



MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A") (For the Three Months Ended March 31, 2020)

The following MD&A is intended to assist the reader to assess material changes in financial condition and results of operations of Thor Explorations Ltd. ("Thor" or the "Company") as at and for the three months ended March 31, 2020 and 2019.

This MD&A should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto for the three months ended March 31, 2020. These unaudited condensed consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

DATE

This MD&A is prepared as of June 30, 2020.

OVERVIEW

Thor Explorations Ltd. ("Thor" or the "Company") is a Canadian mineral development and exploration company and trades on the TSX Venture Exchange (the "Exchange") under the symbol "THX-V". Thor has no revenues and is engaged in the acquisition, exploration and development of mineral properties located in Nigeria, Senegal and Burkina Faso.

Thor has a prospective portfolio of development and exploration projects in Nigeria, Senegal and Burkina Faso. The Company's strategy is to seek early cash flow through the construction of the 100%-owned Segilola mine in Nigeria based on the current gold reserve. The Company should then be able, from its own internally-generated, financial resources, to comprehensively explore its extensive licence holdings in the Segilola region, and at the Douta Project in Senegal, with the objective of substantially increasing gold resources, reserves and production.

The Company's main focus is currently on its 100% owned Segilola Gold Project located in Osun State, Nigeria approximately 120km northeast of Lagos. The Segilola Gold Project contains an open pit probable reserve of 405,000 ounces of gold grading at 4.2 g/t within an open pit and underground indicated mineral resource estimate of 469,000 ounces of gold grading at 4.7 g/t. and an open pit and underground inferred mineral resource estimate of 162,000 ounces of gold grading at 7.4 g/t, with additional significant exploration upside potential and near-term production potential. Please refer to the NI 43-101 technical report titled "Segilola Definitive Feasibility Study – March 2019", available on the Company's website in

the ‘Investors’ section and on SEDAR for further details. As of the date of this report, the Company has commenced construction of the Segilola mine with a target of first gold production in 2Q 2021. The first year’s production is targeted at 100,000 ounces.

Thor currently has tenure over nine exploration licences and one mining licence that cover a total of 912 km² of the prospective Ilesha Schist Belt that forms part of the crystalline basement complex of southwestern Nigeria. The licences are located in good proximity to the Segilola Gold Project and cover significant sections of the structural trends that extend from the Segilola high grade gold deposit.

Thor holds a 70% interest in the Douta Gold Project located in southeastern Senegal. The Douta Gold Project currently consists of an early stage gold exploration license located in southeastern Senegal, approximately 700 km east of the capital city Dakar. The permit lies within the Kéniéba Inlier which hosts significant gold deposits and has attracted major international mining companies. The permit covers an area of 103 km², and lies in proximity to recent discoveries of significant gold deposits.

Thor also holds a 49% interest in two contiguous gold permits, Bongui and Legue, covering an area of 233 km², and a 49% interest in the Ouere gold permit, covering an area of approximately 241 km². These three Burkina Faso permits comprise the Central Houndé Project, located within the Houndé belt, 260 km southwest of the capital Ouagadougou, in western Burkina Faso. The Central Houndé Project is being advanced through a Farm-out Agreement with Barrick Gold Corporation (“Barrick”) which can earn up to an 80% interest in the project. As at December 31, 2018, Barrick has met the minimum spending requirement for the Phase 1 Earn-in. As a result, Barrick has earned a 51% interest in the Central Houndé Project.

On June 12, 2020, the Company announced the undertaking of a private placement to raise up to US\$10 million through the issue of new common shares. The private placement is expected to be closed and settled in the first half of July. The Board is satisfied that the current private placement will provide the Group with sufficient financial resources to meet its commitments for the next twelve months.

SIGNIFICANT EVENTS AND TRANSACTIONS

Segilola Project, Nigeria

Executive Summary

The Company has made significant progress during the quarter in the development of the Segilola Mine. The ground breaking ceremony was attended by the State Governor’s representative and the Minister for Mines and Steel Development. Site clearance, levelling and construction of initial accommodation facilities at site started. Employment of Community Workers at the construction site commenced.

Covid-19 restrictions has had some impact, but were not significant. The operations were given a waiver to continue operations, under certain conditions.

The Yantai Orient Metallurgy Design & Research Institute continued work on the enhancement of the design of the Process Plant, with the Camp and Administration building design finalised before construction.

The Mining Contract was awarded to Norinco International Ltd (“Norinco”). Norinco was also awarded the EPC contract for the the Plant on a fixed price Lump Sum Turn Key basis. Work continued with optimisation of the Open Pit Mine Design and Schedule.

As per the completed Resettlement Action Plan, compensation payments to land and crop owners were initiated, with payments continuing through the period.

Health & Safety

Covid-19 restrictions came into place at the end of the quarter, with the operation being given a waiver to enable construction to continue through the Osun State Lockdown. Temperature checks, Social Distancing and wearing of masks have been implemented. Health and Safety efforts have been focused on Contractor Management at Site. Systems and Safe Operating Procedures are being developed to ensure compliance with safety rules.

Engineering, Procurement and Construction

Initial construction work started at the Segilola Project in February. Official Commencement of Works was set for the 1st March. Clearing of the forest and soil in the area for the Construction Camp Plant site and Accommodation Camp commenced. Access to the Water Storage Dam was started. The procurement process for the long lead items, including the SAG mill and ball mill, also commenced with delivery in Nigeria expected in Q4 2020.

Mining Contract Tender

Following a competitive Mining Tender Process, the Mining Contract was awarded to Norinco. Further work is being undertaken to optimize the design of the Open Pit.

Project Office

The Project Management Office set-up in 2019, has been developed further. Reporting templates are being developed and Management Plans being drawn up.

Staffing

Key project hires made include the Mining Engineer, Chief Geologist, Chief Surveyor and HR Manager.

Government Relations

An application for the waiver of import duties and certain VAT taxes was submitted to the Minister of Mines and Steel Development in accordance with the Mining Act. The Segilola Gold Project First Stone Laying ceremony was attended by the State Governor's representative and the Minister for Mines and Steel Development.

Social & Environment

The start of construction on site in Q1 2020 triggered the commencement of payment of compensation to Project Affected Persons ("PAPs") for the loss of land and assets within the mine footprint. To ensure fair compensation to PAPS, and in line with Nigerian regulations and international guidelines, rental rates for land and replacement value rates for assets (trees of economic value and crops) were determined. These rates were agreed with the Ministry of Mines and Steel Development in February 2020. Compensation using agreed rates was paid for early works including the camp and initial areas of the Water Storage Dam

(“WSD”) in Q1 2020. Compensation for the remaining WSD area and mine footprint is continuing. Surveys for areas within the WSD and other areas were also undertaken in Q1 2020 to enable compensation to be rolled out in Q2 and Q 3 2020.

The construction phase of the project also triggered the putting in place of a range of site specific HSE plans and procedures including daily HSE data proformas, an incident reporting procedure and workers HSE induction training.

A range of Environment and Social Management plans and activities were completed within Q1 including the Project Environmental Management Plan (“EMP”), undertaking of the dry season biodiversity survey to update the Biodiversity Plan and commencement of the Water Management Plan. Wider monthly environmental baseline data surveys were introduced in Q1 2020 to the existing monthly surface and ground water surveys including air quality, dust, noise and soil data. A contract for this work was signed in February 2020 with FISAS, a Nigerian company registered to undertake such work as required by Nigerian Environment Regulations.

The Environment and Social Team team were also cooperating with AFC’s environment and social advisors on the formulation of ESAP1 which was to form part of AFC’s loan conditions.

Post Period-end Update

On April 29 2020, The Company announced that it had closed a private placement 28,215,750 common shares of the Company with the Africa Finance Corporation (“AFC”) for gross proceeds of C\$5,643,150 (US\$4,250,000) to reach full funding of the Segilola Gold Project.

The Company also announced the issuance of 34,750,000 Common Shares to Norinco against US\$5,000,000 of invoices under its EPC schedule.

The Company completed the signing of definitive documentation with the AFC for the provision of a US\$54,000,000 senior secured credit facility and a US\$21,000,000 gold stream prepayment. In connection with the Facility, the Company issued to AFC 33,329,480 Common Shares at a deemed price of C\$0.20 per Common Share (the “Bonus Shares”).

Following the signing of the definitive documents, the Company made the Final Investment Decision to proceed with construction of the Project, following the implementation of Covid-19 procedures at the Project.

Highlights of the Financing:

- Total expected fundraising of US\$104,500,000;
- Tranche 1 private placement (closed on December 5 2019) raising gross proceeds of C\$15,733,850 (US\$11,830,000) through the issuance of 78,669,250 Common Shares at a price of C\$0.20;
- Tranche 2 private placement raising gross proceeds of C\$5,643,150 (US\$4,250,000) through the issuance of 28,215,750 Common Shares to AFC at a price of C\$0.20 per Common Share closed on April 29, 2020;
- Issuance of 34,750,000 shares to Norinco at a price of C\$0.20 per Common Share in lieu of US\$5,000,000 (C\$6,950,000) of EPC construction costs;
- US\$21,000,000 gold stream prepayment;
- US\$6,500,000 EPC deferred payment facility;
- US\$54,000,000 senior secured credit facility.

The Company has received the proceeds of the AFC subscriptions and fully drawn down on the gold stream prepayment.

Private Placement

On June 12, 2020, the Company announced the undertaking of a private placement to raise up to US\$10 million through the issue of new common shares.

Board Appointment

The Company was pleased to appoint and welcome to its board, an AFC nominee, Mr. Oliver Andrews. Oliver is an Executive Director and the Chief Investment Officer at AFC. Oliver has over 35 years experience in investing and developing infrastructure as well as mining projects and transactions. Oliver joined the Thor board as a Non-executive Director.

Nigerian Exploration Licenses

The Group currently has tenure over nine exploration licences and one mining licence that cover a total of 912 km² of the prospective Ilesha Schist Belt that forms part of the crystalline basement complex of southwestern Nigeria (Figure 1).

Schist belts in Nigeria occur as northerly trending domains of Upper Proterozoic (2,000 Ma) meta-sedimentary, meta-volcanic, and intrusive sequences that are oriented parallel to the boundary between the West African Craton and the Pan African Province. These schist belts are deeply infolded into a migmatite-gneiss-granite basement of Archean to Lower Proterozoic age and have been intruded by granitoids of the Pan African (600 Ma) orogenic suite.

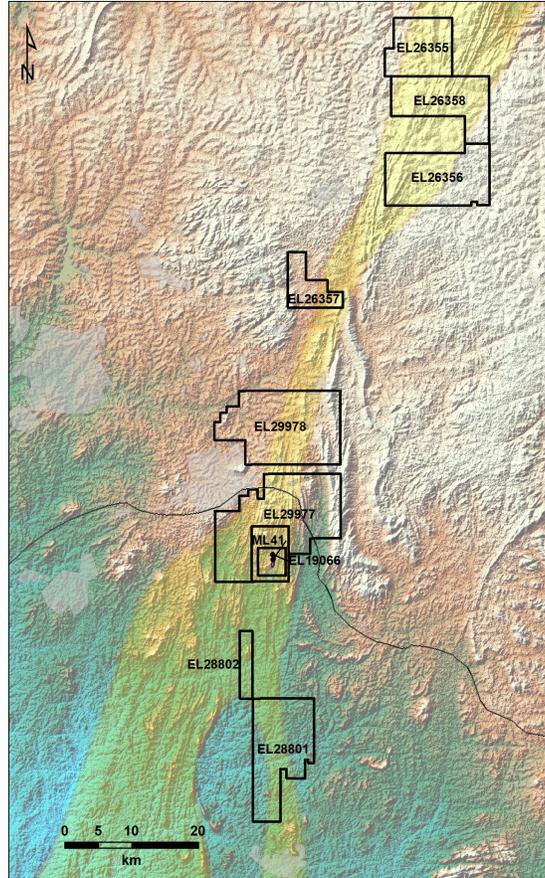


Figure 1: Location of Segilola mining license and exploration licenses, Nigeria

Exploration Q1 2020

Exploration Statistics Q1 2020

Type	No. Holes	Total Metres	No. Samples
Diamond drilling	11	1130	
Diamond Core			355
Stream sediment			48
Auger soil sample			1,108
Rock chip			12
Total	11	1,130	1,523

During the period exploration has comprised:

- generating targets within the mining lease and surrounding exploration licence using auger drill geochemical sampling (Figure 2);
- infill diamond drilling to confirm the upper portions of the early mining resource;
- open pit geotechnical drilling; and
- diamond drilling to test for extensions of the mineralisation at depth.

Drillhole locations are shown in Figure 3.

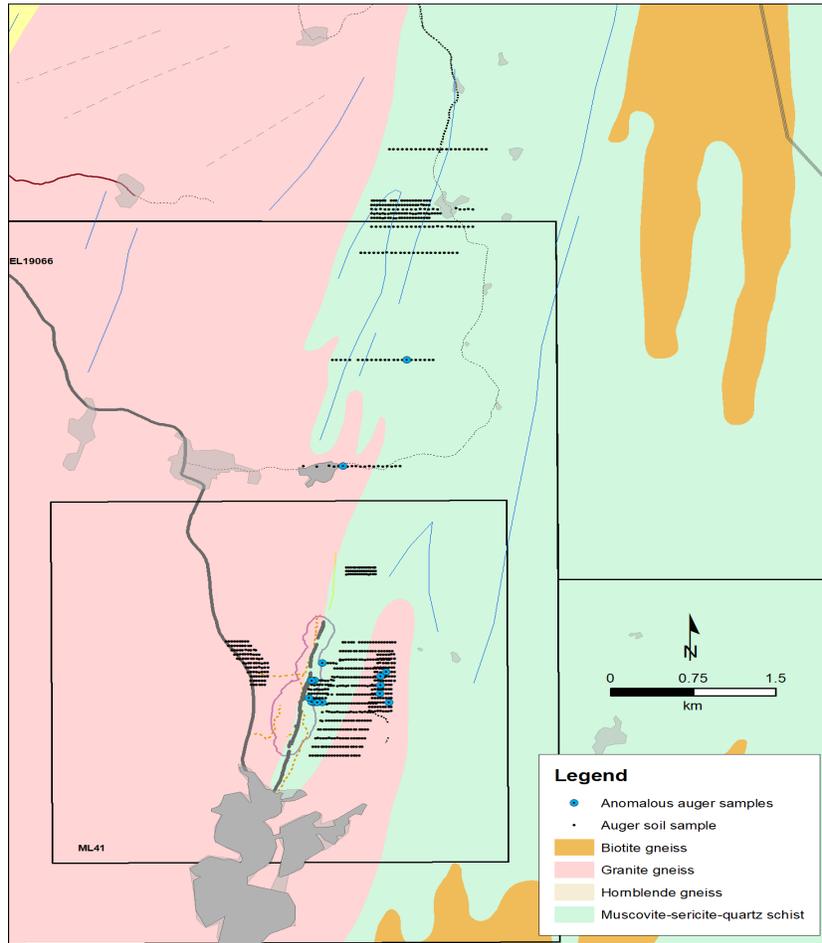


Figure 2: Auger soil sampling location map

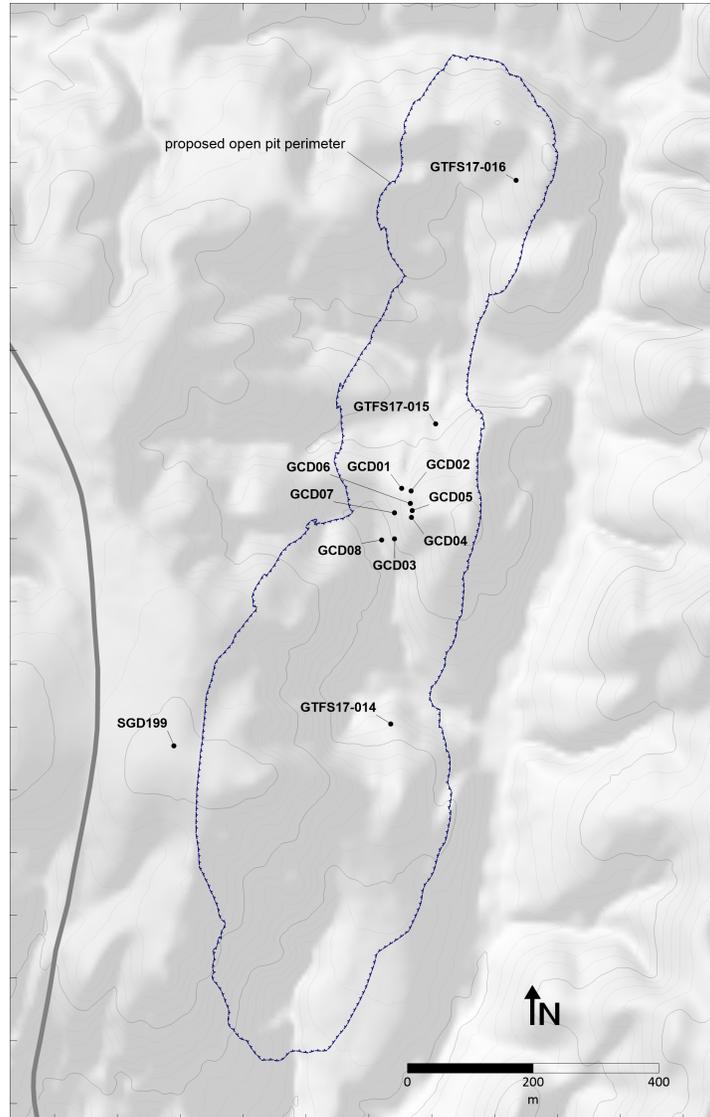


Figure 3: Drillhole location map

Douta Project, Senegal

Mapping work was undertaken on the Douta permit in early January 2020 to prepare the auger drilling with four prospects identified. This work superimposed on the results of soil geochemistry and structural data made it feasible to plan the auger drilling on four potential targets of the project.

In addition, a total of 95 grab samples were collected on all the prospects. The sampling work aims to confirm the geochemistry anomaly and also map the mineralization hosted rocks. It will help to understand hosted mineralized rocks before the beginning of an intensive RC or diamond drilling on a targetted prospect.

Auger drilling preparation

An extensive campaign of 8,000 metres of auger drilling was prepared for the Douta permit to generate new drilling targets in the Makosa Tail, Mansa, Maka, and Samba prospects (Figure 4). Work has commenced. At the date of this report, approximately 6,000 metres of the 8,000 metres program have been completed.

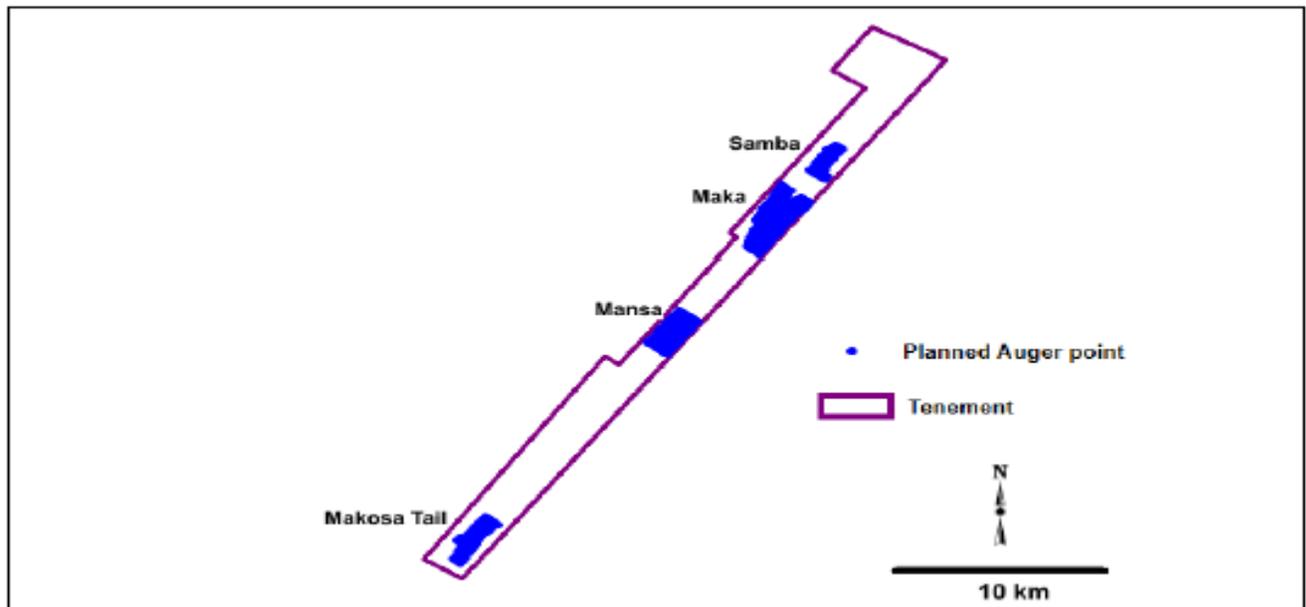


Figure 4: Planned Douta Auger targets, Senegal

Burkina Faso

During the quarter, Barrick Gold Corp (“Barrick”) continued its exploration work as per its JV with Thor. Desktop re-evaluation work of all geochemical, geological and geophysical data across the prospecting license was undertaken with an aim to generate targets for further work.

Qualified Person’s Statement

Scientific or technical information in this MD&A that relates to the Company’s exploration activities in Nigeria, Senegal and Burkina Faso has been prepared under the supervision of Alfred Gillman (Fellow AusIMM, CP), who is designated as a “qualified person” under National Instrument 43-101 and has

reviewed and approved the content of this MD&A. Mr Gillman consents to the inclusion in this MD&A of the information, in the form and context in which it appears.

Corporate Finance

Refer to subsequent events.

OVERALL PERFORMANCE

For the three months ended March 31, 2020, the Company incurred a net loss of \$1,589,033 (\$0.00 loss per share) compared to a net loss of \$560,172 (\$0.00 loss per share) for the three months ended March 31, 2019. The increase in net loss is primarily due to an increase in stock-based compensation expenses arising from the issue of options to directors, officers and group consultants.

For the three months ended March 31, 2020, the Company incurred a total of \$5,766,786 of deferred exploration expenditures (three months ended March 31, 2019 - \$1,386,648). The exploration expenditures are mainly works undertaken on the Segilola Gold Project in Nigeria of \$5,678,571. The cumulative exploration expenditures incurred to March 31, 2020 across all of the Company's projects amounts to approximately \$25,384,648.

During the quarter, there were no project acquisition payments related to the Company's licenses. The cumulative Segilola Gold Project, Nigerian exploration licenses, Douta Gold Project and Central Houndé Project expenditures at March 31, 2019 amount to \$19,747,473, \$35,896, \$6,199,492 and \$664,145 respectively.

As at March 31, 2020, the Company had cash of \$418,538, cash receivables of \$188,186 and a net working capital deficit of (\$739,612) (December 31, 2019 - cash of \$5,402,920, cash receivables of \$1,145,837 and net working capital of \$5,655,019). Refer also to Subsequent Events below.

SUMMARY OF QUARTERLY RESULTS

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars, except per share amounts).

Description	Q1 Mar 31 2020 \$	Q4 Dec 31 2019 \$	Q3 Sep 30 2019 \$	Q2 June 30 2019 \$	Q1 Mar 31 2019 \$	Q4 Dec 31 2018 \$	Q3 Sep 30 2018 \$	Q2 June 30 2018 \$
<i>Revenues</i>	-	-	-	-	-	-	-	-
<i>Net loss for period</i>	(1,589,033)	(3,069,974)	(487,506)	(769,811)	(560,172)	(773,290)	(415,388)	(541,881)
<i>Basic and fully diluted loss per share</i>	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<i>Total assets</i>	54,754,250	53,712,727	46,408,726	45,771,069	45,154,089	45,234,303	46,339,901	39,824,270
<i>Total long term liabilities</i>	(21,568)	(35,354)	(970)	(999)	(1,005)	(1,047)	(18,826)	(19,298)

RESULTS OF OPERATIONS

The review of the results of operations should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and notes thereto for the three months ended March 31, 2020.

Results of operations for the three months ended March 31, 2020 and 2019

Loss for the period

The Company reported a net loss of \$1,589,033 (\$0.00 loss per share) for the three months March 31, 2020 as compared to a net loss of \$560,172 (\$0.00 loss per share) for the three months ended March 31, 2019.

The increase in loss was largely the result of:

- share based payments of \$1,021,271 from \$nil in 2019 to \$1,021,271 in 2020;
- salaries & consulting fees of \$137,855 from \$129,026 in 2019 to \$266,881 in 2020; and
- shareholder information costs of \$55,804 from \$24,236 in 2019 to \$75,182 in 2020.

Partially offset by:

- foreign exchange gains of \$96,217 in 2020 compared to a foreign exchange loss of \$35,939 in 2019; and
- the partial reversal of an impairment of receivables of \$70,933 in 2020 compared to \$nil in 2019.

Revenue

The Company does not have any operating revenue. The Company's sole source of income is interest income on cash balances. No interest was earned during the three months ended March 31, 2020 and 2019.

SELECTED ANNUAL INFORMATION

FOR THE YEAR ENDED	DECEMBER 2019 \$	DECEMBER 2018 \$	DECEMBER 2017 \$
<i>Total revenues</i>	Nil	Nil	Nil
<i>Net loss</i>	(4,887,463)	(4,192,061)	(2,646,010)
<i>Loss per share – basic and diluted</i>	0.01	0.01	0.01
<i>Total assets</i>	53,712,727	45,234,303	36,051,988
<i>Total long term liabilities</i>	35,354	1,047	18,896
<i>Cash dividends declared</i>	Nil	Nil	Nil

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of \$418,538, cash receivables of \$188,186 and a net working capital deficit of (\$739,612) as at March 31, 2020 (December 31, 2019: cash of \$5,402,920, cash receivables of \$1,145,837 and net working capital of \$5,655,019). The decrease in cash balance of \$4,984,382 and increase in working capital deficit of \$6,394,631 are mainly due to expenditure on the Segilola Gold Project in Nigeria and operational overheads.

The Company has no source of income and is dependent on securing additional financing to fund current activities and corporate overhead. Following closure of the AFC Financing Agreements, the Company's Segilola Gold Project is fully funded but the Company will require additional funding to enable it to meet its ongoing working capital requirements. On June 12, 2020 the Company announced the undertaking of a private placement to raise up to US\$10 million through the issue of new common shares. The private placement is expected to be closed and settled in the first half of July. The Board is satisfied that the current private placement will provide the Group with sufficient financial resources to meet its commitments for the next twelve months. As at March 31, 2020, the Company had no long term debt. Refer to subsequent events for further information on fundraising progress post the reporting period date.

RELATED PARTY DISCLOSURES

A number of key management personnel, or their related parties, hold or held positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below. A number of these entities transacted with the Company during the current or comparative reporting periods.

a) Trading transactions

The Company's related parties consist of companies owned by executive officers and directors as follows:

Nature of relationship	
Goldstream Capital Corporation	Directors Fees

b) Compensation of key management personnel

There are no other related party disclosures other than those disclosed in the Company's unaudited condensed consolidated interim financial statements and notes thereto for the three months ended March 31, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

Except as otherwise noted, the Company is not committed to any material off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Except as otherwise noted, the Company does not have any other material proposed transactions.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

a) Future accounting pronouncements

There are no other standards issued by IASB, but not yet effective, that are expected to have a material impact of the group.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Group's financial instruments consist of cash, amounts receivable, investments, accounts payable, accrued liabilities and lease liabilities.

Fair value of financial assets and liabilities

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amount for cash, amounts receivable, and accounts payable, accrued liabilities and lease liabilities on the statement of financial position approximate their fair value because of the limited term of these instruments.

Financial risk management objectives and policies

The Group has exposure to the following risks from its use of financial instruments

- Credit risk
- Liquidity and funding risk
- Market risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in these notes.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

March 31, 2020		Total
Assets		
Cash and cash equivalents	\$	418,538
Amounts receivable		188,186
Total assets measured at amortised cost		606,724
Liabilities		
Accounts payable and accrued liabilities	\$	1,415,229
Lease Liabilities		84,414
Total liabilities measured at amortised cost	\$	3,209,448

December 31, 2019		Total
Assets		
Cash and cash equivalents	\$	5,402,920
Amounts receivable		1,145,837
Total assets measured at amortised cost		6,548,757
Liabilities		
Accounts payable and accrued liabilities	\$	1,032,776
Lease Liabilities		96,665
Total liabilities measured at amortised cost	\$	1,129,441

Credit risk

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The credit risk associated with cash and receivables is believed to be minimal.

Cash consists of cash on deposit in Canadian, UK, Nigerian and Senegalese Chartered banks that are believed to be creditworthy.

At March 31, 2020, amounts receivable is comprised primarily of share subscription monies to be received from subscribers pursuant to private placements. The Company has formed the opinion that it is exposed to credit risk and counterparty risks. In accordance with the provisions of IFRS 9 the Company undertook a credit assessment risk with regards to this outstanding receivable and determined that it was appropriate to retain an impairment provision for \$1,955,368 as at March 31, 2020.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at March 31, 2020 and December 31, 2019 were as follows:

	March 31,		December 31,	
	2020		2019	
Cash	\$	418,538	\$	5,402,920
Amounts receivable		188,186		1,145,837
Total	\$	606,724	\$	6,548,757

Liquidity and funding risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is held in business accounts and are available on demand. Funding risk is the risk that the Company may not be able to raise equity financing in a timely manner and on terms acceptable to management. There are no assurances that such financing will be available when, and if, the Company requires additional equity financing.

In the normal course of business, the Company enters into contracts and performs business activities that give rise to commitments for future minimum payments.

The following table summarizes the Company's significant remaining contractual maturities for financial liabilities at March 31, 2020 and December 31, 2019.

Contractual maturity analysis as at March 31, 2020

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable	847,383	297,620	-	-	1,145,003
Accrued liabilities	270,226	-	-	-	270,226
	1,117,609	297,620	-	-	1,415,229

Contractual maturity analysis as at December 31, 2019

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable	232,860	247,319	-	-	480,179
Accrued liabilities	552,597	-	-	-	552,597
	785,457	247,319	-	-	1,032,776

Market risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

a) Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets or liabilities. See note 11 of the Consolidated Financial Statements. The Group's management monitors the interest rate fluctuations on a continuous basis and acts accordingly. The Group has no material interest rate exposure as at March 31, 2020.

b) Foreign currency risk

The Group seeks to manage its exposure to this risk by ensuring that where possible, the majority of expenditure and cash of individual subsidiaries within the Group are denominated in the same currency as the functional currency of that subsidiary.

The Company's exploration expenditures, certain acquisition costs and other operating expenses are principally denominated in United States Dollars and UK Pounds Sterling. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian Dollars and the United States Dollars and UK Pounds Sterling. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

The following table shows a currency of net monetary assets and liabilities by functional currency of the underlying companies for the period ended March 31, 2020:

Currency of net monetary asset/(liability)	Functional currency					Total March 31, 2020 CAD\$
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	
	March 31, 2020 CAD\$					
Canadian dollar	(324,553)	-	-	-	-	(324,553)
US dollar	273,851	-	-	437	-	274,288
Pound Sterling	(69,603)	-	9	-	-	(69,594)
Nigerian Naira	-	-	-	(307,599)	-	(307,599)
West African Franc	-	-	-	-	(331,282)	(331,282)
Australian dollar	(49,765)	-	-	-	-	(49,765)
Total	(170,070)	-	9	(307,162)	(331,282)	(808,505)

The following table shows the currency of net monetary assets and liabilities by functional currency of the underlying companies for the year ended December 31, 2019:

	Functional currency					Total
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	
Currency of net monetary asset/(liability)	December 31, 2019 CAD\$					
Canadian dollar	(384,467)	-	-	-	-	(384,467)
US dollar	6,300,514	-	-	400	-	6,300,914
Pound Sterling	(128,754)	-	9	-	-	(128,745)
Nigerian Naira	-	-	-	35,580	-	35,580
West African Franc	-	-	-	-	(303,941)	(303,941)
Australian dollar	(3,360)	-	-	-	-	(3,360)
Total	5,783,933	-	9	35,980	(303,941)	5,515,981

The following table discusses the Company's sensitivity to a 5% increase or decrease in the Canadian Dollar against the United States Dollar:

	Canadian Dollar Appreciation By 5%	Canadian Dollar Depreciation By 5%
March 31, 2020		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 171,000	\$ (171,000)
December 31, 2019		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 315,000	\$ (315,000)

ADDITIONAL INFORMATION

Additional disclosure of the Company's material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com

Disclosure of Outstanding Share Data

a) Authorized:

Unlimited common shares without par value

b) Common shares issued:

	Number
Balance, March 31, 2020	449,352,215
Balance, June 30, 2020	545,647,445

- c) The number of warrants that were outstanding, and the remaining contractual lives of the warrants at March 31, 2020 and as at the date of this report, were as follows:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
\$0.28	44,453,335	1.42	August 31, 2021
\$0.18	1,664,534	0.42	August 31, 2020
	46,117,869	1.38	

During the three months ended March 31, 2020 no warrants were issued.

During the year ended December 31, 2018, 44,453,335 warrants were issued to subscribers as a part of the private placement (“closing options”) that closed on August 31, 2018. These warrants were issued with an exercise price of \$0.28 per share with an exercise period of three years from the date of closing. In addition the Company issued a total of 1,497,867 broker warrants plus 166,667 broker warrants as an advisory fee, each broker warrant being exercisable for a common share at C\$0.18 for a period of two years from the date the closing options were issued. No warrants expired during the three months ended March 31, 2020 or the year ended December 31, 2019.

- d) The number of stock options that were outstanding and and the remaining contractual lives of the options at March 31, 2020 were as follows:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
\$0.12	9,750,000	1.81	January 16, 2022 ¹
\$0.12	500,000	2.10	May 7, 2022 ²
\$0.145	12,800,000	2.95	March 12, 2023
\$0.140	750,000	3.52	October 5, 2023
\$0.20	14,250,000	4.80	January 16, 2025
	38,050,000	3.35	

¹ On July 5, 2019 the Company announced an extension of the expiry date from January 16, 2020 to January 16, 2022. All other conditions of the options remain the same.

² On July 5, 2019 the Company announced an extension of the expiry date from May 7, 2020 to May 7, 2022. All other conditions of the options remain the same.

The Company has granted employees, consultants, directors and officers share purchase options. These options were granted pursuant to the Company’s stock option plan.

During the three months ended March 31, 2020, 14,250,000 options were issued.

During the year ended December 31, 2019, no options were issued. During the year ended December 31, 2018, 13,550,000 options were issued, and during the year ended December 31, 2017 10,250,000 options were issued. No options expired during the year ended December 31, 2019 or the year ended December 31, 2018.

Under the 2020 Share Option Plan, 44,900,000 common shares of the Company are reserved for issuance upon exercise of options.

EXPLORATION AND EVALUATION ASSETS EXPENDITURES

Deferred exploration and acquisition expenditures for the three months ended March 31, 2020 are as follows:

	Douta Gold project, Senegal	Central Houndé Project, Burkina Faso	Segilola Project	Nigerian Exploration Licenses	Total
Assays and assessments	\$ -	\$ -	\$ 11,432	\$ 4,453	\$ 15,884
Geophysics, surveys and mapping	-	-	-	-	-
Camp expenses, equipment and rental	7,600	-	48,330	-	55,930
Contractor labour	-	3,560	-	-	3,560
Depreciation	1,768	82	14,915	-	16,765
Drilling and drilling preparation costs	-	-	411,741	-	411,741
Technical reports & analysis	-	-	87,084	-	87,084
Exploration - consulting	19,423	-	146,304	-	165,727
Definitive Feasibility Studies	-	-	-	-	-
Personnel costs	-	-	234,469	-	234,469
Environmental & social programmes & management plans	-	-	149,975	-	149,975
Rentals and equipment	408	-	-	-	408
Salaries and wages	44,286	-	10,962	-	55,248
Travel and accommodation	1,622	-	148,854	-	150,476
Vehicles and Fuel	5,014	-	11,184	-	16,198
Other	-	-	42,385	-	42,385
EPC Contract	-	-	3,995,333	-	3,995,333
Project Finance Costs	-	-	365,602	-	365,602
Deferred exploration expenditures	\$ 80,121	\$ 3,642	\$ 5,678,571	\$ 4,453	\$ 5,766,786
Acquisition costs and payments	-	-	-	-	-
	\$ 80,121	\$ 3,642	\$ 5,678,571	\$ 4,453	\$ 5,766,786
Foreign exchange - Opening Balance	317,651	58,535	(11,864)	-	364,322
Foreign exchange - Additions	184,500	13,122	638,627	3,213	839,462
Total Expenditures	\$ 582,272	\$ 75,299	\$ 6,305,334	\$ 7,666	\$ 6,970,570

Total deferred exploration and acquisition expenditures as at March 31, 2020 are as follows:

	Douta Gold Project, Senegal	Central Houndé Project, Burkina Faso	Segilola Gold Project, Osun Nigeria	Nigerian exploration licenses	Total
Assays and assessments	\$ 794,028	\$ 80,280	\$ 145,205	\$ 29,207	\$ 1,048,719
Geophysics, surveys and mapping	40,714	4,448	7,527	-	52,689
Camp expenses, equipment and rental	761,973	65,456	237,548	-	1,064,977
Contractor labour	159,120	82,789	52	-	241,961
Depreciation	515,844	4,376	160,424	-	680,644
Drilling and drilling preparation costs	1,345,756	135,030	3,196,396	-	4,677,182
Technical reports & analysis	26,501	3,264	1,334,116	-	1,363,881
Exploration - consulting	696,449	98,326	1,349,620	-	2,144,395
Definitive Feasibility Studies	-	-	2,026,057	-	2,026,057
Personnel costs	46,453	23,486	1,962,951	-	2,032,890
Environmental & social programmes & management plans	-	-	1,188,490	-	1,188,490
Rentals and equipment	56,778	8,674	-	-	65,452
Salaries and wages	1,609,161	187,560	205,404	-	2,002,125
Travel and accommodation	287,252	48,956	739,189	-	1,075,397
Vehicles	440,484	58,564	59,467	-	558,515
Other	215,356	31,615	258,818	18,647	524,436
EPC Contract	-	-	4,286,511	-	4,286,511
Project Finance Costs	-	-	365,602	-	365,602
Deferred exploration expenditures	\$ 6,995,869	\$ 832,824	\$ 17,523,379	\$ 47,854	\$ 25,399,926
Acquisition costs and payments	6,199,492	664,145	19,747,473	35,896	26,647,006
	\$ 13,195,361	\$ 1,496,969	\$ 37,270,852	\$ 83,750	\$ 52,046,932
Foreign exchange	1,095,053	134,268	370,915	3,295	1,603,530
Total Expenditures	\$ 14,290,414	\$ 1,631,236	\$ 37,641,767	\$ 87,045	\$ 53,650,461

SUBSEQUENT EVENTS

On April 15, 2020, the Company announced the appointment of AFC nominee, Mr. Oliver Andrews to the Board of Directors. Mr Andrews has over 35 years experience in investing and developing infrastructure as well as mining projects and transactions. He has an extensive background in engineering, transport and principal investments, covering strategic advisory - advising governments, international corporations, regional economic institutions and DFIs, project development and principal investing. He has successfully directed, developed and invested in numerous infrastructure deals in Africa, with a total value of c.US\$40 billion. Mr Andrews is also a non-executive director of several companies and is the first Chairman of Africa Infrastructure Development Association (AfIDA).

On April 29, 2020, the Company announced the execution of definitive documents with the Africa Finance Corporation to reach full funding of the Segilola Gold Project in Nigeria (the “Project”) and made the Final Investment Decision to proceed with the full construction of the Project. The Company decided to proceed with construction, following the implementation of Covid-19 procedures at the Project, established in accordance with industry best practice and the guidelines set out by the Osun State Government and the Ministry of Mines and Steel Development. Construction commenced in February 2020 and first gold production is scheduled for Q2 2021. The Company also announced the issuance of 34,750,000 Common Shares against US\$5,000,000 of invoices under its EPC schedule. Highlights of the financing are:

- Total fundraising of US\$104,500,000;
- Tranche 1 private placement (closed on December 5 2019) raising gross proceeds of C\$15,733,850 (US\$11,830,000) through the issuance of 78,669,250 Common Shares at a price of C\$0.20;
- Tranche 2 private placement offering of C\$5,643,150 (US\$4,250,000) through the issuance of 28,215,750 Common Shares at a price of C\$0.20 per Common Share closed on April 29, 2020;
- Issuance of 34,750,000 shares at a price of C\$0.20 per Common Share in lieu of US\$5,000,000 (C\$6,950,000) of EPC construction costs;
- US\$21,000,000 gold stream prepayment;
- US\$6,500,000 EPC deferred payment facility; and
- US\$54,000,000 senior secured credit facility

The proceeds of the private placements will be used to advance the construction of the Project and general working capital purposes. The Company has fully drawn down on the gold stream prepayment.

On June 12, 2020, the Company announced the undertaking of a private placement to raise up to US\$10 million through the issue of new common shares.

The emergence of the Covid-19 coronavirus pandemic has caused a severe adverse effect on the business environment on a global scale. The Group may be affected by disruptions to its operations in one or more locations, particularly for the foreseeable future in light of the government responses to the spread of Covid-19 or other potential pandemics. The Group’s Nigerian operations have been declared as an essential business by the Nigerian authorities and so are not subject to closure.

The Board is aware of the various risks that the pandemic presents that include but are not limited to financial, operational, staff and community health and safety, logistical challenges and government regulation. At present the Board believes that there should be no significant material disruption to its operations in Nigeria and continues to monitor these risks and the Group’s business continuity plans. Management maintains constant dialogue with local Nigerian government and monitors the situation among the local communities as well as the broader environment.

The Group has conducted an review of operations in Senegal and has determined that given the size of the operations to be undertaken in the near term and the limited number of personnel involved, that with the introduction of rigorous hygiene practices including the wearing of masks and regular hand sanitization, operations will continue. The Board continues to monitor the situation closely.

Work on the Joint Operation in Burkina Faso has been restricted to remote desk work in 2020 to the date of signing this report.

INVESTOR RELATIONS

The Company engaged the services of Blytheweigh, Fig House Communications and Ms Kirsti Mattson to assist with investor relations during the three months ended March 31, 2020. These third parties provide Thor with public and investor relations services, including advising on aspects of Thor's TSX-V announcements and press releases, presentations and communications with analysts, journalists and investors.

RISKS AND UNCERTAINTIES

The following discussion summarizes the principal risk factors that apply to the Company's business and that may have a material adverse effect on the Company's business, financial condition and results of operations, or the trading price of the Common Shares.

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. The primary risk factors affecting the Company are set forth below and the risks discussed below should not be considered as all inclusive.

Exploration, Development and Operating Risks

Mineral exploration and development operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, base metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding 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, damage to life or property, environmental damage and possible legal liability.

The Company's activities are directed towards the search for, evaluation of, and development of mineral deposits. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercial quantities of minerals. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than the Company has for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Construction Risk

The Company is subject to inherent uncertainties and risks related to the construction and start-up of the Segilola Gold Project, the principal of which include: delays in pre-commissioning and ramp-up to commercial production; delays associated with contractors; budget overruns due to changes in costs of fuel, labour, power, materials and supplies; inflation and exchange rate risks; and potential opposition from non-governmental organizations, environmental groups or local groups which may delay or prevent activities.

The Company's ability to meet construction, development, and production schedules and cost estimates for the Segilola Gold Project cannot be assured. The Company has prepared estimates of capital costs and/or operating costs for the Segilola Gold Project, but no assurance can be given that such estimates will be achieved. Delays in the commencement of commercial

production, failure to achieve cost estimates or material increases in costs due to increases in foreign exchange rates, imposition of exchange control restrictions, and delays in obtaining tax exemptions, could all have an adverse impact on future cash flows, profitability, results of operations and the financial condition of the Company. In order to mitigate this construction risk, the Company has signed an EPC Contract on a lump sum turnkey basis which provides Thor with a fixed price of US\$67.5 million for the full delivery of design, engineering, procurement, construction and commissioning of the proposed 650,000 ton per annum gold ore processing plant within 18 months of the commencement date and includes guarantees for construction schedule and plant performance.

Land Title

Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions from time to time may be severely constrained. In addition, unless the Company conducts surveys of the claims in which it holds direct or indirect interests, the precise area and location of such claims may be in doubt. In addition, such mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

The Company has obtained title reports from Nigerian legal counsel with respect to the Segilola Gold Project, Senegal legal counsel with respect to the Douta Gold Project and from Burkina Faso counsel with respect to the Central Houndé Project, but this should not be construed as a guarantee of title. Other parties may dispute title to any of the Company's mineral properties and any of the Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected encumbrances of defects or governmental actions.

In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respects to its properties.

Political Risks

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries in which the Company holds property interests in the future may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations and financial condition.

Government Regulation

The mineral exploration and development activities which may be undertaken by the Company may be subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration and development activities may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the

Company's ability to undertake exploration and development activities in respect of its properties, as well as its ability to explore and operate those properties in which it currently holds an interest or in respect of which it obtains exploration and/or development rights in the future.

No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permitting

The Company's operations may be subject to receiving and maintaining permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for future operations. Management of the Company believes it has received the necessary permits for the current operations. Prior to any development on any properties, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will obtain and/or continue to hold all permits necessary to develop or continue operating at any particular property. See also "Exploration, Development and Operating Risks" above.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates, and will be subject to environmental regulation in the jurisdictions in which it will operate in the future. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests from time to time which are unknown to the Company and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration, production or development activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, 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 or development of mineral properties may be required to compensate those suffering loss or damage by reason of the 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 or capital expenditures or require abandonment or delays in development of new properties.

Foreign Currency Exchange Rates

Fluctuations in currency exchange rates, principally Nigerian Naira, West African CFA franc, British pound, US dollar and Australian dollar exchange rate and, to a lesser extent, other exchange rates, can impact the Company's earnings and cash flows. Certain of the Company's obligations and operating expenses may from time to time be denominated in Nigerian Naira, West African CFA franc, British pound and US dollar. If the value of the Nigerian Naira, West African CFA franc, British pound and US dollar increases relative to the Canadian dollar, the Company's results of operations, financial condition and liquidity could be materially adversely affected.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays, monetary losses and possible legal liability.

The Company currently only maintains nominal liability insurance. The Company may also be unable to maintain insurance to cover certain risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mineral exploration industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect 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.

Management of the Company believes that the infrastructure in Nigeria, Senegal and Burkina Faso is comparable to those in any remote mining location located in other parts of the world.

Competition May Hinder Corporate Growth

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to acquire or maintain attractive mineral exploration properties on terms it considers acceptable or at all. Consequently, the Company's operations and financial condition could be materially adversely affected.

Additional Capital

The development of the Company's properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Company's properties from time to time, or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Gold Price

The price of the Common Shares, the Company's financial results and exploration and development activities may in the future be significantly adversely affected by declines in the price of gold. The gold price fluctuates widely and is affected by numerous factors beyond the Company's control such as the sale or purchase of gold by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries

throughout the world. The gold price is subject to fluctuations, and future serious price declines could cause development of any properties in which the Company may hold an interest from time to time to be impracticable. Future production from the Company's properties, if any, will be dependent upon, among other things, a gold price that is adequate to make these properties economic.

In addition to adversely affecting the Company's financial condition and exploration and development activities, a declining gold price can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Dependence on Key Personnel

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Limited Operating History

The Company has no history of generating revenue or profits. There can be no assurance that it will generate profits in the future.

Covid-19

The emergence of the Covid-19 coronavirus pandemic has caused a severe adverse effect on the business environment on a global scale. The Company may be affected by disruptions to its operations in one or more locations, particularly for the foreseeable future in light of the government responses to the spread of Covid-19 or other potential pandemics. The Company's Nigerian operations have been declared as an essential business by the Nigerian authorities and so are not subject to closure. The Company decided to proceed with construction, following the implementation of Covid-19 procedures at the Segilola Gold Project, established in accordance with industry best practice and the guidelines set out by the Osun State Government and the Ministry of Mines and Steel Development. The Company maintains constant dialogue with local Nigerian government and monitors the situation among the local communities as well as the broader environment.

The Board is aware of the various risks that the pandemic presents that include but are not limited to financial, operational, staff and community health and safety, logistical challenges and government regulation. The Board continues to monitor these risks and the Company's business continuity plans.

Market Price of Common Shares

Securities of publicly-listed mineral resource companies can be subject to substantial volatility, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America, China and globally and market perceptions of the attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short term changes in the price or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not continue to follow the Company; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of Common Shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities to be delisted from the exchange on which they trade, further reducing market liquidity.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public market, or the potential for such sales, could decrease the trading price of the Common Shares and could impact the Company's ability to raise capital through future sales of Common Shares.

Conflict of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other Companies involved in mining and/or natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interest of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth under applicable laws.

Additional information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to, the Company's expectations regarding its future work capital requirements, including its ability to satisfy such requirements, the exposure of its financial instruments to various risks and its ability to manage those risks.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

The forward-looking information contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.