MINERAL PROPERTY ASSETS EXPENDITURES

THOR EXPLORATIONS LTD

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")
(For the Three Months Ended March 31, 2021)

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, 2021 and 2020.

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, 2021. 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 May 31, 2021.

HIGHLIGHTS

The Company continues to keep its strong safety precautions and measures in order to operate safely in the midst of the COVID-19 pandemic.Construction activities at the Segilola Gold Project have been the Company's focus during the period. This progressed well during the period with preparation for ore mining being well advanced. The project schedule experienced some slippage due to congestion at Lagos port, however, with all critical equipment now in-country, this is not expected to impact our schedule materially. The Company now expects first gold pour in July, and ramp up to Commercial Production remaining as per schedule in Q3 and 2021 production guidance also remaining the same.

Key highlights:

- Achievement of 1,000,000 safety manhours without a Lost Time Injury in March 2021;
- Pre-strip is complete with initial benches set-out;
- Process Plant installation is continuing, with commissioning of the diesel power plant scheduled for early June followed by phased commissioning of the process plant;
- Project Infrastructure including Tailings Management, Water Storage and Pollution Control Facilities, pipelines and power lines are also scheduled for commissioning in June;
- Project costs are in-line with budget;

- Updated schedule for first gold pour is July 2021;
- Commercial Production Date remains on schedule for Q3 2021; and
- Production guidance for 2021 remains at 40,000oz

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 is a growing, West African focused, gold company engaged in the acquisition, exploration and development of mineral properties with a current portfolio located in Nigeria, Senegal and Burkina Faso.

The Company's main focus is currently on its flagship 100% owned Segilola Gold Project located in Osun State, Nigeria approximately 120km northeast of Lagos. The Segilola Gold Project contains a high grade open pit probable reserve of 517,800 ounces at 4.02 grams per tonne ("g/t") within an open pit indicated mineral resource estimate of 532,000 ounces of gold grading at 4.5 g/t, an underground indicated resource of 76,000 ounces of gold grading at 6.1 g/t, with additional significant exploration upside potential. Please refer to the NI 43-101 technical report titled "Segilola Mineral Reserve Update 2021 – March 2021", available on the Company's website in the 'Investors' section and on SEDAR for further details.

The Company is in a transformational period, having fully funded its 100% owned Segilola Gold Project in Nigeria which has been in construction since February 2020. First Gold Pour is scheduled for July 2021. The first four years have a projected average annual production targeted at approximately 90,000 ounces. The project is economically robust, and with strong prevailing gold prices, the Company is aiming, from its own internally-generated financial resources, to comprehensively explore its extensive licence holdings in the Segilola region, and at its Douta Project in Senegal, with the objective of substantially increasing gold resources, reserves and production.

Figure 1: Installation of the Reclaim Water Pond

Thor currently has a substantial prospective land package in Nigeria which consists of tenure over nine exploration licences and one mining licence that cover a total of 912 km² of the prospective gold bearing 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 sections of the structural trends that extend from the Segilola high grade gold deposit. Initial stream sediment and soil sampling has revealed gold occurrences in all of the Company's exploration licences.

Thor also holds a 70% interest in the Douta Gold Project in Senegal. The Douta Gold Project, located in south-eastern Senegal, approximately 700 km east of the capital city Dakar, currently consists of an advanced stage gold exploration license which hosts two discoveries. The permit lies within the Kéniéba Inlier which hosts over 40 million ounces of gold deposits and has attracted major international mining companies. The Douta Gold Project lies within 5km of the Massawa Gold Deposit which was recently acquired by Teranga Gold Corporation from Barrick Gold Corporation ("Barrick") for US$430 million. The permit covers an area of 103 km^2, and lies in proximity to recent discoveries of significant gold deposits.

In Burkina Faso, Thor was in a joint venture with Barrick comprising two contiguous gold permits, Bongui and Legue, covering an area of 233 km^2, and the Ouere gold permit, covering an area of approximately 241 km^2. 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 was being advanced through a Farm-out Agreement with Barrick who could earn up to an 80% interest in the project. Barrick has previously met the minimum spending requirement for the Phase 1 Earn-in, and as a result, as at December 31st, 2020, had a 51% interest in the Central Houndé Project. In April 2021, Thor re-acquired Barrick's 51% interest in the project in exchange for a 1% Net Smelter Royalty. Thor now holds 100% of the Project.

SIGNIFICANT EVENTS AND TRANSACTIONS

Segilola Project, Nigeria

Executive Summary

Despite the effects that Covid-19 presented around the globe, the company continued to make excellent progress throughout the First Quarter 2021. The Company introduced a number of initiatives that has enabled work to continue normally. Rules have been put in place that still have resulted in zero Covid-19 cases at site.

The Project continues to be Lost-time-injury free, with 1,000,000 LTI free shifts being recorded during the final week of the Quarter.

Civils work at the Process Plant is well advanced. Installation of Process Plant equipment has started with the SAG Mill in place. There has been significant progress of the construction progress of both the Camp and the Mining Contractors camp. Work at the Tailings Management Facility is progressing well with work raising the embankment now well underway.

Mining Operations have started with site preparation work commencing in February. Access Roads and clearing and grubbing continue and preparation for ROM Pad construction is also underway.

Equipment continues to arrive in Lagos with power generation equipment now on site.


Figure 2: Power Generation Units installed

Health & Safety

The Covid-19 restrictions which came into place at the end of the first quarter 2021 continue. Zero cases of Covid-19 have been recorded at the SROL construction site. Temperature checks, social distancing and the wearing of masks have become a normal part of operating procedures. Health and Safety efforts, which focused on Contractor Management at Site in the first Quarter continued, with Site Health and Safety rules being further consolidated. Systems and Safe Operating Procedures continue to be developed to ensure compliance with safety rules. The construction site and all other SROL work places remain Lost-Time-Injury-Free.

Staffing and Project Office

Staffing of the Project is ongoing with the core of the team in place. The engineering department is fully established with benefits in quality control being realized. The Human Resources Department is driving the establishment of HR policies and effective working practice across the Company. The Finance Department is coming together to establish financial control. Our security team is in place and being further developed, and technical team for survey, mine engineering and grade control is in place. Process Plant recruitment is under way with key positions being filled, and Recruitment of Process Plant Operators is also under way. A Performance Management Process has been implemented and a training department established.

Community

Compensation payments to land owners and farmers is 95% complete. Over 250 Community Workers have benefited from employment at site. The communities are being favoured for most unskilled work. A number of community projects have been initiated.

Engineering, Procurement and Construction

Construction work continued at the Process Plant, with civils work completed at the Milling and Ore stockpile areas. Civils work continues at the Crusher, ROM Pad retaining wall, Elution Circuit/Gold Room, Security Wall and Process Control Pond. Installation work continued with installation of apron feeder and other associated infrastructure at the ore stockpile, and the SAG Mill and Ball Mill are being installed. Work continued at the Site Camp with finishing works to the accommodation, catering, recreation and office blocks nearing completion. Work at the Tailings Management Facility is progressing with work on embankment construction well advanced. The handover of the Project is expected during the third quarter.

Mining Operations

Mining Operations have started with site preparation work commencing in February. The work is being undertaken by a local mining contractor pending the start-up of full mining operations. Access Roads and clearing and grubbing continue, and preparation for ROM Pad construction is also underway. The mining equipment for the full mining contract has started to arrive in Lagos, with full operations expected to start in the Second Quarter. The mining contractor teams are on site in preparation for operations.

A number of technical projects are being undertaken to facilitate mining operations. Dewatering holes and water monitoring holes have now been drilled. A water management system is also under design. Grade control drilling has started with the initial mining areas being targeted. The Mine Laboratory construction has started with commissioning expected in June. All the necessary mining permits are now in place.

Management Systems

A number of business management systems are being developed across the business. Our Enterprise Resource Planning system is being developed for live implementation in the Second Quarter. Various planning systems are being developed to aid our mining, geology and exploration teams. Each department has developed their Operations Development Plan.

Social & Environment

Construction of facilities, infrastructure, process plant, camp, perimeter security wall and administration buildings continued apace on the Segilola Gold Mine Project in the First Quarter of 2021. The tailings storage facility (TSF) commenced and clearance of vegetation in the mine footprint also started which required a step up in activities to finalise compensation, capture and store topsoil, instigate stormwater management, commence dust suppression watering and increase security measures. Compensation to Project Affected Persons (PAPs) for the loss of land and/or assets ran ahead of areas being cleared for construction. Final mop up surveys for land, assets and spatial data continued in Q1 2021 with some additional land areas added to the Project footprint to accommodate the junior mine camp and access roads to the TSF. By the end of Q1 2021 compensation for the Project totalled US$2,707,500 (₦1,218,368,850) to 208 landowners and 929 asset owners.

Progress on a range of Health, Safety, Social and Environment (HSSE) management plans occurred with emphasis on requirements for lenders (AFC) set out in their Environment and Social Action Plan (ESAP)2. HSSE Plans, policies, procedures and protocols closed out by the lenders' Environment and Social advisors in Q1 2021 in line with ESAP2 included:

- Transport Management Plan
- Cultural Heritage Management Plan
- Water Management Plan (updated)
- Waste and Hazardous Waste Management and Controls Plan
- Noise and Vibration Management and Controls Plan
- Soils Management and Controls Plan
- Air Quality Management Plan
- Occupational Health and Safety Policy
- COVID 19 Protocol (updated)
- Malaria Protocol
- Livelihood Restoration Plan
- Updated Environment and Social Management System (ESMS)
- Emergency Response and Evacuation Plan
- Aspects and Impacts Register

Additional Plans and documentation submitted to lenders and closed out in Q1 2021 were those geared to the operation phase of the Project included:

- Cyanide Management Plan
- Hazardous Chemicals and Reagents Management Plan
- Cyanide Emergency Response Plan
- Pest and Vector Management Plan
- Updated environment and social training records for new members to the site HSSE team

A site visit in early March 2021 and document reviews undertaken by the lenders' Environment and Social Specialists did not raise any red flags. Similarly monthly environment baseline surveys (summarised in quarterly reports to the Federal Ministry of Environment) were in line with emissions standards. The annual dry season biodiversity survey was also undertaken on site in March. The survey was in line with previous ecology surveys with no rare and endangered flora or fauna in the Mining Licence area. An increase in avian activity was documented with native birds making use of the water storage dam (WSD), mud flats around the dam and nesting in trees nearby. Fish species and benthic flora and fauna had also increased in the WSD which was seen as a positive biodiversity indicator.

Upcoming focus for HSSE management for Q2 2021 relates to HSSE inputs required for operations management plans and procedures for blasting, TSF and waste rock management, and management of mine water. SROLSafe will also continue to be updated and rolled out to all organisations working at site.

Community benefits via Community Development Agreements (CDAs), signed in 2017-18, with the three host communities around the Project footprint included SROL awarding the first round of 26 scholarships to high and senior school and technical college students from vulnerable households to enable them to continue their studies. These scholarships will be provided annually. Local employment commitments outlined in the CDAs were also met with 20 to 25% of employment on site from the 3 host communities.

Nigerian Exploration Licenses

The high grade Segilola gold deposit is located on the major regional shear zone that extends for several hundred kilometres through the gold-bearing Ilesha schist belt (structural corridor) of Nigeria. Thor's exploration tenure currently comprises nine explorations licences. Together with the mining lease over the Segilola Gold Deposit, Thor's total exploration tenure amounts to 912 km². The Company's exploration strategy includes further expansion of its Nigerian land package as and when attractive new licences become available.

Activities during the year comprised drilling, regional steam sediment sampling and detailed auger soil sampling.

Q2 2021 Exploration Activities

Statistics

Tenement	Sample Type				Total
	Auger Soil	Stream Sediment	Rock Chip	Termite	
EL19066	684		51	36	771
EL26357	-		1	63	64
EL29977	2,225	48	29	55	2,357
ML41	404		2	1	407
Total	**3,313**	**48**	**83**	**155**	**3,599**

Table 1: Segilola Exploration Statistics

Geochemistry

Auger Geochemical Sampling

A further 3,599 samples have been collected during the quarter bringing the total number of auger soil samples to 12,334. Most of these samples were collected from the areas to the east and north of the proposed open pit (Figure 3).

Stream Sediment Sampling

Regional/recconnaissancestream sediment sampling recommenced with a further 48 samples collected in EL29977.

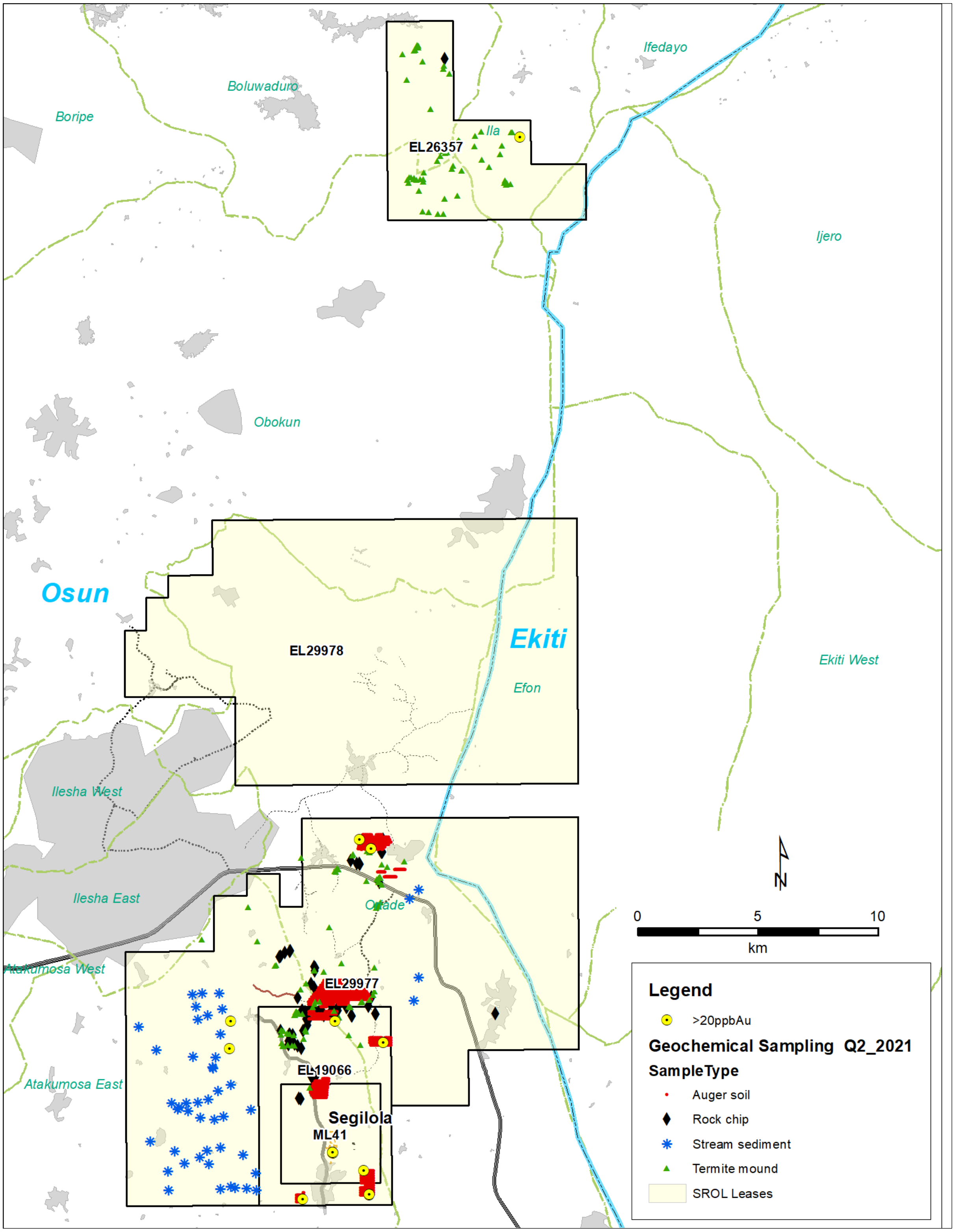

Figure 3: Geochemical sampling location map – Central Area

On site lab

The company is investing in a fully accredited onsite lab. The lab will be managed by MS Analytical. This will enable the Company to significantly reduce its sample turnaround time in Nigeria, thereby improving its exploration efficiency. The onsite lab is scheduled to be commissioned at the end of June 2021.

Exploration Team

The Company is also significantly building up its in-country exploration expertise. Three on the ground senior exploration geologists joined the team in late January 2021 and are leading in country exploration, focussing on working up exploration targets across all the Company's exploration portfolio.

<u>Douta Project, Senegal</u>

During the quarter the Company received and announced drilling results from the Makosa North and Makosa Tail prospects at its Douta Project in Senegal.

Highlights from Makosa North included:

- Makosa North mineralisation confirmed over 1,000m of strike length in a number of parallel lodes
- Drillhole DTRC129
    - 5m at 3.4g/tAu from 37m
    - 12m at 1.3g/tAu from 46m
- Mineralisation remains open ended to the north

HOLE-ID	Easting	Northing	Elevation	Length (m)	From (m)	To (m)	Interval (m)	Grade (g/tAu)	True Width (m)
DTRC083	176822	1437876	192.03	72	57.0	61.0	4.0	1.4	3.0
DTRC086	176899	1437820	201.369	90	54.0	57.0	3.0	1.8	2.3
DTRC086	176899	1437820	201.369	90	80.0	86.0	6.0	1.1	4.5
DTRC097	177122	1437894	199.68	50	26.0	33.0	7.0	0.7	5.3
DTRC097	177122	1437894	199.68	50	47.0	50.0	3.0	1.8	2.3
DTRC102	177082	1438187	195.306	45	33.0	37.0	4.0	2.5	3.0
DTRC103	177059	1438207	196.315	50	39.0	45.0	6.0	1.1	4.5
DTRC109	177118	1438292	195.695	50	37.0	46.0	9.0	1.1	6.8
DTRC111	177140	1438272	195.148	50	4.0	12.0	8.0	1.0	6.0
DTRC111	177140	1438272	195.148	50	38.0	43.0	5.0	1.7	3.8
DTRC116	177368	1438224	189.569	50	37.0	42.0	5.0	1.7	3.8
DTRC118	177344	1438501	189.235	54	14.0	20.0	6.0	1.4	4.5
DTRC129	177484	1438646	187.21	58	32.0	37.0	5.0	3.4	3.8
DTRC129	177484	1438646	187.21	58	46.0	58.0	12.0	1.3	9.0
DTRC129	177484	1438646	187.21	58	51.0	53.0	2.0	3.6	1.5

<u>Table 2: Makosa North Significant results</u>
<u>(0.5g/tAu lower cut off; maximum 2m internal dilution)</u>

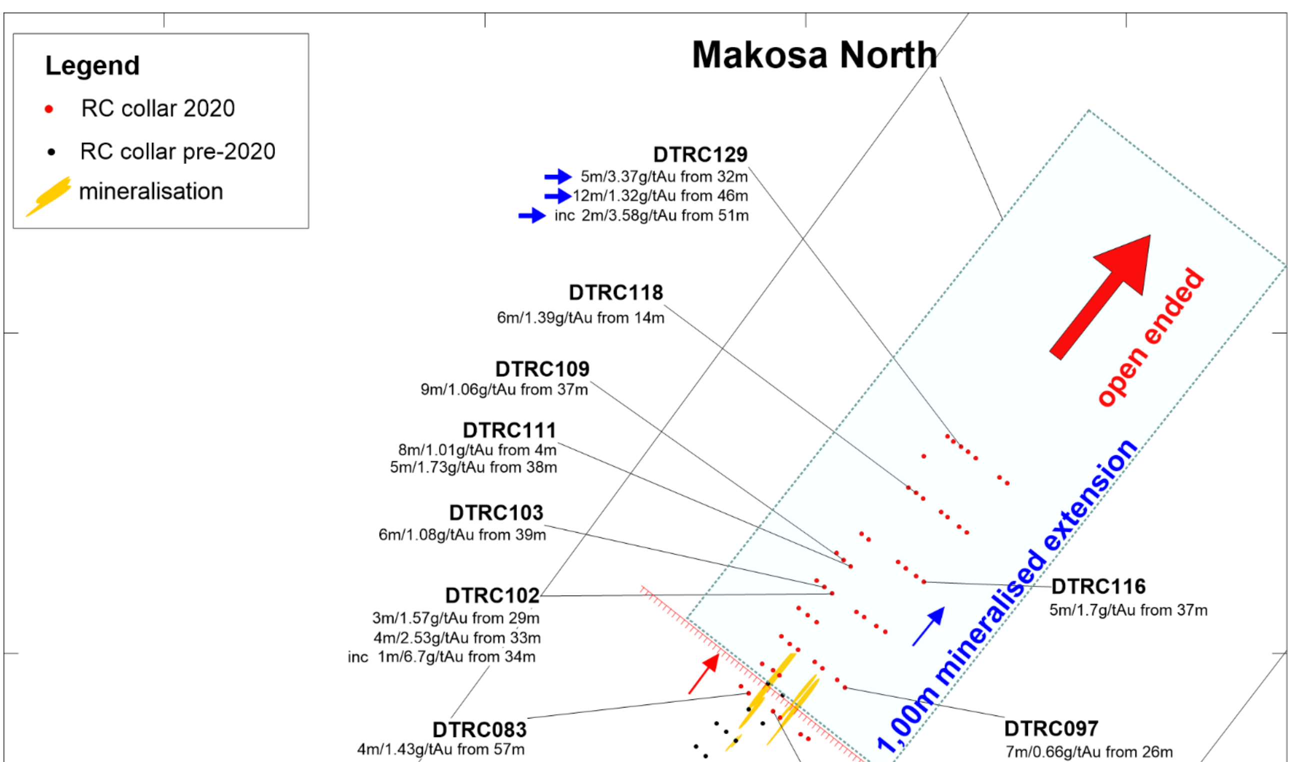

Figure 4: Makosa North drillhole location map

Highlights from Makosa Tail included:
Highlights include:

- Makosa Tail Prospect mineralisation confirmed over 1,000m of strike length in a number of parallel lodes including a 300m high grade zone in a previously untested area.
- Drillhole DTRC149
    - 5m at 14.38g/tAu from 36m including 1m @57.90g/tAu
- Drillhole DTRC145
    - 5m at 6.90g/tAu from 15m including 2m @12.94g/tAu
- Drillhole DTRC150
    - 10m at 2.18g/t from 24m including 2m @4.80g/tAu
- Mineralisation remains open ended to the north, south and at depth

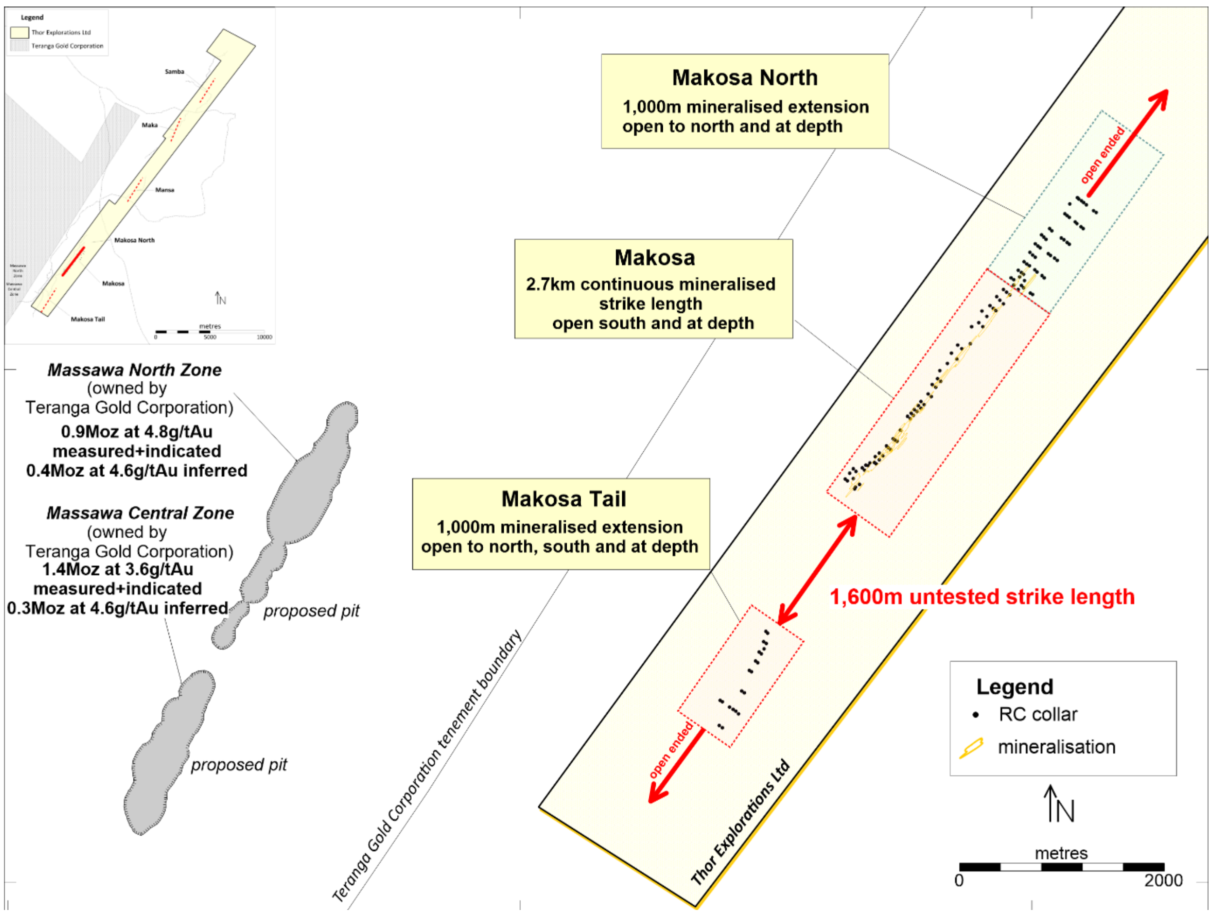

Figure 5: Makosa Tail location map

HOLE-ID	Easting	Northing	Elevation	Length (m)	From (m)	To (m)	Interval (m)	Grade (g/tAu)	True Width (m)
DTRC133	825390	1434226	189	60	29.0	31.0	2.0	3.39	1.6
DTRC137	825408	1434348	189	84	11.0	14.0	3.0	3.00	2.4
DTRC139	825447	1434428	189	60	31.0	36.0	5.0	1.88	4.0
DTRC140	825354	1434138	190	60	24.0	26.0	2.0	2.97	1.6
DTRC141	825333	1434156	190	90	43.0	45.0	2.0	4.65	1.6
				and	59.0	62.0	3.0	2.33	2.4
				and	81.0	83.0	2.0	2.51	1.6
DTRC145	825204	1433861	198	84	15.0	20.0	5.0	6.90	4.0
				includes	17.0	19.0	2.0	12.94	1.6
DTRC149	825091	1433699	205	90	36.0	41.0	5.0	14.38	4.0
				includes	38.0	39.0	1.0	57.90	0.8
DTRC150	825021	1433750	198	and	24.0	34.0	10.0	2.18	8.0
				includes	25.0	27.0	2.0	4.80	1.6

Table 3: Makosa Tail Significant results
(0.5g/tAu lower cut off; maximum 2m internal dilution)

Mapping and drilling pad preparation

During the quarter geological and structural mapping were undertaken at Makosa Tail and Makosa in order to improve understanding of the mineralized zone defined for a further RC drilling program. This work was undertaken during the process of preparing the drilling pads. A total of 92 samples were collected are sent to the laboratory for analysis.

In addition detailed structural mapping to the west of the Makosa prospect was done in order to identify other zones that may contain other lodes of gold mineralisation parallel to the Makosa main trend.

The next phase of work planned at Douta is:

- Analysis and interpretation of the results .

- Program of 12,000m RC drilling at Makosa. The aim of the program is to:

  - Test the north and south extension of the gold-bearing over 4.5km open to the north and south.
  - Test the 1.6km zone between Makosa main and Makosa Tail
  - Tighten grid to 50x50 m and convert the inferred resources into indicated.
  - Intercept the high grades along the dip and dilatation zone to considerably increase the existing resources and make Makosa an economically profitable deposit.

Burkina Faso

In Burkina Faso, in April 2021, Thor regained a 100% interest in its Central Houndé Project, where it was in a joint venture with Barrick. Thor acquired Barrick's 51% ownership of the Project in exchange for a 1% Net Smelter Royalty. Thor now holds 100% of the Project which consists of two contiguous gold permits, Bongui and Legue, covering an area of 233 km^2, and the Ouere gold permit, covering an area of approximately 241 km^2. 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.

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

On January 28, 2021, the Company announced the resignation of Mr Oliver Andrews from the Board of Directors.

On March 31, 2021, announced its intention to seek admission to trading of its common shares on the AIM market of the London Stock Exchange. The listing will be supplementary to the Company’s listing on the TSX-V in Canada.

The dual listing is intended to further raise the profile and status of the Company with the global investment community. In addition, the Company intends that Admission will:

- increase access to UK and European investors
- provide additional liquidity for the Company’s current and future shareholders
- broaden the marketing of the Company’s shares

OVERALL PERFORMANCE

For the three months ended March 31, 2021, the Company incurred a net loss of $85,264 ($0.000 loss per share) compared to a net loss of $1,589,033 ($0.004 loss per share) for the three months ended March 31, 2020. The decrease in net loss is primarily due to foreign exchange gains of $1,460,265 on US Dollar denominated liabilities. These gains were partially offset by an increase in both equipment hire costs of $491,279 and audit and legal fees of $102,182.

For the three months ended March 31, 2021, the Company incurred the following costs excluding acquisition and impairments across its mining tenements:

	Three Months ended March 31, 2021	Three Months ended March 31, 2020	Total cumulative expenditure March 31, 2021
Assets under construction	$ **9,809,076**	$ 5,678,571	$ **83,399,709**
Exploration expenditures	**443,682**	88,216	**8,455,123**
Total	$ **10,252,759**	$ 5,766,786	$ **91,854,832**

The majority of the expenditure for the quarter ended March 31, 2021, was on the construction of the Segilola Gold Mine in Nigeria of $11,562,225, including $3,345,568 in capitalised Project Finance costs, and exploration works at the Douta Gold Project in Senegal of $742,364.

With the commencement of construction during 2020, the Company has recognised a provision for restoration costs of $1,266,198 for future rehabilitation work.

During the quarter no acquisition costs were incurred. The cumulative acquisition costs for the Segilola Gold Project, Nigerian exploration licenses, Douta Gold Project and Central Houndé Project expenditures at March 31, 2021, amount to $20,065,625, $35,896, $6,199,492 and $664,145 respectively.

The value of the Central Houndé Project has been impaired fully as at March 31, 2021,, with a charge of $121,909 being recognised in the Consolidated Statement of Comprehensive Loss.

As at March 31, 2021, the Company had cash of $11,070,021, restricted cash of $4,407,381, and net working capital excluding Gold Stream repayments which are contingent upon production of $14,191,673 (December 31, 2020 - cash of $28,261,552, restricted cash of $4,460,026, and net working capital excluding Gold Stream repayments which are contingent upon production of $22,307,767).

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 2021 $**	**Q4 Dec 31 2020 $**	**Q3 Sep 30 2020 $**	**Q2 Jun 30 2020 $**	**Q1 Mar 31 2020 $**	**Q4 Dec 31 2019 $**	**Q3 Sep 30 2019 $**	**Q2 June 30 2019 $**
Revenues	-	-	-	-	-	-	-	-
Net (loss)/profit for period	(85,264)	(2,033,901)	(1,371,821)	1,124,648	(1,589,033)	(3,069,974)	(487,506)	(769,811)
Basic and fully diluted loss per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total assets	137,104,210	141,505,374	108,989,434	100,439,234	54,754,250	53,712,727	46,408,726	45,771,069
Total long-term liabilities	(44,018,156)	(46,499,308)	(18,877,481)	(28,657,690)	(21,568)	(35,354)	(970)	(999)

RESULTS OF OPERATIONS

The review of the results of operations should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto for the three months ended March 31, 2021.

Results of operations for the three months ended March 31, 2021 and 2020

Loss for the period

The Company reported a net loss of $85,264 ($0.00 loss per share) for the three months March 31, 2021 as compared to a net loss of $1,589,033 ($0.00 loss per share) for the three months ended March 31, 2020. The decrease in loss was largely the result of:

- foreign exchange gains of $1,364,048 from $96,217 in 2019 to $1,460,265 in 2020;
- a decrease in travel costs of $32,504 from $61,686 in 2019 to $29,182 in 2020.

Partially offset by:

- an increase in equipment hire of $491,2790 from 2019 $nil to $491,279 in 2020; and
- an increase in audit and legal fees of $102,182 from $19,780 in 2019 to $121,962 in 2020.

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, 2021 and 2020.

SELECTED ANNUAL INFORMATION

FOR THE YEAR ENDED	DECEMBER 2020 $	DECEMBER 2019 $	DECEMBER 2018 $
Total revenues	Nil	Nil	Nil
Net loss	(3,870,107)	(4,887,463)	(41,92,061)
Loss per share – basic and diluted	0.01	0.01	0.01
Total assets	141,505,374	53,712,727	45,234,303
Total long-term liabilities	46,499,308	35,354	1,047
Cash dividends declared	Nil	Nil	Nil

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of $11,070,021, restricted cash allocated to the Segilola Gold Project of $4,407,381, and net working capital, excluding Gold Stream repayments which are contingent upon production, of $14,191,673 as at March 31, 2021 (December 31, 2020: cash of $28,261,552, restricted cash allocated to the Segilola Gold Project of $4,460,026, and net working capital, excluding Gold Stream repayments which are contingent upon production, of $22,307,767). The decrease in cash and cash balance of $17,191,531 is due mainly to expenditure on assets under construction of $11,562,225, exploration and evaluation expenditures of $742,364, the purchase of property plant and equipment of $1,260,198, and operational overheads.

The Company has no current source of income. As at March 31, 2021, in addition to cash and restricted cash balances, the Company has undrawn debt facilities of $41.4 million (US$32.5 million) which will provide sufficient funding for the completion of the construction of its Segilola Gold Mine in Osun state, Nigeria. The Board has reviewed the Group's cash flow forecasts up until December, 2022, having regard to its current financial position and operational objectives. The Board is satisfied that the Group has sufficient financial resources to meet its commitments for at least the next twelve months. Refer to note 2c of the 2020 Unaudited Financial Statements for further detail on going concern.

RELATED PARTY DISCLOSURES

a) Trading transactions

The Africa Finance Corporation ("AFC") is deemed to be a related party given the size of its shareholding in the Company. There have been no other transactions with the AFC other than the Gold Stream liability as disclosed in Note 11, and the secured loan as disclosed in Note 12 of the Unaudited Financial Statements.

b) Compensation of key management personnel

There are no other related party disclosures other than those disclosed in the Company's Unaudited Financial Statements and notes thereto for the period ended March 31, 2021.

OFF–BALANCE SHEET ARRANGEMENTS

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

- Interest rate risk
- 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, 2021		Total
Assets		
Cash and cash equivalents	$	11,070,021
Restricted cash		4,407,381
Amounts receivable		3,193,895
Total assets measured at amortised cost	**$**	**18,671,297**

		Total
Liabilities		
Accounts payable and accrued liabilities	$	5,411,646
Loans and Borrowings		20,716,458
Lease liabilities		23,805
Total liabilities measured at amortised cost	**$**	**26,151,909**

December 31, 2020		Total
Assets		
Cash and cash equivalents	$	28,261,552
Restricted cash		4,460,026
Amounts receivable		56,705
Total assets measured at amortised cost	**$**	**32,778,283**

		Total
Liabilities		
Accounts payable and accrued liabilities	$	10,915,964
Loans and Borrowings		20,600,067
Lease Liabilities		38,969
Total liabilities measured at amortised cost	**$**	**31,555,000**

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 will be by changes in market interest rates as the Group’s secured loans from the AFC incurs Interest at LIBOR plus 9% (Refer to Note 12 of the Unaudited Financial Statements). The Group's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

The following table discusses the Company's sensitivity to a 1% increase or decrease in interest rates:

March 31, 2021		Interest rate Appreciation By 1%		Interest rate Depreciation By 1%
Comprehensive income (loss)				
Financial assets and liabilities	$	277,200	$	(277,200)
December 31, 2020				
Comprehensive income (loss)				
Financial assets and liabilities	$	280,700	$	(280,700)

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, Mauritian, Nigerian, and Senegalese Chartered banks that are believed to be creditworthy.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at March 31, 2021, and December 31, 2020, were as follows:

		March 31, 2021		December 31, 2020
Cash	$	11,070,021	$	28,261,552
Restricted cash		4,407,381		4,460,026
Amounts receivable		3,193,895		56,705
Total	**$**	**18,671,297**	**$**	**32,778,283**

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 with the exception of restricted cash which is only available to be applied against the cost of the construction of the Segilola Gold Mine until construction is completed, at which point it will then be available on demand. Funding risk is the risk that the Company may not be able to raise additional 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 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, 2021, and December 31, 2020.

Contractual maturity analysis as at March 31, 2021

	Less than 3 months $	3 – 12 Months $	1 – 5 Year $	Longer than 5 years $	Total $
Accounts payable	3,750,003	547,205	-	-	4,297,208
Accrued liabilities	1,114,438	-	-	-	1,114,438
Loans and borrowings	-	191,817	29,468,552	-	29,660,369
	4,864,441	**739,022**	**29,468,552**	**-**	**35,072,015**

Contractual maturity analysis as at December 31, 2020

	Less than 3 months $	3 – 12 Months $	1 – 5 Year $	Longer than 5 years $	Total $
Accounts payable	9,855,297	508,638	-	-	10,363,935
Accrued liabilities	552,029	-	-	-	552,029
Loans and borrowings	-	68,279	30,127,064	-	30,195,343
	10,407,326	**576,917**	**30,127,064**	**-**	**41,111,307**

Market risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. 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) Foreign currency risk

The Group seeks to manage its exposure to this risk by holding its cash balances in the same denomination as that of the majority of expenditure to be incurred. The Group also seeks to ensure that 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, Nigerian Naira 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, Nigerian Naira 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, 2021:

	Functional currency					
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	Total
Currency of net monetary asset/(liability)	March 31, 2021 CAD$	March 31, 2021 CAD$	March 31, 2021 CAD$	March 31, 2021 CAD$	March 31, 2021 CAD$	March 31, 2021 CAD$
Canadian dollar	(448,632)	-	-	(17,178)	-	(465,810)
US dollar	6,120,661	-	-	(12,715,874)	-	(6,595,213)
Pound Sterling	(247,767)	-	-	(114,867)	-	(362,625)
Nigerian Naira	-	-	-	(18,637)	-	(18,637)
West African Franc	-	-	-	-	(1,418)	(1,418)
Australian dollar	(52,072)	-	-	-	-	(52,072)
Total	5,372,190	-	-	(12,866,556)	(1,418)	(7,495,776)

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, 2020:

	Functional currency					
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	Total
Currency of net monetary asset/(liability)	December 31, 2020 CAD$	December 31, 2020 CAD$	December 31, 2020 CAD$	December 31, 2020 CAD$	December 31, 2020 CAD$	December 31, 2020 CAD$
Canadian dollar	(291,551)	-	-	-	-	(291,551)
US dollar	7,735,527	-	-	(37,320,463)	-	(29,584,936)
Pound Sterling	(226,825)	-	(38,910)	-	-	(265,735)
Nigerian Naira	-	-	-	(26,744)	-	(26,744)
West African Franc	-	-	-	-	1,656	1,656
Australian dollar	(26,358)	-	-	-	-	(26,358)
Total	7,190,794	-	(38,910)	(37,347,207)	1,656	(30,193,668)

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

March 31, 2021		Canadian Dollar Appreciation By 5%		Canadian Dollar Depreciation By 5%
Comprehensive income (loss)				
Financial assets and liabilities	$	2,450,000	$	(2,450,000)
December 31, 2020				
Comprehensive income (loss)				
Financial assets and liabilities	$	1,934,000	$	(1,934,000)

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, 2021	621,405,975
Balance, May 31, 2021	621,405,975

c) The number of warrants that were outstanding, and the remaining contractual lives of the warrants at March 31, 2021, 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	0.28	August 31, 2021
$0.18	1,664,534	0.28	August 31, 2021

During the year period ended March 31, 2021, 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 three years from the date the closing options were issued. The Company has previously reported that the broker warrants expired, unexercised, on August 31, 2020. Pursuant to consultation with the warrant holder, it has been determined that the warrants remain valid and have an expiry date of August 31, 2021. The previous reporting on the warrants in question by the Company has been corrected and the value of the Broker Warrants has been reinstated in the Q1 2021 unaudited condensed consolidated financial statements to correct the accounting treatment of the Broker Warrants.No warrants expired during the period ended March 31, 2021.

d) The number of stock options that were outstanding and the remaining contractual lives of the options at March 31, 2021, were as follows:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
$0.12	9,750,000	0.81	January 16, 2022[1]
$0.12	500,000	1.10	May 7, 2022[2]
$0.145	12,800,000	1.95	March 12, 2023
$0.140	750,000	2.52	October 5, 2023
$0.20	14,040,000	3.80	January 16, 2025
	37,840,000	2.34	

[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.

No options were issued during the period ended March 31, 2021.

During the year ended December 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, 2020, or the year ended December 31, 2019.

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

MINERAL PROPERTY ASSETS EXPENDITURES

Deferred mineral property expenditures for three months ended March 31, 2021, are as follows:

	Deferred exploration and acquisition expenditures (E&E)				Assets under construction
	Douta Gold project, Senegal	Central Houndé Project, Burkina Faso	Nigerian Exploration Licenses	Total E&E	Segilola Project
Assays and assessments	$ 111,701	$ -	$ 19,904	$ 131,605	$ 374,341
Geophysics, surveys and mapping	-	-	-	-	8,875
Camp expenses, equipment and rental	20,015	-	-	20,015	298,411
Contractor labour	-	3,675	-	3,675	-
Depreciation	8,287	820	-	9,107	157,184
Drilling and drilling preparation costs	121,029	-	-	121,029	796,799
Technical reports & analysis	-	-	-	-	516,690
Exploration	21,326	-	-	21,326	208,345
Definitive Feasibility Studies	-	-	-	-	-
Personnel costs	-	-	-	-	464,644
Environmental & social programmes	-	-	-	-	336,644
Rentals and equipment	1,966	-	-	1,966	-
Salaries and wages	115,980	-	-	115,980	358,636
Travel and accommodation	6,275	-	-	6,275	174,937
Vehicles and Fuel	17,297	-	-	17,297	136,422
Other	-	117,316	-	117,316	232,658
EPC Contract	-	-	-	-	891,293
Project Finance Costs	-	-	-	-	3,345,568
Land use compensation payments	-	-	-	-	852,482
Restoration costs	-	-	-		655,148
Impairment	-	(121,909)	-	(121,909)	-
Deferred expenditures	$ 423,876	$ (98)	$ 19,904	$ 138,327	$ 9,809,076
Acquisition costs and payments	-	-	-	-	-
	$ 423,876	$ (98)	$ 19,904	$ 138,327	$ 9,809,076
Foreign exchange - Opening Balance	454,994	70,459	(3,895)	521,558	(764,158)
Foreign exchange - Additions	(901,554)	(70,361)	(7,276)	(14,601)	(44,902)
Total Expenditures	$ (22,684)	$ -	$ 8,733	$ 645,284	$ 9,000,017

Total mineral property expenditures as at March 31, 2021, are as follows:

	Deferred exploration and acquisition expenditures (E&E)				Assets under construction
	Douta Gold Project, Senegal	**Central Houndé Project, Burkina Faso**	**Nigerian exploration licenses**	**Total E&E**	**Segilola Gold Project, Nigeria**
Assays and assessments	$ 1,096,695	$ 80,280	$ 49,111	$ 1,094,481	$ 976,298
Geophysics, surveys and mapping	40,714	4,448	-	45,162	34,944
Camp expenses, equipment and rental	910,047	65,456	-	955,488	1,044,924
Contractor labour	159,120	81,345	-	236,789	231,243
Depreciation	536,921	5,442	-	533,256	494,924
Drilling and drilling preparation costs	2,434,989	135,030	-	2,448,991	5,595,137
Technical reports & analysis	26,501	3,264	-	29,765	2,866,037
Exploration	730,224	98,326	-	807,223	2,640,237
Definitive Feasibility Studies	-	-	-	-	2,069,360
Personnel costs	46,453	23,486	23,161	93,100	3,911,340
Environmental & social programmes	-	-	-	-	2,135,373
Rentals and equipment	68,086	8,674	-	74,795	-
Salaries and wages	1,929,811	189,913	-	2,003,744	895,914
Travel and accommodation	296,678	48,956	-	339,359	1,192,791
Vehicles	608,590	58,564	-	649,857	423,354
Other	160,006	148,931	27,593	219,214	1,546,432
EPC Contract	-	-	-	-	43,942,274
Project Finance Costs	-	-	-	-	8,842,300
Land use compensation payments	-	-	-	-	3,264,125
Restoration costs	-	-	-	-	1,292,701
Impairment	-	(1,641,692)	-	(1,604,564)	-
Deferred expenditures	9,044,835	$ (689,577)	$ 99,865	$ 7,926,660	$ 83,399,709
Acquisition costs and payments	6,199,492	664,145	35,896	6,899,533	20,065,625
	$ 15,244,327	$ (25,432)	$ 135,761	$ 14,826,193	$ 103,465,334
Foreign exchange	610,697	25,432	(15,994)	1,162,550	(4,512,575)
Total Expenditures	$ 15,855,024	$ -	$ 119,767	$ 15,988,743	$ 98,952,759

SUBSEQUENT EVENTS

On April 5, 2021, the Company announced that it had re-acquired a 100% interest in the Central Houndé Project ("the Project") in Burkina Faso following the termination of the 2015 Earn-in Agreement between Thor and Acacia Mining PLC (Acacia Mining PLC was subsequently acquired by the Barrick Gold Corporation ("Barrick")). In exchange for the return of the 51% of the Project owned by Barrick, Barrick will receive a 1% Net Smelter Royalty from the Project.

On May 26, 2021, the Company completed a second drawdown of US$22 million from its US$54 million project finance senior debt facility from the Africa Finance Corporation for the construction of the Segilola Gold Project in Nigeria.

On May 27, 2021the Company appointed Mr Osam Iyahen to its board of directors. Mr. Iyahen is a Senior Director and the Head of Natural Resources at the Africa Finance Corporation ("AFC") and has over 20 years' experience driving natural resource and multibillion-dollar infrastructure finance transactions.

INVESTOR RELATIONS

The Company continues to retain the services of Blytheweigh and Fig House Communications to assist with investor relations during the three months ended March 31, 2021. 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.

The Properties are the only material properties of the Company. Any material adverse development affecting the progress of the Properties, in particular the Segilola Property, will have a material adverse effect on the Company's financial condition and results of operations.

If the Company loses or abandons its interest in its Properties, there is no assurance that it will be able to acquire another mineral property of merit, whether by way of direct acquisition, option or otherwise.

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 may require 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's success depends to a degree upon certain key members of the management. Those individuals have developed important government and industry relationships; they have historic knowledge of the Properties which is not recorded in tangible form or shared through data rooms; and they have extensive experience of operating in Nigeria. They are a significant factor in the Company's growth and success. The loss of such individuals could result in delays in developing the Properties and have a material adverse effect on the Company.

The Company does not currently have key man insurance in place in respect of any of its Directors or officers.

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. Although the

Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Dependence on third party services

The Company will rely on products and services provided by third parties. If there is any interruption to the products or services provided by such third parties the Company may be unable to find adequate replacement services on a timely basis or at all.

The Company is unable to predict the risk of insolvency or other managerial failure by any of the contractors or other service providers currently or in the future used by the Company in its activities.

Any of the foregoing may have a material adverse effect on the results of operations or the financial condition of the Company. In addition, the termination of these arrangements, if not replaced on similar terms, could have a material adverse effect on the results of operations or the financial condition of the Company.

External contractors and sub-contractors

When the world mining industry is buoyant there is increased competition for the services of suitably qualified and/or experienced sub-contractors, such as mining and drilling contractors, assay laboratories, metallurgical test work facilities and other providers of engineering, project management and mineral processing services.

As a result, the Company may experience difficulties in sourcing and retaining the services of suitably qualified and/or experienced sub-contractors, and the Company may find this more challenging given its Nigerian operations with most third party service providers located in other countries. The loss or diminution in the services of suitably qualified and/or experienced sub-contractors or an inability to source or retain necessary sub-contractors or their failure to properly perform their services could have a material and adverse effect on the Company's business, results of operations, financial condition and prospects.

Covid-19

The emergence of the Covid-19 coronavirus pandemic has caused a severe adverse effect on the business environment on a global scale. There exists a risk that the significant outbreak of Coronavirus across the world may detrimentally impact the Company's operations in Nigeria and Senegal. The impact of the Coronavirus in both Nigeria and Senegal to date has not been as large as it has in Europe or the United States, and while infections rates have risen in recent months in both countries, the rates continue to be far below that of Western countries. 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.

There are risks and uncertainties that the Company may suffer loss including, but not limited to, loss of personnel, loss of access to resources, loss of contractors, loss of ability to attract and retain personnel, delays or increased costs in developing its projects and an adverse impact on the share price of the Company.

As a result of the Coronavirus outbreak, there are currently travel restrictions in place in many countries with many land borders closed and suspension of flights. These restrictions may have an immediate impact on the operations of the Company in terms of access to resources and supplies from neighbouring countries, access to its projects by key management personnel, disruption to operations and delays or increased costs in accessing resources and supplies. The outbreak of Coronavirus has demonstrated the need to have contingency plans in place in relation to the outbreak of pandemics and has also resulted with a number of companies across the globe being essentially shut down for an extended period of time. The impact of this is that the Company will have to ensure that its future plans include an appropriate amount of contingency planning for the current Coronavirus and future pandemics, but are also likely to result in some prices from suppliers being higher than previously thought, as they too include contingencies into their pricing models and work to ensure they remain profitable despite the period of lock down. As such, costs could escalate from the level originally anticipated.

While the Company will seek to manage the effect of Coronavirus on its personnel and operations, if and when necessary, there can be no assurance that Coronavirus will not have an adverse effect on the future operations of the Company's projects in Nigeria and Senegal or an investment in the Company.

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.