

## **KLONDIKE GOLD CORP.**

### **MANAGEMENT DISCUSSION & ANALYSIS**

**FOR THE THREE AND SIX MONTHS ENDED AUGUST 31, 2020 AND 2019**

**(Expressed in Canadian dollars)**



This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the unaudited condensed interim consolidated financial statements of Klondike Gold Corp. (“Klondike Gold” or the “Company”) for the three and six months ended August 31, 2020 and 2019. This MD&A has been prepared as of October 29, 2020. All amounts are expressed in Canadian dollars unless otherwise stated.

The Company’s financial statements have been prepared on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company’s ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is extending its best efforts in this regard, the outcome of these matters cannot be predicted at this time. The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

This MD&A includes some statements that may be considered “forward-looking statements”. All statements in this discussion that address the Company’s expectations about future exploration and development are forward-looking statements. Although the Company believes the expectations presented in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, availability of capital and financing, and general economic, market, and business conditions. Readers are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

The technical and scientific information contained within the MD&A has been reviewed and approved by Peter Tallman, P.Geo., President and CEO of the Company and Qualified Person as defined by National Instrument 43-101 policy.

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and also on the Company’s website at [www.klondikegoldcorp.com](http://www.klondikegoldcorp.com).

### **CORPORATE INFORMATION**

Klondike Gold is a Canadian listed public company with its shares traded on the TSX Venture Exchange under the symbol “KG” and the Frankfurt Stock Exchange under the symbol “LBDP”.

The Company is a resource exploration stage company engaged in the acquisition and exploration of mineral properties in the Yukon Territory. The Company holds offices in Vancouver, British Columbia, and Dawson City, Yukon Territory. The head office is located at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, V7X 1J1 and the Company’s registered and records office is located at Suite 2500 – 700 West Georgia Street, Vancouver, British Columbia, V6Y 1B3.

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The Company is focused on exploration and development of its Yukon gold projects, accessible by government maintained roads 20 km south of Dawson City, Yukon Territory within the Tr'ondëk Hwëch'in First Nation traditional territory.

**DESCRIPTION OF PROPERTIES**

The Company holds one large contiguous district-spanning property in the Yukon, plus three placer gold properties overlapping parts of the same area, and has recently sold its various properties in southeastern British Columbia.

**YUKON PROPERTIES**

The Yukon properties consist of the Klondike District Project and the Klondike Placer Gold Property. The Company is focused on exploration and development of its Yukon gold projects covering 585 square kilometers of hard rock and 20 square kilometers of placer claims located approximately 20 km south of Dawson City, Yukon Territory within the Tr'ondëk Hwëch'in First Nation traditional territory.

Klondike Yukon Properties Summary:

<b>Ownership</b>	<b>Property</b>	<b>Property Type</b>	<b>Number of Claims</b>	<b>Area (sq. km)</b>	<b>Royalty</b>
Klondike Gold	Klondike District	Claims	1811	332.0	
Klondike Gold	Klondike District	Crown Grants	14	2.0	
Klondike Gold	Klondike District	Claims-Gimlex	1230	244.2	2%
Klondike Gold	Klondike District	Claims-Burkhard	6	1.2	2%
Klondike Gold	Klondike District	Claims-Sophie	31	5.3	1%
<b>TOTAL CLAIMS</b>			<b>3078</b>	<b>584.7</b>	
Klondike Gold	Placer	Montana Creek	239	13.4	5%
Klondike Gold	Placer	Upper Eldorado Creek	53	3.2	
Klondike Gold	Placer	Eldorado Creek Bench	61	3.6	
<b>TOTAL PLACERS</b>			<b>353</b>	<b>20.2</b>	

**Klondike District Project**

The Klondike District Project is comprised of 585 square kilometers of contiguous quartz claims which overlie and span the Klondike District, historically regarded as the 'Klondike Gold Rush' region which has produced an estimated 20 million ounces of gold from surface alluvial creek gravels since 1896. The table above reflects the combined district holdings, both quartz and placer, and is differentiated by whether or not the claim holding is encumbered by a royalty payable. All of the quartz claims will remain in good standing at least until 2025 without further expenditure.

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Through systematic exploration from 2015 to the present, the Company has identified significant prospective areas by drilling at the Lone Star Zone (along the Bonanza fault), the Stander Zone (along the Nugget Fault), the Gold Run target, the Gay Gulch target (along the Eldorado Fault), and the French Gulch target (along the Irish Fault). The Company's exploration is focusing on the Lone Star Zone and the Stander Zone covering approximately 10% of the total land position in the northwest end of the Klondike District Property. Other areas identified by prospecting and/or outlined by soils and geophysics need additional work to vector exploration and have yet to be significantly drill tested. Exploration continues to affirm multiple local sources of bedrock gold mineralization which explain placer deposits exploited historically within the Klondike District.

The Company's exploration of the Klondike District Project supports an orogenic gold deposit model of mineralization with similarities including structural style, and age and veining style to the nearby Golden Saddle deposit discovered by Underworld Resources and acquired by Kinross Gold Corp. in 2011 for \$140 million, and the Coffee deposit discovered by Kaminak Gold ("Kaminak") and acquired by Goldcorp Inc. ("Goldcorp") in 2016 for \$520 million. The Goldcorp acquisition of Kaminak for its Coffee Gold Project ("Coffee") and subsequent work to place the Coffee deposit into commercial production has renewed interest in the gold potential of the region, as have exploration joint ventures or equity investments by Newmont, Barrick, Agnico Eagle, Coeur Mining and others with nearby junior explorers. In April 2019 Newmont Mining acquired Goldcorp Inc. for \$10 billion giving rise to Newmont Goldcorp Corporation, renamed "Newmont" in early 2020, the world's largest gold producer by market value, output and reserves. In addition, Golden Predator Mining Corp. is working to develop the Brewery Creek heap leach gold project located 75 km away by road. This is a restart of the Loki Gold Mine operated by Viceroy Resources from 1996 to 2002.

Within the Company's Klondike District Project, the new "Stander" Zone name replaces the "Nugget" Zone moniker. The zone name honours Anton Stander, the first discoverer of placer gold on Eldorado Creek in August 1896, two weeks following the discovery of placer gold on Bonanza Creek. Ultimately, Eldorado Creek became the richest creek of the Klondike gold rush. Anton Stander's stone fireplace still stands, unmarked, on the Eldorado Creek road within the Company's claims. The major bedrock source of Eldorado Creek placer gold is from coarse gold-bearing quartz veins considered to originate in the Stander Zone.

#### ***Regional Setting and Infrastructure***

In September 2017, the Yukon government and the federal government announced over \$360 million in combined federal and territorial funding to improve road access in two mineral-rich areas: the Dawson Range in central Yukon and the Nahanni Range Road in southeastern Yukon. The Dawson Range project includes the network of all resource access roads within the Company's Klondike District Project. This multi-year construction to upgrade roads through the project, now underway in 2020, will improve the Company's access and lower operating costs.

Additionally, the proposed Coffee Gold Mine haul road also transects the middle of the Company's Klondike District Project, and this access is planned to be substantially upgraded in conjunction with Coffee mine construction. Nearby, the Brewery Creek Gold Mine (formerly the c.1980's Loki Gold Mine) is advancing towards a production restart decision with updated 2020 mineral resource estimate, new camp and mine construction infrastructure, and with a Feasibility Study underway.



In 2018, the Yukon government funded a project to upgrade the Dawson airport from gravel to a paved runway, and to construct an all-weather airport maintenance facility. This significant airport upgrade work sufficient to accommodate 737 passenger jets was completed at the end of May 2019. Direct Vancouver to Dawson jet service is under consideration although delayed due to COVID-mitigation measures, and if approved would upgrade the already excellent access.

In 2019, the Yukon government began a multi-year upgrade of the Klondike Highway between Carmacks and Dawson City. The upgrade, underway in 2020, is intended to improve road durability and stability and should result in greater road safety and improved haulage capacity.

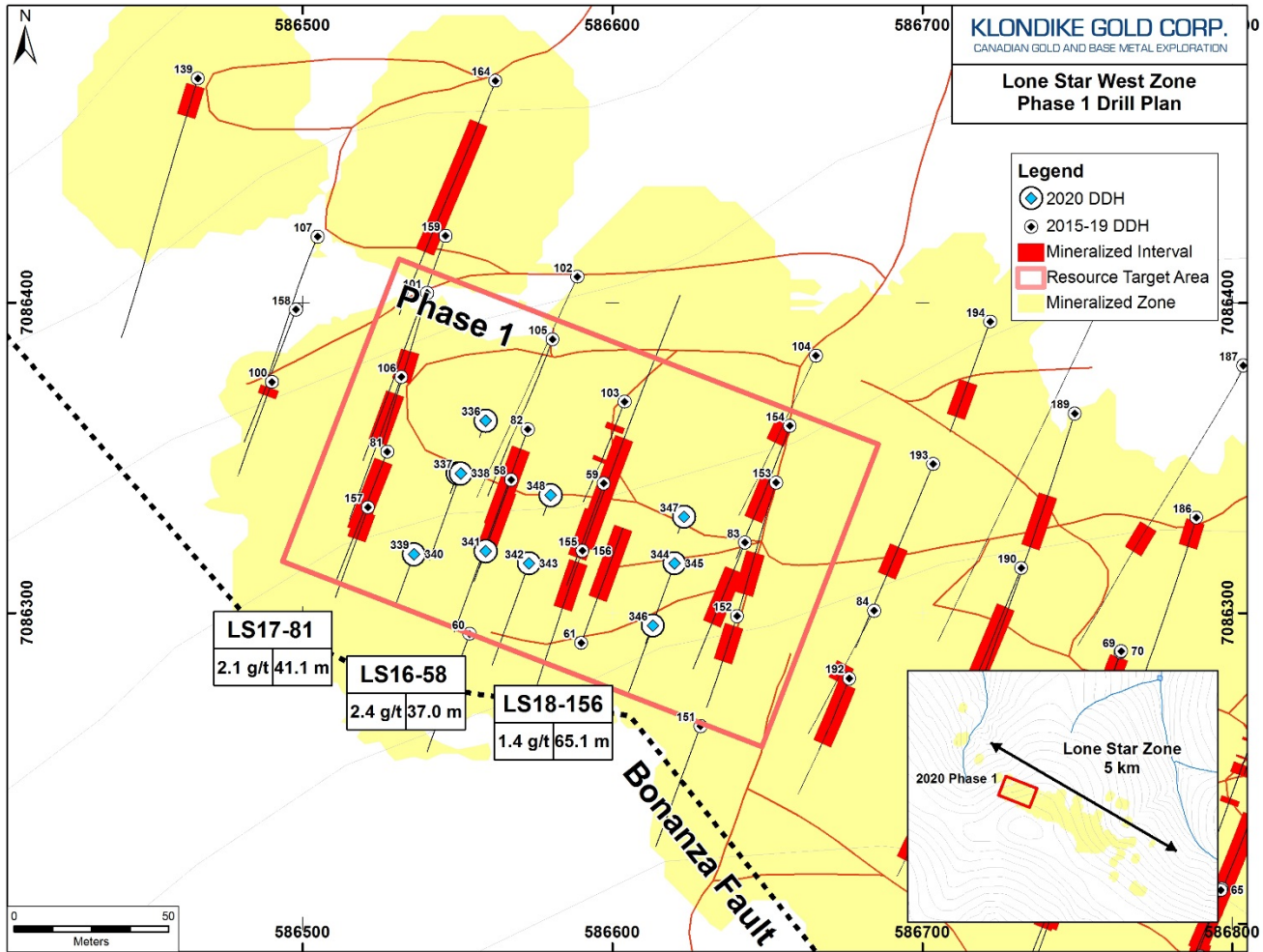
In 2020 Victoria Gold finished construction and declared commercial production at the Eagle Gold Mine, Canada's newest gold mine located in Yukon 150 km east of the Company's Klondike District Property. Eagle Gold Mine is a heap leach operation designed to produce 210,000 ounces of gold annually for over 10 years.

In general, the Company already enjoys excellent access to government roads within our project area, as well as direct access to the Klondike Highway, the Dawson airport, and power, water and town facilities and infrastructure in Dawson City among others, plus heavy equipment availability and considerable local mining expertise, plus the local traditional knowledge encapsulated in the Dawson-based Trondek Hwechin elders.

### ***2020 Work Program***

The Company in April 2020 commenced an approximately \$1.0 million drill exploration program on the Klondike District Property, Yukon Territory. The Company was the first in the Territory in 2020 to drill under COVID protocols. Three phases of diamond drilling have been completed with a fourth phase in progress at this time. Phase 1 comprised 13 holes targeting the Lone Star Zone, Phase 2 program comprised 5 holes targeting the Stander Zone, and Phase 3 comprised 4 holes targeting Stander Zone extensions. Work also included collection of 1,210 soils from east of Lone Star Zone and east and west of Stander Zone. In addition, Dulac Mining commenced 2020 placer mining on ground leased from the Company on the Upper Eldorado placer property. The Company retains a 10% production royalty payable in placer gold.

Phase 1 diamond drilling at the Lone Star Zone tested for consistency in grade of gold mineralization and was designed to constrain the geometry and boundaries of gold mineralization. A total of 13 new holes were drilled at Lone Star on four sections totaling 748.24 meters.



On Section 1, both LS20-339 and LS20-340 intersected gold mineralization from surface; LS20-339 intersected 0.94 g/t Au over 34.0 meters and LS20-340 intersected 5.82 g/t Au over 5.0 meters. Both intersections were unexpected and positive by extending gold mineralization to the south. LS20-337 and LS20-338 intersected typical broad widths of Lone Star Zone with gold mineralization disseminated and as thin sheeted veins which assayed 1.07 g/t Au over 61.1 meters and 0.8 g/t Au over 49.07 meters respectively, starting from surface.

Section	Hole ID	Dip	From_(m)	To_(m)	Au (g/t)	Interval_(m)
1	LS20-336	-85	53.00	58.00	2.78	5.00
1	LS20-337	-85	5.00	66.00	1.07	61.10
1	<i>including</i>		15.00	37.00	2.01	22.00
1	LS20-338	-55	2.75	51.82	0.80	49.07
1	<i>including</i>		18.00	51.00	1.00	33.00
1	LS20-339	-85	5.00	39.00	0.94	34.00



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1	LS20-340	-55	6.00	11.00	5.82	5.00
1	<i>including</i>		7.00	8.00	25.92	1.00

On Section 1.5, LS20-341 drilled to confirm the edge of mineralization also unexpectedly intersected gold further southward and assayed 0.53 g/t Au over 14.1 meters typical of Lone Star Zone mineralization. LS17-82 and LS16-58 (reported previously in 2016 and 2017 and included here for reference) each intersected typical Lone Star Zone mineralization north of LS20-341 and assayed 2.41 g/t Au over 41.2 meters and 2.37 g/t Au over 37.0 meters respectively.

Section	Hole ID	Dip	From (m)	To (m)	Au (g/t)	Interval (m)
1.5	LS17-82	-50	10.42	51.63	2.41	41.20
1.5	LS16-58	-55	6.50	43.50	2.37	37.00
1.5	LS20-341	-85	28.00	42.10	0.53	14.10
	<i>including</i>		51.00	52.00	0.74	1.00

On Section 2, LS20-348 intersected Lone Star Zone gold mineralization from surface assaying 0.69 g/t Au over 42.2 meters. LS20-342, 25 meters in front of LS20-348, also intersected Lone Star Zone gold mineralization from surface assaying 0.71 g/t Au over 38.0 meters. LS20-343, drilled to test for the southern extent of Lone Star Zone, passed out of the Zone at the start of the hole somewhat as predicted.

Section	Hole ID	Dip	From_(m)	To_(m)	Au (g/t)	Interval (m)
2	LS20-348	-85	2.80	45.00	0.69	42.20
2	LS20-342	-85	4.00	42.00	0.71	38.00
2	<i>including</i>		32.00	33.00	10.11	1.00
2	LS20-343	-55	21.00	22.00	3.12	1.00
2	<i>including</i>		40.00	41.00	1.58	1.00

On Section 3, LS20-347 and LS20-340 intersected gold mineralization from surface; LS20-339 intersected 0.94 g/t Au over 34.0 meters and LS20-340 intersected 5.82 g/t Au over 5.0 meters. Both intersections were unexpected and positive by extending gold mineralization to the south. LS20-337 and LS20-338 intersected typical broad widths of Lone Star Zone with gold mineralization which assayed 1.07 g/t Au over 61.1 meters and 0.8 g/t Au over 49.07 meters respectively, starting from surface.

Section	Hole ID	Dip	From_(m)	To (m)	Au (g/t)	Interval (m)
3	LS20-347	-85	24.00	56.00	0.59	32.00
3	<i>including</i>		37.00	48.00	1.23	11.00
3	LS20-344	-85	3.05	45.00	0.59	41.95
3	<i>including</i>		3.05	23.00	1.07	19.95
3	LS20-345	-55	4.50	37.00	0.33	32.50
3	<i>including</i>		4.50	8.00	1.61	3.50

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3	LS20-346	-55	3.05	16.70	0.50	13.65
3	<i>including</i>		3.05	8.30	0.81	5.25

Phase 2 and 3 diamond drilling targeted the Stander Zone and Stander Zone ‘extensions’. These drill phases successfully constrained the geometry and boundaries of gold mineralization and the consistency in grade of gold mineralization contributing information towards resource delineation.

The five-hole Phase 2 drill program intersected near-surface gold mineralization in all holes and successfully identified areas for further drilling. The highlights of this phase of drilling include EC20-350 which intersected 7.57 g/t Au over 10.5 meters from 48.0 meters within a larger envelope of 3.93 g/t Au over 21.0 meters from 46.0 meters, and EC20-349 which intersected 3.04 g/t Au over 2.5 meters from 8.5 meters among others.

**Table 1: Summary of Phase 2 Results:**

<b>Hole ID</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Au (g/t)</b>	<b>Interval (m)</b>	<b>QV Level</b>
EC20-349	8.50	11.00	3.04	2.50	1
and also	15.00	16.00	3.10	1.00	1
EC20-350	15.00	17.00	3.63	2.00	1
and also	46.00	67.00	3.93	21.00	2
Including	48.00	58.50	7.57	10.50	2
EC20-351	40.10	42.40	0.44	2.30	2
EC20-352	7.00	10.50	1.92	3.50	1
and also	36.60	37.20	3.10	0.60	2
EC20-353	42.00	44.00	0.33	2.00	2
and also	62.00	64.00	0.61	2.00	3

Phase 3 drilling tested for possible parallel structural repeats of the Stander Zone to explain down-slope gold-geochemical anomalies generated from GT-Probe deep overborne sampling. Three of four holes contained weakly gold-mineralized quartz veins with the best, EC20-356, assaying 0.40 g/t Au over 1.5m from 4.5 meters. The GT-Probe anomalies remain unexplained.

Other work completed includes results from a total of 1,210 soils collected from east of Lone Star Zone and east and west of Stander Zone which yielded new gold anomalies that potentially extend the respective target Zones along strike.

Other results from 2020 programs are pending at this time.

The Company completed a \$2.75 million exploration program in 2019.



### ***Quality Assurance and Methods***

Drill core samples, prospecting rock samples, and soil samples are submitted by Klondike Gold personnel to Bureau Veritas Mineral Laboratories (“BV Labs”) (formerly Acme Labs) preparation facility in Whitehorse, YT with chemical analysis of sample pulps completed in Vancouver, British Columbia. BV Labs is an accredited ISO 9001:2008 full-service commercial laboratory. All drill core samples are assayed for gold by fire assay (“FA”) fusion with a gravimetric finish. Sampling/assay procedures and protocols can be viewed on the Company’s website at: <http://www.klondikegoldcorp.com/projects/sampling-and-assay-protocols/>.

### **YUKON PLACER GOLD PROPERTIES**

The Yukon Placer Gold properties include the Upper Eldorado Creek Placer, the Eldorado Creek Bench and the Montana Creek (also known as ‘McKinnon Creek’ or ‘Indian River’) Placer Projects. Previously these three property groupings have been aggregated.

#### ***Upper Eldorado Creek Placer Project***

The Upper Eldorado Creek placer project is located 25 km south of Dawson City within the heart of the Klondike Gold Fields. The Eldorado Creek Placer property is comprised of 53 contiguous placer claims totaling 3.2 square kilometers in area covering the Upper Eldorado Creek and Chief Gulch drainages. In September 2019, the Company entered into a lease agreement with Dulac Mining Ltd (“Dulac Mining”) whereby Klondike Gold assigns to Dulac Mining the rights and permits to placer mine on the Upper Eldorado Creek property. Under the terms of the lease agreement, Klondike Gold will receive from Dulac Mining a direct 10% gold production royalty from mining on the placer property payable in raw gold. The lease agreement is for a term of 3 years, expiring July 2022, and is renewable thereafter subject to approval by both parties. In late September 2019, Dulac performed work including 4-days of ‘test mining’. Processing and concentrating occurred in summer 2020. Dulac Mining began preparation work, then stripping and processing in April 2020. Results of this work will be reported at the end of the 2020 mining season.

#### ***Montana Creek Placer Project***

The Montana Creek placer project is located 55 km south of Dawson City within the southern boundary of the Klondike Gold Fields. Approximately 60% of the Montana Creek property has been tested by 350 auger drill holes between 2005 and 2015 to locate and delineate White Channel Gravel ‘pay streaks’. Gold was recovered from nearly 100% of the holes in the main target area. Drill results indicate gold-bearing gravels extend over a distance of more than 3 kilometers and remain open for expansion to the east and south.

The Company received royalties from gold production on the Montana Creek property of \$216,341 in 2014 and \$526,994 in 2015, from a total production in those years of 4,300 ounces of gold.

In early 2017, the Company applied to renew mining extraction permits for 10 years. The Company has received (late 2019) approval of mining extraction from the Yukon Environmental and Socio-economic Assessment Board and recently (April 29, 2020) received a mining permit and water licence for a 7-year mine life plus a 3-year remediation period from the Yukon Water Board, now still pending an approval of ‘Wetland Reclamation Plan’ from the Yukon Department of Energy, Mines and Resources.



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***Eldorado Bench Placer Project***

The Eldorado Bench placer project is located 25 km south of Dawson City within the heart of the Klondike Gold Fields. The Eldorado Bench Placer property is comprised of 61 non-contiguous placer claims totaling 3.6 square kilometers in area covering the east slope along Eldorado Creek. The Company has done test pitting and stripping on this property in 2018 and 2019 sufficient to continue to hold the titles in good standing. The Company plans to conduct some test pitting in 2020.

**BRITISH COLUMBIA PROPERTIES**

In May 2020, the Company sold its portfolio of British Columbia gold projects in entirety to Ximen Mining Corp. ("Ximen") in return for a \$100,000 cash payment, plus 1,000,000 Ximen common shares and 1,000,000 Ximen warrants.

The Company no longer holds any mineral property in British Columbia.

The following table sets forth the British Columbia properties formerly held by the Company:

<b>Ownership</b>	<b>Property</b>	<b>Number of Claims</b>	<b>Area (sq. km)</b>
Klondike Gold Corp.	Clubine	5	2.3
Klondike Gold Corp.	Quartz Mountain	58	23.6
Klondike Gold Corp.	Hughes Range	6	4.1
Klondike Gold Corp.	Ron Gold	29	11.7
<b>TOTAL CLAIMS</b>		<b>98</b>	<b>41.7</b>

**OVERALL FINANCIAL PERFORMANCE****Results from Operations**

As at August 31, 2020, a total of \$22.90 million was held in exploration and evaluation assets (February 29, 2020 - \$23.10 million), which is invested in the Yukon. Total assets increased to \$25.02 million (February 29, 2020 - \$24.38 million). During the six months ended August 31, 2020, the Company raised \$1.15 million from a non-brokered private placement, net of share issuance costs.

***Three months ended August 31, 2020 and 2019***

The Company's net income for the three months ended August 31, 2020, was \$650,644, up from net loss of \$467,575 for the three months ended August 31, 2019. The change for the three months ended August 31, 2020, was primarily due to fluctuations in the unrealized value of the Company's marketable securities and warrants.

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*Six months ended August 31, 2020 and 2019*

The Company's net income for the six months ended August 31, 2020, was \$377,681, down from net loss of \$1,123,233 for the six months ended August 31, 2019. The change for the six months ended August 31, 2020, was primarily due to decreases in marketing and share-based compensation of \$348,851 and \$285,523, respectively, from the same period in the previous year.

**SUMMARY OF QUARTERLY RESULTS**

Quarter Ended	Aug 31, 2020 \$	May 31, 2020 \$	Feb 29, 2020 \$	Nov 30, 2019 \$
Revenue	-	-	-	-
Net income (loss) and comprehensive income (loss)	(650,644)	272,963	337,596	(388,230)
Net income (loss) per share	(0.01)	0.00	0.00	(0.00)

	Aug 31, 2019 \$	May 31, 2019 \$	Feb 28, 2019 \$	Nov 30, 2018 \$
Revenue	-	-	-	-
Net loss and comprehensive loss	(467,575)	(655,658)	(273,681)	(261,557)
Net loss per share	(0.00)	(0.01)	(0.00)	(0.00)

**FINANCIAL LIQUIDITY AND CAPITAL RESOURCES**

The Company had working capital of \$559,403 at August 31, 2020, compared to working capital of \$134,689 at February 29, 2020. The Company's cash position at August 31, 2020, was \$480,553 and at February 29, 2020, was \$133,949. In October 2020, the Company closed a non-brokered private placement for total gross proceeds of \$3,800,410

During the six months ended August 31, 2020, the Company's cash increased by \$346,604. Cash provided by financing activities included \$1,154,384 received on the issuance of common shares, net of share issuance costs. Cash used in investing activities was \$449,662 used to fund exploration and evaluation asset expenditures, partially offset by \$100,000 received on the sale of exploration and evaluation assets and \$96,445 received on the sale of marketable securities. Cash used in operating activities totaled \$573,255.

**SHARE CAPITAL INFORMATION**

The authorized share capital of the Company consists of an unlimited number of common shares.

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In April 2020, the Company issued 3,481,579 flow-through units at a price of \$0.19 per flow-through unit for gross proceeds of \$661,500, and 3,205,643 non flow-through units at a price of \$0.175 per non flow-through unit for gross proceeds of \$560,987, for total gross proceeds of \$1,222,487.

In October 2020, the Company issued 8,768,036 flow-through units at a price of \$0.30 per flow-through unit for gross proceeds of \$2,630,410, and 4,680,000 non flow-through units at a price of \$0.25 per non flow-through unit for gross proceeds of \$1,170,000, for total gross proceeds of \$3,800,410.

In July 2020, 162,000 stock options with an exercise price of \$0.12 were exercised for proceeds of \$19,440.

As at the date of this MD&A, an aggregate of 125,946,842 common shares are issued and outstanding.

**Warrants**

As at the date of this MD&A, the Company has 34,238,691 warrants outstanding to acquire common shares as follows:

Number Outstanding	Exercise Price Per Share [\$]	Expiry Date
2,000,000	0.35	August 31, 2021
1,611,666	0.35	September 13, 2021
9,700,390	0.35	March 18, 2022
5,575,000	0.30	April 4, 2022
6,687,222	0.25	April 23, 2022
157,895	0.25	April 23, 2022
750,000	0.35	May 22, 2022
962,500	0.50	September 3, 2022
2,850,351	0.45	September 25, 2022
3,873,667	0.45	October 19, 2022
70,000	0.45	October 19, 2022
<b>34,238,691</b>		

**Stock Options**

As at the date of this MD&A, the Company has 9,469,500 stock options outstanding to acquire common shares as follows:

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Number Outstanding	Exercise Price Per Share [\$]	Expiry Date
1,244,500	0.12	December 16, 2024
805,000	0.19	April 19, 2026
660,000	0.28	June 21, 2026
400,000	0.30	September 13, 2026
1,125,000	0.26	April 24, 2027
3,450,000	0.29	March 28, 2028
1,785,000	0.21	May 17, 2029
<b>9,469,500</b>		

**RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions and had the following balances payable with related parties. The transactions were recorded at fair value. Balances outstanding are non-interest bearing, unsecured and have no specific terms of repayment.

- a) During the six months ended August 31, 2020, the Company was charged management fees of \$69,000 (August 31, 2019 - \$69,000) by a company owned by the CEO of the Company. Of this amount, \$36,800 (February 29, 2020 - \$27,600) was included in additions to exploration and evaluation assets on the statements of financial position.
- b) During the six months ended August 31, 2020, the Company was charged \$72,225 (August 31, 2019 - \$82,459), \$12,225 of which was share issue costs (August 31, 2019 - \$22,459) by a company whose CEO is a director of the Company, for corporate administration services included in consulting in profit or loss.

**Key Management Compensation**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Included in share-based compensation for the three months ended August 31, 2020, was \$nil for vested stock options granted to directors and officers of the Company, and affiliated companies of directors and officers of the Company (August 31, 2019 - \$161,484).

**NEW ACCOUNTING STANDARDS AND INTERPRETATIONS**

There are no new or upcoming accounting standards that are expected to have a material impact on the Company's financial statements.



## **FINANCIAL INSTRUMENT CLASSIFICATIONS**

The fair values of the Company's cash, restricted cash, amounts receivable, reclamation bond, trade and other payables, and lease approximate their carrying value, due to their short-term maturities. Common shares and warrants of publicly traded companies are classified as and measured at fair value through profit or loss.

As at August 31, 2020, the Company's risk exposures and the impact on the Company's financial instruments are summarized below:

### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk is attributable to cash, restricted cash and amounts receivable. Cash and restricted cash are held with large Canadian banks or brokerages. Management believes the risk of loss to be remote. The Company's amounts receivable is primarily comprised of amounts owing from the Government of Canada for input tax credits receivable. Accordingly, the Company does not believe it is subject to significant credit risk.

### ***Liquidity risk***

The liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk through careful management of its financial obligations in relation to its cash position. Using budgeting processes, the Company manages its liquidity requirements based on expected cash flow to ensure there are adequate funds to meet the short term obligations during the year.

### ***Market risk***

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk:

#### **i) Interest rate risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash and restricted cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values of the Company's cash and restricted cash balances as at August 31, 2020 and 2019. The Company does not have any interest bearing debt.

#### **ii) Foreign currency risk**

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company's purchases are predominantly transacted in Canadian dollars.



iii) **Price risk**

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of base and precious metals including gold, silver, zinc and lead, and the outlook for these metals. The Company does not have any hedging or other derivative contracts respecting its operations.

Market prices for metals historically have fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, and forward sales by producers and speculators.

The Company has elected not to actively manage its commodity price risk, as the nature of Company's business is in exploration.

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

The Company is exposed to price risk with respect to its investments in Ximen.

**RISKS AND UNCERTAINTIES**

The Company is subject to a number of risks and uncertainties due to the nature of its business. The Company's exploration and development activities expose the Company to various financial and operational risks that could have a significant impact on its level of operating cash flows in the future. Readers are advised to study and consider risk factors stressed below. The following are identified as main risk factors that could cause actual results to differ materially from those stated in any forward-looking statements made by, or on behalf of, the Company.

***Financing***

The Company's future financial success depends on the ability to raise additional capital from the issue of shares or the discovery of properties which could be economically justifiable to develop. Such development could take years to complete and resulting income, if any, is difficult to determine. The sales value of any mineralization potentially discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the products produced.





### ***Properties***

Although the Company has taken steps to verify title to mineral properties 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 may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

### ***General Resource Exploration Risks and Competitive Conditions***

The resource exploration industry is an inherently risky business with significant capital expenditures and volatile metals markets. The marketability of any minerals discovered may be affected by numerous factors that are beyond the Company's control and which cannot be predicted, such as market fluctuations, mineral markets and processing equipment, and changes to government regulations, including those relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. This industry is intensely competitive and there is no guarantee that, even if commercial quantities are discovered, a profitable market will exist for their sale. The Company competes with other junior exploration companies for the acquisition of mineral claims as well for the engagement of qualified contractors. Metal prices have fluctuated widely in recent years, and they are determined in international markets over which the Company has no influence.

### ***Governmental Regulation***

Regulatory standards continue to change, making the review process longer, more complex and therefore more expensive. Exploration and development on the Company's properties are affected by government regulations relating to such matters as environmental protection, health, safety and labour, mining law reform, restrictions on production, price control, tax increases, maintenance of claims, and tenure. There is no assurance that future changes in such regulations couldn't result in additional expenses and capital expenditures, decreasing availability of capital, increased competition, reserve uncertainty, title risks, and delays in operations. The Company relies on the expertise and commitment of its management team, advisors, employees and contractors to ensure compliance with current laws.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the financial statements require management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors including expectations of future events that are believed to be reasonable under the circumstances.

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(Expressed in Canadian dollars)



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The Company's critical accounting estimates include the valuation of share-based compensation, while its critical accounting judgements include carrying amount of mineral properties under exploration and the measurement of current and deferred income taxes. Details of these assumptions can be found in Note 2 to the annual consolidated financial statements for the year ended February 29, 2020.

### **MANAGEMENT AND BOARD OF DIRECTORS**

There were no changes to the Klondike Gold management or Board of Directors during the period.

### **OUTLOOK**

The Company's continued exploration program has shown promising results from drilling as well as prospecting and other surveying throughout the entirety of the Klondike District Property. Exploration in 2015 through 2019 has identified gold mineralization in outcrop and drilling through the 55 km length of the Klondike District that indicates the area has considerable exploration potential for both bulk tonnage disseminated and narrow high-grade vein gold deposits that warrant further testing. A 2019 drill intersection of 1,009 g/t Au and 1.036 g/t Ag over 1.0 meter is an acknowledged world-class interval which highlights the potential for further significant discoveries. Bedrock gold discoveries to date at the Lone Star Zone, Stander Zone, and Gold Run target among others can be shown in each case to be the local sources of alluvial gold of the "Klondike Gold Rush".

The Company has identified an orogenic gold model with similarities to both the nearby Coffee Gold deposit and Golden Saddle mineral resource that guides exploration and predicts the Klondike District has significant potential for future discovery of gold mineralization. The recent and continued results from Lone Star and Stander drilling have, in the opinion of Company's management, upgraded the potential of the Klondike District properties to host significant in situ gold mineralization.

Management believes there is potential for further discoveries and concomitant possibility for value creation at its gold properties in the Klondike District, Yukon. The Company's conviction in continued well-planned, efficient exploration remains unchanged, however management recognizes the need to safeguard the Company's treasury and advance its programs in measured steps. The Company is well funded for its operations through 2021. Additional funding may be required.

In general, management is acting on the expectation that successful exploration that yields gold discoveries can add significant value to shareholders at a time of rising demand for the commodity.

### **COVID-19 UNCERTAINTY**

Since March 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide,

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resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. As at the date of this report, the Company has not been directly impacted by the spread of COVID-19 however timelines for work conducted by contractors and suppliers has significantly lengthened.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods.