



CONQUEST RESOURCES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

Dated November 24, 2020

**For the nine months ended September 30, 2020**

(Form 51-102F1)

This Management's Discussion and Analysis (MD&A) reviews the activities of Conquest Resources Limited ("Conquest" or the "Company") and compares the financial results for the nine months ended September 30, 2020.

For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the audited consolidated financial statements and the accompanying notes for the year ended December 31, 2019, a copy of which is filed on the SEDAR website.

## COMPANY OVERVIEW

Conquest Resources Limited is a mineral exploration company that is exploring for gold on mineral properties in Ontario.

The Company's registered office is located at 55 University Ave, Suite 1805, Toronto, Ontario, M5J 2H7. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol CQR.

Conquest holds a 100% interest in the Golden Rose Project, initially acquired in December 2017, and significantly augmented through the recent acquisition of Canadian Continental Exploration Corp. and subsequent additional claim staking and purchases in its adjacent Belfast Project. Conquest now controls over 266 square kilometers of underexplored territory, including the past producing Golden Rose Mine at Emerald Lake, situated in the Temagami Mining Camp and located northeast of Sudbury, Ontario.

Conquest also holds a 100% interest in the Alexander Gold Property located immediately east of the Red Lake and Campbell mines in the heart of the Red Lake Gold Camp on the important "Mine Trend" regional structure. Conquest's property is almost entirely surrounded by Evolution Mining land holdings.

In addition, Conquest owns a 100% interest in the Smith Lake Gold Property of six patented claims and 181 staked mining claims to the north, west and south of the former Renabie Gold Mine in Rennie Township located in northern Ontario. The Renabie Gold Mine was operated by Corona and Barrick and had produced over 1,000,000 ounces of gold between 1947 and 1991 (Northern Miner March 4, 1991).

## HIGHLIGHTS

### Acquisition of Canadian Continental Exploration Corp.

Subsequent to the end of Q3 on October 14, 2020, the Company closed the previously announced acquisition of Canadian Continental Exploration Corp. ("CCEC") by issuing 40,306,667 post consolidation common shares of the Company to the shareholders of CCEC on the basis of one consolidated share of Conquest for every share of CCEC held. Conquest has also issued 2,900,000 options, under the Company's Stock Option Plan, exercisable at \$0.15 per consolidated share expiring between August and September 2021, in replacement for existing options previously outstanding in CCEC.

CCEC was a private company with 87 shareholders, of which Inventus Mining Corp., holding 17%, was the largest. The acquisition of CCEC was completed through its amalgamation with the Company's wholly owned subsidiary Eaglerock Minerals Limited. The amalgamated subsidiary company now holds an extensive package of mining claims which surrounds Conquest's Golden Rose Project at Emerald Lake in the Temagami Mining Camp situated northeast of Sudbury, Ontario.

### Share Consolidation

Further to shareholder approval at an Annual and Special Meeting of Shareholders held on August 31, 2020, the Company consolidated all its issued and outstanding common shares at a consolidation ratio of one (1) new post-consolidation share for every two and one half (2.5) pre-consolidation shares (the "Share Consolidation") immediately prior to the completion of the Acquisition.

### Non-Brokered Financing & Kirkland Lake Strategic Investment

On September 16, 2020, the Company closed the previously announced and over-subscribed non-brokered subscription receipt financing (the "Non-Brokered Financing") of over \$3.1 million, and a separate concurrent subscription receipt financing with Kirkland Lake Gold Ltd. ("Kirkland Lake" and the "KL Financing") of \$1.3 million, to raise an aggregate gross proceeds of over \$4.4 million.

The aggregate gross proceeds of the financings were held in escrow as at September 30, 2020 until the satisfaction of the escrow release conditions. The completion of the Share Consolidation and acquisition of CCEC satisfied the escrow release conditions. The funds were released from escrow on October 14, 2020 and the previously issued subscription receipts were automatically converted into units of the Company, comprising common shares and warrants and/or flow through common shares, as applicable.

The aggregate of 34,985,267 outstanding subscription receipts were converted into an aggregate of 34,985,267 common shares, including 3,880,004 flow-through shares, and 13,052,631 common share purchase warrants, each such warrant exercisable for one common share at a price of \$0.18 per share until October 14, 2022.

Total finders' fees and professional fees of \$152,414 were paid following the completion of the financings. The Company granted 750,000 post consolidation stock options under the Company's stock option plan to Power One, who acted as finder in the Non-Brokered Financing, each exercisable at a price of \$0.13 to acquire one post-consolidation share of Conquest, for a period of two years. The net proceeds of the financings will be used to advance the Company's expanded Golden Rose Project and Belfast Project. The balance of funds will ensure the Company has ample funds for general corporate purposes, working capital and future acquisitions.

In connection with the KL Financing, Conquest has granted Kirkland Lake certain investor rights, so long as Kirkland Lake holds at least 5% of the outstanding shares of Conquest, including the right to nominate one director to the board of Conquest, the pre-emptive right to participate pro-rata in any future financings by the Company, and a condition that the Company will not encumber any of its properties with any new third party royalty agreements without the prior written approval of Kirkland Lake, such consent not to be unreasonably withheld.

### Directors and Management Appointments

Following the acquisition of CCEC, Thomas Obradovich was appointed as President and Chief Executive Officer of Conquest on October 16, 2020. Tom Obradovich and Jamie Levy were subsequently appointed to the Board of Directors. Tom Obradovich was President of CCEC, and Jamie Levy is currently President and Chief Executive Officer of Generation Mining Limited.

Joerg Kleinboeck P. Geo., has been appointed Vice President Exploration. Kevin Stevens P. Geo., has been appointed as Chief Geophysicist. Tong Yin CPA, CA has been appointed as Chief Financial Officer, and Janice Malmholt has been appointed as Secretary, replacing Danesh Varma and Neil Steenberg, respectively, who have retired.

## COVID-19

The Company's operations could be significantly adversely affected by the effects of the global spread of the contagious coronavirus, causing the outbreak of COVID-19 respiratory illness which was declared a pandemic by the World Health Organization on March 11, 2020. The Company cannot predict the impact the COVID-19 pandemic will have on its operations, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, the impact on schedules and timelines for planned exploration programs and the length of travel and quarantine restrictions imposed by governmental authorities.

The Company is following the instructions and advice of Provincial and Federal health professionals and government officials, as well as industry-wide best practice guidelines to help limit the spread of COVID-19. Many indigenous communities have declared a state of emergency or taken other measure to protect community health and safety that may disrupt normal field exploration and /or aboriginal consultation or engagement activities. The Ontario Ministry of Northern Development and Mines (ENDM) has adopted an Extension of Time Policy and an Exclusion of Time Policy for meeting assessment work obligations on mineral claims during the COVID-19 crisis. The Company's operations has not been materially affected by the pandemic.

## GOLDEN ROSE PROJECT

Through its wholly owned subsidiary, Northern Nickel Mining Inc., the Company holds four (4) mining leases and twenty eight (28) mining claim cells, together with 148 additional mining claim cells in adjacent claim blocks, collectively known as the Golden Rose Property situated in Afton and Scholes townships at Emerald Lake approximately 65 km northeast of Sudbury, Ontario. A portion of the Golden Rose property comprising certain of the 28 unpatented staked claims is subject to a 1.5% Net Smelter Return ("NSR") in favour of Osisko Gold Royalties Ltd., and the patented claims and leases are subject to a 2% NSR in favour of EnerMark Inc.

Between 1915 and 1988, mining operations at the Golden Rose Gold Mine produced approximately 52,000 oz of gold from structurally controlled, high-grade quartz-pyrite veins, hosted almost exclusively within the banded iron formations. Surface drilling between 1984-2011 identified rich mineralization lying adjacent to known underground development. It was reported by previous operators that diamond drilling between 2009-2011 intersected gold grades as high as 155.7 grams of gold per tonne over 1.82 metres.

The Golden Rose mine (currently flooded) consists of more than six kilometres of underground workings, as well as a three (3) compartment, 228-metre-deep shaft, and a modern decline ramp from surface to the 6th level of the mine.

Conquest has entered into a Memorandum of Understanding with the Temagami First Nation and Teme Augama Anishnabai regarding the Company's exploration activities at Emerald Lake which is located within the traditional lands and waterways occupied and used by the Temagami First Nation/Teme Augama Anishnabai.

## Expansion of Golden Rose

Subsequent to the end of Q3, through the acquisition of CCEC in October 2020, the Company acquired an extensive package of mining claims which surrounds the Golden Rose Project. The package consists of nearly 100 square kilometers of underexplored mining lands considered highly prospective for precious and base metals, which include the Teckmag1 and Eaglerock Lake Properties. Following the acquisition, Conquest controls over 130 square kilometers making it one of the largest land holders in the Temagami

Mining Camp. (The Company's land holding in the area is further expanded to approximately 266 square kilometers in November 2020. See Belfast Project section for details.)

### **Drilling at Golden Rose**

The Phase I, 5000-meter diamond drilling program continues at Conquest's Golden Rose Project through the course of Q3.

Drill hole GRW20-01 successfully intersected the projected down-faulted extension of the host iron formation for the Golden Rose gold mineralization approximately 400m west of the previous limit of the historic mineralization at the Golden Rose Mine. Drill results will be released over the next few months as they become available.

After the completion of drill hole GRW20-01, several drill holes will be completed over the historical mine workings where potential down-dip and down plunge extensions of historical mineralization will be tested. This will then be followed by testing several magnetic anomalies and coinciding Mobile Metal Ions ("MMI") and B-Horizon gold-in-soil anomalies over a strike length of 3 km, with follow up drilling of favourable results in a Phase II program scheduled in the Q1 of 2021.

### **BELFAST PROJECT**

Subsequent to the end of Q3, Conquest doubled its land holdings in the Temagami Mining Camp located northeast of Sudbury in Northern Ontario through the staking and acquisition of 595 mining claim cells, encompassing approximately 136 square kilometers, centered on Belfast Township, adjacent to the Company's recently consolidated land packages as a result of completion of the acquisition of CCEC.

In addition to the 595 mining claim cells, 4 mining claim cells were purchased from a third party for \$10,000 and 100,000 shares of Conquest, subject to the approval of the TSX-V.

Conquest now controls over 266 square kilometers of underexplored territory (compared to 130 square kilometers under the Golden Rose Project immediately following the acquisition of CCEC), including the past producing Golden Rose Mine at Emerald Lake, in the Temagami Mining Camp located northeast of Sudbury, Ontario.

Belfast Township is located on the edge of the Temagami Magnetic Anomaly which is thought to be responsible for a massive hydrothermal alteration event and crustal disruption in the region. Regional geophysical surveys show large areas of magnetic and gravity signatures consistent with a large NW-SE trending structural corridor.

The new project, to be known as the Belfast Project, is a culmination of many years of data gathering, geological interpretation, and field work performed by the exploration team, who have identified several potential target areas for various styles of potentially economic mineralization, including magmatic Ni-Cu-PGE, IOCG, VMS, Iron hosted Au, and Paleo-placer Au.

On November 2, 2020, the Board of Directors awarded an incentive bonus to the initiators of the Belfast Project in the form of the grant of a total NSR of 1.5 % on the Belfast Project to certain management of the Company.

### **Airborne Geophysics Program**

A contract has been awarded to Geotech Airborne Surveys to cover the area of the Belfast Project and part of the adjacent Eaglerock Lake and Golden Rose properties with over 2100-line kilometers of V-TEM Max electromagnetic and high-resolution magnetic surveys, which will also extend to the east of the airborne survey completed by Conquest over the Golden Rose property in 2018. The survey will assist in targeting potential mineral deposits beneath a thin veneer of cover rocks persistent in the area with indications of Volcanogenic Massive Sulfide potential and Sudbury style high-grade Cu-Ni-PGE deposits.

## **OTHER PROJECTS**

### **Alexander Gold Project**

Conquest's Alexander Property is strategically located east of the Red Lake and Campbell mines in the heart of the Red Lake Gold Camp.

The Alexander Property is located within the important "Mine Trend" regional structure. The western boundary of Conquest's Alexander Property is located adjacent to the Red Lake gold mine and approximately 500 meters east of the Balmer headframe and its Aviation zone exploration target area. Conquest continues to be encouraged in the belief that the Company holds one of the most prospective land positions in the Red Lake gold camp, outside the Evolution Red Lake complex.

On November 25, 2019, Newmont/Goldcorp announced that it had agreed to sell the Red Lake complex to Evolution Mining Limited. Upon closing of the transaction in April 2020 Evolution committed to invest US\$100 million on existing operations and an additional US\$50 million in exploration at Red Lake over the first three-year period. Upon closing of the acquisition, Evolution reported that "*The driver for our interest was both the outstanding potential for the discovery of new, high grade mineralisation and clear turnaround opportunity to restore it to being a safe, efficient, long life, low cost operation.*"

In 2018, Goldcorp reported that its exploration activity at Red Lake had been extended to encompass generative exploration programs over its highly prospective Red Lake land package. Drilling focus continues to shift eastwards towards portions of the mine containing favorable geology and structure, but which remain underexplored. The Aviation zone, which comprises folded Balmer Assemblage basalt, was identified during this generative phase.

In 2019, in a Goldcorp technical report describing the exploration potential at Red Lake, it was stated that "*there is considerable remaining exploration potential in the vicinity of the current mining operations .... (The) Aviation Complex encompasses several exploration targets in the under-explored eastern portion of the Red Lake Complex. Targets include Twin otter Zone, Snowbird Zone and Norseman Zone with other exploration targets hosted within the regional fold nose yet to be tested. The Swamp target is in the low-lying area between the Red Lake and Balmer Complexes This target occurs in the footwall of the rhyolite basalt contact in the upper eastern part of the Red Lake mine.*"

The Balmer Assemblage is host to the high-grade gold ores at the Red Lake mine and the Balmer Assemblage stratigraphy that characterizes the well-established Mine Trend at Red Lake is present in drill holes on Conquest's Alexander Property. The Mine Trend stratigraphy strikes northwest to southeast through Conquest's patented claim group. Conquest's previous 2009, 2010 and 2011 drilling on the Alexander Property reported gold grades of up to 12.67 g/t over 1 meter.



Conquest intends to continue monitoring activities by Evolution on its adjacent property and to carry out its own desktop examination of historical data for the Alexander Property with the intent to remap the Balmer Assemblage within the Alexander Property.

Evolution reported that its Red Lake mines performed better than plan in the quarter ended September 30, 2020, its first quarter under Evolution ownership, producing 27,428 ounces of gold and that Evolution's transformation plan is ahead of expectations to restore production to above 200,000 ounces per annum at an AISC of less than US\$1,000 per ounce.

In August 2020, Evolution reported a new Mineral Resource estimate for its Red Lake mines of 48 million tonnes grading 7.10 grams per tonne, for 11.0 million ounces gold, stating that this is materially higher than what was estimated during the due diligence which provided justification to proceed with the acquisition of the operation. This new estimate incorporates Evolution's estimation methodology and is reported in accordance with the JORC Code 2012.

Evolution stated it will spend US\$50 million on exploration in the first three years with a planned drill program of over 100,000 metres per annum. *"The small footprint of Red Lake's historic high-grade ore bodies enhances the potential for further discoveries across the operation"*.

### **Smith Lake Gold Project**

Conquest's Smith Lake Property consists of six (6) patented mining claims and 181 mining claims covering approximately 2,915 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario.

The Smith Lake Property, located between the former Renabie Mine to the east and the Manitou Gold / Alamos land package to the west, is 100% Conquest owned and is contiguous with the former International Corona Resources (now Barrick Gold Corporation) Renabie Mine which produced more than 1,000,000 ounces of gold from 1941 through 1991. Reported reserves from the mine were approximately six (6) million tonnes at an average grade of 6.6 grams per tonne gold and 2 grams per tonne silver. The Renabie Mine closed in 1991, reportedly due to a slumping gold price, high cost of production and a decrease in the recalculation of ore resource by 961,050 tons in the proven and probable categories.

Conquest has focused its exploration in three areas adjacent to the old mine workings where clusters of structural lineaments display similar characteristics to those hosting the Renabie mine. Previous drilling on the property by the Company reported drill results ranging from 0.25 g/t to 63.3 g/t over drill intercepts of 0.22 to 1.5 meters. The Company continues to work on developing a revised geological model for the property. Conquest plans to explore several areas of lineament clusters with the focus on finding new, structurally controlled gold mineralization like the Renabie Mine. Prospecting, shallow geophysics, soil geochemistry and potential follow-up trenching planned at the Z-22 Vein area.

Consultation with both the Missanabie Cree and the Michipicoten First Nation has been undertaken and an associated MOU with the Michipicoten First Nation is under consideration. An associated Exploration Permit is currently under review and the Company is awaiting final approvals before commencing its planned exploration program. Given growing concerns with respect to containing the spread of COVID-19, many indigenous communities have declared a state of emergency or taken other measure to protect community health and safety that may disrupt normal field exploration and /or aboriginal consultation and engagement activities.

### Qualified Person and Technical Report

Joerg Kleinboeck, P. Geo., is the Company's Qualified Person for the purposes of National Instrument 43-101 and has approved the technical disclosures within this MD&A.

### RESULTS OF OPERATIONS

Conquest recorded no revenue for the three and nine-month periods ended September 30, 2020 or September 30, 2019. In accordance with the Company's accounting policies exploration and evaluation expenditures are expensed as incurred through profit and loss and included in the statement of operations.

For the three-month period ended September 30, 2020, the Company recorded a loss of \$131,405 (\$0.003 per post-consolidation share), compared to a loss of \$40,377 (\$0.001 per post-consolidation share) in the corresponding period September 30, 2019.

For the nine-month period ended September 30, 2020, the Company recorded a loss of \$263,456 (\$0.005 per share), compared to a loss of \$157,104 (\$0.003 per share) in the corresponding period September 30, 2019.

During the nine-month period ended September 30, 2020, the Company spent \$73,886 in exploration expenditures compared to \$68,474 during the same period ended September 30, 2019. The loss in 2020 also included stock-based compensation expense of \$77,715.

### SUMMARY OF QUARTERLY RESULTS

	Q3 2020 (\$000's)	Q2 2020 (\$000's)	Q1 2020 (\$000's)	Q4 2019 (\$000's)	Q3 2019 (\$000's)	Q2 2019 (\$000's)	Q1 2019 (\$000's)	Q4 2018 (\$000's)
Net income/(loss)	(131)	(76)	(56)	(57)	(40)	(76)	(40)	(75)
Net income/(loss) per share - Basic and diluted	(0.003)	(0.002)	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)	(0.001)
Total assets	5,462	996	1,005	887	631	646	645	674
Working Capital	219	102	82	(71)	(175)	(134)	(67)	(27)

- Loss per share amounts are adjusted to reflect loss per post-consolidation share.
- The fourth quarter of 2018 includes \$34,843 exploration expenditures, of which \$29,352 was spent on Golden Rose.
- The first quarter of 2019 includes \$14,480 exploration expenditures.
- The second quarter of 2019 includes \$41,614 exploration expenditures.
- The first quarter of 2020 includes stock-based compensation expense of \$25,905
- The second quarter of 2020 includes stock-based compensation expense of \$25,905
- The third quarter of 2020 includes stock-based compensation expense of \$25,905 and \$65,161 exploration expenditures.

### LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2020, the Company had cash of \$4,792,864 (including \$4,414,632 restricted cash), compared to \$252,034 at December 31, 2019.

Current assets at September 30, 2020 were \$4,832,586 compared to \$258,636 at December 31, 2019.

The amount of restricted cash at September 30, 2020 represents the aggregate gross proceeds held in escrow in connection with the Non-Brokered Financing and KL Financing (see discussions under



Highlights section above). The amount was released from escrow subsequent to the end of Q3 upon the Company's completion of acquisition of CCEC and Share Consolidation.

On February 26, 2020, the Company completed the second tranche of its non-brokered, private placement through the issuance of 2,000,000 (800,000 post consolidation) flow-through units and 1,000,000 (400,000 post consolidation) units at a price of \$0.05 (\$0.125 post consolidation) per unit, for gross proceeds of \$150,000. Each unit consists of one share and one-half of a share purchase warrant. One whole warrant is exercisable to purchase one common share at an exercise price of \$0.075 (\$0.1875 post consolidation) for a period of one year from issue.

On December 31, 2019, the Company completed the first tranche of a non-brokered, private placement through the issuance of 5,000,000 (2,000,000 post consolidation) flow through units for gross proceeds of \$250,000.

Proceeds totaling \$350,000 from the issuance of flow-through shares must be spent on qualifying Canadian Exploration Expenditures by December 31, 2021. In July 2020, the Government of Canada proposed to extend the timelines for spending the capital raised by junior mining companies via flow-through shares by 12 months, which would extend the spending to December 31, 2022.

On March 5, 2020, the Company settled an aggregate indebtedness of \$144,480 by the issue of a total of 2,889,619 (1,155,848 post consolidation) shares at a deemed issue price of \$0.05 (\$0.125 post consolidation) per share, of which \$74,166 had been settled at March 31, 2020 by the issue of 1,483,333 (593,333 post consolidation) shares at \$0.05 (\$0.125 post consolidation ) per share.

At September 30, 2020, Conquest had not achieved profitable operations, and expects to incur further losses in the development of its business. The Company has relied on equity financing to fund its working capital requirements.

### **OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

### **TRANSACTIONS BETWEEN RELATED PARTIES**

No fees were paid by the Company to directors for their services as directors of the Company in the periods ended September 30, 2020 or September 30, 2019.

During the nine-month period ended September 30, 2020, the Company made payments or accrued \$64,926 (2019 - \$32,808) to related parties, including \$22,500 for management fees to Robert Kinloch, Director, \$37,926 for legal fees to Steenberg Law Professional Corporation, a company controlled by a director of the Company, and \$4,500 for rent to Buchans Resources Limited, a company with common directors.

On September 16, John Kearney, the Chairman and a director of the Company, subscribed for 200,000 post-consolidation flow-through subscription receipts for gross proceeds of \$30,000.

On February 26, 2020, John Kearney, the Chairman and a director of the Company, subscribed for 1,000,000 (400,000 post consolidation) units for gross proceeds of \$50,000 in the private placement financing.

On March 5, 2020, \$22,500 in liabilities due to related parties was settled through the issue of 450,000 (180,000 post consolidation) common shares valued at \$0.05 (\$0.125 post consolidation) per share to Robert Kinloch, Director.

On March 5, 2020, the Company issued 1,406,286 (562,514 post consolidation) shares valued at \$70,314 to Energold Minerals Inc., an affiliate of John Kearney, the Chairman and a director and of the Company, in settlement of advances previously provided for working capital.

Included in accounts payable and accrued liabilities at September 30, 2020 is \$77,636 (2019 - \$100,505) due to related parties. Such amounts were due on demand, unsecured and non-interest bearing. Critical accounting estimates

### **CRITICAL ACCOUNTING ESTIMATES**

The Company's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, if any. The Company's management makes assumptions that are believed to be reasonable under the circumstances and that are based upon historical experience, current conditions and expert advice. These estimates are reviewed on an ongoing basis for updated information and facts. The use of different assumptions would result in different estimates, and actual results may differ from results based on these estimates.

### **ADOPTION OF NEW ACCOUNTING STANDARDS**

The standards and interpretations within IFRS are subject to change. For further details, please refer to Note 3 of the December 31, 2019 audited consolidated financial statements.

### **RISK FACTORS**

The risk factors and uncertainties associated with the Company's business are described in detail in the Company's Management's Discussion and Analysis for the year ended December 31, 2019, as well as in the Company's Annual Financial Statements (under the headings "Nature of Operations and Going Concern" and "Significant Accounting Policies" and elsewhere within that document), all as filed on the SEDAR website at [www.sedar.com](http://www.sedar.com). Such risks and uncertainties could have a material adverse effect on the Company's business, financial condition and/or results of operations, and on the trading price of the Company's shares which may result in shareholders losing all or part of their investment.

In conducting its business, Conquest faces a number of risks common to the mining and exploration industry. These are summarized below. There are also certain specific risks (including those listed below), associated with an investment in the Company and prospective investors should carefully consider these specific risk factors associated with an investment in the Company.

#### **Additional Financing**

At September 30, 2020, the Company had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company has relied on equity financing to fund its working capital requirements.

Subsequent to the end of Q3 on October 14, 2020, the Company received the proceeds from its Subscription Receipts Financing totaling \$4.4 million previously held in escrow. While Conquest has sufficient financial resources necessary to undertake its currently planned activities, there can be no assurance that Conquest will be successful in obtaining any additional required funding necessary to conduct additional exploration or evaluation, if warranted, on Conquest's current exploration properties or any properties that may be acquired or to develop mineral resources on such properties, if commercially mineable quantities of such resources are located thereon. Failure to obtain additional financing on a timely basis could cause Conquest to forfeit its interest in such properties. If additional

financing is raised through the issuance of equity or convertible debt securities of Conquest, the interests of shareholders in the net assets of Conquest may be diluted.

The COVID-19 pandemic is presenting unprecedented challenges to individual health, communities, jobs, businesses and economies, and specifically to public companies, shareholders and investors. The economic fallout from the COVID-19 pandemic will lead to the need for additional sources of financing through the crisis while the pandemic-related market downturn and the need to manage cash in an uncertain economic environment brings into question the appropriateness and prudence of continuing with planned programs at previously anticipated levels.

The Company relies on equity financing to generate additional financial resources to fund its planned exploration programs. The COVID-19 pandemic has adversely affected financial markets and investor interest in public companies that could affect the Company's ability to finance its operations.

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

### **Exploration, Development and Operating Risk**

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Conquest may be affected by numerous factors that are beyond the control of Conquest and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in Conquest not receiving an adequate return of investment capital. Many of the properties in which Conquest holds an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favorable exploration results are obtained and a positive feasibility study is completed.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that Conquest's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of Conquest's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis and at an acceptable cost.

In addition to the above, there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and Conquest's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of Conquest to raise additional financing, if necessary, or alternatively upon Conquest's

ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

### **No Assurance of Production**

Conquest has limited experience in placing resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that Conquest will have available to it the necessary expertise when and if Conquest places its resource properties into production and whether it will produce revenue, operate profitably or provide a return on investment in the future.

### **Factors beyond Conquest's Control**

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of Conquest. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and refining facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

### **Environmental Risks and Hazards**

Conquest's operations may be subject to environmental regulations in the various jurisdictions in which it operates. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. Conquest intends to comply fully with all applicable environmental regulations.

### **Competition**

The mining industry is intensely competitive in all its phases, and Conquest competes with other mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical facilities than Conquest. Competition could adversely affect Conquest's ability to acquire suitable properties or prospects in the future. Consequently, Conquest's operations and financial condition could be materially adversely affected.

### **Management**

The success of Conquest is currently largely dependent on the performance of its directors and officers. There is no assurance Conquest can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on Conquest and its prospects. Some of the directors and officers also serve as directors and/or officers of other companies which are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors and officers will be in direct competition with Conquest. Conflicts, if any, will be dealt with in accordance with the relevant provisions of applicable corporate and securities laws.

Recruiting and retaining qualified personnel is critical to Conquest's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As business activity grows, additional key financial, administrative and mining

personnel as well as additional operations staff will be required. Although Conquest believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If Conquest is not successful in attracting, training and retaining qualified personnel, the efficiency of operations could be affected.

### **Laws and Regulations**

The Company's mining and exploration activities may be affected by the extent of the country's political and economic stability and the nature of government regulation relating to the mining industry and foreign investors therein. Changes in regulation or shifts in political conditions are beyond the control of the Company and may adversely affect its business and its holdings. In addition, mining operations may be affected by government regulations with respect to production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

### **Aboriginal Land Claims and Treaty Rights**

The Company conducts its operations in Northern Ontario, in areas which are subject to Aboriginal land claims.

The Golden Rose Property is located within the traditional lands and waterways occupied and used by the Temagami First Nation/Teme Augama Anishnabai, an Aboriginal people within the meaning of Section 35 of the Constitution Act, 1982.

The Smith Lake Property is located within the claimed traditional lands of both the Missanabie Cree and the Michipicoten First Nation, who have overlapping rights.

The Canadian courts have confirmed that the Crown has a duty to consult with Aboriginal people, and to accommodate if necessary, when its decisions or actions may adversely affect Aboriginal rights and interests or treaty rights. Crown consultation has the potential to delay regulatory approval processes. In certain cases, respecting Aboriginal rights may mean regulatory approval may be denied or the conditions in the approval make the project economically challenging or not feasible. In addition to the potential impacts of such claims, development and construction may be inhibited, delayed or stopped which could result in, among other things, a significant increase in costs and/or cost overruns, delays, reduced support of the federal or provincial governments or challenges to, or the revocation of, regulatory approvals or permits and/or the need for additional regulatory processes, any of which could materially impact the overall feasibility or economic benefits of a mineral development project which, in turn, could have a material adverse effect on the Company and its business.

With concerns to containing the spread of COVID-19, many indigenous communities have declared a state of emergency or taken other measure to protect community health and safety that may disrupt normal field exploration and /or aboriginal consultation or engagement activities.

### **Insurance**

The Company may become subject to liability for cave-ins, environmental impacts or other hazards of mineral exploration and production against which it cannot insure, or against which it may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the Company's financial position. The directors of the Company know of no such liability pending or otherwise at this time.

### **Gold or Other Metal Prices**

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain commodities and specifically gold, as well as the capitalization of

the Company and the general receptiveness of the markets to junior equities.

The price of gold, as well as other precious and base metals, has experienced volatility over short periods of time and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (including the U.S. dollar relative to the Canadian dollar and other currencies), interest rates, global or regional consumption patterns, speculative activities and increases in production due to improved mining and production methods. The supply of and demand for gold and other precious and base metals are affected by various factors including political events, economic conditions and production costs in major mineral producing regions.

### **Price Volatility of Publicly Traded Securities**

Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations as reflected in quarterly earnings reports. The COVID-19 pandemic has adversely affected financial markets and investor interest in public companies that could affect the Company's ability to finance its operations.

## **FINANCIAL INSTRUMENTS**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

### **Fair value**

The carrying amounts for cash, marketable securities, amounts receivable and accounts payable and accrued liabilities on the consolidated statements of financial position approximate fair value because of the limited term of these instruments.

### **Interest rate risk**

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

### **Credit risk**

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

### **Liquidity Risk**

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations as they come due. At September 30, 2020, the Company had cash of \$4,792,864 (December 31, 2019 - \$252,034), including \$4,414,632 (December 31, 2019 - \$nil) restricted cash, to settle accounts payable and accrued liabilities of \$199,248 (December 31, 2019 - \$251,804), including \$77,636 (December 31, 2019 - \$121,400) liabilities due to related parties. The Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.



**Market Risk**

Market risk is the risk that the fair value or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is not exposed to market risk with respect to its marketable securities as no marketable securities were held at September 30, 2020.

**Capital Risk**

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its mineral properties. The capital structure of the Company consists of shareholders' equity.

**Sensitivity Analysis**

Cash is invested in investment-grade short-term deposit certificates. Given management's knowledge and experience in the financial markets, sensitivity to a plus or minus 1% change in rates, based on the current balance of cash at September 30, 2020, would affect the net loss by plus or minus \$Nil during a one-year period.

As at September 30, 2020, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

**Fair Value Hierarchy and Liquidity Risk Disclosure**

The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3. At September 30, 2020, the Company had no financial instruments to classify within the fair value hierarchy.

**OUTSTANDING SHARE CAPITAL**

The Company has unlimited authorized share capital of a single class of common shares of which, at November 24, 2020, 127,937,106 post consolidation common shares were issued and outstanding.

Each common share entitles the holder to one vote. The common shares rank equally for dividends and for all distributions upon dissolution or wind up.

At November 24, 2020, there were 14,052,631 post consolidation share purchase warrants outstanding. Each warrant entitles the holder to purchase one share of the Company at \$0.075 per share.

At November 24, 2020, there were 6,050,000 post consolidation share options outstanding pursuant to the Company's Stock Option Plan.

## ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.conquestresources.com](http://www.conquestresources.com).

The Company reports its financial information in Canadian dollars.

## FORWARD-LOOKING STATEMENTS

*This management's discussion and analysis contains certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects changes in exchange rates, fluctuations in commodity prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*

Date: November 24, 2020