



**(Formerly Central Timmins Exploration Corp.)**

Management's Discussion and Analysis  
**For the three and nine months ended September, 2020**

**Filed December 2, 2020**

*Management's discussion and analysis (MD&A) relates to the performance, financial condition and future prospects of P2 Gold Inc. (formerly Central Timmins Exploration Corp.) ("P2 Gold" or the "Company"). This MD&A should be read in conjunction with the unaudited interim condensed financial statements for the three and nine months ending September 30, 2020 and Notes thereto. Readers are cautioned that the MD&A contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to P2 Gold's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward looking statements. Readers are encouraged to consult the Company's audited financial statements for the year ending December 31, 2019 and related notes for additional details. The unaudited interim financial statements and MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All figures are in Canadian dollars unless stated otherwise. This discussion addresses matters we consider important for an understanding of our financial condition and results of operations as of December 2, 2020 and for the three and nine months ended September 30, 2020. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A.*

The unaudited interim condensed financial statements for the three and nine months ending September 30, 2020 have been amended for the correction of errors relating to the three and nine months ended September 30, 2020. Readers are directed to Note 3 of unaudited interim condensed financial statements for the three and nine months ending September 30, 2020 for details of these adjustments.

This Management and Discussion and Analysis was authorized for issuance by the Board of Directors of the Company on December 2, 2020

#### Description of Business

The Company is a junior mining, exploration and development company engaged in the acquisition, exploration and development of mineral resource properties primarily in the Pacific Northwest of North America. The Company was formed under the *Canada Business Corporations Act* as Central Timmins Exploration Corp. on November 10, 2017 by articles of incorporation. On August 31, 2020 the Company concurrently changed its name to P2 Gold Inc. and filed Articles of Amendment to continue its incorporation under the *Business Corporations Act* (British Columbia).

The business objective of the Company is the exploration and development of precious metals deposits primarily in the Pacific Northwest of North America.

The Company does not hold any interests in producing or commercial mineral deposits. The Company has no production or other material revenue. There is no operating history upon which investors may rely. Commercial development of any kind will only occur in the event that sufficient quantities of mineral resources containing economic concentrations of minerals are discovered. If, in the future, a discovery is made, substantial financial resources will be required to establish mineral resources and/or mineral reserves. Additional substantial financial resources will be required to develop mining and processing facilities for any mineral resources and/or mineral reserves that may be discovered. If the Company is unable to finance the establishment of mineral reserves or the development of mining and processing facilities it may be required to sell all or a portion of its interest in such property to one or more parties capable of financing such development.

Additional information is accessible at the Company's website [www.p2gold.com](http://www.p2gold.com) or through the Company's public filings at [www.sedar.com](http://www.sedar.com).

As at December 2, 2020, the directors and officers of the Company are:

Joe Ovsenek	Chairman, President, Chief Executive Officer and Director
Marcus Chalk	Director
Neville Dastoor	Director
Julian Kemp	Director
Olav Langelaar	Director
Ron MacDonald	Director



(Formerly Central Timmins Exploration Corp.)

## MANAGEMENT'S DISCUSSION AND ANALYSIS

John Sullivan  
Christopher Hopkins

Director  
Chief Financial Officer and Corporate Secretary

### Business Outlook

The Company commenced a strategic review process in the fourth quarter of 2019 and, as a result of the review, appointed Joseph Ovsenek as President and Chief Executive Officer in May 2020. With the appointment of new management, the Company has changed its exploration focus to the Pacific Northwest Region of North America and has acquired precious metal exploration properties in these regions and has commenced exploration.

### Operational Highlights

The following paragraphs provide an analysis of the financial condition of the Company, results of operations, trends, events, uncertainties, and industry and economic factors that affect the Company's performance for the nine months ended September 30, 2020.

Total exploration and evaluation costs were \$3,318,701 for the nine months ended September 30, 2020 compared to \$1,070,278 for the nine months ended September 30, 2019. The Company has commenced exploration and evaluation on the properties acquired in the Pacific Northwest Region of North America after completing the strategic review and repositioning process.

As at September 30, 2020, the Company had 25,958,331 common shares outstanding. On January 9, 2020 the Company consolidated its outstanding common shares on a 6:1 basis.

As at September 30, 2020, the Company's cash position was \$1,223,656 (December 31, 2019 - \$570,337). On July 28, 2020 the Company announced the closing of a non-brokered private placement for aggregate gross proceeds of \$3.5 million. In closing the private placement, the Company issued 4.6 million non-flow-through units (the "Units") of the Company at a price of \$0.50 per Unit for gross proceeds of \$2.3 million and 2.0 million flow through common shares (the "FT Shares") in the capital of the Company at a price of \$0.60 per FT Share for gross proceeds of \$1.2 million. On April 16, 2020 the Company also closed a non-brokered private placement for aggregate gross proceeds of \$500,000 (the "Offering"). The Offering consisted of the sale of 10,000,000 common shares of the Company at a price of \$0.05 per common share for aggregate gross proceeds of \$500,000.

### Recent Events

On January 10, 2020 the Company announced that at the special meeting of shareholders held on January 9, 2020, a special resolution was passed by shareholders authorizing and approving an amendment to the Corporation's articles to affect a consolidation (the "Share Consolidation") of the issued and outstanding common shares of the Company. Subsequent to the special meeting, the Board of Directors elected to proceed with the Share Consolidation on the basis of one (1) post-consolidation Common Share for every six (6) pre-consolidation common shares. All references to the number of shares, option and warrants and per share amounts have been retroactively restated to reflect the consolidation.

Upon completion of the Share Consolidation, the number of post-consolidation common shares issued and outstanding was, 8,558,331 (on a non-diluted basis). Any fractional common share resulting from the Share Consolidation will be rounded down to the nearest whole number and any such fractional interest will be cancelled without consideration. The Share Consolidation was approved by the TSX Venture Exchange on January 14, 2020, and the common shares started trading on the TSX Venture Exchange on a consolidated basis at the opening of trading on January 14, 2020, under the symbol "CTEC".

On April 16, 2020 the Company closed a non-brokered private placement of 10,000,000 common shares of the Company at a price of \$0.05 per share for aggregate gross proceeds of \$500,000. All securities issued are subject to a four month and one day hold period under applicable securities laws, expiring on August 16, 2020. Joseph Ovsenek, the newly appointed Company Board director participated in the Offering and held

10.8% of the Company's common shares outstanding after the close of this Offering. .

On April 16, 2020, Mr. Charles Gryba resigned as a director and President and Chief Executive Officer of P2 Gold. Mr. Gryba will continue his relationship with P2 Gold as a technical consultant. On May 7, 2020 the Company announced the appointment of Joseph Ovsenek to the positions of President and CEO and Chairman of the Board of Directors and the appointment of Mr. Ron MacDonald to the Board of Directors replacing Mr. Wes Roberts who resigned as a director.

On May 14, 2020, the Company issued 585,000 stock options to certain directors, officers, consultants and service providers of the Company at an exercise price of \$0.34 expiring May 14, 2022. The Options granted are to vest as follows: (i) 34% vesting on the date of issuance; (ii) 33% vesting six (6) months following the date of issuance; and (iii) 33% vesting one (1) years following the date of issuance.

On June 9, 2020, the Company issued 200,000 stock options to certain directors, officers, consultants and service providers of the Company at an exercise price of \$0.30 expiring June 9, 2022. The Options granted are to vest as follows: (i) 34% vesting on the date of issuance; (ii) 33% vesting six (6) months following the date of issuance; and (iii) 33% vesting one (1) years following the date of issuance. Following this stock option grant, the Company had a total of 1,459,999 stock options outstanding representing approximately 7.9% of the outstanding common shares of the Company.

On June 11, 2020 the Company announced the signing of an option agreement (the "Silver Reef Option Agreement") with an arm's length private vendor to acquire up to a 100% interest in the Silver Reef Property located in northwest British Columbia. See "Acquisition, Exploration and Development Summary – Silver Reef Property".

On June 30, 2020 a total of 125,000 stock options expired at a weighted average price of \$0.57.

On July 2, 2020 the Company announced the signing of an option agreement (the "BAM Option Agreement") with an arm's length private vendor to acquire up to a 100% interest in the BAM Property, located within the Golden Triangle in northwest British Columbia. See "Acquisition, Exploration and Development Summary – BAM Property".

On July 9, 2020 the Company announced the signing of an option agreement (the "Todd Creek Option Agreement") with ArcWest Exploration Inc. ("ArcWest"), an arm's length TSX Venture Exchange listed company, to acquire up to a 70% interest in the Todd Creek Property, located within the Golden Triangle in northwest British Columbia. See "Acquisition, Exploration and Development Summary – Todd Creek Property".

On July 10, 2020 the Company announced the signing of a mineral lease and option agreement (the "Stockade Mineral Lease and Option Agreement") with Bull Mountain Resources LLC ("BMR"), an arm's length private company, to lease a 100% interest in the Stockade Property located in southeastern Oregon. See "Acquisition, Exploration and Development Summary – Stockade Property".

On July 28, 2020, the Company announced the closing of a non-brokered private placement (the "Private Placement") (see news releases dated July 14, 2020 and July 17, 2020) for gross proceeds of \$3.5 million. In closing the Private Placement, the Company issued 4.6 million non-flow-through units (the "Units") of the Company at a price of \$0.50 per Unit for gross proceeds of \$2.3 million and 2.0 million flow through common shares (the "FT Shares") in the capital of the Company at a price of \$0.60 per FT Share for gross proceeds of \$1.2 million. See "Liquidity and Capital Resources".

On September 10, 2020 the Company signed a mineral lease and option agreement (the "Lost Cabin Option Agreement") with La Cuesta International, Inc. ("La Cuesta"), an arm's length private company, to lease a 100% interest in the Lost Cabin property located in south central Oregon (the "Lost Cabin Property"). See "Acquisition, Exploration and Development Summary – Stockade Property".

On November 18, 2020 the Company announced the closing of the previously announced Private Placement. In closing the Private Placement, the Company issued 3.56 million units (the "Units") of the Company at a price of \$0.40 per Unit for gross proceeds of \$1.424 million. Each Unit consists of one common share in the capital of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the

holder to purchase one additional common share in the capital of the Company at an exercise price of \$0.65 per common share for a period of two years from the date of issue (the "Expiry Time"), provided that, if after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$1.00 for a period of 10 consecutive trading days at any time prior to the Expiry Time, the Company will have the right to accelerate the Expiry Time of the Warrants by giving notice to the holders of the Warrants by news release or other form of notice permitted by the certificate representing the Warrants that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 15 days from the date notice is given.

The proceeds of the Private Placement will be used to fund exploration expenditures and for general corporate purposes. In connection with the Private Placement, the Company paid finder's fees of an aggregate of \$19,080 to Haywood Securities Inc. and Canaccord Genuity Corp., representing 6% of the proceeds raised from subscriptions by certain placees.

The Private Placement is subject to final TSX Venture Exchange approval, and all securities issued pursuant to the Private Placement will be subject to a four-month hold period. The securities offered pursuant to the Private Placement have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of such Act.

P2 Gold's business, operations and financial condition, and the market price of its common shares, could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in a number of countries including Canada and the United States. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether, or to what extent, this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Such public health crises can result in volatility and disruptions in the supply and demand for metals and minerals, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk, share prices and inflation.

The risks to P2 Gold of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak, increased labour and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 and its related impacts may impact the Company's ability to raise additional funds in the short term, and over a longer term may have a material adverse effect on the Company's business, results of operations and financial condition and the market price of its common shares.

## Acquisition, Exploration and Development Summary

### Silver Reef Property

The Silver Reef Property covers an area of over 23,000 hectares approximately 85 kilometers north of Hazelton, BC and to the east of the Golden Triangle.

#### Acquisition Terms

Under the terms of the Silver Reef Option Agreement, the Company can acquire up to a 70% interest in Silver Reef over a three-year option period by paying to the vendor:

1. \$50,000 (paid) and 200,000 shares in its capital on the signing of the agreement (issued);
2. \$200,000 and 200,000 shares in its capital on the first anniversary of the agreement; and
3. \$500,000 and 800,000 shares in its capital on the second anniversary of the agreement.

To maintain the option, the Company is also required to incur exploration expenditures of \$250,000 before the first anniversary of the agreement (completed), \$750,000 of cumulative exploration expenditures by the second anniversary of the agreement (completed) and \$2 million of cumulative exploration expenditures by the third anniversary of the agreement. Following exercise of the option, the Company has the right for a period of 120 days to acquire the remaining 30% interest in Silver Reef, for a 100% total interest, on payment of \$7.5 million of which up to \$4 million may be paid in shares of the Company at its election. If the Company elects to not purchase the remaining 30% interest, the Company and the vendor shall form a joint venture, with the Company appointed the operator. During the first three years of the joint venture, the Company will fund the vendor's participating interest in the joint venture. If the vendor fails to sell its interest in the joint venture during such three-year period, the vendor's interest will convert to a 3% net smelter returns royalty, provided that the Company will have the opportunity to purchase the vendor's interest prior to such conversion for \$7.5 million.

### *Silver Reef Property Description*

Silver Reef is a new discovery where limited exploration was carried out prior to the Company's 2020 exploration program. The exploration target at Silver Reef is similar to the Coeur d'Alene district in Idaho, and more locally the historic and high-grade Silver Standard Mine located approximately 80 kilometers to the south. At Silver Reef, sulphide mineralization with quartz/carbonate veins and stockwork are associated with a regional shear zone that cuts through the alteration halo of a large granitic intrusive. At the time the Company optioned Silver Reef in June of 2020, a total of 51 rock grab samples have been collected on the property with the highest-grade grab sample yielding 1,892 grams per tonne silver, 2.01 grams per tonne gold, 4.46% lead, and 2.7% zinc from a massive sulphide vein subcrop. Grab samples are collected as niche samples of rock material of specific style or character of interest and are not necessarily representative of the mineralization hosted on the property.

The Company completed the 2020 Silver Reef exploration program in September, which consisted of airborne geophysics, a two phase drill program and prospecting and mapping. To date, results have been received from the Silver Reef Phase One exploration drill program, which consisted of 10 holes totaling 1,315 meters and intersected up to 521 g/t silver. Eight of the drill holes targeted the Main Zone, with the remaining two holes targeting the Northwest Zone. Both zones host silver/gold/lead/zinc mineralization within and on the margins of graphitic shears that are proximal to an altered felsic dyke (*See news release September 29, 2020*).

Drilling demonstrated that the Main Zone and Northwest Zone structures are well defined with mineralization typical of silver deposits within the silver belt that runs from Idaho through British Columbia into Yukon. Select drill results include:

- Hole SR-004 (Main Zone) intersected 1.18 g/t gold, 521.0 g/t silver, 0.71% lead and 2.17% zinc over 0.5 meters within a 1.3 meter interval grading 0.93 g/t gold, 245.25 g/t silver, 0.33% lead and 0.98% zinc; and
- Hole SR-010 (Northwest Zone) intersected 0.51 g/t gold, 27.6 g/t silver, 0.97% lead and 1.99% zinc over 0.8 meters within a 6.7 meter interval grading 0.23 g/t gold, 30.71 g/t silver, 0.47% lead and 1.04% zinc.

A plan map and drill hole sections of the Silver Reef 2020 Phase 1 drill program are available at [www.p2gold.com](http://www.p2gold.com).

Prospecting has shown that the Main Zone is now at least four kilometers long, and that the Northwest Zone is a separate, parallel trend that is at least two kilometers long. In addition, prospecting also identified several other showings between these two primary trends suggesting the property hosts a stacked system of multiple zones. This more than doubles the known strike extent of the mineralization, which remains open in all directions. Assays from the later field work are pending and will be released when available.

The Phase Two exploration drill program has also been completed at Silver Reef consisting of four holes totaling 374 meters. Two of the drill holes targeted the Main Zone, with the other two holes targeting the Northwest Zone. Assays will be reported on receipt.

Amanda Tuck, P. Geo is the qualified person responsible for the Silver Reef Property and has reviewed, verified and approved the scientific and technical information.

## BAM Property

The BAM Property consists of ten mineral tenures that cover an area of over 8,100 hectares, located approximately 150 kilometers northwest of Stewart, BC. Highway 37 and the Northwest Transmission Line are approximately 35 kilometers to the east of the property, and the Galore Creek Project access road is 1.7 kilometers to the southeast.

### *Acquisition Terms*

Under the terms of the BAM Option Agreement, the Company can acquire up to a 70% interest in the BAM Property over a three year option period by paying to the vendor: \$60,000 (paid) and 200,000 shares in its capital (issued) on the signing of the agreement; \$150,000 and 200,000 shares in its capital on the first anniversary of the agreement; \$200,000 and 200,000 shares in its capital on the second anniversary of the agreement and \$550,000 and 800,000 shares in its capital on the third anniversary of the agreement.

To maintain the option, the Company is also required to incur exploration expenditures of \$150,000 before the first anniversary of the agreement (completed), \$400,000 of cumulative exploration expenditures by the second anniversary of the agreement (completed) and \$750,000 of cumulative exploration expenditures by the third anniversary of the agreement. Following exercise of the option, the Company has the right for a period of 120 days to acquire the remaining 30% interest in the BAM Property, for a 100% total interest, on payment of \$7.5 million of which up to \$4 million may be paid in shares of the Company at its election. If the Company elects to not purchase the remaining 30% interest, the Company and the vendor shall form a joint venture, with the Company appointed the operator.

During the first three years of the joint venture, the Company will fund the vendor's participating interest in the joint venture. If the vendor fails to sell its interest in the joint venture during such three-year period, the vendor's interest will convert to a 2% net smelter returns royalty ("NSR"), provided that the Company will have the opportunity to purchase the vendor's interest prior to such conversion for \$7.5 million. Following the conversion of the vendor's interest to a 2% NSR, the Company may purchase 1% of the the NSR for \$2,000,000 (inflation adjusted from 2020).

The vendor has also agreed to assign to the Company two claims that form part of the BAM Property for \$40,000 and a 2% NSR, 100% of which can be purchased by the Company for \$1,125,000 prior to commercial production on such claims and 1% of which can be purchased for \$300,000 (inflation adjusted from 2020) after commercial production is achieved on such claims.

### *BAM Property Description*

The BAM Property was discovered in the 1960s when regional exploration that was focused on copper mineralization resulted in the discovery of the Galore Creek deposit, approximately 35 kilometers to the west, and the Schaft Creek deposit, approximately 20 kilometers to the northwest; both deposits are large copper-gold porphyry mineralizing systems. On the BAM Property, drilling in 1967 identified a sizeable area of copper mineralization with minor silver in a replacement zone hosted by brecciated Lower Permian limestone and dolomite.

More recently, exploration efforts on the BAM Property have focused on gold. This work started in the mid-1980s when Radcliffe Resources discovered quartz veins that assayed up to 212 grams per tonne gold in grab samples, and when Chevron Canada Resources Limited collected channel samples from trenches that returned up to 7.4 grams per tonne gold over 19.3 meters. Sporadic work since that time has identified numerous other showings, several of which were drill tested and found to host discontinuous mineralized quartz veins.

A systematic exploration program of the BAM property was completed by the Company in September 2020, which included airborne and ground geophysical programs and a soil geochemical sampling, geologic mapping and prospecting program.

The soil geochemical sampling program defined a sinuous gold anomaly measuring approximately 3.6 kilometers long, originating at the newly-defined Monarch Gold Zone near the north end of the grid and passing through the historical Jan Copper Zone and ending at the historical BAM 10 Gold Zone in the south. The

Monarch Gold Zone measures 1,100 meters by 600 meters and covers a hornfelsed calcareous sediment in contact with a granitic batholith. The zone is defined by numerous samples with greater than 25 ppb (0.025 g/t) gold, of which 16 samples assay greater than 500 ppb (0.50 g/t) gold with the highest sample assaying 5,730 ppb (5.73 g/t gold). These soil samples are considered very high-grade as gold soil anomalies are typically defined by soil samples with values in the 10 ppb (0.01 g/t) to 50 ppb (0.05 g/t) range. The zone also hosts highly anomalous values in arsenic, antimony, copper, mercury and tellurium that, in combination with the size and location of the anomaly, are indicative of a robust epithermal system.

The soil geochemical sampling program consisted of approximately 60-line kilometers of survey lines covering an area measuring 4.8 kilometers by 2.0 kilometers. The main survey lines were spaced at 200-meter centers running east-west, with shorter infill survey lines spaced at 100-meter centers locally covering areas with historical anomalies. Soil samples were collected every 50 meters along each of the survey lines. Approximately 1,100 samples were collected and assayed.

Plan maps of the BAM Property with the results of the 2020 soil geochemical sampling program are available at [www.p2gold.com](http://www.p2gold.com).

The 2020 exploration program at the BAM Property also included airborne magnetic and radiometric surveys, a 15-kilometer IP geophysical survey and geological mapping and prospecting. Interpretation of the geophysical data is ongoing and is expected to be reported when assays are available from the prospecting program.

Amanda Tuck, P. Geo is the qualified person responsible for the BAM Property and has reviewed, verified and approved the scientific and technical information.

### Todd Creek Property

The Todd Creek Property covers an area of over 32,000 hectares and is located within the Golden Triangle, approximately 35 kilometers northeast of Stewart, BC and bordering the east side of Pretium Resources Inc.'s Bowser Claims. Highway 37A connecting Stewart to Highway 37 and the transmission line providing power to Stewart pass through the southern portion of the property.

### Acquisition Terms

Under the terms of the Todd Creek Option Agreement, the Company can acquire (the "First Option") up to a 51% interest in the Todd Creek Property over a five year option period by paying to ArcWest: \$100,000 (paid) and 200,000 shares in its capital on the signing of the agreement (issued); \$150,000 on the first anniversary of the agreement; \$200,000 on the second anniversary of the agreement; \$200,000 on the third anniversary of the agreement; \$250,000 on the fourth anniversary of the agreement and \$250,000 on the fifth anniversary of the agreement.

To maintain the option, the Company is also required to incur exploration expenditures of \$500,000 before the first anniversary of the agreement (with a minimum of 1,000 meters of drilling) (completed), \$3,000,000 of cumulative exploration expenditures by the second anniversary of the agreement, \$6,500,000 of cumulative exploration expenditures by the third anniversary of the agreement, \$10,000,000 of cumulative exploration expenditures by the fourth anniversary of the agreement and \$15,000,000 of cumulative exploration expenditures by the fifth anniversary of the agreement.

Following exercise of the First Option, the Company has the right for a period of 60 days to acquire (the "Second Option") an additional 19% interest in the Todd Creek Property, for a 70% total interest, by completing a feasibility study within three years of the exercise of the First Option and paying to ArcWest \$250,000 on each anniversary of the exercise of the First Option until the feasibility study is completed. ArcWest has the right, at its election, to receive any payment from the Company as cash, common shares in the Company's capital, or a combination of 50% cash and 50% common shares in the Company's capital. If ArcWest elects to receive any payment in common shares in the Company's capital, the common shares will be priced at the Company's 30-day volume weighted average price.

On exercise of the Second Option (or the First Option, if the Company does not elect to increase its interest to 19%), the Company and ArcWest will form a joint venture, with the Company appointed the operator. Until

commercial production is achieved on the property, the Company will fund the first \$100,000 of joint venture expenditures. If either party's joint venture interest is diluted to less than 10%, its joint venture interest will convert to a 2% net smelter returns royalty, one percent of which may be purchased by the other party for \$5,000,000 at any time. If a production decision is made by the joint venture to place the property into production, the Company will arrange project financing for the joint venture, the repayment of which shall be made out of cash flows from the property in priority to distributions to the joint venture participants.

#### *Todd Creek Property Description*

The western side of the Todd Creek Property covers a 12-kilometer by 3-kilometer corridor of altered lower Jurassic volcanic rocks which host at least four zones of gold-copper mineralization, known as Fall Creek, Ice Creek, Yellow Bowl and South zones. These zones are found in the same stratigraphy that hosts the nearby Brucejack, Snowfield, and Goldstorm deposits. On the eastern side of the property, a zone of VMS mineralization has been discovered in the Iskut River formation, which is the same formation that hosts the Eskay Creek deposit.

Historically, Newmont Mining Corporation discovered epithermal copper-gold mineralization at the South zone in 1959. In the late 1980s, a joint venture led by Noranda drilled several zones on the property which returned significant gold mineralization. These intersections included 7.61 grams per tonne gold and 1.58% copper over 12.65 meters at the Fall Creek Zone, 2.73 grams per tonne gold and 0.59% copper over 13 meters at the Ice Creek Zone and 3.61 grams per tonne gold and 0.27% copper over 29.75 meters (including 6.91 grams per tonne gold and 0.36% copper over 8.15 meters) at the South Zone. Work by the Noranda joint venture defined a non-43-101 compliant historic gold resource reported by Hemlo Gold Mines Inc. (a joint venture member) in 1988. The Company believes these historic results are strong evidence of the excellent exploration potential of the Todd Creek Property and will form the basis to guide future exploration.

More recently, ArcWest focused on the Yellow Bowl Zone which covers a 4-kilometer-long gossan zone which hosts copper-gold mineralized intrusions, and magmatic-hydrothermal and hydrothermal breccias which have never been drill tested. ArcWest's initial 50 rock chip and grab samples at Yellow Bowl in 2018 averaged 0.68% copper (see ArcWest news release December 22, 2018). In addition, a phase one induced polarization survey outlined a significant chargeability anomaly underlying the mineralized zone (see ArcWest news release November 2, 2018).

The Company recently completed the 2020 Todd Creek drill program, which consisted of three drill holes totaling 1,027 meters. Drill holes 1 and 2, totaling 802 meters targeted the Yellow Bowl Zone, a lenticular sericite-rich gossan measuring one kilometer by three kilometers which hosts numerous structurally-controlled copper and gold showings. Drill hole 3, 225 meters, tested a series of closely-spaced copper/gold showings in a zone located five kilometers southeast of Yellow Bowl. Samples from this program have been submitted to MSA Labs in Langley, BC, the results from which will be reported when available.

The 2020 exploration program at Todd Creek also included an airborne magnetic and radiometric survey over the northwest portion of the property and a satellite hyperspectral survey.

Amanda Tuck, P.Geo is the qualified person responsible for the Todd Creek Property and has reviewed, verified and approved the scientific and technical information.

#### *Stockade Property*

The Stockade Property consists of 261 unpatented lode mining claims that cover an area of over 6,790 acres, located in Malheur County, Oregon approximately 85 kilometers southeast of Burns Oregon, or 150 kilometers southwest of Boise Idaho.

#### *Acquisition Terms*

Under the terms of the Stockade Mineral Lease and Option Agreement, the Company has the right to use the property for exploration and mining for a minimum of 50 years provided it continues to make the following preproduction payments:

1. US\$20,000 (paid) and 100,000 common shares in the capital of the Company (issued) on signing the agreement (the "Effective Date");

2. US\$10,000 six-months after the Effective Date;
3. US\$10,000 12-months after the Effective Date;
4. US\$15,000 18-months after the Effective Date;
5. US\$15,000 24-months after the Effective Date; and
6. US\$25,000 30-months after the Effective Date and every six months thereafter.

The term of the agreement may continue after 50 years provided active mining operations are being conducted on the property.

To maintain the option, the Company is also required to incur minimum work expenditures on the property of US\$30,000 in the first year (completed) and a minimum of 2,000 meters of drilling in the second year. On achievement of production on the property, a production royalty of 2% of net smelter returns is payable on claims owned by BMR and 0.5% of net smelter returns is payable on third party claims and claims acquired within the area of influence, provided that a minimum production royalty of US\$25,000 is payable quarterly. On payment to BMR of US\$10,000,000 in any combination of preproduction payments, production royalties and minimum royalties, the production royalty on claims owned by BMR reduces to 1% and on third-party claims and claims acquired within the area of influence to 0.25%.

#### *Stockade Property Background*

The Stockade Property was explored by BHP, Phelps Dodge and Placer Dome with only shallow drill holes targeting bulk tonnage potential in the 1980s and 90s. A NI 43-101 technical report compiling the historical field work and drill results is underway and a systematic exploration program including airborne and ground geophysical studies, in combination with further prospecting, geochemical sampling and geologic mapping has commenced.

#### **Lost Cabin Property**

The Lost Cabin Property consists of 106 unpatented lode mining claims that cover an area of over 2,190 acres, located in Lake County, Oregon.

#### *Acquisition Terms*

Under the terms of the Lost Cabin Option Agreement, the Company has the right to use the Lost Cabin Property for exploration and mining for a minimum of 50 years provided it continues to make the following preproduction payments:

1. US\$5,000 (paid) and 100,000 Common Shares (issued) in the capital of the Company on signing the agreement;
2. US\$5,000 six-months after the Effective Date;
3. US\$10,000 12-months after the Effective Date;
4. US\$10,000 18-months after the Effective Date;
5. US\$15,000 24-months after the Effective Date; and
6. US\$20,000 30-months after the Effective Date and every six months thereafter.

The term of the Lost Cabin Option Agreement may continue after 50 years provided active mining operations are being conducted on the Lost Cabin Property.

To maintain the option, the Company is also required to incur minimum work expenditures on the Lost Cabin Property of US\$30,000 in the first year (completed) and a minimum of 2,000 meters of drilling in the second year. On achievement of production on the property, a production royalty of 2% of net smelter returns is payable on claims owned by La Cuesta and 0.5% of net smelter returns is payable on third party claims and claims acquired within the area of influence, provided that a minimum production royalty of US\$25,000 is payable quarterly. On payment to La Cuesta of US\$10,000,000 in any combination of preproduction payments, production royalties and minimum royalties, the production royalty on claims owned by La Cuesta reduces to 1% and on third-party claims and claims acquired within the area of influence to 0.25%.

### *Lost Cabin Property Background*

The property is located along a major-northwest-trending structural lineament and hydrothermal alteration associated with silicic volcanism, with limited exploration activities carried out to date. The Company has commenced a systematic exploration program including airborne and ground geophysical studies, in combination with further prospecting, geochemical sampling and geologic mapping.

### **Timmins Property**

As at September 30, 2020, the Company held a total of 653.5 (December 31, 2019 – 653.5) claim and patented units totalling approximately 14,000 ha in the Porcupine Mining District (“The Timmins Area Project”), of which 77 (December 31, 2019 – 77) are patented claims included in the Dayton Agreement, the Racetrack Agreement and the Goldstone Agreement, and 576.5 (December 31, 2019 – 576.5) are unpatented claim units.

As at September 30, 2020 and December 31, 2019, the Company held the following unpatented claim units:

<b>As at,</b>	<b>September 30, 2020</b>	<b>December 31, 2019</b>
	<b># of Claim Units</b>	<b># of Claim Units</b>
Deloro Township	<b>39.5</b>	39.5
Ogden Township	<b>58</b>	58
Mountjoy Township	<b>167</b>	167
Godfrey Township	<b>41.5</b>	41.5
Jamieson Township	<b>9</b>	9
Jessop Township	<b>6</b>	6
Price Township	<b>3.5</b>	3.5
Robb Township	<b>50</b>	50
Turnbull Township	<b>69</b>	69
Bonar Township	<b>109</b>	109
Cote Township	<b>6</b>	6
Massey Township	<b>1</b>	1
Bristol Township	<b>2</b>	2
Whitesides Township	<b>15</b>	15
	<b>576.5</b>	576.5

P2 Gold has broken down the Timmins Project into four distinct township projects: Deloro and Ogden are located on the south side of the Porcupine Destor Fault Zone (“PDFZ”); and Mountjoy and the Four Corners Project on the north side of the PDFZ (covering areas in Godfrey, Robb, Jamieson and Turnbull townships).

With the Company’s exploration focus turned to the Pacific Northwest of North America, it has determined that the Timmins claims are non-core and decided to divest the Timmins claims.

### **Trends**

There are no unusual trends, events or uncertainties presently known or identifiable to management that are reasonably expected to have a material effect on the Company’s business, financial condition or results of operations. The nature of the Company’s business is demanding of capital for property acquisition costs, exploration and holding costs. The Company may stake ground as it becomes available for exploration and will drop claims from time to time if claims are deemed to have low potential for discovery. The Company intends to utilize cash on hand to meet its obligations and will continue to raise funds primarily by equity financings as necessary to augment this cash position as it does not have any operating cash flow.

### Management and Consulting Fee Commitment

The Company is committed to monthly payments under the terms of operating agreements for management and consulting fees. The aggregate remaining payments per year are as follows:

2020	\$ 48,000
2021	\$ 67,000

### Use of Funds

The Company will spend its available funds to further its stated business objectives. Specifically, the available funds will be spent on the process of acquiring precious metal exploration properties to explore and develop in the Pacific Northwest Region of North America. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

### Industry Risks

The Company is subject to numerous risk factors that may affect its business prospects in the future. These include risks inherent to exploration, development and operating companies, dependence on key personnel, commodity prices, and availability of capital, environmental and permitting risks, acquisition risks, competition and potential risks relating to land titles.

There are certain risk factors that could have material effects on the Company that are not quantifiable at present due to the nature of the Company's industry segment and other considerations.

### Additional Capital

The exploration and development activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

### Exploration Development and Operating Risk

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration and development, any of which could result in work stoppages, damage to property, and possible environmental damage. None of the properties in which the Company has an interest have a known body of commercial ore. Development of the Company's mineral properties will follow upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercially viable bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral resources and reserves through drilling, to develop process flow sheets, to extract the metal from the resources and, in the case of new properties, 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 the funds required for development can be obtained on a timely basis.

### Business Risk

The success of the operations and activities of P2 Gold is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgment, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company's operations and financial performance.

### *Commodity Prices*

The price of the Company's common shares, its financial results, and exploration and development activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new project developments, improved production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining, precious and base metals or interests related thereto. The effect of these factors on the price of metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

### *Environmental and Permitting*

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

To the Company's knowledge, there are no liabilities to date which relate to environmental risks or hazards with the exception of certain potential liabilities associated with the Faymar Mine property.

The Company is the owner of the Faymar Mine property in Timmins, Ontario. The Ontario Ministry of Energy Northern Development and Mines ("ENDM") requires the Company to establish rehabilitation measures to restrict access to the area of the Faymar Mine crown pillar. The Company is preparing a rehabilitation plan to restrict access to the area of the Faymar Mine crown pillar, which will be submitted to ENDM for approval prior to implementation. The Company does not anticipate the costs associated with the rehabilitation plan to be material. The Faymar Mine property is not material to the Company and the Company does not anticipate incurring any expenditures in respect of the property other than as required by the ENDM.

### *Risks Related to Environmental, Mining and Other Regulations*

P2 Gold and its prospective customers are subject to extensive environmental, health and safety regulations that impose, and will continue to impose, significant costs and liabilities. In addition, future regulations, or more stringent enforcement of existing regulations, could increase those costs and liabilities, which could adversely affect the Company's results of operations.

### *Acquisition*

The Company uses its best judgment to acquire mineral properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. P2 Gold cannot assure that it can complete any acquisition that it pursues, or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company. The Company's management and directors have experience globally, thus, potential acquisitions may be outside of Canada.

### *Competition*

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospective properties for mineral exploration and development in the future.

### *Land Title*

The Company has not sought formal title opinions on its mineral property interests. Any of the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. The Company has no present knowledge of any material defect in the title of any of the properties in which the Company has or may acquire an interest.

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## Review of Operations

### Three Months Ended September 30, 2020 and 2019

The Company had a net loss of \$3,428,945 or \$0.15 per share for the three months ended September 30, 2020, compared to \$335,363 or \$0.04 per share for the three months ended September 30, 2019. The Company has acquired precious metal exploration properties to explore and develop in the Pacific Northwest Region of North America and preliminary exploration and evaluation programs have commenced.

Professional fees were \$74,120 for the three months ended September 30, 2020 compared to \$53,681 for the three months ended September 30, 2019. Fees were higher in the current period mainly due to an increase in legal fees as a result of the increased exploration and financing activities. These fees were routine professional services such as legal advice, audit fees and contracting fees. These expenses will continue increase on a going forward basis as the Company becomes more active and starts to raise additional funds.

General and administrative costs were \$36,709 for the three months ended September 30, 2020 compared to \$17,206 for the three months ended September 30, 2019. These expenses increased from the previous year due to an increase in insurance expenses and the rental of an office in Vancouver with rent remaining due for the Toronto office through the end of July in the current quarter. These expenses will increase on a going forward basis as the Company becomes more active and starts to incur increased operating costs.

Shareholder information costs were \$45,337 for the three months ended September 30, 2020 compared to \$4,653 for the three months ended September 30, 2019. These expenses increased from the previous year period due to an increase in filing fees, transfer agent costs and the costs relating to the Annual and Special Shareholder Meeting. These expenses will increase on a going forward basis as the Company becomes more active and starts to incur increased disclosure and filing costs.

Investor relations and travel costs were \$21,697 for the three months ended September 30, 2020 compared to \$(8,704) for the three months ended September 30, 2019. The increase is due to increased project related travel expenses and attendance at virtual trade shows during the current year period.

Total exploration and evaluation costs were \$3,131,867 for the three months ended September 30, 2020 compared to \$318,694 for the three months ended September 30, 2019. The Company has commenced exploration and evaluation on the properties acquired in the Pacific Northwest Region of North America after completing the strategic review and repositioning process.

### Nine Months Ended September 30, 2020 and 2019

The Company had a net loss of \$3,997,956 or \$0.24 per share for the nine months ended September 30, 2020, compared to \$1,182,619 or \$0.14 per share for the nine months ended September 30, 2019. The Company has acquired precious metal exploration properties to explore and develop in the Pacific Northwest Region of North America and preliminary exploration and evaluation programs have commenced.

Professional fees were \$195,471 for the nine months ended September 30, 2020 compared to \$187,263 for the nine months ended September 30, 2019. Fees were higher in the current period mainly due to an increase in legal fees. These fees were routine professional services such as legal advice, audit fees and contracting fees. These expenses will increase on a going forward basis as the Company becomes more active and starts to raise additional funds.

General and administrative costs were \$80,489 for the nine months ended September 30, 2020 compared to \$45,233 for the nine months ended September 30, 2019. These expenses increased from the previous year due to an increase in insurance expenses and the rental of an office in Vancouver with rent remaining due for the Toronto office through the end of July in the current period. These expenses will increase on a going forward basis as the Company becomes more active and starts to incur increased operating costs.

Shareholder information costs were \$72,526 for the nine months ended September 30, 2020 compared to \$34,414 for the nine months ended September 30, 2019. These expenses increased from the previous year

period due to an increase in filing fees ,transfer agent costs and the costs relating to the Annual and Special Shareholder Meeting. These expenses will increase on a going forward basis as the Company becomes more active and starts to incur increased disclosure and filing costs.

Investor relations and travel costs were \$39,940 for the nine months ended September 30, 2020 compared to \$79,747 for the nine months ended September 30, 2019. The decrease is due to reduced travel expenses and reduced investor relations consulting fees incurred during the current year period.

Total exploration and evaluation costs were \$3,318,701 for the nine months ended September 30, 2020 compared to \$1,070,278 for the nine months ended September 30, 2019. The Company has comenced exploration and evaluation on the properties acquired in the Pacific Northwest Region of North America after completing the strategic review and repositioning process.

### Selected Quarterly Financial Data

Three Months Ended	Total Revenue (\$)	Income( loss)		Total Assets (\$)
		Total (\$)	Per Share (\$)	
September 30, 2020 (restated)	-	(3,428,945)	(0.150)	1,355,868
June 30, 2020	-	(340,189)	(0.020)	636,405
March 31, 2020	-	(165,114)	(0.019)	405,105
December 31, 2019	-	(122,012)	(0.014)	664,435
September 30, 2019	-	(335,363)	(0.042)	726,710
June 30, 2019	-	(385,360)	(0.042)	1,129,290
March 31, 2019	-	(461,896)	(0.054)	1,843,541
December 31, 2018	-	(549,088)	(0.108)	2,157,417
September 30, 2018	-	(172,485)	(0.036)	209,796
June 30, 2018	-	(207,227)	(0.042)	431,805

### Liquidity and Capital Resources

The mineral properties of the Company are in the exploration and development stage and, as a result, the Company has no source of operating cash flow. The exploration and development of the Company's properties depends on the ability of the Company to obtain financing.

If the Company's exploration programs are successful, additional funds will be required to develop the Company's properties and to place them into commercial production. The only source of future funds presently available to the Company is through the issuance of share capital, or by the sale of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing or sale of an interest in the future will depend in part upon the prevailing market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company. If additional financing is raised through the issuance of shares, control of the Company may change and shareholders may experience dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interests in some or all of its properties and reduce or terminate its operations.

As at September 30, 2020, the Company had cash of \$1,223,656 (December 31, 2019 - \$570,337) to settle current liabilities of \$213,382 (December 31, 2019 - \$144,126). All of the Company's financial trade liabilities have contractual maturities of less than one year and are subject to normal trade terms.

As at September 30, 2020, the Company had working capital of \$1,142,486 (December 31, 2019 - \$476,119). In order to meet its longer-term working capital needs and property exploration expenditures, the Company intends on securing additional financing to ensure that those obligations are properly discharged. As such, management believes that the Company will then have sufficient working capital to discharge its current and

anticipated obligations for a minimum of one year. There can be no assurance that P2 Gold will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised through the issuance of shares from the treasury of the Company, control of P2 Gold may change and shareholders may experience additional dilution. If adequate financing is not available or cannot be obtained on a timely basis, the Company may be required to delay, reduce the scope of, or eliminate one or more of its exploration activities or relinquish some or all of its rights to certain of its interests in mineral properties.

On July 28, 2020 the Company announced the closing of a non-brokered private placement for gross proceeds of \$3.5 million. In closing the private placement, the Company issued 4.6 million non-flow-through units (the "Units") of the Company at a price of \$0.50 per Unit for gross proceeds of \$2.3 million and 2.0 million flow through common shares (the "FT Shares") in the capital of the Company at a price of \$0.60 per FT Share for gross proceeds of \$1.2 million. Each Unit consists of one non-flow-through common share in the capital of the Company and one non-flow-through common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional non-flow-through common share in the capital of the Company at an exercise price of \$0.75 per common share for a period of two years from the date of issue (the "Expiry Time"), provided that, if after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$1.25 for a period of 10 consecutive trading days at any time prior to the Expiry Time, the Company will have the right to accelerate the Expiry Time of the Warrants by giving notice to the holders of the Warrants by news release or other form of notice permitted by the certificate representing the Warrants that the Warrants will expire at 4:30 p.m. (Vancouver time) on a date that is not less than 15 days from the date notice is given. The gross proceeds of the offering of FT Shares will be used to fund exploration expenditures on the Silver Reef Property, BAM Property, Todd Creek Property and other Canadian Exploration Expenses that will qualify as "flow through mining expenditures" as defined in subsection 127(9) of the Income Tax Act (Canada), and "BC flow-through mining expenditures", as defined in the Income Tax Act (British Columbia). The proceeds of the offering of Units will be used to fund exploration expenditures and for general corporate purposes. In connection with the private placement, the Company paid finder's fees of \$79,215. All securities issued pursuant to the private placement are subject to a four-month hold period.

### Share Data

As at September 30, 2020 there were 25,958,331 shares issued and outstanding and 4,901,249 warrants outstanding. As at December 2, 2020, there were 29,518,331 shares issued and outstanding and 8,176,666 warrants outstanding.

*Options* – As at September 30, 2020 there were 2,459,999 options outstanding at an average exercise price of \$0.495. As at December 2, 2020 there were 2,459,999 options outstanding at an average exercise price of \$0.495

### Capital Stock

As at September 30, 2020 and December 31, 2019, the Company's authorized number of common shares was unlimited and without par value.

	Number of Shares	Amount
<b>Balance at December 31, 2019</b>	<b>8,558,331</b>	<b>\$ 2,792,644</b>
Private placement	16,600,000	4,000,000
Shares issued for property	800,000	486,000
Share issue costs - cash	-	(79,215)
Share issue costs - legal	-	(20,000)
Share issue costs – filing fees	-	(19,670)
Premium liability on flow-through shares	-	(200,000)
<b>Balance at September 30, 2020</b>	<b>25,958,331</b>	<b>\$ 6,959,759</b>

\*On January 9, 2020 the Company consolidated its outstanding common shares on a 6:1 basis. All references to the number of shares and per share amounts have been retroactively restated to reflect the consolidation.

### Warrants

As of September 30, 2020 and December 31, 2019, the following share purchase warrants were outstanding:

December 31, 2019	Issued	(Exercised)	Expired	September 30, 2020	Terms
258,333	-	-	-	258,333	Exercisable at \$0.60 until October 16, 2020
16,666	-	-	-	16,666	Exercisable at \$0.60 until October 16, 2023
26,250	-	-	-	26,250	Exercisable at \$0.60 until November 16, 2020
-	4,600,000	-	-	4,600,000	Exercisable at \$0.75 until July 28, 2022
301,249	4,600,000	-	-	4,901,249	

\*On January 9, 2020 the Company consolidated its outstanding common shares on a 6:1 basis. All references to the number of shares and per share amounts have been retroactively restated to reflect the consolidation.

### Options

Details of the options outstanding as at September 30, 2020 and December 31, 2019 are as follows:

As at	September 30, 2020		December 31, 2019	
	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options
Outstanding at beginning of period/year	\$ 0.527	799,999	\$ 0.60	566,666
Transactions during the period/year:				
Expired	(0.57)	(125,000)	0.30	208,333
Granted	0.34	585,000		
Granted	0.30	200,000	0.60	25,000
Granted	0.61	900,000	-	-
Granted	0.60	100,000	-	-
Outstanding at end of period/year	0.495	2,459,999	0.527	799,999
Exercisable at end of period/year	\$ 0.495	944,400	\$ 0.527	341,667

\*On January 9, 2020 the Company consolidated its outstanding common shares on a 6:1 basis. All references to the number of shares and per share amounts have been retroactively restated to reflect the consolidation.

The following common share purchase options are outstanding as at September 30, 2020:

Date of Grant	Number of Options Outstanding	Exercise Price (\$)	Weighted Average remaining life (years)	Expiry Date
October 16, 2018	491,666	0.60	3.04	October 16, 2023
July 2, 2019	183,333	0.30	3.76	July 2, 2024
May 14, 2020	585,000	0.34	1.62	May 14, 2022
June 9, 2020	200,000	0.30	1.68	June 9, 2022
August 14, 2020	900,000	0.61	1.87	August 14, 2022
August 18, 2020	100,000	0.60	1.88	August 18, 2022
	<b>2,459,999</b>	<b>0.495</b>	<b>2.17</b>	

### Transactions with Related Parties

As at September 30, 2020, the trade and other payables balance includes related party amounts of \$21,121 (December 31, 2019 - \$8,204). The related parties are directors and officers of the Company, an individual who is related to the former President and CEO of the Company and entities over which executive management and directors have control or significant influence. The amounts are for services rendered during

the year and arose as a result of transactions entered into with the related parties in the ordinary course of business.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel during the three months ended September 30, 2020 and 2019 were as follows:

	For three months ended September 30,		For nine months ended September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Management and consulting fees	10,000	36,000	72,000	106,000
Exploration and evaluation expenditures	-	18,000	18,000	54,000
Share-based compensation	316,716	40,768	458,108	109,948

Other Information

Additional Disclosure for Venture Companies without Significant Revenue

The following is additional financial information for the period regarding the Company as required by National Instrument 51-102 – Continuous Disclosure Obligations, for TSX-V issuers.

	September 30, 2020	September 30, 2019
Exploration and evaluation expenditures	\$ 3,318,701	\$ 1,070,278
Administrative expenses	\$ 873,877	\$ 487,341
Total assets	\$ 1,355,868	\$ 726,710

	For the nine months ended September 30, 2020	For the nine months ended September 30, 2019
Exploration and evaluation expenditures	Expensed	Expensed
Acquisition costs	\$ 841,269	\$ 30,413
Assays	76,242	42,468
Drilling	646,466	475,491
Geophysical and MMI Surveys	353,274	199,101
Helicopter	941,880	-
Assesment reports	22,005	-
Technical Report (NI 43-101)	45,224	-
Consulting	247,263	175,986
Other exploration and evaluation expenditures	145,078	146,819
Total exploration and evaluation expenditures	\$ 3,318,701	\$ 1,070,278

	<i>For the nine months ended September 30, 2020</i>	<i>For the nine months ended September 30, 2019</i>
<b>Administrative Expenses</b>		
Interest income	\$ (2,039)	\$ (8,402)
General and administrative	80,489	45,233
Depreciation	27,855	34,378
Share-based payments	458,108	109,948
Interest expense	1,527	4,760
Professional fees	195,471	187,263
Shareholder information	72,526	34,414
Investor relations and travel	39,940	79,747
	<b>\$ 873,877</b>	<b>\$ 487,341</b>
<b>Outstanding share data</b>	<b>As at September 30, 2020</b>	<b>As at September 30, 2019</b>
Issued and outstanding common shares	<b>25,958,331</b>	8,558,331

\*On January 9, 2020 the Company consolidated its outstanding common shares on a 6:1 basis. All references to the number of shares and per share amounts have been retroactively restated to reflect the consolidation.

### Dividends

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

### Assessment of Recoverability of Future Income Tax Assets

In preparing the financial statements, the Company is required to estimate its income tax obligations. This process involves estimating the actual tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. The Company assesses, based on all available evidence, the likelihood that the future income tax assets will be recovered from future taxable income and, to the extent that recovery cannot be considered "more likely than not," a valuation allowance is established. If the valuation allowance is changed in a period, an expense or benefit must be included within the tax provision on the income statement.

### Assessment of Recoverability of HST Recoverable

The carrying amount of HST Recoverable is considered representative of its values. The Company assesses the likelihood that HST will be recovered and, to the extent that recovery is considered doubtful, a provision for doubtful accounts is recorded.

## ACCOUNTING CHANGES

### CORRECTION OF ERRORS

The interim condensed financial statements for the three and nine months ended September 30, 2020 and have been restated to amend the following items relating to the three and nine months ended September 30, 2020:

- a) A flow through premium liability of \$200,000 has been recorded on the issuance of flow-through common shares in the July 2020 private placement due to the existence of an observable premium between concurrent flow-through and non-flow-through offerings. This flow through premium

- liability was then reversed as the related exploration funds were spent during the third quarter and reflected in the statement of loss and comprehensive loss as 'flow through share premium recovery. The attribution of value between the shares and warrants issued as part of the non-flow through units in the July 2020 private placement has also been revised.
- b) Share-based compensation expense for the three and nine months ended September 30, 2020 has been adjusted by \$185,914 from \$272,194 to \$458,108 to correct an error in the determination of the expense based on the vesting provisions of awards granted in the period.
  - c) Basic and diluted loss per share has been updated to reflect the adjustments to loss for the period arising from the items noted in (a) and (b) above along with an error in the determination of the weighted average number of common shares outstanding for the three and nine months ended September 30, 2020.

As a result of the above noted changes net loss for the three months ended September 30, 2020 decreased from \$3,526,962 to \$3,428,945 and basic and diluted loss per share remained unchanged at \$0.15 per share. For the nine months ended September 30, 2020, net loss decreased from \$4,031,712 to \$3,997,957 and basic and diluted loss per share decreased from \$0.25 per share to \$0.24 per share.

There was no impact on total assets, total liabilities or total shareholders equity at September 30, 2020.

### Critical Accounting Policies

#### Going Concern

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interest in mineral properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable mineral resources and reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs to the carrying values.

The Company has historically relied on equity financing to raise capital and future raises may be impacted by the current global situation and economic uncertainties. Management has considered how these conditions may impact the Company's viability given its current capital structure and considers that until the outcome of financing activities is known there is significant doubt about the Company's ability to continue as a going concern.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, aboriginal claims, unregistered claims, and non-compliance with regulatory and environmental requirements.

Management plans to secure the necessary financing through the issuance of new equity or debt instruments, and/or by entering into joint venture arrangements. Nevertheless, there is no guarantee that these initiatives will be successful.

The Company will require substantial additional funds to further explore and, if warranted, develop its exploration properties. The Company has limited financial resources and no current source of recurring revenue, and there is no assurance that additional funding will be available to the Company to carry out the completion of its planned exploration activities. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and property development. The terms of any additional financing obtained by the Company could result in substantial dilution to the shareholders of the Company.

### **Income Tax**

The Company accounts for income taxes in accordance with the asset and liability method. The determination of future income tax assets and liabilities is based on the differences between the financial statement and the income tax bases of assets and liabilities, using substantively enacted tax rates in effect for the period in which the differences are expected to reverse. Future income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is more likely than not that they will be realized.

### **Cash**

Cash consists of cash held with a Canadian chartered bank.

### **Loss per Share**

Basic loss per share is determined by dividing the net loss by the weighted average number of ordinary shares outstanding during the financial period. Diluted loss per share is calculated using the treasury stock method. The amount is the same as basic loss per share as the effect of including potential issues of shares under option or from warrant exercises would be anti-dilutive.

### **Capital Management**

The Company includes shareholders equity (deficit) in the definition of capital.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties and to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

All of the properties in which the Company currently has an interest are in the exploration stage with no operating revenues; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if management feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Recent market conditions have and are expected to continue to have an adverse impact on the ability of junior mining exploration companies to secure equity funding. The Company relies on equity financing to raise capital and will continue its attempts to do so. Although P2 Gold was successful in securing debt and equity financing in the current and recent periods, there is no guarantee that future fund-raising attempts will be equally successful.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company classifies financial instrument fair values in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

- Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is classified as level 1.

**Financial Risk Factors**

**Financial Instruments**

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments or principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the period. Financial assets are classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method.

The following table summarizes the classification and measurement under IFRS 9 for each financial instrument:

Classification	IFRS 9
Cash	FVTPL
Trade and other payables	Amortized Cost

The original carrying value of the Company's financial instruments under IAS 39 has not changed under IFRS 9.

**Risks**

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

**(i) Credit Risk**

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment. The Company's credit risk is primarily attributable to cash and receivables and other assets included in current assets. The Company has no material concentration of credit risk arising from operations. Cash consists of bank deposits, which are held by a Canadian chartered bank, and management believes the risk of loss is remote. The Company's receivables and other assets are normally collected within a 60-90 day period. The Company has not experienced any significant collection issues to September 30, 2020.

The Company's maximum exposure to credit risk as at September 30, 2020 is the carrying value of cash.

**(ii) Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due and ensuring an adequate supply of funds to enable the Company to carry out its intended programs. As at September 30, 2020, the Company had a cash balance of \$1,223,656 (December 31, 2019 - \$570,337) to settle current liabilities of \$213,382 (December 31, 2019 - \$144,126). All of the Company's financial trade liabilities have contractual maturities of less than one year and are subject to normal trade terms.

As at September 30, 2020, the Company had working capital of \$1,142,486 (December 31, 2019 - \$476,119). In order to meet its longer-term working capital needs and property exploration expenditures, the Company intends on securing additional financing to ensure that those obligations are properly discharged. As such, management believes that the Company will then have sufficient working capital to discharge its current and anticipated obligations for a minimum of one year. There can be no assurance that P2 Gold will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised through the issuance of shares from the treasury of the Company, control of P2 Gold may change and shareholders may experience additional dilution. If adequate financing is not available or cannot be obtained on a timely basis, the Company may be required to delay, reduce the scope of, or eliminate one or more of its exploration activities or relinquish some or all of its rights to certain of its interests in mineral properties.

#### Additional Capital

The continued exploration by the Company will require substantial additional financing. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favorable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing since the equity investment that constitutes the primary asset of the Company is linked to such prices.

#### Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates and judgments relate to, but are not limited to, the following:

- determination of the flow-through share premium requires the use of estimates when calculating the premium associated with the issuance of flow-through shares compared with common shares;
- the calculation of the fair value of share-based payments requires the use of estimates of inputs in the Black-Scholes option pricing valuation model;
- accounting policy for exploration and evaluation expenditures as an expense;
- ownership and control of property requires the use of judgment;
- incremental borrowing rate to obtain an asset of similar value to the right-of-use asset;
- provisions for income taxes expected to be paid based on a qualitative assessment of relevant factors; and
- assessment of the going concern assumption as detailed in Note 1 to the financial statements.

#### Forward-looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of mineral resources and reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of P2 Gold to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of P2 Gold to fund the capital and operating expenses necessary to achieve the business objectives of P2 Gold, the uncertainty associated with commercial negotiations and

negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by P2 Gold. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of P2 Gold should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably exploited in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Dated December 2, 2020

"Joseph Ovsenek"  
President and CEO, Chairman