2021

The Company's net loss totaled \$46,121 for the three months ended August 31, 2021, with basic and diluted loss per share of \$0.00. The increase in net loss of \$46,121 was principally because:

- Professional fees increased by \$30,469 for the three months ended August 31, 2021. These fees relate to outsourced legal and accounting services required to meet the Company's corporate activities; and
- Reporting issuer costs increased by \$15,421 for the three months ended August 31, 2021. These fees relate to ongoing regulatory requirements.

No comparative figures are presented because the Company was incorporated on November 30, 2020.

### **Liquidity and Capital Resources**

The Company derives no income from operations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient to meet its liabilities when due. As of August 31, 2021, the Company had a cash balance of \$1,071,798.

On February 2, 2021, G2 entered into the Arrangement with S2 pursuant to which G2 agreed to transfer its interest in all the mineral claims comprising the Sandy Lake Property and G2's 50.1% interest in the approximately 15,000 acres of the "Weebigee Joint Venture" claims and a 50% interest in a further 15,000 acres of the Southern Block claims in joint ventures with Goldeye, now part of Treasury Metals, in exchange for 12,655,667 common shares. The outstanding common shares consists of the common shares issued to G2 as described in the preceding sentence, as of the effective date of the Arrangement. G2 distributed one common share for every ten G2 common shares then held by G2 shareholders as of the effective date of the Arrangement.

The Company was dependent on the successful completion of the rights offering (the "Rights Offering") that was contemplated in the Arrangement. The Rights Offering was fully subscribed, and the Company received proceeds of \$1,265,567 in May 2021. S2 has approximately \$1.2 million available for the principal purposes of exploration and development of the Sandy Lake Property and general corporate and working capital purposes.

Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for S2 to achieve its objectives. S2 may also require additional funds to fulfill its expenditure requirements to meet existing and any new business objectives and expects to either issue additional securities or incur debt to do so. There can be no assurance that additional funding required by S2 will be available, if required. It is anticipated that the available funds will be sufficient to satisfy S2's objectives for the forthcoming 12-month period. The amounts shown in the table below are estimates only and are based on the information available to S2 as of the date hereof.

### **Forecast 12 Month Budget**

Funds Available to S2	\$1,071,798
Sandy Lake Property – Complete Phase 1 of the Exploration Program (Access/Exploration Agreements with First Nations and Geophysical Surveys)	(\$364,000)
Travel	(\$42,000)
Office	(\$42,000)
Salary	(\$50,000)
Legal and Audit	(\$75,000)
<b>Excess Funds Available to S2 for General Working Capital</b>	<b>\$498,798</b>

See "Risk Factors" below, "COVID-19" under "Trends" above, and "Caution Note Regarding Forward-Looking Statements" above.

Additional measures have been undertaken or are under consideration to further reduce corporate overhead.

### **Cash Flow Items**

#### **Operating Activities**

Activity for the three months ended August 31, 2021, were cash expended in operations of \$112,983. These expenditures relate largely to ongoing corporate operating costs of the Company and its overheads and a pay down of accounts payable.

#### **Financing Activities**

Financing activities relate to the purchase of short-term investments in the amount of \$10,000.

### **Outlook**

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that the gold price will be favourable, and hence it may be possible to obtain additional funding for its projects.

Notwithstanding, the Company is mindful that the gold price could fall with little or no warning. Accordingly, its plans for the near term are to monitor market fundamentals and to ensure that the Company is well positioned to weather any possible resurgence of a market downturn. See "Risk Factors".

### **Transactions with Related Parties**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer and the Corporate Secretary. For the three months ended June 1, 2021 to August 31, 2021, there were no transactions or balances owed to management.

As at August 31, 2021, the amount of \$142,526 (May 31, 2021 - \$129,898) is owed to G2, a company with common directors and management with S2, which is unsecured, non-interest bearing, and due on demand. The amount is included in current liabilities.

#### **Major shareholder**

To the knowledge of the directors and senior officers of the Company, as of August 31, 2021, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than Patrick Sheridan, who owns 8,697,421 common shares or 34.36% of the outstanding common shares.

### **Share Capital**

As at the date of this MD&A, the Company had 25,311,335 issued and outstanding common shares.

### **New Accounting Policies**

Short-term investments consist of Canadian Guaranteed Investments which have been designated as fair value through profit or loss. As at each period end, short-term investments are recorded at fair value, with changes recognized in the statement of loss and comprehensive loss.

### **Financial Risk Factors**

The Company manages its exposure to several different financial risks arising from operations as well as from the use of financial instruments, including market risks (foreign currency exchange rate and interest rate), credit risk and liquidity risk, through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility. Financial risks are primarily managed and monitored through operating and financing activities. The Company does not use derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in key economic indicators and to up-to-date market information. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### **(a) Credit Risk**

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash. The Company reduces its credit risk by maintaining its cash with reputable financial institutions.

#### **(b) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they come due. The Company's investment policy is to invest its excess cash in high grade investment securities with varying terms to maturity, selected about the expected timing of expenditures for continuing operations. The Company monitors its liquidity position and budgets future expenditures, in order to ensure that it will have sufficient capital to satisfy liabilities as they come due.

As at August 31, 2021, the Company had current liabilities of \$220,759 and has cash of \$1,071,798 to meet its current obligations. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

#### **(c) Market Risk**

##### *Interest Rate Risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant risk to future cash flows from interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

### **Critical Accounting Estimates**

The preparation of unaudited condensed interim financial statements in conformity with IFRS requires management to make certain judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, and expenses. The Company evaluates its estimates on an ongoing basis and bases them on various assumptions that are believed to be reasonable under the circumstances. The Company's estimates are used for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results are likely to differ from these estimates. Should the Company be unable to meet its ongoing obligations, the realizable value of its assets may decline materially from current estimates.

The accounting policy estimates, and judgments described below are considered by management to be essential to the understanding and reasoning used in the preparation of the Company's unaudited condensed interim financial statements and the uncertainties that could have a bearing on its financial results.

- Income taxes - measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs after the issuance of the unaudited condensed interim financial statements.
- Going concern - Significant judgments are used in the Company's assessment of its ability to continue as a going concern.

### **Risk Factors**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's MD&A for the period from November 30, 2020 (date of incorporation) to May 31, 2021, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Additional Information**

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).