



**MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED
DECEMBER 31, 2020 AND 2019**

INTRODUCTION

Treasury Metals Inc. (TSX: TML) (“Treasury Metals” or “Treasury” or the “Company”) is a Canadian gold exploration and development company focused on its 100% owned Goliath Gold and Goldlund Gold Projects. The Goliath Gold Project has access to first-rate infrastructure at its location near Dryden in the Kenora Mining Division in northwestern Ontario. Treasury Metals is advancing Goliath through the Canadian permitting process to begin mining production for an open-pit gold mine and subsequent underground operations to be developed in the latter years of mine life. The Company was granted Federal Government Environmental Assessment (EA) approval for the Goliath Gold Project. Key programs during 2020 and 2019 include diamond drilling and field exploration, updated engineering studies, and continuation of the permitting process towards the Company’s stated goals of completing a feasibility study and mine permits on the Goliath Gold Project. The Goldlund Gold Project is operated from the Goliath Gold Project office, approximately 35 kilometres by road from Goldlund.

Treasury Metals operates corporate headquarters in Toronto, Ontario, and a Project Office at the Goliath Gold Project. Treasury Metals is listed on the Toronto Stock Exchange under the trading symbol “TML”, and on the OTCQX® Best Market under the symbol “TSRMF”. Additional corporate information can be found on Treasury Metals Inc.’s website at www.treasuremetals.com.

This Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Treasury Metals should be read in conjunction with the Company’s audited consolidated financial statements for the years ended December 31, 2020 and 2019, including the related notes thereto. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). This MD&A is presented as of March 24, 2021. Unless otherwise noted, the currency used is Canadian dollars. This MD&A contains “forward-looking” statements that are subject to risk factors set out in a cautionary note contained herein.

HIGHLIGHTS

Highlights for the quarter and subsequent events up to the date of this MD&A include:

- Mr. Jeremy Wyeth was appointed effective Dec. 7, 2020, as President and CEO to lead the next phase of growth, and to continue to advance technical work on the Company’s projects, including the Goliath Gold Project (“Goliath”) and the Goldlund Gold Project (“Goldlund”).
- On March 18, 2021, the Company announces that it completed the first phase of drilling consisting of approximately 6,000 m in 36 drillholes at its wholly owned Goldlund Project within the greater Goliath Gold Complex
- On March 10, 2021, the Company announced the closing of a \$17.5 million financing and a partial assignment of the convertible debt to Sprott Resource Lending.
- On February 11, 2021 and January 25, 2021 Treasury announced additional results from its ongoing 10,000 metre diamond drilling program at the Goldlund Gold Deposit (“Goldlund”) within the larger 100% owned

Goliath Gold Complex (the “Project” or “GGC”), which includes the Goliath, Goldlund and Miller deposits along a prospective 65km trend in Northwestern Ontario.

- On February 2, 2021, the Company announced a positive Preliminary Economic Assessment (“PEA”) of the Goliath and Goldlund projects; indicating the case for the project supporting a 13-year mine life with average annual production of 102,000 ounces of gold for the first nine years with a post-tax NPV of \$328 million and IRR of 30.2%. Subsequently on March 11th, the company filed the 43-101 report with an effective date of March 10, 2021.
- On November 23, 2020, the Company announced the commencement of 10,000m drilling program at Goldlund Gold project.
- On October 27, 2020, the Company announced it has selected Ausenco Engineering Canada Inc. as the principal consultant for the PEA with input from a range of experienced mining, exploration and development consultants with extensive knowledge of Ontario mining jurisdictions. The results of the study were announced on February 2, 2021
- To expand its engagement with shareholders and potential investors, Treasury retained Vincic Advisors for a six-month contract to provide comprehensive investor relations and strategic communications services.

OUTLOOK

Following the acquisition of the Goldlund Gold Project, the fundamental business objective of Treasury Metals has expanded to incorporate the advancement of the Goliath Gold Complex, which includes the Goliath, Goldlund and Miller projects, to a construction decision. Throughout the quarter, the company continued to advance and eventually complete the PEA for the Goliath Gold Complex that included the newly released initial resource and mine plan on the Miller Project located within the Goldlund property area. Following the release of the PEA, the company went out to bid for the completion of Pre-Feasibility level study work as recommended within the PEA. In the second quarter, bids are expected to be evaluated with consultants chosen to initiate the study work. The Company intends to continue to advance this study, including several supporting works that will position the business for long-term success.

In addition, the company has planned an exploration program that will evaluate certain attractive near-mine targets, including the Miller Project, a potential satellite deposit that is located to the northeast of the Main Zone of the Goldlund Gold Project.

Following completion of the PEA, the Company intends to initiate a pre-feasibility study (“PFS”) that will further evaluate the development alternatives for the project and refine capital and operating cost estimates. Technical work is already underway in support of the PFS in order to ensure that the project advances as rapidly as possible.

The Company’s Federal Environmental Assessment received federal government approval in August 2019, and the Company received permission to proceed with the Provincial and construction permitting activities that will be ongoing throughout 2021. It is expected that applications will be finalized and submitted to relevant authorities throughout 2021 as information on each project becomes available. The Goliath Gold Project is expected to advance in permitting with the currently known baseline and technical information. At the Goldlund Project, additional environmental baseline work will be ongoing with the objective to use this

data to commence permitting activities in late 2021. Treasury will continue engagement with local First Nations, Métis and community groups throughout each phase of the development of the projects.

Since early 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods. Through a thorough review of operating expenses and the scheduling of some expenditures, the Company is focused on prudently managing the Company’s financial resources and planned activities pending a resolution of the COVID-19 pandemic.

MINERAL EXPLORATION PROPERTIES

Goliath Gold Project

The Goliath Gold Project (“Goliath” or “the Project”) is located in the Kenora Mining Division in northwestern Ontario, about 20 kilometres east of the City of Dryden and 325 kilometres northwest of the port city Thunder Bay, Ontario, Canada. Goliath Gold Project consists of approximately 7,601 hectares (approximately 76 km²) and covers portions of Hartman and Zealand townships. The Project is comprised of two historic properties now consolidated under the common name Goliath Gold Project, which consists of: the larger Thunder Lake Property, purchased from Teck Resources and Corona Gold Corp., and the Goliath Property, transferred to the Company from Laramide Resources Ltd. The Goliath Gold Project has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on certain patented land parcels, totalling about \$105,000 per year. Recently the company has staked claims that connect to the Goldlund property and form one contiguous land package.

Goldlund Gold Project

On August 7, 2020, the Company closed a definitive share purchase agreement with First Mining Gold Corp. (“First Mining”) pursuant to which Treasury acquired all of the issued and outstanding shares of Tamaka Gold Corporation, a wholly owned subsidiary of First Mining that owns a 100% interest in the Goldlund Gold Project (“Goldlund”), located adjacent to Goliath Gold Project.

The \$91,016,596 purchase price of the transaction was determined as per the fair value of the financial instruments and other non-financial assets and liabilities provided by the Company. In exchange for all of the issued and outstanding common shares of Tamaka, First Mining received from the Company 43,333,333 common shares and 11,666,667 warrants with an exercise price of \$1.50 for a period of 36 months, a 1.5% net

smelter returns royalty (“Goldlund Royalty”) with the option for the Company to buy-back 0.5% of the Goldlund Royalty for \$5.0 million, and a milestone cash payment of \$5.0 million, with 50% payable upon receipt of a final and binding mining lease under the Mining Act (Ontario) to extract ore from an open pit mine at Goldlund, and the remaining 50% payable upon the extraction of 300,000 tonnes of ore from a mine at Goldlund. In addition, the Company incurred \$1,850,094 in consulting and legal costs related to the acquisition.

Within 12 months of closing of the Transaction, First Mining intends to distribute up to 23.3 million of the Treasury Metals common shares and all the Treasury Metals Warrants to its shareholders, retaining approximately 20 million Treasury Metals shares following the distribution, leaving First Mining with no more than 19.9% holding of Treasury Metals.

Goldlund hosts a large near-surface gold resource estimated to contain 840,000 ounces of gold in the Indicated category, plus 311,000 ounces of gold in the Inferred category and includes 79,000 ounces of gold at the Miller Project in the inferred category all within a 271 km² property package located directly to the northeast of Goliath. The close proximity of the projects, combined with well-developed infrastructure in the region, is expected to generate co-development synergies as the properties are advanced in tandem.

Lara Polymetallic Project

The Lara Polymetallic Project, located in the southern region of Vancouver Island, lies about 75 kilometres north of Victoria, 15 kilometres northwest of Duncan and about 12 kilometres west of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Lara Property was comprised of 90 mineral claims at the end of 2013. In 2017, as the claims came up for renewal, only the significant claims were renewed and the Project currently consists of 59 mineral claims.

Goldeye Explorations Limited (a wholly owned subsidiary of Treasury Metals Inc.)

The acquisition of Goldeye Explorations Limited (“Goldeye”) was completed on November 24, 2016. Effective upon closing, Goldeye became a wholly owned subsidiary of Treasury and all of the issued and outstanding common shares of Goldeye were acquired by Treasury. The acquisition provides Treasury with a high-quality asset, the Weebigee Project, in northwestern Ontario. The Weebigee Project, Goldeye’s principal asset, is a high-grade gold project located near Sandy Lake in northwestern Ontario. The Weebigee Project was subject to an option agreement between Sandy Lake Gold Inc. (renamed G2 Goldfields Inc.) and Goldeye and in 2020 the Optionee fulfilled their expenditure requirement to earn a 50.1% ownership in the Project. A Joint Venture has been executed to reflect the 50.1% ownership by G2 Goldfields and the 49.9% ownership by Treasury Metals.

Goldeye’s most recent 2019 exploration program by its Optionee, reported significant gold results, following an earlier 2014 Goldeye work program consisting of a 2,200 metre shallow drill program.

Three other gold exploration properties were inherited with the Goldeye acquisition: Gold Rock/Thunder Cloud; Shining Tree-Fawcett (subsequently acquired by Platinex Inc. in Q3 2020); and, Van Hise/Larder

Lake (subsequently dropped), all of which reside in the Province of Ontario. All of these properties are grassroots with no exploration permits in place for more advanced field work, such as diamond drilling.

GOLIATH GOLD PROJECT

On August 19, 2019, the Canadian Environmental Assessment Agency (“CEAA”) issued a positive statement that the proposed Goliath Gold Project may proceed. This decision means that the Company can now focus on the remaining technical studies and permitting, and prepare for a construction decision.

TECHNICAL REPORTS

Preliminary Economic Assessment (March 2021)

On February 2, 2021, the company announced positive results of the Preliminary Economic Assessment of the Goliath Gold Complex. The 2021 Preliminary Economic Assessment of the Goliath Gold Complex is a N.I. 43-101 compliant technical report that outlines the proposed plan for mining and development of three separate projects: Goliath Project, Goldlund Project and the Miller Project. The report includes an update of both Goliath and Goldlund resource estimates along with a maiden resource estimate for the Miller Project. Additional details for the mineral processing, mining methods tailings storage and closure methods show proposed design and provide both capital and operating expenses. As laid out in the report the mining plan is proposed to include Open Pit operations in a phased and staggered approach at Goliath, Goldlund and Miller project areas. In addition, there is also a proposed Underground mining operation at the Goliath site. A single gold processing facility is proposed to be located at the Goliath site and includes all associated infrastructure such as tailings and office facilities. The facilities within the Goliath site largely follow the layout that has been previously approved within the Federal Environmental Assessment and are not expected to have a material effect on that decision. Haulage of gold bearing rock from the Goldlund and Miller projects is proposed to be overland using largely existing road networks.

Highlights for the Goliath Gold Complex PEA include:

- Long-term Gold Price of USD\$1,600/oz
- Exchange rate of CAD\$1.00 = USD\$0.75
- After-tax net present value ("NPV") (discount rate 5%) of \$328 million
- After-tax internal rate of return ("IRR") of 30.2%
- After-tax payback period 2.2 years
- Initial capital of ("CAPEX") of \$233 million
- Life of mine ("LOM") of 13.5 years
- Total production of 24,000 kt of mill feed yielding 1.1 Moz Au
- Average annual gold production of 102,000 oz over first 9 years
- Average recovery of 93.6%
- Measured and indicated mineral resource of 55,417 kt at a 1.10 g/t Au grade
- Cash cost of USD\$699/oz, All-in sustaining cost ("AISC") of USD\$911/oz

The following table summarizes the NI 43-101 Mineral Resource Estimate in the Measured, Indicated and Inferred Mineral Resource classifications for each specific project area:

2021 Mineral Resource Estimate (Notes 1-7)

Deposit	Cut-off Grade (g/t)	Quantity ('000 tonnes)	Grade Gold (g/t)	Contained Gold ('000 oz)
Measured Resources				
Goliath Open Pit	0.25	1,471	1.90	90
Goliath Underground	1.6	98	4.84	16
Total Measured		1,569	2.09	105
Indicated Resources				
Goliath Open Pit	0.25	26,956	0.87	757
Goliath Underground	1.6	2,592	3.16	263
Goldlund Open Pit	0.26	24,300	1.07	840
Total Indicated		53,848	1.07	1,860
Total Measured and Indicated		55,417	1.10	1,965
Inferred Resources				
Goliath Open Pit	0.25	5,644	0.65	76
Goliath Underground	1.6	704	2.75	62
Goldlund Open Pit	0.26	14,400	0.56	260
Goldlund Underground	1.6	233	6.8	51
Miller Open Pit	0.26	1,981	1.24	79
Total Inferred		22,962	0.77	528

Note on Mineral Resources:

(1) Mineral resources are estimated in conformance with the CIM Mineral Resource definitions referred to in NI 43-101 Standards of Disclosure for Mineral Projects. This mineral resource estimate covers the Goliath Deposit, the Goldlund Deposit and the Miller deposit.

(2) Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The quantity and grade of the reported Inferred Mineral Resources in this estimation are conceptual in nature and are estimated based on limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. For these reasons, an Inferred Mineral Resources has a lower level of confidence than an Indicated Mineral Resources and it is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

(4) Goliath: Mineral resources are reported within an optimized constraining shell using a gold price of US\$1700/Oz and a Silver price of US\$23/Oz and recoveries of 95.5% for gold and 62.6% for silver and a base mining, processing + G&A costs of \$CDN18.68/tonne open pit, \$CDN93.54/tonne for underground Grades were estimated using 1.5-meter capped composites via Ordinary kriging for the Main and C zones and inverse distance cubed for all other zones.

(5) Goldlund: Mineral resources are reported within an optimized constraining shell using a gold price of US\$1700/Oz and gold recovery of 89% and a mining and processing + G&A costs of \$CDN18.51/tonne open pit, \$CDN93.53/tonne for underground and \$CDN2.71/tonne for base mill feed cost. Gold grades were estimated using 2.0 m capped composites within 9 mineralized zones using ordinary kriging.

(6) Miller: Mineral resources are reported within an optimized constraining shell using a gold price of US\$1700/Oz and gold recovery of 89% and a mining, base mill feed and G&A cost of US\$21.22/tonnes.

Grades were estimated using 2.0 m capped composites within the granodiorite domain using Inverse Distance Cubed interpolation.

(7) Summation errors may occur due to rounding.

ENVIRONMENTAL, PERMITTING AND DEVELOPMENT ACTIVITIES

Environmental Assessments and Permitting

Treasury Metals has engaged a number of technical consultants for the collection of baseline environmental data for the Goliath Gold, Goldlund and Miller Projects, collectively referred to as the Goliath Gold Complex. The objective of the work completed, underway or planned is to characterize the existing physical, biological, and human environment at each of the three Project locations, expanding on existing information where available. In all cases, the work has/will apply standard field protocols and scientific methodologies, and will address the anticipated information needs of regulatory agencies for the approval of Ontario mining projects.

The approach to environmental studies, permitting and approvals, and impact assessment for the Goliath Gold Complex will be to treat the Goliath, Goldlund and Miller deposits as three distinct projects. The schedule for the Goliath Gold Project is overall ahead of the schedule for the Goldlund and Miller Projects, given that a Federal Environmental Assessment (EA) has already been completed for this project. The Federal EA process commenced in November 2012 with Treasury Metals submission of a Project Description. The Company worked in cooperation with all stakeholders and government agencies for both the creation and refinement of the Environmental Impact Statement under EA guidelines to ensure that all potential effects were appropriately defined, characterized, and, in turn, addressed. Following the submission of the final version of the EIS to the federal government's Canadian Environmental Assessment Agency (CEAA Agency) the Company also addressed "Information Requests" for public stakeholders, Indigenous communities and government agencies/experts to request additional detail or clarification. Treasury Metals received Federal government approval under the *Canadian Environmental Assessment Act, 2012* (CEAA, 2012) for the Goliath Gold Project on August 19, 2019, with the Minister of Environment and Climate Change Canada concluding that the Project is not likely to cause significant adverse environmental effects. Potential benefits of the Project are expected to include employment and business opportunities, as well as tax revenues at all levels of government.

The Goliath Gold Project as presented in the recent PEA is similar to the previous PEA but differs in that the Goliath Gold Project processing facility is proposed to accept ore from other deposits (specifically deposits from the Goldlund and Miller properties). Pending regulatory guidance otherwise, it is not anticipated that the optimization of the Goliath Project design would affect the current Federal EA approval of the Goliath Gold Project, or that would trigger an Impact Assessment under the *Impact Assessment Act* for a mining expansion. Therefore, while this engineering design change is not anticipated to have an effect on the current Federal EA approval on the Goliath Gold Project, additional environmental data may need to be measured or modelled to support the change in the description of the assessed project. Additional environmental programs for the Goliath Gold Project may also be required to update environmental baseline data relied on in the EA to support permitting efforts. Next steps for the Goliath Gold Project are to proceed to permits and approvals required prior to or for construction.

Baseline data collection for the Goldlund Project is underway and is expected to be completed within 12 months. Treasury Metals has not collected any baseline data from the Miller Project to date; however, the Company anticipates this work to be done in the immediate near future. Based on current proposed design,

neither the Goldlund Project nor Miller Project are expected to require completion of a Federal Impact Assessment under the new *Impact Assessment Act*. However, baseline data for these Projects will be required to support Provincial permitting and approvals processes, including potential Provincial EAs.

A number of exploration and development programs are ongoing for the further advancement of the Goliath Gold Project, as outlined in their respective sections below.

Preliminary Feasibility Study and Tradeoff Studies

Treasury continues to refine the technical studies in support of updated economics for the life of the Project. Work is currently being contracted and will be designed to narrow a number of different options for the project including; the ore processing and tailings storage options, mining methods and costing for the mining processes, proposed haulage from each site to the centralized mill facility, mill feed optimization, water treatment optimization and the use of battery operated equipment for underground mining. The purpose of evaluating all additional options is to improve project economics by significantly reducing CAPEX requirements for the project and simplifying environmental permitting. Completion of these studies is anticipated to guide a decision to proceed into Feasibility level studies in 2022.

Community Relations

Engagement efforts with the Indigenous and public communities has primarily focused on development of key milestones and providing opportunities for all regional communities to identify their input and describe how the Project may affect their land use, and their way of life. Treasury Metals has been in contact with stakeholders, including Indigenous peoples and communities and the public, throughout the environmental assessment process, and all stages of Project development. Treasury Metals has been in direct contact with all potentially affected Indigenous communities as defined by the Canadian Environmental Assessment Agency (“CEAA”), and the Ministry of Energy, Northern Development and Mines. All prior communication with Indigenous and public stakeholders up to April 2017 has been captured within the revised EIS, Appendix DD and Appendix V.

Current engagement activities have focused on delivery and dissemination of technical work supporting the continuation of the federal permitting phase. Treasury Metals has been in communication with all Indigenous parties, and the company continues to document all efforts to date. All Indigenous communities have been provided all relevant documentation, and the opportunity to access capacity funding has been provided to all Communities. Treasury Metals has agreed in principle to reasonable proposed costs to ensure continued open dialogue and the integral review of the Project and its potential effect to traditional land use purposes within the area. Further, to support continued participation, Treasury Metals has proposed the formation of an Environmental Management Committee. This Committee intention is to provide a suitable avenue for dialogue, and collaborative discussions to ensure Indigenous values and traditional knowledge are integrated into Project related regulatory needs.

Treasury Metals has finalized four (4) separate interim funding agreements with Eagle Lake First Nation to support the communication and review of project related activities and followed this with the formal

execution of a Memorandum of Understanding. In addition to this, in December 2017, Treasury signed a Memorandum of Understanding with the Métis Nation of Ontario. In recent activities, on March 20, 2019, the Company announced the signing of an Engagement Agreement with Wabauskang First Nation. As of June 26, 2019, the Company entered into a Memorandum of Understanding with Lac des Mille Lacs First Nation. Treasury Metals staff is working cooperatively with all third party and community representatives to secure community input to the Project, and to finalize additional agreements with regional stakeholders as part of the continued development of Goliath. Treasury Metals has also committed to honouring agreements with Wabigoon Lake Ojibway Nation and Lac Seul First Nation that were previously agreed upon with First Mining Gold prior to the purchase. Further, it is anticipated in addition to these agreements referred to in the latter the Company will engage certain identified Indigenous communities in comprehensive agreement discussions focusing on continued dialogue, education, training, and other Project aspects. Treasury Metals continues to engage and support capacity-funding opportunities to ensure open and transparent dialogue regarding the development of the Project. All efforts have been documented in support of the federal EIS, permitting process, and supporting Project-related activities.

EXPLORATION

Since Treasury Metals began drilling the Goliath Gold Project in 2008 to present day, a total of 562 diamond drill holes comprised of 528 newly collared holes, 4 wedge holes, and 30 re-entry holes for a total of 180,269 metres have been drilled on the property. Further details can be found at www.treasuremetals.com.

The Company has received the results of the second phase of its Spatiotemporal Geochemical Hydrocarbon (SGH) soil-sampling program that covered approximately 5 km of strike length northeast of the Goliath Gold Deposit including the regional fold nose. Historically, previous operator Teck found several high-grade gold intersections along this alteration corridor including 45.4 g/t over 1.5 m in hole TL208 and 25.9 g/t over 0.8 m in TL271; and, the area continues to show significant exploration potential. The program's initial phase was completed during the 2018 field season and included an orientation survey over the resource area to characterize the surficial signature of the gold mineralization at depth. The soil was tested by Activation Laboratories using their Spatiotemporal Geochemical Hydrocarbon (SGH) and UltraTrace-1 multi-element package to provide a basis to characterize the geochemical signature of the Goliath Gold Deposit and explore for similar mineralization signatures along strike. The survey was successful in identifying several anomalies of interest, similar to those identified over the deposit area during the initial orientation survey. Analysis and interpretation are encouraging to date, and are in progress. This will aid in future exploration programs.

In 2019, Treasury completed a down-hole induced polarization (IP) survey across the deposit area. This program, conducted by Golden Mallard Corporation, used existing holes to help map the high-grade shoots down-dip for future drilling programs, as well as detect any previously unknown nearby mineralized concentrations. The IP survey determined zones that host mineralization are extending to depth and along strike. The Company completed a total of 15 drill holes with maximum vertical depths ranging from 100 to 525 metres below surface along a strike length of 1.2 kilometres. Additional focused downhole surveys were completed to increase the resolution of these results. The results from the survey have been integrated into the current geological database for future reference in extending the high-grade shoots at depth to expand the current resources and completing additional infill of C East resource area.

On May 30, 2018, the Company released additional assay results from the active infill and resource expansion/exploration drilling program. TL18-489 intersected 65.78 g/t over 3.00 m including 1.00 m at 196.00 g/t in the C Zone, following up on nearby historical holes TL161-14RE which returned 5.47 g/t over 4.00 m, TL17-422 with 4.10 g/t 5.00 m, and TL16-420 with 2.72 g/t over 6.00 m. The Company is encouraged to see mineralization at the bottom of the C Zone shoot, which is located behind the Main Zone. On August 13, 2018, the Company announced assay results from three zones, including results in the East Resource Target area, down dip within the developing C Zone shoot, and additional deep Main Zone infill drilling at Goliath Gold Project.

Goliath Gold Project latest eight quarters of exploration and development program expenditures

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	31-Dec-19	31-Mar-20	30-Jun-20	30-Sep-20	31-Dec-20	31-Dec-20
Metallurgy	240,517	-	-	-	19,033	259,550
Geochemistry	121,388	-	-	-	-	121,388
Geotechnical	137,649	-	-	-	-	137,649
Hydrogeology	206,336	-	-	-	-	206,336
Environmental	1,186,151	10,936	-	-	73,171	1,270,257
Environmental Assessment	5,030,841	7,316	-	-	15,483	5,053,639
Pre-Feasibility & Feasibility	2,268,204	1,485	-	46,447	490,070	2,806,206
Drilling and other exploration exp.	23,857,293	896,856	85,133	101,977	170,125	25,111,384
Community Relations	824,902	16,554	-	-	14,476	822,823
Property purchases and payments	28,478,887	104,546	-	-	-	28,583,433
Dryden - salaries and consultants	7,953,859	125,477	81,713	118,212	211,168	8,490,429
Dryden Infrastructure	3,264,499	48,227	15,284	87,938	82,187	3,498,135
Amortization	483,242	2,247	12,247	12,247	19,494	539,478
Black Scholes on options compensation	1,225,754	33,605	31,709	15,031	172,325	1,478,424
Total Goliath Gold Project	75,279,523	1,224,140	226,086	381,852	1,267,532	78,379,133

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	31-Dec-18	31-Mar-19	30-Jun-19	30-Sep-19	31-Dec-19	31-Dec-19
Metallurgy	240,467	-	-	50	-	240,517
Geochemistry	121,388	-	-	-	-	121,388
Geotechnical	137,649	-	-	-	-	137,649
Hydrogeology	206,336	-	-	-	-	206,336
Environmental	1,150,996	-	-	27,309	7,846	1,186,151
Environmental Assessment	4,440,538	279,218	141,558	155,392	14,135	5,030,841
Pre-Feasibility & Feasibility	2,048,804	32,624	25,442	71,230	90,104	2,268,204
Drilling and other exploration exp.	22,575,328	168,083	99,096	360,452	654,334	23,857,293
Community Relations	479,004	137,840	66,809	127,313	13,937	824,902
Property purchases and payments	28,374,113	104,775	-	-	-	28,478,887
Dryden - salaries and consultants	7,499,224	121,189	112,486	93,710	127,250	7,953,859
Dryden Infrastructure	3,083,988	48,010	42,654	28,289	61,558	3,264,499
Amortization	433,621	11,793	11,793	11,793	14,242	483,242
Black Scholes on options compensation	1,112,872	22,757	22,794	21,188	46,143	1,225,754
Total Goliath Gold Project	71,904,327	926,289	522,632	896,726	1,029,549	75,279,523

GOLDLUND GOLD PROJECT

On August 7, 2020, the Company closed a share purchase agreement with First Mining Gold Corp. for the acquisition of all of the shares of Tamaka Gold Corporation, a subsidiary of First Mining Gold, a public company owning a 100% interest in the Goldlund Gold Project, located adjacent to Goliath Gold Project.

The \$91,016,596 purchase price of the transaction was determined as per the fair value of the financial instruments and other non-financial assets and liabilities provided by the Company. In exchange for all of the issued and outstanding common shares of Tamaka, First Mining received from the Company 43,333,333 common shares and 11,666,667 warrants with an exercise price of \$1.50 for a period of 36 months, a 1.5% net smelter returns royalty (“Goldlund Royalty”) with the option for the Company to buy-back 0.5% of the Goldlund Royalty for \$5.0 million, and a milestone cash payment of \$5.0 million, with 50% payable upon receipt of a final and binding mining lease under the Mining Act (Ontario) to extract ore from an open pit mine at Goldlund, and the remaining 50% payable upon the extraction of 300,000 tonnes of ore from a mine at Goldlund. In addition, the Company incurred \$1,850,094 for consulting and legal costs related to the acquisition.

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Goldlund hosts a large near-surface gold resource estimated to contain 840,000 ounces of gold in the Indicated category, plus 311,000 ounces of gold in the Inferred category and includes 79,000 ounces of gold at the Miller Project in the inferred category all within a 271-km² property package located directly to the northeast of Goliath. The close proximity of the projects, combined with well-developed infrastructure in the region, is expected to generate co-development synergies as the properties are advanced in tandem.

On November 23rd, 2020, the company commenced the first phase of active exploration at Goldlund. The initial program consisted of approximately 10,000 metres of infill and expansion drilling which will begin by targeting Zones 2, 3, and 6 near surface within and around the northeast pit proposed in the PEA. The goal of this drilling is to increase confidence of known resources through the conversion from Inferred to the Indicated category and grow the resource along strike. By December 31st, 2020, 2,760 metres across 17 drillholes had been completed.

Goldlund Gold Project exploration program expenditures since acquisition date (August 7, 2020)

Goldlund Gold Project	Incurred in three month periods		Balance
	30-Sep-20	31-Dec-20	31-Dec-20
Acquisitions of properties and data	91,350,101	(467,680)	90,882,421
Drilling & Assaying	-	286,943	286,943
Environmental	45,425	28,682	74,107
Consultants	103,663	103,947	207,610
Pre-Feasibility & Feasibility	6,342	160,127	166,469
Amortization	10,354	10,354	20,708
Other	11,038	19,517	30,555
Total Goldlund Gold Project	91,526,923	141,890	91,668,813

LARA POLYMETALLIC PROJECT

The Company inherited the Lara Project in early 2008, as part of the spin-out transaction from Laramide Resources Ltd. The Company, as a gold focused exploration and development company, does not consider this project to be a high priority in terms of its overall corporate strategy. Due to current market conditions, only minimal geological fieldwork has been done on the property. The Company would consider seeking a purchaser or joint venture partner for this non-core project. Work requirement spending has accumulated to the order of nearly \$500,000 to be spent by Dec.31, 2021.

In July 2018, Treasury Metals initiated an airborne LiDAR survey with Terra Remote Sensing Inc. (“Terra”) over the entire Lara claim package covering 63.88 km². This survey will not only increase the accuracy of future resource and engineering studies, but also aid in the successful planning and execution of future exploration programs. The survey was successfully flown on July 13, 2018, and the data processed and delivered over the following two months. A full set of 10cm resolution orthophotos comprising of 89 TIF

image files, along with 1 m resolution elevation contours, and 1m Digital Elevation Model (“DEM”) were provided to Treasury.

Lara Project latest eight quarters of exploration program expenditures

Lara Polymetallic Project - BC	Balance	Incurred in three months ending				Balance
	31-Dec-19	31-Mar-20	30-Jun-20	30-Sep-20	31-Dec-20	31-Dec-20
Consultants	134,348	-	-	-	-	134,348
Surveys	43,210	-	-	-	-	43,210
Camp field and land costs	710,178	-	-	-	500	710,678
Total Lara Polymetallic Project - BC	887,736	-	-	-	500	888,236

Lara Polymetallic Project - BC	Balance	Incurred in three months ending				Balance
	31-Dec-18	31-Mar-19	30-Jun-19	30-Sep-19	31-Dec-19	31-Dec-19
Consultants	129,117	-	-	5,231	-	134,348
Surveys	43,210	-	-	-	-	43,210
Camp field and land costs	709,678	-	-	0	500	710,178
Total Lara Polymetallic Project - BC	882,005	-	-	5,231	500	887,736

GOLDEYE EXPLORATIONS LIMITED

On November 24, 2016, the Company closed the acquisition of all of the issued and outstanding common shares of Goldeye Explorations Limited (“Goldeye”) a public company that holds the Weebigee Project. The details of the acquisition are disclosed in Note 8 of the consolidated financial statements. The principal project of Goldeye is the Weebigee Project, and additional properties including Gold Rock/Thunder Cloud and Shining Tree-Fawcett (sold in Q3 2020 to Platinex Inc.); Goldeye also has various NSR interests shown below. The Weebigee Project comprises 182 claims. Certain claims are subject to a 1% net smelter return (“NSR”) that is held by a former director of Goldeye.

The Weebigee Project is located near Sandy Lake, north of Red Lake in northwestern Ontario.

Weebigee Project

On April 15, 2015, Goldeye entered into an option agreement (the “GPM Option Agreement”) with GPM Metals Inc. (“GPM”) whereby GPM has an option to earn a 50.1% interest in the Weebigee Project by paying a total of \$550,000 in cash (\$50,000, \$100,000, \$150,000 and \$250,000 received in 2015, 2016, 2017 and 2018 respectively) and \$25,000 in shares (issued in 2015) to Goldeye over a period of four years. GPM must also complete a minimum of \$5,000,000 in exploration expenditures over a four-year term. In addition, if the first option is exercised, GPM will have the option to earn an additional 19.9% interest by either funding a bankable feasibility study, or at GPM’s option, paying Goldeye an additional \$1,500,000 in cash and completing a minimum additional \$3,000,000 in exploration expenditures over the next two years. In July

2016, GPM sold its interest in the Weebigee property to Sandy Lake Gold Inc. (the “Optionee” or “SLG”). In April 2019, SLG announced it changed its company name to G2 Goldfields Inc. (the “Optionee” or “G2”).

In 2020, the Company recognized that G2 had made the required expenditures on the Weebigee Project to earn a 50.1% earn-in on the project per the GPM Option Agreement and a joint venture agreement was executed providing for operation of the project going forward. At the same time G2 agreed to drop the \$2 million counter claim which G2 had initiated in June 2017

The Option Agreement was subject to the terms of the exploration agreement signed between Goldeye and Sandy Lake First Nation (“SLFN”) on November 12, 2013. This exploration agreement was renewed for a two-year period on the same terms commencing on November 12, 2014, then renewed on the same terms for a further two-year period. On November 15, 2018, the agreement was signed for a further one year and a further renewal has commenced. SLFN and Goldeye agree that the next renewal agreement is to more fully reflect the ongoing development of the project.

Weebigee is a large, relatively unexplored property which covers the most prospective portions of the Sandy Lake Greenstone belt, with similarities to the geology in the Red Lake District. In the Northwest Arm area, numerous gold showings occur within shoreline exposures of quartz-rich felsic pyroclastic units, proximal to a major deformation zone that crosses a folded ultramafic unit under the lake. Where high strain zones are evident, the felsic units show hydrothermal biotite-silica alteration, quartz veining and patchy to pervasive silica flooding, along with the development of distinct blue quartz eyes. It should be noted that much of the geology is obscured by shallow lakes and clay deposits, and the main deformation zones have never been drill tested. In the past, shoreline mapping/prospecting located a number of auriferous quartz tourmaline veins and silicified zones controlled by mafic-ultramafic dyke filled splays or high strain zones crosscutting regional foliations. Crack and seal textures, drag folded and dismembered veins, multi-stage quartz veining and local strong silica replacement zones indicate that hydrothermal alteration occurred during periods of active brittle-ductile deformation along the high strain zones. Geophysics and recent drilling indicate that a folded ultramafic horizon is located just offshore of several of these auriferous high strain zones.

Previous drilling (1988 and earlier) was limited to short holes targeting quartz tourmaline veins on the Bernadette, Wavano and Tully showings. Drilling indicated that the vein hosted gold mineralization persisted to depth, but was generally narrow where intersected (gold intercepts of 7.5 g/t over 0.8 metres, 27 g/t over 0.1 metres and 25.9 g/t over 0.1 metres). Wider zones of auriferous silicification and biotite alteration had seen limited chip sampling (e.g. Knoll zone); at Knoll, two historic chip samples had been taken along a sample line across the zone, returning gold values of 19.3 and 8.2 g/t over a total composite length of 5.5 metres. This area was the focus of the 2013 channel sampling and mapping programs, which confirmed the high grade nature of the showing (individual 0.3 m channels assayed 20.9, 22.0 and 34.1 g/t) as well as much more widespread highly anomalous gold mineralization (27 gold channel sample assays greater than 1 g/t). Several 2 to 5 metre wide areas of the Knoll zone show complete silica-biotite replacement of the quartz crystal tuff units, indicating a widespread, long-lived structural and hydrothermal event.

A 23-hole drill program completed during February and March 2014 resulted in a significant high-grade gold discovery at Weebigee. Drilling focused on three showing areas (Knoll, Bernadette, and RvG4) that returned

significant gold values from channel sampling in 2013. The following table highlights the gold grades over core interval composites (uncut) from this 2014 drill program.

Zone	Hole	Depth (m)	Interval (m)	Assay (g/t Au)
Knoll	BK 14-07	51.8 - 55.70	3.90	18.69
Knoll	BK 14-05	14.65 - 18.15	3.50	12.45
Knoll	BK 14-16	78.33 - 85.16	6.83	8.59
Knoll	BK 14-11	22.10 - 27.57	5.47	6.71
Knoll	BK 14-12	20.70 - 27.73	7.03	6.76
Bernadette	BK 14-03	34.15 - 35.30	1.15	70.23
Bernadette	BK 14-23	7.85 - 11.70	3.85	10.89
RvG4	BK 14-18	43.56 - 47.53	3.97	23.15
RvG4	BK 14-17	48.68 - 53.19	4.51	9.35

Each of the 15 drill holes at the Knoll Zone intersected significant gold mineralization. Twenty-four core samples assayed over 10 g/t Au, including 1 intersection of 57.9 g/t Au. On the parallel Bernadette Zone, 100 m to the east, 5 individual assays over 10 g/t Au were returned, including one of 131 g/t and one of 230 g/t Au. The RvG4 Zone, on strike and 500 m to the northwest, also returned high-grade gold values with eight core samples over 10 g/t Au, five of which were over 30 g/t Au. Overall, visible gold was noted in 50% of the holes drilled. At Knoll a strike length of 100 metres was tested, with only one hole stepped back to test a vertical depth of 100 metres. All zones remain open in all directions.

Additional areas of interest on the Weebigee project include Sandborn Bay, which hosts numerous Cu-Zn showings, some with highly elevated silver values in cherty and cordierite-rich horizons. The Canoxy area and Tully and Tully West showings host gold mineralization related to sulphide and sulphidized iron formation.

In the summer of 2015, a Prospecting and Airborne Survey was completed consisting of 1,274.5 km of horizontal gradiometer and VTEM data collected over two blocks, B and F, on the western part of the Sandy Lake greenstone belt. Line separation was 200 metres with a mean sensor altitude of 45 metres. Third party consultants interpreting the data reported that the EM and magnetic configurations of the system were well suited for the geological environment at Sandy Lake and that data was of good quality.

On May 13, 2019 and September 4, 2019, Treasury Metals announced significant exploration results on its 100% owned Weebigee Gold Project in northwestern Ontario. The optionee earning into the Weebigee Project, G2 Goldfields Inc., reported in the May press release the results of drilling of six holes, totaling 1,980 meters, followed by the September results. The holes are on the Treasury Metals property under Option Agreement with G2. Drilling highlights in May include: From 58 m: 2.4m at 3.89 g/t Au; From 69m: 8.0m at 34.5 g/t Au; From 95.8m: 1.64m at 49.83 g/t Au; and, From 104m: 3.0m at 3.06 g/t Au. Drilling highlights in September include - 0.75 metres of 450 g/t Au and 1.40 metres of 11.85 g/t Au in holes, 19-12 and 19-14. Further details can be found in Press Releases at www.treasuremetals.com.

The drill hole results in Treasury's release on September 4, 2019, included the discovery of a new zone of mineralization in the W3 area. Subsequent to this release, G2 Goldfields completed drilling an additional four

holes totaling approximately 750 meters. All new diamond drill holes were completed in the W3 Zone, 1.8 kilometers east of the W1/W2 area.

Goldeye Project latest eight quarters of exploration program expenditures

Goldeye Project	Balance	Incurred in three months ending				Balance
	31-Dec-19	31-Mar-20	30-Jun-20	30-Sep-20	31-Dec-20	31-Dec-20
Consultants	10,176	-	-	-	-	10,176
Camp field and land costs	52,928	33,908	-	7,500	-	94,336
Other	266,698	450	5,931	451	450	273,980
Acquisitions of properties and data	4,084,678	-	-	1,216,038	32,060	2,900,700
Option agreement collections	490,745	-	-	-	-	490,745
Total Goldeye Project	3,923,735	34,358	5,931	1,208,087	32,510	2,788,448
Goldeye Project	Balance	Incurred in three months ending				Balance
	31-Dec-18	31-Mar-19	30-Jun-19	30-Sep-19	31-Dec-19	31-Dec-19
Consultants	10,176	-	-	-	-	10,176
Camp field and land costs	21,150	7,500	9,456	7,322	7,500	52,928
Other	92,370	137,362	21,066	450	15,450	266,698
Acquisitions of properties and data	4,084,678	-	-	-	-	4,084,678
Option agreement collections	490,745	-	-	-	-	490,745
Total Goldeye Project	3,717,629	144,862	30,522	7,772	22,950	3,923,735

Community Relations

Engagement and community relation efforts have been ongoing with Sandy Lake First Nation. Company representatives have conducted communication efforts and multiple community visits as part of these activities. Treasury Metals held a collaborative meeting with leadership of the community and Treasury's Optionee. These meetings have resulted in the former Exploration Agreement extension that was in place, as described earlier in this MD&A. Additional efforts were made throughout 2020 to secure a newly formed Exploration Agreement to continue and strengthen relationships with Sandy Lake First Nation, and engage Keewaywin First Nation. Due to COVID-19 restrictions in place, limited travel or in-person dialogue was available. Treasury Metals and its Optionee are acutely aware of the risks of COVID-19 and in accordance with good practice, will engage in travel and work programs at a suitable junction following confirmatory dialogue with leadership of the Indigenous communities of interest.

Gold Rock Project, Kenora Mining Division, Ontario

The Company's 100% owned Gold Rock Project is located near Dryden, Ontario and comprises two properties, the Gold Rock property, consisting of 20 legacy claims and the Thunder Cloud property consisting of 1 legacy claim. All claims at the Gold Rock Project are in good standing.

SELECTED ANNUAL INFORMATION

	2020	2019	2018
Net loss for the year	(2,756,093)	(4,842,845)	(4,511,611)
Loss per share - basic and diluted	(0.03)	(0.09)	(0.09)
Total assets	182,889,615	84,453,697	81,623,662
Mineral Property acquisitions ⁽¹⁾	90,882,421	-	-
Mineral Property sales ⁽²⁾	1,183,977	-	-
Mineral Property expenditures	3,935,192	3,587,033	6,213,287
Long Term debt	4,959,393	4,822,668	4,565,390

(1) Purchase of the Goldlund Project

(2) Sale of Shining Tree Property

This table has been prepared from information in the Company's audited financial statements for the three recently completed financial years. The Company did not declare any dividends during those periods.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following tables summarize the Company's selected financial data for the last eight quarters. The information set forth below should be read in conjunction with the December 31, 2020 and 2019 interim condensed consolidated financial statements and the related notes thereto, prepared by management in accordance with International Financial Reporting Standards. Detailed explanations of quarterly variances are included in each quarterly MD&A filed on SEDAR.

	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	Dec-20	Sep-20	Jun-20	Mar-20	Dec-19	Sep-19	Jun-19	Mar-19
	\$	\$	\$	\$	\$	\$	\$	\$
Expenses	1,651,915	896,372	645,271	1,247,050	920,089	924,949	710,144	621,608
Loss on debt extinguishment	-	-	-	-	1,344,395	-	-	-
Fair value change of derivative liability	(794,798)	(361,815)	3,941,094	(1,043,936)	(1,313,244)	827,360	(495,134)	5,466
Income tax expense (recovery)	(3,165,685)	-	-	(259,375)	1,358,576	-	-	(61,364)
Net income (loss)	2,308,568	(534,557)	(4,586,365)	56,261	(2,309,816)	(1,752,309)	(215,010)	(565,710)
Net loss per share (basic and diluted)\$	0.01	(0.01)	(0.03)	0.00	(0.03)	(0.03)	0.00	(0.03)
Other comprehensive income (loss)	204,714	(165,236)	9,514	(6,294)	33,609	(36,318)	(25,424)	(1,596)
Total comprehensive loss	2,513,282	(699,793)	(4,576,851)	49,967	(2,276,207)	(1,788,627)	(240,434)	(567,306)
Mineral properties and deferred costs	173,724,630	172,282,198	81,581,510	81,349,492	80,090,994	79,037,995	78,128,266	77,584,283
Total current liabilities	4,877,485	6,470,448	7,208,009	3,394,466	3,762,877	3,348,865	3,041,113	3,542,018
Total Assets	182,889,615	184,413,454	84,369,702	84,960,851	84,453,697	82,154,576	83,461,816	81,019,774

The most significant expense variances quarter to quarter are due to the vesting cost of the various stock option issuances while there is also a loss of \$1,344,395 in Q4 2019 on the Extract/Loinette amendments that was treated as debt extinguishment for accounting purposes. There are also quarterly gains or losses due to the fair value variances of the non-cash derivative liability; also, there is the amortization of transaction costs and accretion of the convertible debt from Extract/Loinette.

The quarterly variations in the other comprehensive income (loss) result from the quarter end adjustments to market value of the long-term investments. The fluctuation in total assets from one quarter to the next is primarily a function of cash increases through the financing transactions, issuance of shares, the exercise of warrants and options, the valuation at fair market value of the long-term investments, and the use of cash for operating expenses. In Q3 2020, the acquisition of the Goldlund Gold Project closed, resulting in a \$91 million increase of the mineral properties and deferred costs assets partially offset by the \$1.2 million decrease for the sale of the Shining Tree property.

Financial results of operations for the three months ended December 31, 2020 compared with the three months ended December 31, 2019

The net income for the three-month period ended December 31, 2020 was \$2,308,568 (2019 - loss of \$2,309,816). The variance is explained as follows:

- In Q4 2020, office and administrative expenses are \$24,176 higher than Q4 2019 mainly due to the increase of general administrative expenses and director fees.
- Professional fees expense in Q4 2020 of \$158,686 are \$136,682 higher than Q4 2019 mainly due to the \$115,000 fees paid to Korn Ferry for the CEO recruitment in addition to the \$12,000 payment to auditors for interim audit review work; none of these payments were made in the previous year.
- In Q4 2020, there is \$500,254 of higher salary and benefits against Q4 2019 mainly due to the severance payment to the former CEO and the higher allocation of payroll expenses charged by Laramide.
- In Q4 2020, the stock-based compensation expense is \$415,217 higher than Q4 2019 due to the options granted in the period.
- In Q4 2020, the accretion and amortization of transaction costs on financing debt is \$85,247 lower than Q4 2019 mainly because in 2019 there was an \$80,265 adjustment for the recognition of the amendment of August 2019 as a debt extinguishment.
- Interest and commitment fees in Q4 2020 of \$125,627 are slightly lower than the \$132,102 of Q4 2019.
- There is a \$236,027 foreign exchange gain in Q4 2020 versus a \$87,644 gain in Q4 2019 mainly due to the 4.5% CAD revaluation against the USD in Q4 2020, versus 1.93% revaluation in Q4 2019. The CAD revaluation has a positive effect on the US dollar debts of the Company.
- In Q4 2020, there is a \$794,798 unrealized gain from the change of the fair value of the non-cash derivative liabilities compared to a \$1,313,244 unrealized gain in Q4 2019. The derivative liability is a result of the conversion feature of the US dollar denominated Extract convertible debt.
- The deferred income tax recovery of Q4 2020 is \$3,165,685 compared to a loss of \$1,358,576 in Q4 2019 due to higher operating losses and share issue costs in the year 2020 and recognized in the current quarter creating deferred tax assets to offset the liability.

Financial results of operations for the years ended December 31, 2020 compared with the years ended December 31, 2019

The net loss for the year ended December 31, 2020 is \$2,756,093 (2019 – \$4,842,845). The variance is explained as follows:

- In the year ended December 31, 2020, office and administrative expenses are \$63,032 higher than 2019, which is mainly explained by the higher investor relations consultant expenses.
- Professional fees expense in the year ended December 31, 2020 of \$351,232 is \$181,033 higher than Q4 2019 mainly due to the \$206,000 of fees paid for the new CEO recruitment, partially offset by lower legal costs regarding the Goldeye arbitration issue.
- In the year ended December 31, 2020, there are \$630,013 of higher salary and benefits against 2019 mainly due to the severance charges for the former CEO and for the bonus payments to some employees in addition to higher allocation of the expenses paid to Laramide in the current year.
- In the year ended December 31, 2020, there is \$529,557 of higher stock-based compensation expense against 2019 due to the higher balance of unvested options during the current year.
- In the year ended December 31, 2020, the accretion and amortization of transaction costs on financing debt is \$207,917 lower than 2019 mainly because the period of accretion is longer after the amendment of August 2019; also, in 2019 there was an \$80,265 adjustment for the recognition of the amendment of August 2019 as a debt extinguishment.
- Interest and commitment fees in the year ended December 31, 2020 of \$611,581 is \$72,156 higher than 2019 mainly due to \$45,000 of commitment fees and \$29,765 of interest incurred in the current year for the short-term loans.
- There is an \$118,640 foreign exchange gain in the year ended December 31, 2020 versus a \$219,996 gain in 2019 mainly due to the 1.9% CAD revaluation against the USD in the year 2020, versus a 4.8% revaluation in 2019. The CAD revaluation has a positive effect on the US dollar debt of the Company.
- In the year ended December 31, 2020, there is a \$1,740,545 unrealized loss from the change of the fair value of the non-cash derivative liabilities compared to a \$975,552 unrealized gain in 2019. The derivative liability is a result of the conversion feature of the US dollar denominated Extract convertible debt.
- The deferred income tax recovery of the year 2020 is \$3,425,060 compared to a loss of \$1,297,212 of the year 2019 is due to higher operating losses and share issue costs in the year 2020 creating deferred tax assets to offset the liability.

FINANCINGS

The financing transactions executed in the reported periods are, as follows:

- On March 10, 2021 the Company announced the closing of private placements of an aggregate of approximately 10.6 million non-flow-through special warrants (the "NFT Special Warrants") on a "bought deal" basis at a price of \$0.95 per NFT Special Warrant (the "NFT Issue Price") and approximately 6.8 million flow-through special warrants (the "FT Special Warrants" and together with

the NFT Special Warrants, the "Special Warrants") at a price of \$1.10 per FT Special Warrant (the "FT Issue Price") for total gross proceeds to the Company of approximately \$17.6 million (the "Offering"). The Company also announced that a portion of its convertible debt was assigned to Sprott Private Resource Lending II (Collector), LP ("Sprott Resource Lending") and certain terms of the Company's convertible debt were amended. Each Special Warrant will be exercisable to acquire one common share of the Company (each a "Common Share"). The FT Special Warrants will be "flow-through shares" for purposes of the Income Tax Act (Canada). The Special Warrants will be exercisable by the holders thereof at any time for no additional consideration and all unexercised Special Warrants will be deemed to be exercised and surrendered, without any further action or payment of additional consideration by the holder thereof, at the earlier of: (a) July 11, 2021; and (b) the fifth business day after a receipt is issued for a (final) prospectus (the "Final Qualification Prospectus") by the securities regulatory authorities. The Company will use commercially reasonable efforts to obtain such receipt on or prior to April 15, 2021. Until a receipt is issued for the Final Qualification Prospectus, the Special Warrants (and any Common Shares issued on exercise thereof) will be subject to a hold period under applicable Canadian securities laws expiring July 11, 2021. The net proceeds of the NFT Special Warrants will be used to fund exploration and trade-off optimization studies as part of the pre-feasibility study work and development of the Company's Goliath Gold Complex projects, as well as for general working capital purposes. The gross proceeds from the sale of the FT Special Warrants will be used by the Company to incur eligible "Canadian exploration expenses" that qualify as "flow-through mining expenditures" (within the meaning of the Income Tax Act (Canada)), related to the Company's Goliath Gold Complex projects in Ontario.

- On August 7, 2020, the Company closed a private placement for aggregate gross proceeds of \$11.52 million through the issuance of 10,666,667 units at a price of \$1.08 per unit. Each unit consisted of one common share and one half common share purchase warrants entitling the holder to acquire one common share at an exercise price of \$1.80 for a period of 24 months from the date of issuance. The private placement was completed in connection with the share purchase agreement signed with First Mining Gold Corp. The Company incurred \$1,278,407 in issue costs regarding this private placement. The net proceeds of this financing are to be used for the exploration and development of the Goliath Gold and Goldlund Gold Projects.
- During the year, 1,576,662 options and 468,175 warrants were exercised from which the Company received total proceeds of around \$2.4 million.
- On March 26, 2020, the Company signed three promissory notes for a total of \$750,000 due and payable on September 26, 2020 bearing an annual interest rate of 15% starting on June 26, 2020. The Company paid a total of \$45,000 of commitment fees representing 6% of the principal. The notes and the accrued interest were repaid on maturity.
- On November 21, 2019, the Company closed a private placement for aggregate gross proceeds of \$2,795,233 through the issuance of 3,269,267 flow-through units at a price of \$0.855 per flow-through unit. On November 26, 2019, the Company closed an additional subscription for aggregate gross proceeds of \$100,000 through the issuance of 116,959 flow-through units at a price of \$0.855 per flow-through unit. Each flow-through unit consisted of one common share and one half common share purchase warrant. Each full warrant entitles his holder to acquire one common share at an exercise price of \$1.35 for a period of 24 months from the date of issuance and, at the discretion of the Company, may

be subject to acceleration and called prior to the expiry date in the event that the closing price of the common shares is \$2.25 or more for twenty consecutive trading days. The Company incurred \$288,158 in issue costs regarding this private placement.

- On June 6, 2019, the Company closed concurrent non-brokered private placements. The first private placement consisted of the issuance of 2,964,751 units at a price of \$0.72 per unit for aggregate gross proceeds of \$2,134,621. The second private placement consisted of the issuance of 1,828,667 flow-through units at a price of \$0.75 per flow-through unit for aggregate gross proceeds of \$1,371,500.

LIQUIDITY

As at December 31, 2020, the Company had net working capital of \$4,982,048 (2019 \$520,057) (excluding the non-cash unrenounced flow-through share premium liability and the non-cash derivative liability) and as stated above in the Financings section, in March 2021, closed a private placement for approximately \$17.6 million.

Regarding the Convertible Debt, in conjunction with the closing of the March 2021 private placement, Extract assigned to Sprott Lending Resources US\$2.2 million of the Debt, and certain amendments were made to the Credit Agreement including extension of the maturity date to June 30, 2023, and the Company gave up its right to repay the loan before the maturity date, and the addition of the ability, at the Company's option, to make future interest payments in cash, or common shares.

As at December 31, 2020, and at the date of this report,

- The cash resources of the Company are held in cash with major Canadian financial institutions;
- Accounts receivable and prepaid expenses are comprised mainly of advances to contractors and sales tax receivables from the Government of Canada. Accounts receivable and prepaid expenses have increased mainly due to the higher advances to contractors, which also results in the higher HST receivable in the current period.
- Investments in marketable securities, as at December 31, 2020, consist of 147,778 shares of Millrock Resources Inc., 16,500,000 and 5,000,000 of shares and warrants of Platinex Inc., respectively, all of which have a fair value of \$1,459,515.
- The Company's debt to Extract is CAD\$4,959,393 at December 31, 2020, which consists of the USD\$4.4 million (CAD\$5.6 million) loan received offset by the unaccreted costs of \$0.6 million.
- Accounts payable and accrued liabilities are short-term and non-interest bearing.
- The Company is committed to spend \$4,266,723 by December 31, 2021 on Canadian exploration expenses ("CEE") as part of its flow-through funding agreements dated June 6, and November 21, 2019. At December 31, 2020, the Company has spent \$1,892,049, leaving a remaining commitment of \$2,374,674.
- In light of the current COVID-19 pandemic, the Company is evaluating all spending to ensure that its financial resources are maintained throughout this pandemic.

In addition to the net proceeds from the August 2020 financing, in the year the Company received \$1,877,994

from the exercise of stock options and \$473,820 from the exercise of warrants.

In the year, the Company paid off \$0.8 million of short-term promissory notes including interest, approximately \$4.8 million of payables, \$1.8 million of closing costs related to the acquisition of the Goldlund Gold Project and almost \$2.8 million of administration and salary costs. As at December 31, 2020, the Company has approximately \$4.4 million of cash resources.

The Company must utilize its current cash reserves, funds obtained from the exercise of warrants and options, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company relies on external financing to generate sufficient operating capital. Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and as such, alternative funding programs are also being pursued by the Company. The Company's management believes it will be able to raise any required funds in the short term. Management will monitor the current market situation and make prudent business decisions, as they are required. See "Risk Factors".

The Company's success depends on the successful development of the Goliath Gold Complex and corresponding permitting and Feasibility Study. Based upon its current operating and financial plans, management of the Company believes that it will have sufficient access to financial resources (debt and equity) to fund the Company's planned operations and development of the Goliath Gold Complex.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company at of December 31, 2020.

Common Shares of no par value	Number
Shares	112,621,146
Warrants	27,448,028
Options	4,019,667

See Notes 12 to 14 to the December 31, 2020 consolidated financial statements for more detailed disclosure of outstanding share data.

Subsequent to December 31, 2020, the Company granted 798,000 options to an officer and certain employees with an exercise price of \$1.35 and expiring on November 2023 and an additional 300,000 options to an officer expiring on March 8, 2024 and exercisable at the greater of \$0.95 and the closing price of the common shares on March 8, 2021.

OFF-BALANCE SHEET TRANSACTIONS

During the year ended December 31, 2020, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

CONTINGENCIES AND COMMITMENT

The Company has made the following commitments as of the date of this MD&A:

- Certain underlying royalties and payment obligations of \$105,000 per year remain on 13 of the 23 patented land parcels.
- The Company is committed to spend \$4,266,723 by December 31, 2021 on Canadian exploration expenses (“CEE”) as part of its flow-through funding agreements dated June 6, and November 21, 2019. At December 31, 2020, the Company has spent \$1,892,049, leaving a remaining commitment of \$2,374,674. All flow-through spending commitments from previous flow-through financings have been fulfilled.
- An audit was initiated by the Canada Revenue Agency (the “CRA”) in December 2016 of the flow-through expenditures incurred by the Company pursuant to the flow-through share financings completed on December 6, 2011, September 21, 2012, May 1, 2013, and December 20, 2013. On March 7, 2018 the Company was advised by the CRA that out of the total of \$12.5 million the Company raised through the flow-through share financings and renounced to subscribers, that the CRA had reclassified approximately \$1.8 million of CEE to operating expenses and a further approximately \$2.2 million of CEE to Canadian Development Expenses. In addition, pursuant to the Audit, the CRA has notified the Company that it is liable for Part XII.6 tax in the amount of \$477,726 in connection with the shortfall from the disallowed CEE. The Company strongly disputes the CRA’s proposed re-characterizations of expenses from CEE to either CDE or operating expenses and has filed a Notice of Objection with the CRA. Due to the uncertainty of the final outcome and tax amount, no liability has been recorded in the consolidated financial statements.

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 year	1 - 3 years	4 - 5 years	After 5 Years
Long Term Debt (1)	\$5,602,080	-	\$5,602,080	-	-
Capital Lease Obligations	\$5,908	\$5,908	-	-	-
Operating Leases (2)	\$356,130	\$142,452	\$213,678	-	-
Purchase Obligations	-	-	-	-	-
Other Long-term Obligations	-	-	-	-	-
Total Contractual Obligations	\$5,964,118	\$148,360	\$5,815,758	-	-

(1) This payable represents a US\$4.4 million Debt Facility with a maturity date extended up to June 30, 2023.

(2) This payable is regarding a sub-lease agreement of the administrative offices in Toronto until June 2023.

RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other exploration related services to Treasury Metals.

At December 31, 2020, there is \$26,422 of accounts payable to Laramide Resources Ltd. (December 31, 2019 – \$1,933), a company having a director, Marc Henderson, and an officer, Dennis Gibson, in common with Treasury Metals. The details of the yearly transactions with Laramide are, as follows:

	2020	2019
Office rent paid by Laramide	\$142,131	\$128,142
Shared expenses paid by Laramide on behalf of the Company	\$176,065	\$55,805
Shared expenses paid by the Company on behalf of Laramide	(\$19,997)	(\$20,947)
Net Total	\$298,199	\$163,000

At December 31, 2020, there is \$207 of accounts receivable from Cypherpunk Holdings Inc. (December 31, 2019 - \$61), a company that has an officer and director, Marc Henderson, and an officer, Dennis Gibson, in common with Treasury Metals. During the year, the Company charged \$3,125 of shared expenditures paid on behalf of Cypherpunk Holdings Inc. (2019 - \$4,881).

Transactions with related parties were conducted in the normal course of operations and are measured at the exchange amounts.

DIVIDENDS

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

FINANCIAL INSTRUMENTS

The current bank accounts, accounts receivable and accounts payable are non-interest bearing. The majority of cash and cash equivalents are held in short-term investments bearing interest up to 0.8%.

The principal financial instruments affecting the Company's financial condition and results of operations is currently its cash, which it receives from interest and royalty payments, its investment portfolio and any financing transactions entered into by the Company. These sources of revenue are subject to various risks, including production risks with respect to the royalty payments and market risks with respect to the investment portfolio. The investment portfolio is managed by the Company.

RISKS AND UNCERTAINTIES

The Company's Risks and Uncertainties are disclosed in Treasury Metals Inc.'s Annual Information Form dated March 24, 2021, which is filed on SEDAR and is herein incorporated by reference. Risks are reviewed and updated each quarter when new events or changes in the jurisdictions where the Company operates necessitate new risk analysis. There have been no new risks identified to the date of this MD&A.

OTHER INFORMATION

This Management Discussion and Analysis of the financial position and results of operation as at December 31, 2020 should be read in conjunction with the consolidated Financial Statements for the years ended December 31, 2020 and 2019. Additional information can be accessed at the Company's website www.treasuremetals.com or through the Company's public filings at www.sedar.com.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's Financial Statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The Financial Statements were prepared by the Company's management in accordance with IFRS. The Financial Statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the Financial Statements are presented fairly in all material respects.

DISCLOSURE CONTROLS AND PROCEDURES

Management has designed and evaluated the effectiveness of our disclosure controls and procedures and the internal controls on financial reporting and have concluded that, based on our evaluation, they are sufficiently effective as of December 31, 2020 to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for certifying the design of the Company's internal control over financial reporting ("ICFR") as required by Multilateral Instrument 52-109 - "Certification of Disclosure in Issuers' Annual and Interim Filings" and CSA staff notice 52-316 - "Certification of Design of Internal Control over Financial Reporting".

Our Internal Control over Financial Reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. Internal Control over Financial Reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets;

- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors;
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Financial Officer, has evaluated the design of the Company's internal controls over financial reporting as of December 31, 2020, pursuant to the requirements of Multilateral Instrument 52-109. The Company has designed appropriate internal controls over financial reporting for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS except as noted herein. There have been no changes in internal control over financial reporting during the period ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

Jeremy Wyeth
President and Chief Executive Officer
March 24, 2021

Qualified Person

Mark Wheeler, the Company's Director, Projects, is a Qualified Person as defined by NI 43-101, and is responsible for the preparation of, and has reviewed and approved, the technical disclosure in this Management's Discussion and Analysis, unless otherwise indicated.

Cautionary Note Regarding Forward-Looking Statements

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



assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to “reserves” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

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