



1911 Gold Corporation

Management Discussion and Analysis

(Expressed in thousands of Canadian dollars)

For the year ended December 31, 2021





This Management Discussion and Analysis (“MD&A”) is an overview of all material information about the operations, liquidity and capital resources of 1911 Gold Corporation (the “Company” or “1911 Gold”) for the year ended December 31, 2021. The MD&A was prepared as of April 27, 2022 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2021 and 2020 (the “Financial Statements”), and the related notes contained therein which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

In this MD&A, references to grams per tonne and ounces per ton will be shown as g/t and oz/t. Additional abbreviations that may be used include metres (“m”) and tonnes per day (“tpd”). All references to ounces refer to gold ounces unless otherwise specified. All dollar figures are in Canadian unless otherwise stated.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein. The Company’s common shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol “AUMB” and in the United States on the OTCQX under the stock symbol “AUMBF”. Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company’s website www.1911gold.com.

OVERVIEW

1911 Gold is a junior explorer and producer that holds a highly prospective, consolidated land package totalling 58,672 hectares within and adjacent to the Archean Rice Lake greenstone belt in Manitoba, and also owns the True North mine and mill complex at Bissett, Manitoba, where it is reprocessing historic tailings on a seasonal basis. 1911 Gold believes its land package provides a prime exploration opportunity, with potential to develop a mining district centered on the True North complex. The Company also owns the Apex property near Snow Lake, Manitoba as well as the Tully and Denton-Keefe projects near Timmins, Ontario. The Company intends to focus on both organic growth opportunities and accretive acquisition opportunities in North America.

HIGHLIGHTS

- The Company completed the Phase II exploration drilling program at its Rice Lake exploration properties on March 15, 2021, after completing a total of 17,026 metres of drilling in 59 drillholes, testing 14 targets across five project areas. The drilling program included both follow up drilling (12,247 metres) of targets from the Phase I program at the Bidou and Tinney projects, as well as first pass drilling (4,779 metres) of new targets at five projects, including at Tinney and Bidou, within its district-scale land position. Key highlights from the Phase II program include:

Tinney Project Area:

- 8.1 g/t gold over 5.7 metres (EO-21-005)
- 11.3 g/t gold over 1.6 metres (EO-21-005)
- 32.8 g/t gold over 1.1 metres (EO-21-014)
- 7.1 g/t gold over 2.5 metres (EO-21-016)
- 36.6 g/t gold over 1.3 metres (EO-21-018)

Bidou Project Area:

- 6.0 g/t gold over 3.3 metres (BL-20-005)
- 4.7 g/t gold over 2.3 metres (BS-20-004)

- Between Q2 and Q3 2021 the Company completed its 2021 field exploration program at the Rice Lake property, focusing on the Tinney, Bidou, Wallace and Currie’s Landing project areas. This work program included continued mapping,



prospecting and surficial geochemistry, which was successful in delineating several new exploration targets that quickly progressed to drill-ready status in advance of the winter 2022 drilling program, which commenced on January 6, 2022, with plans to complete an initial 11,000 metres of drilling.

- In Q3 2021 the Company completed a field exploration program at the Apex Property, with assay values up to 1,240 g/t gold obtained from grab samples of quartz veins and altered wallrock associated with fault systems cutting the Rex Lake Pluton, adjacent to the crustal-scale Crowduck Bay Fault. Earlier in 2021 the Company also completed an induced-polarization (IP) geophysical survey which identified strong chargeability anomalies, interpreted to signify zones of sulphide enrichment, coinciding with known near-surface gold mineralization. Larger IP anomalies also identified at depth within and adjacent to the Rex Lake Pluton, which have not been tested by previous drilling.
- During Q2 and Q3 2021, the Company entered into three separate claim purchase transactions to acquire the StrikePoint, Palomar Lake, and Pleiades properties, connecting the Central Manitoba and Rice Lake properties for the first time. All three properties include significant gold showings along kilometre-scale structures that have seen only localized historical drilling, along with substantial assessment credits to facilitate claim management and land tenure security. In total, the Company acquired 33 contiguous mining claims, totalling 3,515 hectares, creating one contiguous claim block now totalling 58,672 hectares which will facilitate a larger-scale exploration of the Rice Lake belt.
- On June 3, 2021 the Company entered into a purchase agreement with Alliance Mining Corp. ("Alliance") for the sale of 1911 Gold's 50% interest in 27 contiguous mining claims, totalling 410 hectares, collectively known as the Greenbelt property, located south of Bissett, Manitoba. As consideration the Company received \$0.5 million, paid in shares of Alliance. Closing of the purchase agreement remained subject to Alliance repurchasing these shares within four months of the agreement date. An amendment to the agreement provided for the repurchase of the shares for \$0.5 million by Alliance over a six-month period, extending from October to March. Alliance met this obligation on April 6, 2022, completing the remaining requirement for transferring the claims and the shares were returned to Alliance.
- On September 1, 2021, the Company received approval from the Manitoba Government for a \$300,000 grant from the Manitoba Mineral Development Fund to support the 2021 field exploration program and advance its 100% owned Rice Lake gold exploration properties in Manitoba. These funds were received in two tranches in September and December of 2021, tied to the completion of the program.
- On November 10, 2021 the Company shutdown the tailings operation for the season due to worsening weather conditions. In total, the Company re-processed 244,787 tonnes over 205 operating days for an average of 1,194 tpd (2020 - 1,100 tpd), containing an average grade of 0.7 g/t Au (2020 - 0.9 g/t). Average recovery decreased from 77% in 2020 to 69% in 2021 primarily due to a number of factors, including moisture content, the loss of one concentrator in the mill, and lower average grade. Overall True North produced 3,763 ounces, below the lower end of the original expectation (4,000 ounces) primarily as a result of the lower than expected grade and recovery.
- On December 30, 2021, the Company closed the brokered private placement of 20,500,000 common shares for aggregate gross proceeds of \$8,000,000, which included the full exercise of the agents' option (the "Offering"). The common shares issued pursuant to the Offering will qualify as "flow-through shares" (the "Flow-Through Shares"). The Flow-Through Shares were issued in two tranches, with tranche one consisting of 6,000,000 Flow-Through Shares (the "Premium FT Shares") issued to purchasers resident in Manitoba at a price of \$0.56 per Premium FT Share for aggregate gross proceeds of \$3,360,000 and tranche two consisting of 14,500,000 Flow-Through Shares (the "National FT Shares") issued to purchasers resident in Canada at a price of \$0.32 per National FT Share for aggregate gross proceeds of \$4,640,000.



FINANCIAL AND OPERATION SUMMARY

	2021	2020	2019
Financial Results (in thousands)			
Revenue	9,667	\$ 10,768	\$ 12,280
Cost of sales:			
Production costs	12,866	8,817	13,014
Depreciation and depletion	1,492	2,460	3,796
Total cost of sales	14,358	11,277	16,810
General and Administrative Costs	1,984	2,485	1,719
Exploration expense	4,412	4,082	2,322
Other (income) expenses	(2,331)	(980)	(736)
Income tax expense	5	5	-
Net Loss and Comprehensive loss	(8,761)	\$ (6,101)	\$ (7,835)
Operating Results			
Gold ounces shipped	3,738	4,746	5,653
Gold ounces sold	4,263	4,175	6,277
Per Ounce Data			
Average realized price	\$ 2,260	\$ 2,514	\$ 1,950
Cash cost of operations per ounce sold ⁽¹⁾	3,018	2,112	\$ 1,880
All in sustaining costs per ounce sold ⁽¹⁾	3,499	2,722	\$ 2,168
Per Share Data			
Basic and diluted loss per share	(0.19)	\$ (0.15)	\$ (0.22)
Weighted average common shares outstanding	46,971,606	42,007,242	36,247,978
Balance as of	December 31	December 31	December 31
	2021	2020	2019
Financial Position (in thousands)			
Cash and cash equivalents	9,954	\$ 10,029	\$ 9,630
Total assets	45,602	47,621	48,381
Total liabilities	6,319	5,969	4,822
Shareholder equity	39,283	41,652	43,559

[1] This is a non-IFRS measure; refer to the Non-IFRS Performance Measures section of this MD&A for additional detail. As a result of the seasonal shutdown period – 160 days in 2021 and 176 in 2020 – the cash costs include a significant amount of cost unrelated to the cost of production.

TAILINGS OPERATIONS

The Company commenced tailings operations on April 20, 2021, with milder weather conditions in March providing an early start to the season compared to the past several years. The operations were suspended for the season on November 11, 2021, as weather conditions caused challenging working conditions as well as increased difficulty in accessing the tailings material. Overall, the tailings operation averaged 1,194 tpd over 205 operating days, compared with an average rate of 1,072 tpd over 190 operating days for the comparable period of operations in 2020. The average grade processed in 2021 declined to 0.7 g/t Au, a 22% decrease from the 0.9 g/t Au processed in 2020. The Company initially focused on higher grade areas in earlier years and is now moving to the lower grade sections of the tailings impoundment. Over the winter season the operations have focused on an extensive sampling program to identify and constrain higher grade zones in preparation for the 2022 production season.



In late May 2021 the Company commenced the trial usage of a high frequency feeder screen plant (“HFFS”) at the tailings excavation site, designed to screen oversize extraneous material to provide for less reject material at the crusher and an accelerated drying time. During the trial period the operations did experience an improvement in the overall tonnage rate as the removal of oversize extraneous material at the tailings impoundment area reduced the amount rejected from processing. However, the finer consistency of the stockpiled material after screening significantly increased the absorption of moisture from rainfall, resulting in a denser material (comparable to cement) which necessitated further handling and mixing with un-screened tailings prior to loading for transport to the mill. As a result of this, the HFFS was returned at the end of June, although the Company is continuing to evaluate alternative screening methods that do not compromise the consistency of the tailings material. In preparation for the 2022 operating season the Company has acquired a heavy-duty root rake that can be used to pre-screen the material within the stockpile without breaking the material up significantly.

EXPLORATION

The Company holds strategic exploration properties in Tier 1 mining districts in Manitoba and Ontario, Canada – areas with proven potential for world-class gold deposits – and is focused on advancing these assets to create long-term value for our shareholders.

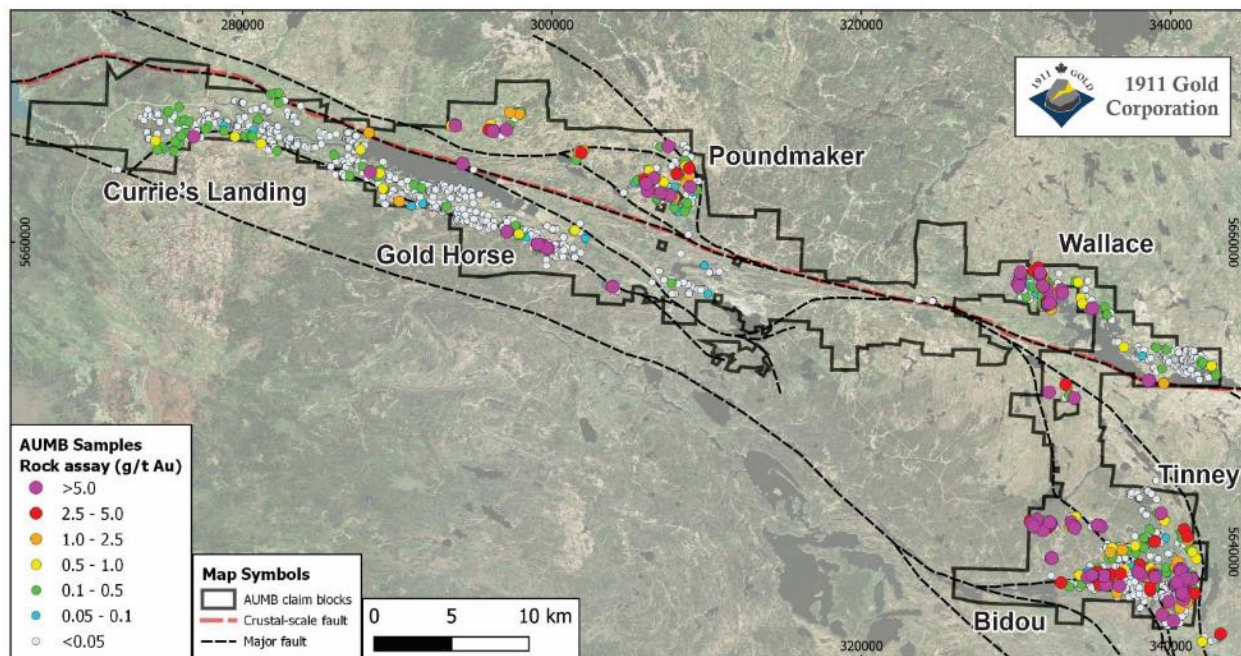
The Company’s 100%-owned Rice Lake exploration property, totaling 58,672 hectares after the acquisitions completed in Q2 and Q3 2021, covers the most prospective portions of the Rice Lake greenstone belt (**Figure 1**), part of the same belt of greenstones that includes the world-class, high-grade Red Lake gold district, located approximately 100 kilometres to the east in Ontario. The Company’s consolidated land position – the largest ever assembled in the belt – provides an unprecedented opportunity to evaluate this under-explored district at belt-scale, utilizing modern exploration methods.

During 2021, the Company completed the Phase II drill program at the Tinney, Bidou, Poundmaker, Horseshoe and Wanipigow East project areas as well as completed the 2021 field exploration program to further advance projects within its Rice Lake and Apex properties. The fieldwork program identified a number of new targets for exploration drilling in the Tinney, Bidou and Wallace project areas at the Rice Lake property. In conjunction with the results of an induced-polarization (IP) geophysical survey completed in Q2 2021, fieldwork has also generated several compelling new drill targets at the Apex property, including in areas with no record of historical drilling.

Based on this work, in Q4 2021 the Company completed design, planning and permitting for the Q1-Q2 2022 drilling programs at the Rice Lake and Apex properties, including drillhole targeting based on new 3D geological models constrained by results from previous Company drilling, the field exploration program, and UAV magnetic and IP geophysical surveys.

The initial phase of drilling in Q1-Q2 2022 is planned to include approximately 11,000 metres of drilling to test 18 different targets. Included in this is follow-up drilling of priority targets in the Tinney and Bidou project areas, as well as first pass drilling of several targets in each of the Tinney, Bidou and Wallace project areas. Also included is the Company’s maiden drilling program at the Apex property, near Snow Lake, Manitoba.

Figure 1: Regional map of the Rice Lake exploration property, showing consolidated land position, major structures and project areas, and results from rock sampling completed by the Company to Q3 2021.



Tinney project

The geology of the Tinney project consists of a thick sequence of iron-rich basalt flows, gabbro sills and siliceous sedimentary units, cut by felsic porphyry intrusions, and occupying the hinge of the regional-scale fold (Beresford Lake anticline), which is partially dismembered by faults and shears. The largest felsic porphyry intrusion, the Gunnar porphyry, cuts favourable stratigraphy for 2.5 kilometres along strike and represents a highly prospective setting for vein emplacement, analogous to the 10-million-ounce Sigma-Lamaque deposit in the Val-d'Or camp of the Abitibi greenstone belt in Quebec, Canada. The southern extent of this porphyry hosts the historic Gunnar deposit, which produced approximately 100,000 ounces of gold between 1936 and 1941, from ore grading approximately 12 g/t Au.

Drilling completed to date by the Company at the Tinney project has focused on the northern extent of the Gunnar porphyry, testing the Edna-Otter, Cougar and Tinney Shear targets – areas with no record of historical drilling (**Figure 2**). Results confirm the geological model, as well as the potential analogy with the Sigma-Lamaque deposit at Val-d'Or. Specifically, the drilling results and new modeling indicate multiple zones of high-grade gold mineralization, forming a network of both steep and 'flat' vein systems centred on the porphyry intrusion, which itself is strongly altered and sheared, particularly in the Edna-Otter target area.

Individual drill sections show multiple zones of high-grade shear-hosted gold mineralization, with local evidence of increasing grade and thickness with depth in the system. Phase III drilling will selectively target structural intersections of the modeled gold-bearing structures and projected down-plunge extents of modeled high-grade mineralized zones both internal and external to the porphyry. In addition, the Phase III program will test the continuity of gold mineralization in the upper portion of the Otter structure along the hanging wall (northeast) contact of the porphyry via closer-spaced drilling on 30-metre centres.

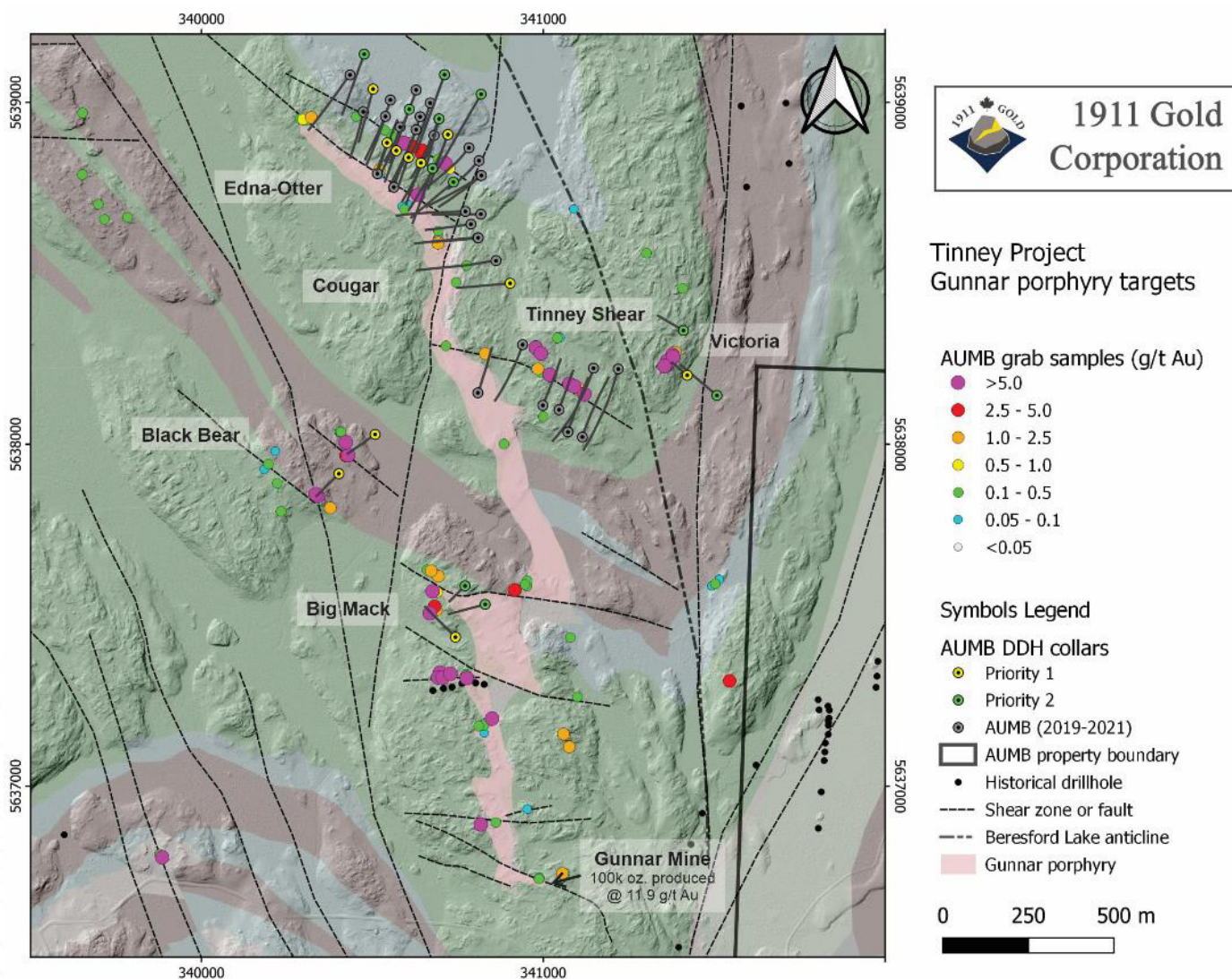
Fieldwork at Tinney in Q2-Q3 2021 focused on newly identified vein systems in both the hangingwall (east) and footwall (west) of the Gunnar porphyry, several of which have been discovered through prospecting of anomalies identified by surficial geochemistry completed during the 2020 field program. Three of these vein systems, referred to as the Black Bear, Big Mack and Victoria targets are associated with significant high-grade gold values on surface, with well-developed structures, and



have been advanced to the stage of drill testing in the Phase III drilling program – none of these new targets has any record of historical drilling.

Drilling planned for Q1-Q2 2022 will continue to test Priority 1 targets at Edna-Otter and Cougar (2,100 metres of drilling), as well as three new Priority 1 targets (800 metres of drilling) located in both the footwall and hangingwall of the major target unit – the Gunnar porphyry.

Figure 2: Simplified map of the Gunnar porphyry target area, showing drillhole locations from Phase I and Phase II drilling, and planned drillholes for the 2022 drilling program. Priority areas for follow-up drilling are the Edna-Otter and Cougar targets; the Company will also undertake first-pass drilling of the Black Bear, Big Mack and Victoria targets.



Bidou project

The Bidou project area demonstrates stratigraphic and structural similarities to the 3-million-ounce True North deposit on the opposite (northwest) margin of the Ross River pluton yet has seen only limited previous exploration and drilling. At Bidou, a series of kilometre-scale structures, interpreted from aeromagnetic and LiDAR data, trend east or northeast through a sequence of basalt flows, gabbro sills, sedimentary rocks and felsic porphyry dikes. Where exposed in outcrop, these

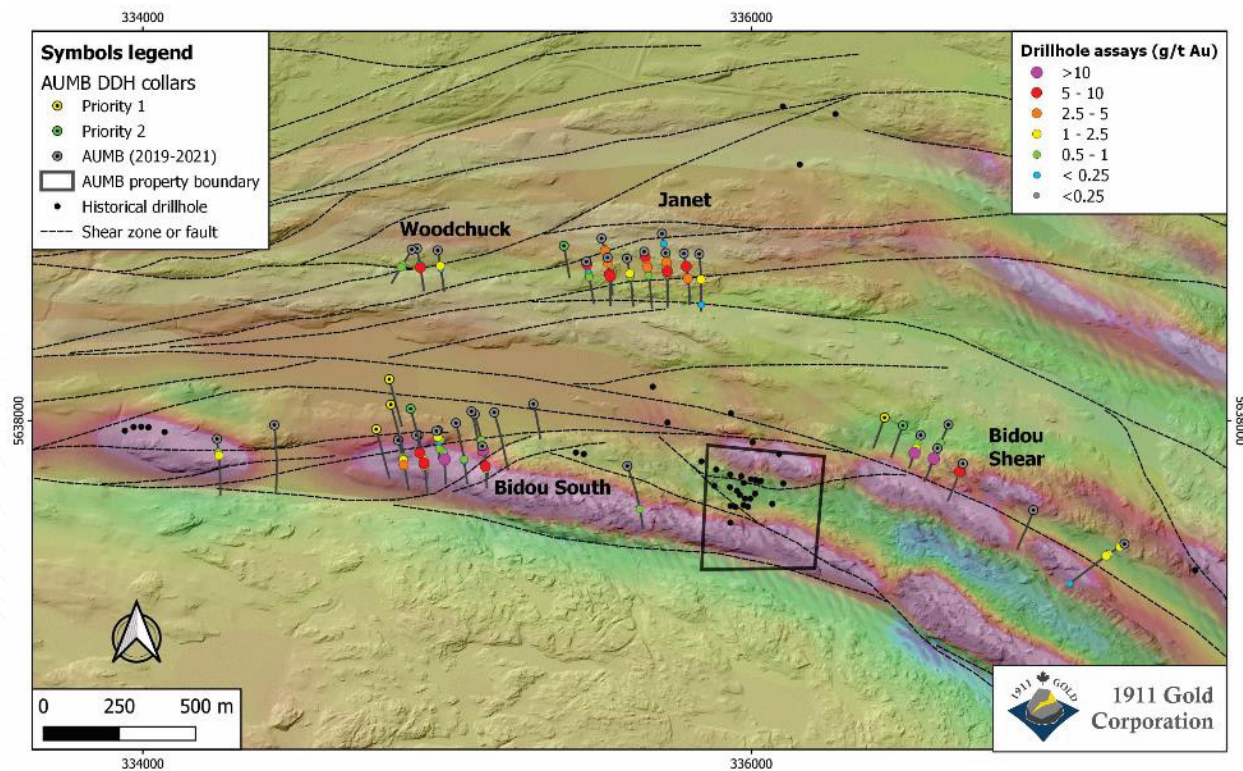
structures are similar in orientation, deformation style and sense of movement to the prolific '16-type' structures that hosted high-grade ore at True North.

Drilling completed to date has been concentrated in the southern portion of the Bidou project (**Figure 3**), to test several structures that coincide with anomalous gold in outcrop or surficial sediments, particularly where such structures intersect chemically or structurally favourable rocks such as gabbro sills or porphyry dikes. Although all targets have produced gold intercepts, the most significant results, and consequently the bulk of the drilling, has been at the Bidou South target.

Drilling at Bidou South has confirmed the presence of gold mineralization hosted by a northeast-trending shear structure where it cuts across a very thick gabbro sill. The best intercepts appear to occur where this structure merges with a previously unrecognized structure that parallels the sill; the resulting intersection thus forms a steeply-plunging target that remains open at depth. Step-out drilling to the east along strike, from drill pads located on Bidou Lake, intersected encouraging structure, alteration and vein systems, but did not yield significant gold results. Phase III drilling is planned to target the highest-grade portion of the mineralized zone at Bidou South, including testing it's strike extents to the west, and testing down-plunge under Bidou Lake to the north, utilizing a detailed 3D model of the zone derived from Phase I and Phase II drilling data. The Company will also test along strike to the west along the major structure at the Bidou Shear target, where the mineralized zone and vein systems remain open to the west into an area of no bedrock exposure.

Drilling in Q1-Q2 2022 is focused on the Bidou South and Bidou Shear targets, with the goal of extending known zones of gold mineralization and testing their down-plunge potential at points where favourable structures intersect favourable host rocks; approximately 1,200 metres of drilling are initially planned on Priority 1 targets for this program.

Figure 3: Simplified map of drilled targets at the Bidou project (southern portion), showing drillholes completed to date by the Company and significant gold intercepts. Priority areas for follow-up drilling are the Bidou South and Bidou Shear targets, with the locations of Priority 1 drillholes indicated.





During the 2021 field program, mapping, prospecting and surficial geochemistry was extended northward at the Bidou project to cover the eastern margin of the Ross River pluton into an area west of a historical mine (Central Manitoba) that produced approximately 150,000 ounces of gold in the 1930s. The focus of this work was a series of northwest trending structures developed within the pluton near its margin, as well as extending outward into the host volcanic and sedimentary rocks. The two major targets here include Eldorado in the west and Walton in the east, both of which were explored historically via shallow mine shafts, with no record of historical production, and no record of historical or recent drilling.

The Eldorado structure is traced continuously on surface for over 700 metres and has consistently returned gold values from surface sampling, including high-grade values up to 100.2 g/t Au. The structure ranges up to 2 metres in width and contains well-preserved structures to facilitate prediction of the most likely orientations of potential high-grade shoots within the larger-scale host structure. Two drillholes are planned to test for potential high-grade shoots at Eldorado in the Phase III exploration drilling program.

The Walton target includes a series of northwest-trending structures that cut a felsic porphyry intrusion or 'plug' measuring approximately 300 metres in diameter east of the Ross River pluton. The structures have been traced by prospecting and mapping for close to 500 metres along strike, and contain quartz vein systems that have returned assay values up to 143.3 g/t Au. Surficial geochemistry indicates the structures continue to the southeast, beyond the limits of bedrock exposure. There is no record of historical drilling on this very compelling target, which shows geological similarities to the Company's Edna-Otter target in the Tinney project area. The Walton target is also slated for testing in the Phase III exploration drilling program.

Drilling during Q1-Q2 2022 is testing the down-dip and down-plunge extents of the major gold-bearing structures at both Eldorado and Walton, with approximately 1,500 metres of Priority 1 drilling.

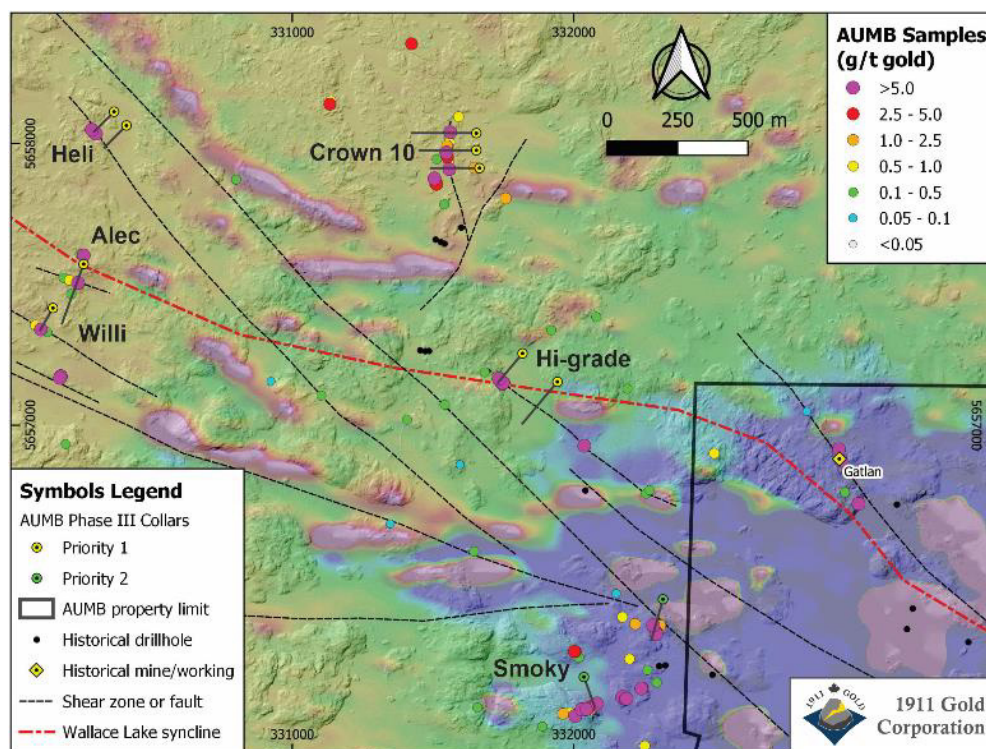
Other Rice Lake projects

Field exploration in Q3 2021 also focused on the Wallace and Currie's Landing projects, with emphasis on expanding the mapping, prospecting and surficial geochemistry coverage into areas that contain large-scale structures with potential to host significant gold deposits. Both projects rapidly advanced towards first-pass exploration drilling, with the Wallace project returning the best gold values from surface sampling, thus making it a priority for drilling in 2022.

At Wallace, several historical zones of gold mineralization were evaluated through outcrop stripping, detailed mapping and channel sampling in order to further constrain the distribution and controls of gold mineralization. Several targets in the northwest part of the project area (**Figure 4**) have been advanced to drill-stage through this work, with emphasis on large-scale structures with demonstrated potential to host significant gold-bearing vein systems.

Drilling in Q1-Q2 2022 is focused on the Crown 10, Hi-Grade, Heli, Alec and Willi targets, with a total of approximately 2,600 metres of Priority 1 drilling planned to take place in March and April 2022, via helicopter-support staged out of the True North site. This will be the Company's maiden exploration drilling program at Wallace, which shows strong geological similarities to the Red Lake camp in Ontario in terms of host rocks, structure, alteration and mineralization.

Figure 4: Simplified map of targets northwest of Wallace Lake, in the Wallace project area, showing areas of high-grade gold from surface grab samples collected by 1911 Gold, and the location of the Priority 1 targets for first-pass drilling.



Apex property

The 100% owned Apex exploration property is located 15 kilometres southeast of the town of Snow Lake (570 kilometres north of Winnipeg) in north-central Manitoba. The Apex property is situated in the Paleoproterozoic Flin Flon greenstone belt, one of the most prolific mining districts in the world, with world-class gold-rich volcanogenic massive sulphide (VMS) and orogenic gold deposits. The Apex property contains two significant gold occurrences spatially associated with the contact between the Burntwood assemblage and the Rex Lake pluton, with most of the mineralization discovered to date hosted within or adjacent to the outer margin of the pluton. Two distinct styles of gold mineralization are apparent: steep shear veins and flat lying disseminated zones associated with sulphide minerals.

In 2019, the Company completed a program of geological mapping, prospecting, and surficial geochemical surveys (humus and black spruce bark), focused on historical showings on the Apex Property. The Company also completed an inversion of very high-resolution aeromagnetic data acquired by a previous operator, which provides important new information on the geology and structure of the property to depth. Reconnaissance grab samples yielded a number of high-grade gold assays, demonstrating that there is considerable potential for high-grade gold mineralization on the property, comparable to the adjacent Laguna property to the immediate south, on the opposite side of the Crowduck Bay Fault. The Laguna property includes the historic Rex-Laguna gold mine, which produced 60,000 ounces of gold between 1936 and 1940, with an average grade of 16.7 g/t Au, making it the highest-grade gold mine in Manitoba.

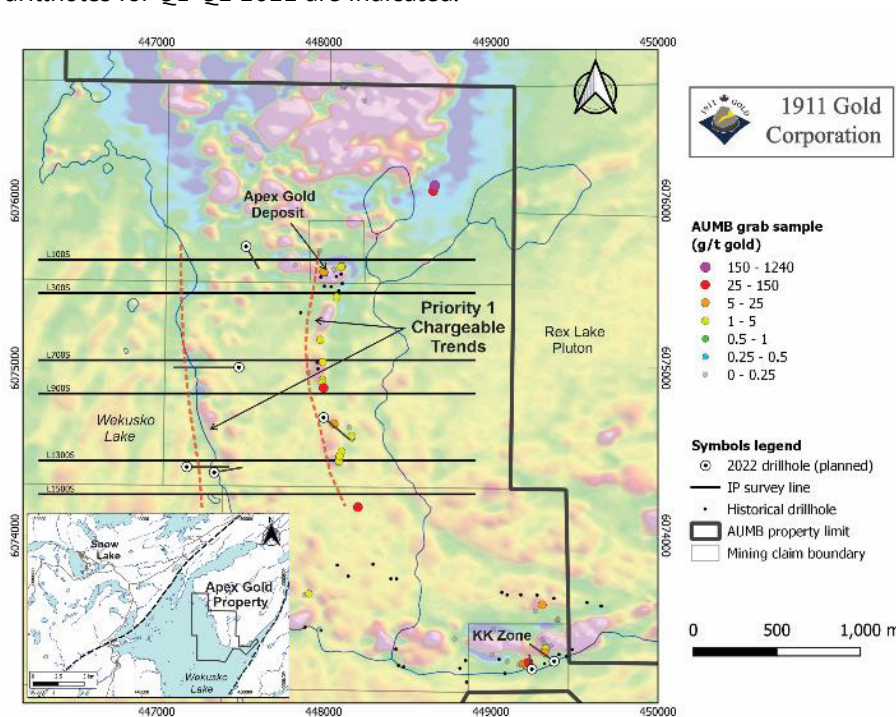
In Q1 2021 the Company expanded the Apex property (**Figure 5**) from 752 to 2,200 hectares by ground staking to cover a major geological/structural contact and completed line cutting and a 17 line-kilometre induced polarization (IP) geophysical survey over the most prospective structural trends on the property to evaluate the potential for both steep and flat zones of gold mineralization. The survey was completed by Abitibi Geophysics using the OreVision® IP system, with final deliverables, including 3D inversions, received in Q2 2021. Importantly, the survey reveals both steep and flat chargeability anomalies at depth and near-surface, including in areas of known gold mineralization at surface, thus increasing confidence in the capability of this IP system to detect mineralized zones at Apex.



In Q3 2021, the Company completed additional fieldwork at the Apex property, including geological mapping, prospecting, surficial geochemistry and ground-truthing of geophysical anomalies identified by the IP survey. This work continued to demonstrate the significant exploration potential of the Apex property for both lower-grade bulk-tonnage type mineralization, as well as very high-grade narrow-vein type mineralization, with several spectacular assay results from grab-sampling, including 1,240 g/t Au, 132.6 g/t Au and 69.1 g/t Au. To date, 52% of samples collected by 1911 Gold have returned assay results greater than 1 g/t Au, with 18% of samples returning more than 5 g/t gold.

In Q4 2021, the Company completed planning and permitting for first-pass exploration drilling of several targets on the Apex property, including geophysical targets identified by the IP survey and geological/structural targets generated through the Company's field programs. In Q1-Q2 2022, the Company is testing five distinct geological/geophysical Priority 1 targets at Apex, via both land and ice-based drilling.

Figure 5: Simplified map of the Apex Gold Property near Snow Lake, Manitoba, showing areas of high-grade gold from surface grab samples collected by 1911 Gold, and the major trends of chargeability identified by the IP geophysical survey completed in Q2 2021. Priority 1 drillholes for Q1-Q2 2022 are indicated.



Timmins properties

The Company holds two highly prospective 100% owned properties in the Timmins-Porcupine Gold Camp of the Abitibi greenstone belt. The properties are located within a 30-kilometre radius of the city of Timmins, Ontario, in the prolific district of the same name – one of the richest goldfields in the world with over 70 million ounces of past gold production from deposits arranged along the crustal-scale Porcupine-Destor Fault.

The Tully property, 458 hectares in area, is located 25 kilometres northeast of Timmins and has areas of mineralization that have been the focus of several drilling campaigns since its discovery in 1969. The mineralization at Tully appears to be located along a major splay of the Porcupine-Destor Fault, referred to as the Pipestone Fault, and is located 2 kilometres southwest of the Bradshaw Gold Project of Gowest Gold Ltd., currently being evaluated for development. The Company is currently evaluating options to advance this project.



The Denton-Keefer property, located 30 kilometres southwest of Timmins, is immediately adjacent to paved highway 101. The property (2,106 hectares in area) covers a 6.5-kilometre-long section of the Abitibi greenstone belt, including a portion of the Porcupine-Destor Fault. It is thus situated in a highly prospective setting, geologically similar to those hosting supergiant gold deposits in the Timmins-Porcupine Gold Camp and is strategically positioned between Pan American Silver's Timmins West mine and GFG Resources' Pen Gold exploration project. In early 2020, the Company initiated a comprehensive compilation of available data for both properties to guide corporate strategy and future exploration.

In part due to the COVID-19 pandemic, the Company delayed exploration activities on both properties in the Timmins district and has been granted an Exclusion of Time for assessment work in 2021 under Ontario's relief plan relating to COVID-19. In the interim, the Company is evaluating alternative options to advance these project areas, including option or vend agreements. Towards this goal, the Company has several active non-disclosure agreements in place and continues to work with interested parties to unlock value for the Timmins assets.

REVIEW OF FINANCIAL RESULTS

During the year ended December 31, 2021, the Company incurred a loss of \$8.8 million compared to a loss of \$6.1 million in 2020, primarily as a result of a higher marginal (per ounce) cost of production as the average tailings grade decreased 22% compared to 2020, and the mill experienced lower average recovery rates on the tailings material processed during the year. Production costs are relatively fixed during the operating period, consisting primarily of labour, utilities and fuel, resulting in a higher average cost per ounce sold on lower grade material (\$3,018 cost per ounce sold in 2021 compared with \$2,112 per ounce sold in 2020). The average selling price per ounce of gold sold decreased by 10% as well in 2021 (\$2,260 compared with \$2,514 in 2020). The Company also incurred a \$0.4 million increase in exploration expense, primarily due to the increase in drilling activity, with a total of 12,892 metres drilled in 2021 compared with 9,633 metres during the same period in 2020. These shortfalls were partially offset by the dividend income received in Q2 2021 of \$1.5 million.

Revenue

During the year ended December 31, 2021, the Company sold 4,263 ounces, including 568 ounces from remaining 2020 gold inventory held at Asahi Refining Canada ("Asahi"), at an average realized price of \$2,260 per ounce for total proceeds of \$9.7 million. For the year ended December 31, 2020, the Company sold 4,175 ounces at a significantly higher average realized price of \$2,514 per ounce for total proceeds of \$10.8 million.

Cost of sales

Cost of sales includes periods where the mill is on seasonal care and maintenance and, in years prior to 2020, the cost of maintaining the underground True North mine. For the year ended December 31, 2021, the Company incurred \$14.4 million in operating costs, including \$1.5 million of depreciation and depletion, compared with \$11.2 million (including \$2.5 million of depreciation and depletion) during the year ended December 31, 2020. The increase is a result of a number of factors, including the longer period of operations in 2021 (205 operating days compared with 190 operating days in 2020), the recognition of \$1.1 million in costs contained in ending gold inventory as at December 31, 2020, recorded in connection with the sale of 568 ounces in January and April 2021, and a higher overall cost of operations during 2021 as a result of the following:

- Equipment rental costs increased \$0.3 million in 2021 due to the additional equipment on site over an extended operating period as well as the additional trial use of the tailings stacker in May and June of 2021; and
- Fuel costs, primarily propane and diesel, increased \$0.2 million from 2020 as a result of higher unit prices and, with respect to diesel, additional equipment on site required to sustain increased production rates.
- A \$0.1 million increase in milling costs, including grinding media, carbon and cyanide, as a result of higher tonnage rates as well as overall increased unit costs.



The cost of sales for the year ended December 31, 2020 is also net of \$0.3 million in payroll subsidies received from the Canada Emergency Wage Subsidy program. The increased costs during 2021 were offset by the \$1.0 million decrease in depreciation and depletion costs in 2021 arising from the reduced asset base amortized during the year.

General and administrative costs

General and administrative costs of \$2.0 million for the year ended December 31, 2021 were \$0.5 million lower than the comparable period in 2020, with the decrease arising primarily from lower overall compensation costs incurred in 2021, including a \$0.2 million decrease in stock-based compensation.

Other expenses

Flow through premium recovery

During the year ended December 31, 2021, the Company incurred \$3.2 million in qualifying Canadian exploration expenses, satisfying the remaining spending commitment related to the July 14, 2020 private placement. The Company recognized a flow-through premium recovery of \$0.6 million related to the qualifying Canadian exploration expenses (the year ended December 31, 2020 - \$0.7 million related to the March 5, 2019 private placement).

Other income (expense)

On April 21, 2021, 55 North Mining Inc. ("55 North") declared a cash dividend to shareholders of record, distributing funds received from the sale of the Edelston property which occurred early in Q1 2021. The Company holds 1,745,550 shares of 55 North and hence received a total dividend payment of \$1.5 million. 1911 Gold also received 500,000 shares of Alliance Mining Corp. ("Alliance"), valued at \$0.5 million, related to the purchase of the Company's 50% interest in the 27 claims comprising the Greenbelt property located to the south of the Rice Lake property. To complete the purchase agreement, Alliance must repurchase those shares with cash payments totalling \$0.5 million, \$0.2 million of which is non-refundable and is recorded in other income. Therefore, the Alliance shares are recorded as a liability to the Company until such time as Alliance completes the required payments or defaults on the terms of the repurchase agreement. As of the date of this MD&A, all cash payments had been received by the Company and the shares had been returned to Alliance.

Gain on marketable securities

On April 20, 2021, 55 North commenced trading on the Canadian Securities Exchange ("CSE"). The Company previously held the investment in 55 North at nil value due to the lack of a tradeable exchange for the shares or a possible buyer. With the successful listing of 55 North on the CSE, the Company recorded a \$0.1 million gain on marketable securities for the year ended December 31, 2021 based on the share price of 55 North as at December 31, 2021.

QUARTERLY RESULTS

The following selected financial information is a summary of the eight most recently completed quarters up to December 31, 2021

Quarter Ended (\$ amounts in '000's) (Unaudited)	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020
Gold sold (ounces)	1,300	2,225	238	500	2,140	2,035	-	-
Revenues	\$2,932	\$4,950	\$560	\$1,225	\$5,277	\$5,219	\$272	\$-
Comprehensive (loss) income	\$(2,182)	\$(1,395)	\$(129)	\$(5,055)	\$(215)	\$526	\$(2,532)	\$(3,880)

During the first four months of 2020 the Company operated the mill at care and maintenance levels, completing annual maintenance on the mill facility and surface equipment. This included the cleanup and recovery of residual gold ounces in areas that had not been covered in the 2019 cleanup, providing net proceeds of \$0.3 million from the recovery of 194 ounces



of gold. The Company also completed the Phase I drilling program, testing a total of seven targets with 28 drill holes (8,086 metres). On March 20, 2020, in response to the increasing risk of outbreak of SARS-CoV-2, the Company reduced on site personnel to minimum care and maintenance levels and initiated a work-from-home policy for all corporate and exploration personnel. A phased return to site was implemented in May, based on the significant reduction in COVID-19 cases within Manitoba, with the 2020 field exploration season commencing on May 1, 2020 and the tailings re-processing season commencing on May 21, 2020. In Q4 2020 the Company commenced the Phase II drill program, initially focusing on accessible areas in the Bidou project area, completing 4,264 metres of drilling before the end of Q4 2020.

The Company continued the seasonal shutdown during Q1 2021, although work continued on the tailings facility during the month of January on planned 2021 working areas on the tailings impoundment. This work consisted primarily of trenching to allow for better drainage and stockpiling of material for use at the start of the tailings production season. With milder winter conditions in March, personnel and equipment returned to site early in April to recommence operations on April 20, 2021. The Company completed the Phase II drill program in mid-March of 2021, drilling another 12,892 metres over 5 project areas, focusing primarily on the Edna-Otter and Cougar targets along the northern portion of the Gunnar porphyry in the Tinney project area. In September of 2021 the Company successfully completed the field season program which had commenced in May of 2021, advancing targets at Tinney, Bidou and Wallace projects, and following up on prominent LiDAR and AMAG features at the Curries Landing project, in the western portion of the Rice Lake property. Operations processed 244,787 tonnes during the 205 operating days in 2021, producing 3,763 ounces of gold during the period. During the fourth quarter of 2021 the Company completed an \$8 million flowthrough financing, providing sufficient funding to allow for a large-scale exploration program in 2022, commencing with the third year of drilling on the Bidou and Tinney projects as well as first pass drilling at the Wallace project as well as the Apex property in Snow Lake.

LIQUIDITY AND CAPITAL RESOURCES

<i>(\$ amounts in '000's)</i>	December 31 2021	December 31 2020
Cash	\$ 9,954	\$ 10,029
Total current assets	11,788	13,320
Total assets	45,602	47,621
Total current liabilities	3,203	3,150
Total liabilities	6,319	5,969
Total equity	39,283	41,652

Material increases or decreases in the Company's liquidity and capital resources will be substantially determined by the success or failure of the Company's tailings operations, the amount of exploration planned, future development programs, the ability to obtain equity or other sources of financing, and the price of gold. The Company is currently focused on a district scale exploration program on the Rice Lake properties expected to identify additional resources to provide future sources of ore feed for the True North milling facility. The Company is also generating cashflow through the recovery of gold from historical tailings, with the proceeds from gold sales funding the cost of ongoing facilities and equipment maintenance, as well as the Company's general and administrative expenses. Tailings re-processing operations are seasonal, running primarily from April to November, and production ranges between 200,000 and 240,000 tonnes during that period. The average grade has continued to decline over the past several years of production as the Company prioritized the higher-grade sections earlier.

The Company continued the seasonal shutdown of tailings operations until April 20, 2021, spending \$2.5 million to support maintenance and overhead costs, excluding the recognition of costs related to the gold inventories sold during the period. During the year ended December 31, 2021, the Company focused on completing the Phase II drilling program as well as the 2021 field season program, following up on the successful results at Tinney and Bidou as well as significantly advancing the



Wallace and Curries Landing projects. Exploration expense of \$4.4 million was funded primarily from the July 2020 flow-through financing, with an additional \$1.2 million funded from working capital.

As at December 31, 2021, the Company had cash and cash equivalents of \$10.0 million (December 31, 2020 – \$10.0 million) and working capital of \$8.6 million (December 31, 2020 – \$10.2 million). Cash utilized in operating activities during the year ended December 31, 2021 was \$7.3 million, including changes in working capital (December 31, 2020 - \$4.4 million). Cash used in investing activities during the year ended December 31, 2021, was \$0.5 million (December 31, 2020 – \$0.1 million), comprised primarily of the \$0.4 million cash margin held on account by the issuer of the \$0.8 million surety bond provided as collateral to the Province of Manitoba for the site closure costs. Cash provided by financing activities during the year ended December 31, 2021 was \$7.7 million (December 31, 2020 - \$4.9 million), primarily from the Offering closed on December 30, 2021.

The Company is not in commercial production on any of its mineral properties and continues to incur operating losses, has limited financial resources, and there can be no assurance that sufficient funding will be available to continue current exploration and operating activities. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of capital stock, through entering into joint ventures or by realizing proceeds from the disposition of its mineral interests. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. Management plans to continue to secure the necessary financing primarily through a combination of equity financing and disposition of non-core projects; however, there is no assurance that the Company will be successful in these actions. The Financial Statements for the year-ended December 31, 2021 do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company must manage its treasury while satisfying regulatory requirements, maintaining its property agreements in good standing, and conducting exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may seek to complete external financings as required in order to fund further exploration. Should the Company wish to continue fieldwork on its exploration projects, further financing will be required and the Company will either have to go to the market or engage a strategic partner to achieve this. Given the volatility in equity markets, unfavorable market conditions in the mining industry, uncertainties in the markets due to COVID-19, cost pressures and results of exploration activities, management regularly reviews expenditures and exploration programs and equity markets in order that the Company have sufficient liquidity to support its growth strategy.

Outstanding Share Data

Authorized: an unlimited number of common shares without par value	Common shares issued and outstanding	Stock Options	Warrants
Outstanding as at April 27, 2022	68,216,155	5,086,668	1,987,813

FINANCIAL INSTRUMENTS

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, interest rate risk, foreign exchange risk, and commodity price risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due (see note 1 of the Financial Statements). The Company closely monitors and reviews its costs incurred and actual cash flows against the approved budget on a monthly basis to ensure the Company's access to funds is adequate to support the Company's operations on an ongoing basis. Future operations or exploration programs will require additional financing primarily through equity markets or other forms of financing such as joint venture partnerships.



Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances, interest-bearing bank accounts and no interest-bearing debt.

Foreign Exchange Risk

The Company's Canadian entities have a Canadian dollar functional currency. Foreign exchange risk is the risk that future cash flows will fluctuate because of changes in foreign exchange rates. The Company's foreign currency gains and losses primarily relate US dollar transactions with vendors.

Commodity Price Risk

The Company is exposed to the risk of fluctuations in prevailing market commodity prices on the gold it produces. As of December 31, 2021, the Company itself had not entered into any agreements to mitigate its exposure to market price risk.

CONTRACTUAL OBLIGATIONS

The following table provides our gross contractual obligations as of December 31, 2021 (in thousands):

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Accounts payable and accrued liabilities	\$ 1,433	-	-	-	\$ 1,433
Flow-through expenditure requirements	-	\$ 8,000	-	-	\$ 8,000
Closure plan financial security payments	\$ 1,200	\$ 4,067	-	-	\$ 5,267
Reclamation obligation	-	-	-	\$ 8,506	\$ 8,506
Total	\$2,633	\$ 12,067	-	\$ 8,506	\$ 23,206

The reclamation obligation amounts shown above represent undiscounted amounts not reflective of inflation, see Note 10 Reclamation Obligation for additional details.

Certain of the mining claims in which the Company has interests are subject to royalty arrangements. Additionally, to maintain the Company's properties in good standing, the Company is required to make certain mining claim tax, mineral lease and cash-in-lieu payments on an annual basis. In 2022, those mineral claims payments are nominal.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The 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.

Key management includes directors and executive officers of the Company. During the year ended December 31, 2021 and 2020, the Company incurred the following charges by key management of the Company and by companies controlled by them. All fees have been reported as general and administrative expenses, except for \$199 of salaries and wages that was included in exploration expense (2020 – \$142). Other than the amounts disclosed below, there was no other compensation paid or payable to key management for employee services for the reported periods.



	2021	2020
	\$	\$
Salaries and wages	1,096	922
Professional fees	21	21
Directors' fees	156	179
Share-based payments	149	165
	1,422	1,287

OUTLOOK

The Company will continue to take a systematic, multi-disciplinary approach to advance its exploration properties in Manitoba and Ontario. The methodology employed at the Rice Lake properties continues to be highly successful in identifying compelling drill targets with potential for significant discovery. Significant gold intercepts encountered in the Bidou and Tinney target areas during the Phase II drilling program provide further evidence of potential for a major gold system in these areas, and were incorporated into the model to further refine and prioritize targets for the 2022 drilling program. Ongoing exploration continues to generate new gold showings as well as an improved understanding of historical showings, with new targets being aggressively advanced to drill-stage in the Tinney, Bidou, Wallace and Currie's Landing project areas.

Near-term, the Company will focus on completing the 2022 drill program on priority target areas within the Rice Lake property, as well as the newly identified targets at the Apex Gold Property (Snow Lake). Initial planning was for approximately 11,000 metres of Priority 1 drill targets to be tested prior to April 30, 2022, with some adjustments resulting required during Q1 2022 due to weather and ground conditions. It is expected that total drilling in Q1 2022 will range between 8,000 and 9,000 metres drilled, with any untested targets to be deferred to the next drill program planned for later in 2022.

The exploration focus at Rice Lake remains on quickly identifying one or more potential gold resources that can be advanced to development on a shortened timeframe to provide one or more additional sources of ore for the Company's milling operations. With this objective in focus, the Company is also actively planning for the 2022 field exploration program, which will include new data acquisition in existing project areas, as well as an expansion of the regional exploration program into previously underexplored or unexplored portions of the Rice Lake belt. The Company will further review areas potentially available for summer drilling such as the Wallace prospect and commence incorporating the results from the recently completed IP geophysical survey on the Curries Landing prospect to advance this area to drill ready stage as well.

The 2022 tailings re-processing operations are expected to commence in May, subject to weather conditions, and will be focused on priority areas along the periphery of the tailings pond that were identified as areas of discharge in the past. These areas were sampled extensively in January of 2022 to confirm the grade and nature (fineness, moisture content) of the material, both of which inform not only the contained gold but the expected recovery in the mill circuit. Based on this work the Company expects to produce between 3,500 and 4,000 ounces during the 6 months of operations.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported expenses during the reporting period. Such estimates and assumptions affect the identification of impairment indicators of exploration and evaluation assets and the determination of inputs used in calculating the fair value of share-based payment expense. Management re-evaluates its estimates and assumptions on



an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting estimates upon which the Company depends are those involved with the assessment of impairment indicators, future costs for reclaiming areas of operations, and assumptions around going concern.

DISCLOSURE CONTROLS AND PROCEDURES

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis disclosure controls and procedures and as well as internal controls over financial reporting, as defined in National Instrument 52-109, may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties, many of which are beyond its ability to control or predict. Because of these risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. 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.

COVID 19 and Other Outbreaks of Communicable Diseases

Our business could be adversely impacted by the effects of the coronavirus or other epidemics. The extent to which COVID-19 impacts our business, including our operations and the market for our securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the outbreak, both within the Company or by governmental health authorities. In particular, the continued spread of COVID-19 globally could materially and adversely impact our business including, without limitation, employee health, workforce productivity, supply chain impacts, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to our drill program and/or the timing to process drillcore samples and other metallurgical testing, requiring a partial or full suspension of tailings re-processing operations and exploration programs for an indefinite amount of time and other factors that will depend on future developments beyond our control, which may have a material and adverse effect on our business, financial condition and results of operations.

There can be no assurance that the Company's personnel will not be impacted by pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs or insurance premiums as a result of these health risks.

In addition, a significant outbreak of COVID-19 or other communicable disease could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals, our ability to raise capital, and our future prospects.

Temporary Closure of Material Property

Underground mining has been suspended and access to the True North mine has been temporarily closed. In the near term, in order to maximize cash flow and offset ongoing overhead costs, the Company is continuing to process tailings through the mill. Additionally, the Company is actively exploring along the Rice Lake greenstone belt to discover and develop additional resources to provide feed for the True North mill.



There can be no assurance that processing minerals through the True North mill from any newly-discovered resource, or from any residual or newly-discovered resource within the True North mine, will be feasible or that the Company will attain any benefit. There can be no assurance that it will be economically feasible to resume production at the True North mine; consequently, there can be no assurance that commercial production at the True North mine will resume.

Nature of Mineral Exploration and Mining

Development of any of 1911 Gold's mineral properties will only follow upon, among other things, obtaining satisfactory exploration results, the completion of feasibility or other economic studies, obtaining permits through various regulatory agencies, and consultation and engagement with local stakeholders, including First Nations. The exploration and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct additional mining and processing facilities at True North or other locations. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The economics of exploring and developing mineral properties are affected by many factors including capital and operating costs, variations of grades and tonnages, fluctuating commodity market prices, costs of mining and processing equipment and such other factors as government regulations, allowable production, importing and exporting of minerals and environmental protection. Whether resuming production at True North or developing a producing mine elsewhere on 1911 Gold's properties is economically feasible will depend upon numerous factors, most of which are beyond the control of the Company, including: the availability and cost of required development capital, movement in the price of commodities, securing and maintaining title to mining dispositions as well as obtaining all necessary consents, permits and approvals for mine development. Should production resume at True North or should a producing mine be developed at any of 1911 Gold's exploration or development-stage mineral properties, other factors will ultimately impact whether mineral extraction and processing can be conducted economically, including actual mineralization, consistency and reliability of grades, gold metallurgy, and future commodity prices, as well as the effective design, construction and operation of mining and processing facilities. 1911 Gold's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in 1911 Gold not receiving an adequate return on invested capital.

Exploration and mining ventures are inherently dangerous and generally involve a high degree of risk. 1911 Gold's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding, pit wall failure, mining voids, and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, personal injury or loss of life, damage to property and environmental damage, all of which may result in possible legal liability. Although the Company expects that adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as fire, rock falls, geotechnical issues, equipment failure, failure of retaining dams around tailings management areas, chemical spills, instability of historical tailings and mill infrastructure failures, which may result in environmental pollution and consequent liability. The occurrence of any of these events could result in a prolonged interruption of 1911 Gold's operations that would have a material adverse effect on its business, financial condition, results of operations and prospects.

Estimates of Mineral Resources

Mineral resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved, or that the indicated level of recovery will be realized. Mineral resource estimates may be materially affected by geological, environmental, permitting, legal, title, taxation, socio-political, marketing and other relevant issues. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond 1911 Gold's control. Such



estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized volume and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience.

Fluctuations in gold prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties, may require revision of mineral resource estimates. Should reductions in mineral resources occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral resources should not be interpreted as assurances of mine life or of the profitability of current or future operations. There is a degree of uncertainty attributable to the calculation and estimation of mineral resources and corresponding grades being mined. Any material reductions in estimates of mineral resources could have a material adverse effect on 1911 Gold's results of operations and financial condition.

Mineral Resources do not have Demonstrated Economic Viability

The Company does not currently have any mineral reserves. Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability and there is no assurance that mineral resources will ever be classified as proven or probable mineral reserves. In addition, mineral resources that are classified as inferred mineral resources are considered too speculative geologically to have economic considerations applied to them to enable them to be categorized as reserves. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that estimated tonnage and grades will be achieved or that they will be upgraded to measured and indicated mineral resources or proven and probable mineral reserves as a result of continued exploration.

Fluctuating Commodity Prices

If the Company resumes production at True North or enters into production at any other site, its profitability will be dependent upon the market price of gold and any other metals contained in minerals discovered. Historically, gold prices have fluctuated widely and are affected by numerous external factors beyond 1911 Gold's control, including industrial and retail demand, central bank lending, sales and purchases of gold, forward sales of gold by producers and speculators, production and cost levels in major producing regions, short-term changes in supply and demand because of speculative hedging activities, confidence in the global monetary system, expectations of the future rate of inflation, the strength of the United States dollar (the currency in which the price of gold is generally quoted), interest rates, terrorism and war, and other global or regional political or economic events. Commodity prices have fluctuated widely and are sometimes subject to rapid short-term changes because of speculative activities. The exact effect of these factors cannot be accurately predicted, but any one of, or any combination of, these factors may result in the Company not receiving an adequate return on invested capital and a loss of all or part of an investment in securities of 1911 Gold may result.

Financing Risks

1911 Gold will need to access additional capital to fund ongoing exploration, operational and corporate expenditures as it proceeds to expand exploration activities at its mineral properties, develop any such properties, or to take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may arise and continue as a going concern. The continued exploration and future development of 1911 Gold's properties will therefore depend on the Company's ability to obtain additional required financing. In particular, any potential development of its projects will require substantial capital commitments, which the Company cannot currently quantify and does not currently have in place. The Company can provide no assurance that it will be able to obtain financing on favourable terms or at all. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses, and other costs.



The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold industry in particular), the price of gold on the commodities markets (which will impact the amount of asset-based financing available) and/or the loss of key management personnel. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in some or all of its properties, incur financial penalties, or reduce or terminate its operations.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key employees, the loss of any of whom could have a materially adverse effect on its operations. The Company does not have in place formal programs for succession and training of management. The Company does not have key person insurance on such individuals, which would provide 1911 Gold with insurance proceeds in the event of their death. Without key person insurance, 1911 Gold may not have the financial resources to develop or maintain its business until it replaces the individual. The loss of one or more of these key employees, if not replaced, could materially adversely affect 1911 Gold's business, results of operations and financial condition.

Dependence on Third Parties

The Company relies significantly on strategic relationships with other entities and also on good relationships with regulatory and governmental departments. The Company also relies upon third-parties to provide essential contracting services. There can be no assurance that 1911 Gold's existing relationships will continue to be maintained or that new ones will be successfully formed and the Company could be adversely affected by changes to such relationships or difficulties in forming new ones. Any circumstance, which causes the early termination or non-renewal of one or more of these key business alliances or contracts, could adversely impact the Company, its business, operating results and prospects.

Governmental Regulation

Exploration, development and mining are subject to extensive federal, provincial, and local laws and regulations governing acquisition of the mineral dispositions, prospecting, exploration, drilling, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, tailings management, toxic substances, water use, land use, land claims that may be brought by First Nations and other indigenous groups, environmental protection and remediation, endangered and protected species, mine safety and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied or amended in a manner that could have a material adverse effect on the business, financial condition and results of operations of the Company.

The costs and delays associated with obtaining necessary licences and permits and complying with these licences and permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project. Any failure to comply with applicable laws and regulations or licences and permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. The Company may be required to compensate those suffering loss or damage by reason of its exploration or mining operations, and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, railways, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Tax Matters

The Company's taxes are affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If the Company's filing position, application of tax incentives or similar 'holidays' or benefits were to be challenged for whatever reason, this could have a material adverse effect on the



Company's business, results of operations and financial condition.

The Company is subject to routine tax audits by various tax authorities. Tax audits may result in additional tax, interest payments and penalties which would negatively affect 1911 Gold's financial condition and operating results. New laws and regulations or changes in tax rules and regulations or the interpretation of tax laws by the courts or the tax authorities may also have a substantial negative impact on 1911 Gold's business. There is no assurance that 1911 Gold's current financial condition will not be materially adversely affected in the future due to such changes.

Information Technology

The Company is reliant on the continuous and uninterrupted operations of its information technology ("IT") systems. User access and security of all IT systems are critical elements to the operations of 1911 Gold. Protection against cyber security incidents and cloud security, and security of all of 1911 Gold's IT systems are critical to the operations of the Company. Any IT failure pertaining to availability, access or system security could result in disruption for personnel and could adversely affect the reputation, operations or financial performance of 1911 Gold.

The Company's IT systems could be compromised by unauthorized parties attempting to extract business sensitive, confidential or personal information, corrupting information or disrupting business processes or by inadvertent or intentional actions by the Company's employees or vendors. A cyber security incident resulting in a security breach or failure to identify a security threat, could disrupt business and could result in the loss of business sensitive, confidential or personal information or other assets, as well as litigation, regulatory enforcement, violation of privacy and security laws and regulations, and remediation costs.

Labour Difficulties

Factors such as work slowdowns or stoppages caused by the attempted unionization of operations and difficulties in recruiting qualified workers and hiring and training new workers could materially adversely affect 1911 Gold's business. This would have a negative effect on 1911 Gold's business and results of operations; which might result in the Company not meeting its business objectives.

Permits and Licenses

The Company is required to maintain in good standing a number of permits and licenses from various levels of governmental authorities in connection with the exploration, development and operations at its mineral properties. Although the Company has all required permits for its current exploration and operations, there is no assurance that delays will not occur in the renewal of certain permits and there is no assurance 1911 Gold will be able to obtain additional permits for any possible future changes to operations or additional permits associated with new legislation. There is also no assurance that the Company can obtain, or that there will not be delays in obtaining, the environmental approval or permits necessary to develop any future projects.

To the extent such approvals or consents are required and are delayed or not obtained, the Company may be curtailed or prohibited from continuing its operations or proceeding with any further development. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in the exploration, development or exploitation of mineral properties may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies or more stringent implementation thereof could have a material adverse impact on the Company and cause increases in exploration expenses, capital and operating expenditures or require abandonment or delays in development or exploitation of mining properties.



Environmental Regulations and Potential Liabilities

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings management areas, which would result in environmental pollution. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to 1911 Gold at present and which have been caused by previous or existing owners or operators of the properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in exploration or mining operations may be required to compensate those suffering loss or damage by reason of the exploration or mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Environmental legislation is evolving in a manner that 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. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on 1911 Gold and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties. The potential financial exposure may be significant.

The Company's operation is subject to environmental regulation primarily by the Department of Environment, Climate and Parks (Manitoba) and the Ministry of the Environment (Ontario). The Department of Fisheries & Oceans (Canada) and the Department of the Environment (Canada) have an enforcement role in the event of environmental incidents.

Competition

There is significant competition in the precious metals exploration and mining industry for mineral rich properties that can be developed and produced economically, the technical expertise to find, develop and operate such properties, the labour to operate the properties and the capital for the purpose of funding such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a global basis. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than 1911 Gold, the Company may be unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its projects. Existing or future competition in the mining industry could materially adversely affect 1911 Gold's prospects for mineral exploration and success in the future. Increased competition can result in increased costs and lower prices for metal and minerals produced and reduced profitability. Consequently, the revenues of the Company, its operations and financial condition could be materially adversely affected.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Conflicts of Interest

The directors and officers of 1911 Gold may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions



and investments where the other interests of these directors and officers may conflict with the interests of the Company. In the event that such a conflict of interest arises at a meeting of the directors of 1911 Gold, a director is required by the BCBCA to disclose the conflict of interest and to abstain from voting on the matter.

No Guarantee of Positive Return on Investment

There is no guarantee that an investment in the securities of the Company will earn any positive return in the short term or long term. The mineral exploration and development business is subject to numerous inherent risks and uncertainties, and any investment in the securities of 1911 Gold should be considered a speculative investment. Past successful performance provides no assurance of any future success. The purchase of securities of 1911 Gold involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. An investment in the securities of 1911 Gold is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Dilution and Future Sales of 1911 Gold Shares

The Company may sell additional 1911 Gold shares or other securities in the future to finance its operations or may issue additional 1911 Gold shares or other securities as consideration for future acquisitions. The Company cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances will have on the market price of the 1911 Gold shares. Sales or issuances of substantial numbers of 1911 Gold shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the 1911 Gold shares. The Company's articles permit, among other things, the issuance of an unlimited number of 1911 Gold shares for such consideration and on such terms and conditions as are established by the directors of the Company, in many cases, without the approval of shareholders.

No History of Earnings or Dividends

The Company has no history of earnings and as such the Company has not paid dividends since incorporation and does not anticipate doing so in the foreseeable future. Payment of any future dividends will be at the discretion of the 1911 Gold Board after taking into account many factors, including operating results, financial condition and anticipated cash needs.

NON-IFRS FINANCIAL PERFORMANCE MEASURES

The Company has included additional financial performance measures in this MD&A, such as production cash costs and all-in sustaining costs. The Company reports production cash costs and all-in sustaining costs on a per gold ounce sold basis. In the gold mining industry, this is a common performance measure but does not have any standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. These performance measures are not standardized financial measures under IFRS and, therefore, amounts presented may not be comparable to similar financial measures disclosed by other issuers. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

"Total cash costs per ounce" is calculated from operation's cash costs and dividing the sum by the number of gold ounces sold. Operations cash costs include mining, milling, smelter and other direct costs.

"All-in sustaining cash costs per ounce" includes total cash costs per ounce (as defined above) and adds the sum of G&A, share-based compensation, sustaining capital expenditures and certain exploration and evaluation costs, all divided by the number of ounces sold. As this measure seeks to reflect the full cost of gold production from current operations, new project capital is not included in the calculation of all-in sustaining costs per ounce. Additionally, certain other cash expenditures, including income tax payments and financing costs, should they apply, are not included.

The following tables provide reconciliation of total production costs per ounce as disclosed in this MD&A to the consolidated



financial statements for the years ended December 31, 2021, 2020, and 2019:

	Year Ended December 31		
	2021	2020	2019
<i>(in thousands, except ounces and per ounce figures)</i>			
Total cash costs per ounce			
Production costs ⁽¹⁾	\$ 12,866	\$ 8,817	\$ 13,014
Underground care and maintenance costs	-	-	(1,215)
Total cash costs	12,866	8,817	11,799
Gold ounces sold	4,263	4,175	6,277
Total cash cost per ounce	\$ 3,018	\$ 2,112	\$ 1,880
All-in sustaining costs per ounce			
Total cash costs	\$ 12,866	\$ 8,817	\$ 11,799
General and administrative, net of depreciation	1,984	2,485	1,719
Sustaining capital expenditures ⁽²⁾	66	61	91
All-in sustaining costs	14,916	11,363	13,609
All-in sustaining costs per ounce	\$ 3,499	\$ 2,722	\$ 2,168

[1] As a result of the annual seasonal shutdown periods, 160 days in 2021, 176 days in 2020, and 177 days in 2019, the cash costs include a significant amount of cost unrelated to the cost of production.

[2] Sustaining capital expenditures are defined those expenditures which do not increase annual gold ounce production and excludes certain expenditures at the Company's operations which are deemed expansionary in nature. Capital expenditures include unpaid capital expenditures incurred in the period.

FORWARD LOOKING INFORMATION

This MD&A provides management's analysis of 1911 Gold's historical financial and operating results and provides estimates of 1911 Gold's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking information. By their nature, forward-looking information is subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, impacts arising from the global disruption caused by the COVID-19 outbreak, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking information. 1911 Gold's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do so, what benefits 1911 Gold will derive there from. 1911 Gold disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by applicable law.