RED LAKE GOLD INC.
(FORMERLY PIVIT EXPLORATION INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED MAY 31, 2020

INTRODUCTION

This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Red Lake Gold Inc. (the "Company") and describes its financial results for the interim period ended May 31, 2020. In addition, the MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended November 30, 2019 and related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in the Canadian dollar. The MD&A is dated July 22, 2020.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

FORWARD LOOKING STATEMENTS

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (see "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

COMPANY OVERVIEW

The Company was incorporated on July 24, 2017 under the laws of British Columbia, Canada. The address of the Company's corporate office and its principal place of business is Suite 605 - 815 Hornby Street, Vancouver, British Columbia, Canada. On May 7, 2018, the Company was listed on the Canadian Securities Exchange (the "CSE"), where it currently trades under the symbol RGLD. The Company changed its corporate name to Red Lake Gold Inc. from Pivit Exploration Inc. on July 5, 2019.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at May 31, 2020, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company has now filed all outstanding annual audited and interim unaudited consolidated financial statements and related MD&A and certifications in British Columbia and Alberta. The financial disclosure, along with all of Company's continuous disclosure documents, may be found online on SEDAR at www.sedar.com.

EXPLORATION AND EVALUATION ASSETS

Whirlwind Jack Gold Project

During the year ended November 30, 2018, the Company entered into an acquisition and amalgamation agreement to acquire all of the issued and outstanding securities in the capital of a company that owns a 100% interest in the Whirlwind Jack Gold project located in Ontario for the following consideration:

i) cash payment of $75,000 (paid); and
ii) issuance of 8,000,000 common shares (issued and valued at $1,160,000).

In addition, a pre-existing 2% gross royalty on the project was assumed by the Company.

On August 29, 2019, the Company entered into a purchase and sale agreement to acquire 430 additional mining claims adjacent to the Whirlwind Jack Gold Project. In conjunction with the agreement, the Company made a cash payment equivalent to costs incurred in staking the claims to an arm's-length individual and assumed a pre-existing 2% gross royalty on the claims.

The Whirlwind Jack Gold Project is considered to be the Company's principal exploration focus. On March 23, 2020, the Company filed a 43-101 Technical Report on the Whirlwind Jack Gold Project (available on SEDAR).

Fenelon North Gold Project

On February 11, 2020, the Company entered into a purchase agreement with an individual to purchase a one hundred percent right, title and interest to mining claims located in the Abitibi region of Quebec, Canada. As consideration, the Company agreed to pay the arm's-length individual $12,000 upon the closing date of the agreement. A pre-existing 2% royalty on the project was assumed by the Company.

Chambers Settlement Gold Project

On May 29, 2020, the Company, through it's wholly-owned subsidiary, Alma Gold Inc. entered into an option agreement to acquire a 100% interest in the Chambers Settlement Gold Project in New Brunswick, Canada (the "Chambers Settlement Gold Project") from Avalon Gold Resources Inc., an arm's-length party based in Toronto, Canada. The terms of the Chambers Settlement Gold Project involve a series of cash payments over a four-year earn-in period, and the granting of a 2% royalty, one-half of which may be repurchased by Alma Gold Inc.

The series of payments is as follows:

(a) $10,000 (paid) within ten (10) business days of the date of this Agreement; and
(b) $15,000 within six (6) months of the date of this Agreement; and
(c) $20,000 within twelve (12) months of the date of this Agreement; and
(d) $30,000 within twenty-four (24) months of the date of this Agreement; and
(e) $40,000 within thirty-six (36) months of the date of this Agreement; and
(f) $50,000 within forty-eight (48) months of the date of this Agreement.

The Company is taking steps to spin-out shares of Alma Gold Inc. to its shareholders.

RESULTS OF OPERATIONS

The following discussion explains the variations in the key components of the Company's operating results but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options. For details on the results of work on and other activities in connection with the Company's exploration and evaluation assets, see "Exploration and Evaluation Assets".

Results for the three and six months ended May 31, 2020

The Company incurred a net loss of $45,553 and $94,175 for the three and six months ended May 31, 2020 compared to net losses of $136,906 and $143,152 in the prior comparable periods. During the prior periods, the Company incurred stock-based compensation expense related to an option grant which did not occur again in the current periods.

Summary of Quarterly Results

	May 31, 2020	**February 29, 2020**	**November 30, 2019**	**August 31, 2019**
Total revenue	$ Nil	$ Nil	$ Nil	$ Nil
Net loss	(46,553)	(47,622)	(675,499)	(22,955)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Exploration and evaluation assets	1,485,997	1,454,666	1,297,613	1,484,570
Total assets	1,739,490	1,782,617	1,832,740	1,604,854
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	6,596	12,000	14,501	9,961
Shareholders' equity	2,683,450	2,679,620	2,679,620	2,115,150

	May 31, 2019	**February 28, 2019**	**November 30, 2018**	**August 31, 2018**
Total revenue	$ Nil	$ Nil	$ Nil	$ Nil
Net loss	(136,906)	(6,246)	(211,570)	(132,612)
Net loss per share	(0.01)	(0.00)	(0.01)	(0.01)
Exploration and evaluation assets	1,462,270	1,462,270	1,461,270	107,038
Total assets	1,488,366	1,514,015	1,491,304	331,557
Long term liabilities	Nil	Nil	Nil	Nil
Total liabilities	26,743	5,486	121,279	11,982
Shareholders' equity	1,461,623	1,508,529	1,370,025	319,575

CAPITAL RESOURCES AND LIQUIDITY

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter challenges sourcing future financing given economic conditions, capital market conditions and risks associated with the Company and its properties. The junior resource industry in which the Company operates is high-risk in nature and speculative thereby limiting the number of potential investors which may find the Company suitable for investment. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful in sourcing future financings and investors are appropriately cautioned as to same.

As of May 31, 2020, the Company had working capital of $241,897 (November 30, 2019 – $520,626).

Subsequent to the period ending May 30, 2020, on July 10, 2020, the Company closed a non-brokered private placement for 2,500,000 common share Units at a price of $0.30 per Unit for gross proceeds of $750,000. Each Unit comprises one common share and one-half of a common share purchase warrant exercisable at $0.45 per common share for a period of twenty-four months from the date of closing. In addition, the Company paid a finder's fee equal to 6% of the gross proceeds through the issuance of 150,000 common share Units with the same terms.

On June 8, 2020, the Company issued 1,430,000 common shares from a warrant exercise.

On May 8, 2020, the Company issued 38,300 common shares from a warrant exercise.

On September 4, 2019, the Company closed a private placement through the issuance of 2,000,000 common shares at a price of $0.25 per share for gross proceeds of $500,000. A finder's fee of $10,500 was paid.

On September 11, 2019, 75,000 stock options and 80,000 share purchase warrants were exercised for gross proceeds of $17,000.

During the year ended November 30, 2019, 889,200 shares were issued from various option and warrant exercises for gross proceeds of $90,420.

On July 10, 2019, the Company closed a private placement through the issuance of 715,000 Units at $0.07 per Unit for gross proceeds of $50,050. Each Unit comprises one common share and one share purchase warrant. Each common share purchase warrant will entitle the holder to purchase one additional common share of the Corporation at a price of $0.10 per common share for a three-year period from the closing date.

On June 5, 2019, the Company closed a private placement through the issuance of 715,000 Units at $0.07 per Unit for gross proceeds of $50,050. Each Unit comprises one common share and one share purchase warrant. Each common share purchase warrant will entitle the holder to purchase one additional common share of the Corporation at a price of $0.10 per common share for a three-year period from the closing date.

During the period December 1, 2018 to April 17, 2019, the Company closed a non-brokered private placement of 1,200,000 common shares at a price of $0.125 per share for gross proceeds of $150,000. The Company paid a total of $5,250 cash finder's fees on subscriptions under the financing.

RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. The Company has identified its directors and officers as its key management personnel.

	For the period ended May 31, 2020	For the period ended May 31, 2019
	$	$
Consulting	**75,000**	-
Office (recovery)	**-**	5,100
Exploration expenditures	**-**	3,454
Stock-based compensation	**-**	90,000

Included in accounts payable and accrued liabilities as at May 31, 2020 is $Nil (2019 - $2,500) owed to a company owned by an officer of the Company.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at May 31, 2020 because of the short‐term nature of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and accrued liabilities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short‐term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

OUTSTANDING SHARE DATA

As of the date of this document, the Company had 31,837,501 common shares issued and outstanding, 1,635,000 stock options issued and outstanding, and 1,325,000 warrants issued and outstanding.

RISKS AND UNCERTAINTIES

All of the below factors, and other factors not detailed herein, may impact the viability of Company and/or its projects, and include factors which are not possible to predict with certainty.

The Company is exposed to a large multitude of risks and uncertainties, which include, among other factors, the following:

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of development. The Company has not defined any economic ore bodies since inception. There is no assurance that the Company's mineral exploration and development activities or projects will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability and viability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by numerous unforeseeable factors.

The business of exploration for minerals and mining involves a high degree of risk and frequently results in the loss of capital. Whether a mineral deposit can be commercially viable depends upon numerous factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable and/or producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through exploration and drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the CSE or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and/or development of its projects or for working capital purposes. There can be no assurance that it will be able to obtain adequate financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles

There is no guarantee that the Company’s title to or interests in the Company’s property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company’s rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining tenure, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims would, in the absence of any permitted cash deposits in lieu of, be expected to result in the loss of such tenure.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company’s business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures and other financial and/or mining interests which are potential competitors of the Company and/or which may otherwise be adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

Dilution

If the Company is successful in raising additional funds through the sale of equity securities, shareholders will have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may also result in dilution to the Company's shareholders. The Company intends to issue additional equity in the future.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include, but are not limited to, rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore. the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Reliance on Exploration Service Companies

The Company relies significantly on the utilization of third-party exploration service providers. The availability of services from and/or personnel of such providers, as well as pricing changes related thereto, may have a material impact on the Company

Title Assertions

The Company operates in Canada where various and/or conflicting Indigenous title assertions may impact the operations of the Company and/or its interests.

Civil Unrest

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company's operations and/or interests.

Government Policy Concerning Climate

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

Fluctuating Commodity Prices

The Company's revenues, should any result, are expected to be in large part derived from the sale of commodities which are set in large part in world markets. The prices of commodities, and in particular spot prices related to gold and other precious metals, have fluctuated widely in recent years and are affected by factors beyond the control of the Company which may include, but not be limited to, economic and political trends, pandemics, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals and minerals, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or source the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other private or publicly held mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly junior mining exploration companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. In addition to risks relating to the Company, share equity positions held by the Company are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

Inadequate Infrastructure May Affect the Company's Operations

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, community, 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.

Results of Other Exploration Companies

The Company is exposed to mining camps, including but not limited to exploration projects near Red Lake, Ontario in which there are other private and public exploration companies exploring for minerals, particularly gold and base metals. Negative exploration results from adjacent and/or proximal exploration companies may in turn have a negative impact on the Company from a capital markets perspective.

In addition to the above risks and uncertainties, readers should also consult the Risks and Uncertainties section of the Company's annual audited consolidated financial statements and the associated

Management Discussion & Analysis, for the annual financial period ending November 30, 2019 as available on www.sedar.com.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company is taking steps to spin-out shares of Alma Gold Inc (see news release dated June 4, 2020).

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

NEW ACCOUNTING POLICIES AND PRONOUNCEMENTS

Please refer the May 31, 2020 condensed interim consolidated financial statements and the November 30, 2019 audited consolidated financial statements on www.sedar.com for new accounting policies as well as future accounting pronouncements.