

GMV MINERALS INC.

**Management Discussion and Analysis of
Results of Operations and Financial Condition
For the Three Months Ended September 30, 2020 and 2019**

**GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

(Dated November 30, 2020)

INTRODUCTION

This Management Discussion and Analysis (“MD&A”) of GMV Minerals Inc. (the “Company” or “GMV”) provides analysis of the Company’s unaudited financial results for the three months ended September 30, 2020 and should be read in conjunction with the Company’s unaudited consolidated interim financial statements and the notes thereto for the three months ended September 30, 2020. The MD&A was prepared by GMV’s management and approved by the Board of Directors on November 30, 2020.

FORWARD LOOKING STATEMENTS

This MD&A contains certain statements that may constitute “forward-looking statements”. Forward-looking statements include but are not limited to, statements regarding future anticipated business developments and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company’s ability to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy of the information presented herein. The Company maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors has responsibility for developing and implementing the Company’s approach to governance issues. Committees of the Board presently consist of an Audit Committee.

CAUTIONARY STATEMENT RISKS AND UNCERTAINTIES

This MD&A may contain “forward looking statement” that reflect the Company’s current expectations and projections about its future results. When used in this MD&A, words such as “estimate”, “intend”, “expect”, “anticipate”, and similar expressions are intended to identify forward-looking statements, which by their very nature, are not guarantees of the Company’s future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied, by these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, unfavorable feasibility studies, fluctuations in the market valuation for the minerals, difficulties in obtaining required approvals for the development of a mine and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company does not intend and does not assume any obligation to update these forward-looking statements.

**GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

OVERVIEW

GMV Minerals Inc. (the “Company”) was incorporated on May 18, 2006 under the Business Corporations Act of British Columbia as a Capital Pool Company. The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

The Company is in the process of exploring its principal mineral properties in SE Arizona and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company incurred a net loss of \$153,426 (2019 - \$162,870) for the three months ended September 30, 2020 and had an accumulated deficit of \$23,929,722 (June 30, 2020 - \$23,776,296) which has been funded primarily by the issuance of equity. The Company’s ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company’s assets may be adversely affected.

SELECTED ANNUAL INFORMATION

For the year ended:		June 30, 2020	June 30, 2019	June 30, 2018
Total revenues	\$	-	-	-
Loss before extraordinary items:				
Total for the year		784,971	465,482	476,076
Per-share (basic and diluted)		(0.02)	(0.01)	(0.01)
Net loss:				
Total for the year		784,971	465,482	476,076
Per-share (basic and diluted)		(0.02)	(0.01)	(0.01)
Working capital (deficiency)	\$	453,434	710,671	1,106,752
Total assets		5,524,237	5,107,133	4,474,534
Resource property costs		4,854,610	4,131,405	3,276,828
Total long-term financial liabilities		-	-	-
Cash dividends declared per common share		-	-	-

Results of Operations for the Three-Month Periods Ended September 30, 2020 and 2019

During the three-month period, a total of \$286,677 (2019 - \$259,377) was incurred on the Company’s Mexican Hat property in Arizona mainly for consulting/engineering fees and legal costs. The higher costs for the current period included geological, assaying, and consulting costs incurred for the revision of the Company’s Preliminary Economic Assessment Report.

The Company incurred \$153,209 (2019 - \$164,012) in operating costs for the three-month period, recorded a loss of \$378 (2019 – Gain of \$202) in foreign exchange, and earned \$161 (2019 - \$940) in interest income for a net loss of \$153,426 (2019 - \$162,870). During the current three-month period, the majority of the increases were realized in regulatory fees and investor relations, which were offset by decreases in management and professional fees.

GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

SUMMARY OF QUARTERLY RESULTS

	1st Quarter Ended Sept 30, 2020	4th Quarter Ended June 30, 2020	3rd Quarter Ended March 31, 2020	2nd Quarter Ended Dec 31, 2019
(a) Revenue	Nil	Nil	Nil	Nil
(b) Loss for the period	\$153,026	\$345,323	\$128,370	\$147,266
(c) Loss per share	\$0.00	\$0.00	\$0.00	\$0.00
	1st Quarter Ended Sept 30, 2019	4th Quarter Ended June 30, 2019	3rd Quarter Ended March 31, 2019	2nd Quarter Ended Dec 31, 2018
(d) Revenue	Nil	Nil	Nil	Nil
(e) Loss for the period	\$162,870	\$123,734	\$105,616	\$122,478
(f) Loss per share	\$0.00	\$0.00	\$0.00	\$0.00

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2020, the Company had working capital of \$30,331 compared to net working capital of \$453,434 as at June 30, 2020. The Company has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

OFF-BALANCE SHEET ARRANGEMENT

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

CORPORATE INTERNAL CONTROL

The Company practices strict internal controls through proper segregation of responsibilities and internal reporting of its personnel. Agreements and commitments that involve cash and/or share capital distribution such as private placements, stock option grant, property, service, and consulting agreements require Board of Directors approval through Directors' Resolution. The Company's drilling and exploration programs and budgets are planned and approved by the Company's President & CEO and the Company's Vice President of Exploration. All cash distribution requires the Company's President & CEO and CFO to approve to ensure that all expenses are accurate and aligned with the Company's budget. Approved share capital distribution is executed through Treasury Orders that require final approval from the Company's President & CEO and CFO. These internal control procedures are established and strictly practiced to ensure the Company's goals and best interest of the shareholders are effectively carried out.

**GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

RESOURCE PROPERTIES

Mexican Hat Property

On May 14, 2014, the Company entered into a binding agreement with Norman A. Pearson to secure a 100% interest in a Mining Lease originally dated December 14, 2002. The Company has the exclusive right and privilege to explore and mine for certain material and the right to use the surface of the property as may be required for all purposes related to the prospecting, exploration, development and production of minerals from the property. The property consists of 42 unpatented lode mining claims (Victor lode claims and fractions) and two situated in Cochise County, Arizona, USA. The lease remains in effect for the period that the claims are maintained in good standing.

Under the terms of the agreement the Company is required to make payment as follows:

- (a) Cash payment of USD\$40,000 (paid).
- (b) 50,000 common share purchase warrants at an exercise price of \$0.50 for a period of 24 months from the date of the agreement (issued).
- (c) 50,000 common share purchase warrants at an exercise price of \$1.00 for a period of 24 months from the date of the agreement (issued).

On April 27th, 2015, the Company received final regulatory approval on the assignment of two State of Arizona Exploration Permits. These are Permit No. 08-117862 covering an area of approximately 187 hectares located in Section 16; Lots 1,2,3,4,6,7; N2; NESE, T19S, R25E and Permit No. 08-117863 covering an area approximately 197 hectares located in Section 9; SWNE; W2NW; SENW; SW; E2NE; N2SE, T19S, R25E. These sections are located directly adjacent to the Company's current land holdings in Cochise County, S.E. Arizona. The two exploration licenses are south of the Victor Claims and contain the same Tertiary volcanic rocks and structures that host the mineralization currently being assessed by the Company.

On November 13, 2015, the Company announced that it had acquired a 100% interest in Permit No.'s 08-118167 & 08-118106 covering Township 19 South, Range 25 East, (Sections 10 and 3). The two exploration permits are located adjacent to the Victor Claims to the east. The favourable Tertiary volcanic rocks and structures that host the mineralization currently being assessed by the Company are projected onto these licenses.

In March 2017, the Company acquired a 100% interest in six additional exploration permits at the Arizona State Land Department (ASLD). These permits further extend the north and northwest boundaries of its Mexican Hat gold exploration project located in S.E. Arizona. The Company increased its land position by approximately 2,693 acres during the period.

GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

The following tables summarize the claims and permits currently held by the Company.

Claim Name	BLM AMC#	Claim Type	Section, T#, R#
Victor #s 1 - 40	379641	Lode	9,19S,25E
VicFract E	430047	Lode	9,19S,25E
VicFract W	430048	Lode	9,19S,25E

Permit No.	Expiration Date	Legal Description	Area (acres)
08-117862	Oct. 22, 2019	Section 16: T19S, R25E, Lots 1,2,3,4,6,7; N2; NESE,	482.66
08-117863	Oct. 22, 2019	Section 9: T19S, R25E; SW, W2NW, SENW, SWNE, N2SE, E2NE	480.00
08-118106	May 6, 2020	Section 3: T19S-R.25E; LOTS 2,3, and 4, S2NW, SWNE, SW, W2SE	521.90
08-118167	July 8, 2020	Section 10: T19S, R25E; W2NE, NW, N2SW, NWSE	360.00
08-119123	March 27, 2022	Section 33: T18S, R25E; All	640.00
08-119124	March 27, 2022	Section 34: T18S, R25E; W2, W2E2	480.00
08-119128	March 27, 2022	Section 28: T18S, R25E; N2, N2S2	480.00
08-119129	March 27, 2022	Section 29: T18S, R25E; NW, W2NE, N2S2	400.00
08-119130	March 27, 2022	Section 32: T18S, R25E; All	640.00
08-119131	March 27, 2022	Section 5: T19S, R25E; Lot 2	52.56

Property Update

On May 26, 2020, the Company announced that it had filed for a drill permit to test the Little Hat Mountain for gold mineralization. It is the second highest topographic feature on the property after Mexican Hat (MH) Mountain and is underlain by the same suite of rocks.

On November 19, 2020, the Company SEDAR filed a National Instrument 43-101 preliminary economic assessment (PEA) technical report for the Mexican Hat Gold Project located in SE Arizona, USA.

Highlights:

- The Base Case generates a pre-tax Internal Rate of Return (“IRR”) of 39.3% (after tax 29.3%) and a pre-tax net present value (“NPV”) at a 5% discount rate of \$150.6 million (after tax \$100.0 million) with a 2.85-year payback of invested capital using a \$1,600 per ounce gold price.
- Based on price sensitivity analysis at approximately the current price of \$1,900 per ounce of gold, the project returns a pre-tax IRR of 58.3% (after tax 44.3%) and a pre-tax NPV at a 5% discount rate of \$265.1 million (after tax \$182 million) with a payback period of 2.10 years.
- Base Case mine life of 10 years with total production of 525,000 ounces, averaging 52,500 ounces per year.
- Crushed mineralized material will be conveyor stacked at a rate of approximately 10,000 tonnes/day on a conventional heap leach pad.
- Capex: \$67.8M (including \$12.2M contingency).
- Opex: Low LOM Strip Ratio of 1.87.
- Estimated cash cost of production is \$951 per ounce with an all-in-sustaining cost of \$1,136 per ounce inclusive of sustaining capital and additional overhead support.
- Engineering design analysis indicates the potential to increase pit size and contained ounces with increased gold prices.

GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

FINANCIAL INDICATORS

The following table summarizes the financial indicators for the Mexican Hat project for both before and after taxes.

Financial Indicators Before Taxes	Values
NPV cash flow (undiscounted)	US\$220.4M
NPV @ 5%	US\$150.6M
IRR %	39.3%
Payback (years)	2.85

Financial Indicators After Taxes	Values
NPV cash flow (undiscounted)	US\$153.0M
NPV @ 5%	US\$100M
IRR %	29.3%
Payback (years)	2.85

The Report was prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”). The technical report, entitled “*NI 43-101 Technical Report Updated Preliminary Economic Assessment, Mexican Hat Project*”, was prepared for GMV Minerals Inc. by Samuel Engineering, with the assistance of Tetra-Tech Canada Inc., DRW Geological Consultants Ltd., Mine Development Associates, a division of RESPEC., Tierra Group International, Ltd., and Golder Associates Inc. The technical report is available under the Company’s profile on SEDAR and will also be available on the company’s website. See the Company’s November 3, 2020 for a summary of key results, assumptions, and estimates contained in the PEA.

Next Steps:

Significant expansion exploration potential exists along strike and down dip on the principal controlling structure outside of the current resource area. Specific portions of this arcuate fault, that can be traced geophysically for close to 3 km beyond areas of known mineralization, have additional indicators for mineralization such as proximal geochemical anomalies.

The Mexican Hat Project’s PEA economics justifies continued investment for further development. The forward-looking plan for Mexican Hat includes work required to advance the project through Feasibility Study and into the permitting process. These tasks include:

- An expansion drill program that has been designed to test eight separate portions of the structure outside of the current resource
- Approximately 4,000 meters of in-fill drilling to increase confidence in the current geological understanding and mineral resource estimation to a level sufficient to support mineral reserve development
- Performing a trade-off study for self-mining and crushing versus contract mining and crushing
- Geotechnical drilling and analysis to optimize pit slope design parameters
- Continue base-line water sampling, and update of hydrologic, cultural, and environmental studies for permitting

PEA Information and Cautionary Note Regarding Inferred Resources

The mine plan evaluated in the PEA is preliminary in nature and inclusive of Inferred Mineral Resources, as defined by NI 43-101, that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be converted to a Mineral Reserve. Additional drilling and technical studies will need to be completed in order to fully assess its viability. There is no certainty that a production decision will be made to develop the Mexican Hat or that the economic results described in the PEA will be realized. Mine design and mining schedules, metallurgical flow sheets, and process plant designs will require additional detailed work and economic analysis and internal studies to ensure satisfactory operational conditions and decisions regarding future targeted production.

**GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

SHARE CAPITAL

Issued and outstanding:

As at November 30, 2020, there are 58,151,206 shares outstanding.

Warrants:

As at November 30, 2020, there are 10,718,375 warrants outstanding.

Stock options:

As at November 30, 2020, there are 5,305,000 options outstanding.

RELATED PARTY TRANSACTIONS AND BALANCES

During the three months ended September 30, 2020 and 2019, the Company had the following related party transactions and balances:

- (a) Prepaid expenses include \$19,405 (2019 - \$27,365) in amounts owing to companies controlled by directors and officers of the Company. These amounts are unsecured, non-interest bearing and due on demand.
- (b) The Company incurred a total of \$49,500 (2019 - \$49,500) to a company controlled by an officer of the Company for management services.
- (c) The Company paid or incurred a total of \$18,000 (2019 - \$18,000) to a company controlled by a director of the Company for management services.
- (d) The Company paid \$21,000 (2019 - \$21,000) to company controlled by an officer of the Company for accounting fees.
- (e) The Company paid \$4,500 (2019 - \$4,500) to a company controlled by an officer of the Company for rent.

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the three months ended September 30, 2020 and 2019. Short-term key management compensation consists of the following for the three months ended September 30, 2020 and 2019:

	2020	2019
Management fees	\$ 67,500	\$ 67,500
Accounting fees	21,000	21,000
	\$ 88,518	\$ 88,500

COMMITMENTS

The Company has agreements with certain members of senior management. In the event that there is a change of control, the Corporation is committed to pay severance payments equivalent to three months of salary which amounts to \$354,000 (2019 - \$324,000).

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

(a) Financial Instruments

As at September 30, 2020, the Company's financial instruments consist of cash, due to/from related parties, and accounts payable. The fair values of these financial instruments approximate their carrying values because of their short-term nature.

GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

(b) Fair Value Measurements

The Company's financial instruments are categorized in a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – 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); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash and cash equivalents, marketable securities, due to/from related parties, and accounts payable.

The fair values of cash and marketable securities are determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. As at September 30, 2020, the Company believes that the carrying values of accounts payable approximate their fair values because of their nature and relatively short maturity dates or durations.

(c) Financial Risks

(i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents. The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at September 30, 2020 relating to cash and cash equivalents of \$103,003. The cash and cash equivalents are held at a Canadian chartered bank and the Company considers the credit risk to be minimal.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at September 30, 2020, the Company has cash and cash equivalents balance of \$103,003 to settle its short-term liabilities of \$226,680 and will therefore need to raise additional capital during the next quarter in order to meet its obligations.

(iii) Interest Rate Risk

The Company is subject to interest rate risk as its cash bears interest at fixed rates. In management's opinion, the Company's interest rate risk is minimal.

(iv) Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable, and commitments that are denominated in a foreign currency. As at September 30, 2020, a 10% fluctuation in the foreign exchange rate of the United States dollar against the Canadian dollar would affect the Company's cash, account payable, and commitments by approximately \$5,000.

(v) Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities.

**GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019**

Risks and Uncertainties

Exploration and Development

Exploration for minerals or precious gems is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial metal reserves.

Mining and development risk always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of a natural occurring mineral deposit. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed.

Metal and prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors, beyond the control of the Company, may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

Price Volatility of Public Stock

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares may be affected by such volatility.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate GMV Minerals Inc.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholding in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which GMV Minerals Inc may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, GMV Minerals Inc will follow the provisions of the Business Corporations Act in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of GMV Minerals Inc are required to act honestly, in good faith and in the best interests of the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management so that appropriate decisions can be made regarding public disclosure. The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures.

GMV MINERALS INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

Based on that evaluation, management has concluded that as of the end of the period covered by this management discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under National Instrument 52-109 – Certification of disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal controls over financial reporting during the three months ended September 30, 2020 that materially affected, or was reasonably likely to materially affect, the Company's internal control over financial reporting.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company evaluated the design of its internal controls and procedures over financial reporting as defined under National Instruments 52-109 for the three months ended September 30, 2020. The Company maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors has responsibility for developing and implementing the Company's approach to governance issues. Committees of the Board presently consist of an Audit Committee. Based on the evaluation, management has concluded that the design of these internal controls and procedures over financial reporting was effective.

SUBSEQUENT EVENTS

Subsequent to the period end, the Company received gross proceeds of \$34,000 for the exercise 340,000 options and a total of \$499,000 for the exercise of 3,118,750 warrants.

On November 26, 2020, the Company closed a non-brokered private placement with the issuance of 600,000 Units at a price of \$0.21 for gross proceeds of \$126,000 with all securities issued having a four-month hold period which expires on March 26, 2021. Each Unit consists of one common share in the capital of the Company and one half of a share purchase warrant. Each whole warrant entitles the Unit holder to purchase one additional common share at a price of \$0.30 per share at any time within 18 months of the closing. No finder's fees are payable on this financing. The net proceeds of the Offering will be used to advance exploration activities at the Company's 100% controlled Mexican Hat gold property located in S.E. Arizona and for general working capital.