MAYFAIRGOLD

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2022

TABLE OF CONTENTS

GENERAL

This Management's Discussion and Analysis ("MD&A") as at April 13, 2023, provides a review of the financial performance of Mayfair Gold Corp. (the "Company" or "Mayfair Gold" or "MFG") and should be read in conjunction with the audited financial statements for the years ended December 31, 2022, and 2021. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The following MD&A has been approved by the Board of Directors.

All amounts are presented in Canadian dollars, unless noted otherwise. Financial filings and additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com or at the Company's website www.mayfairgold.ca. Technical information included in this MD&A regarding the Company's mineral property has been reviewed by Howard Bird, VP of Exploration of the Company, and a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Properties ("NI 43-101").

IMPACT OF COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally. The international response to the spread of COVID-19 has led to significant restrictions on travel; temporary business closures; quarantines; global stock market and financial market volatility; a general reduction in consumer activity; operating, supply chain and project development delays and disruptions; and declining trade and market sentiment. All of these factors have and could further affect commodity prices, interest rates, credit ratings and credit risk.

Current global financial and economic conditions can be unpredictable. Many industries are impacted by these market conditions and the COVID-19 virus. Some key impacts of the current financial market turmoil arising from the COVID-19 virus include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity and commodity markets, foreign exchange rates, novel fiscal policy and monetary policy and monetary markets and a lack of market liquidity. Additionally, global economic conditions arising from the COVID-19 virus may cause a long-term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted. The overall severity and duration of COVID-19-related adverse impacts on the Company's business will depend on future developments, which cannot currently be predicted, including directives of the federal and provincial governments and health authorities. The pandemic has not had a significant impact on the business to date. We maintain full access to our property and have conducted our exploration safely and in accordance with recommendations from local and federal health authorities.

COMPANY OVERVIEW

Mayfair Gold is a Canadian-based resource company that was incorporated on July 30, 2019, under the laws of the Province of British Columbia. Mayfair Gold acquired an undivided 100% interest in the Fenn-Gib Project on December 31, 2020. The Fenn-Gib Project comprises 21 fee simple patented properties, 153 unpatented mining claims and 144 patented leasehold mining claims located in the Guibord, Munro, Michaud and McCool Townships in northeast Ontario, Canada. The Company is focused on acquiring, exploring, and developing mineral deposits in Canada.

Mayfair Gold commenced trading on the TSX Venture Exchange on March 22, 2021, under the ticker symbol "MFG." Subsequently, the Company was listed on the OTCQB Markets under the ticker symbol "MFGCF" and on the Frankfurt Stock Exchange under the ticker symbol "9M5." The Company's registered and records office is located at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia V6E 3T5.

FENN-GIB PROJECT OVERVIEW

The Fenn-Gib Project comprises two property packages, referred to as the Fenn-Gib North and South Blocks, which are separated by approximately three kilometers. The Fenn-Gib Deposit (see "Fenn-Gib Deposit" below) is located on the North Block along the regional Contact Fault, an east-west to south-east trending shear zone on the Pipestone Fault, which is interpreted to be a splay off the Porcupine-Destor Fault. The Fenn-Gib Deposit hosts significant concentrations of gold mineralization within two zones: (i) the Main Zone, and (ii) the Deformation Zone. These two zones overlap completely.

Sixteen claims encompass the current conceptual pit supported by the Fenn-Gib Deposit. The Company would be subject to a 1% Net Smelter Royalty (NSR) over the sixteen claims, with an additional 1.5% NSR over nine of the sixteen claims.

Fenn-Gib Deposit

On March 5, 2021, Mayfair Gold filed a "*NI 43-101 Technical Report for the Fenn-Gib Project, Ontario, Canada*" on SEDAR dated February 5, 2021 (revised on February 19, 2021), which was prepared by JDS Energy and Mining Inc. The resource for the Fenn-Gib Deposit is based on an Indicated Mineral Resource and Inferred Mineral Resource Estimate undertaken by Garth Kirkham, P. Geo., of Kirkham Geosystems Ltd., a qualified person as defined by NI 43-101 and independent of Mayfair Gold. The Mineral Resource Estimate incorporates more than 420 drill holes totaling 134,546 meters. The Mineral Resource Estimate for Fenn-Gib Deposit is reported at a base case above a 0.35 g/t Au cut-off, as tabulated below:

2021 Fenn-Gib Resource Estimate by Category Using 0.35 g/t Au Cut-Off

Style	Class	Tonnes	Au (g/t)	Au (ounces)
Open Pit	Indicated	70,203,723	0.921	2,077,661
Open Pit	Inferred	3,774,865	0.618	74,967

On October 18, 2022, Mayfair Gold announced an updated Interim Mineral Resource Estimate for the Fenn-Gib Project, which was prepared by Garth Kirkham, P. Geo., of Kirkham Geosystems Ltd. The Mineral Resource Estimate, dated October 15, 2022, expands upon the 2021 Resource Estimate and incorporates approximately 67,000 meters of drill hole results through July 31, 2022. The Mineral Resource Estimate for Fenn-Gib Deposit is reported at a base case above a 0.35 g/t Au cut-off, as tabulated below:

2022 Fenn-Gib Resource Estimate by Category Using 0.35 g/t Au Cut-Off

Style	Class	Tonnes	Au (g/t)	Au (ounces)
Open Pit	Indicated	118,074,000	0.81	3,062,000
Open Pit	Inferred	13,829,000	0.70	311,000
Underground	Inferred	1,002,000	3.22	104,000

All mineral resources have been estimated in accordance with Canadian Institute of Mining and Metallurgy and Petroleum ("CIM") definitions, as required under NI 43-101. Ounce (troy) = metric tonnes x grade / 31.10348. All numbers have been rounded to reflect the relative accuracy of the estimate.

The mineral resources reported demonstrate a reasonable prospect of eventual economic extraction, as required under NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration. There are no known environmental, permitting, legal, marketing, and other relevant issues that would materially affect the reported mineral resources.

Fenn-Gib Exploration Program

A 2021 exploration program focused on both infill and step-out drilling, which was intended to identify additional gold mineralization within the Fenn-Gib Deposit area. The Fenn-Gib Phase 1 drill program commenced on January 19, 2021, with one drill rig and ramped up to four drill rigs by mid-July 2021. The 2021 program completed the planned 50,000 meters of drilling by December 31, 2021.

Based on positive results from the Fenn-Gib 2021 Phase 1 drill program, a 30,000-meter Phase 2 drill program continued in 2022. In addition, a 10,000-meter Phase 1 regional exploration program commenced on the Fenn-Gib North and South Blocks. The Fenn-Gib Phase 2 program and Phase 1 regional exploration drill program, comprised of North Block (7,512 meters) and South Block (3,486 meters), were completed in the third quarter of 2022. Based upon assay results from the Fenn-Gib Phase 1 and 2 drill programs received by the end of July 2022, an updated interim resource was completed and announced on October 18, 2022, described above.

With mineralization at the Fenn-Gib Deposit area remaining open in most directions, a 30,000-meter Phase 3 drill program commenced in the second half of 2022 to continue delineating mineralization. A Phase 2 regional exploration program also commenced on the Fenn-Gib North Block. The Fenn-Gib Phase 3 drill program was completed in January 2023. Based on the results of the Phase 3 drill program, a further resource update is planned for Q2 2023. The Phase 2 regional exploration program remains underway.

As ongoing drilling continues to identify new mineralization at the Fenn-Gib Deposit, the Company commenced a 30,000-meter Phase 4 drill program subsequent to the year end. As of March 31, 2023, a total of 239 surface drill holes have been completed on the Fenn-Gib Project, representing 134,193 meters.

Fenn-Gib Metallurgical Test Program

Preliminary metallurgical tests conducted in 2021-22, based on a feed grind size of P_{80} 75 microns (µm), returned whole-ore cyanidation gold recoveries of 84.3% and gold flotation recoveries to a final concentrate approaching 94% (news release dated March 28, 2022). In late 2022, SGS conducted flotation rate kinetic tests at varying grind sizes to flotation and, in early 2023, undertook concentrate cyanidation tests at varying concentrate regrind sizes to optimize overall gold recovery from a flotation-cyanidation flowsheet alternative.

The advanced test results confirm that there is a negligible difference in gold recovery when coarsening the grind size to flotation from P_{80} 75 µm to P_{80} 106 µm. Sulfide flotation to a rougher concentrate achieved 96% Au recovery with a target 20-25% mass pull. In addition, fine grinding of rougher concentrate at P_{80} 10 µm followed by cyanidation yielded 95.0% Au extraction from the reground rougher concentrate, resulting in an overall 91.2% Au recovery from Flotation-Regrinding-Cyanidation.

Metallurgical testing completed to date is sufficient to advance conceptual engineering as a pre-feasibility study. Processing concepts presently being studied include (i) pyrite flotation to produce a gold-bearing final concentrate for offsite treatment, and (ii) pyrite flotation-regrinding-cyanidation for onsite gold recovery.

SELECTED FINANCIAL INFORMATION

	Year ended December 31	
	2022	2021
	$	$
Earnings and Cash Flow		
Expenses	(21,390,688)	(12,901,707)
Net loss for period	(18,228,001)	(10,283,177)
Basic and diluted loss per share	(0.22)	0.14
Cash flow from operations	(16,346,940)	(12,555,938)
Investing activities	(116,426)	(186,017)
Financing activities	11,213,178	22,648,416
Balance Sheet		
Total assets	21,807,218	27,368,336

For the year ended December 31, 2022, the Company recorded a net loss of $18,228,001, or $0.22 loss per share, versus a net loss of $10,283,177, or $0.14 loss per share, for the year ended December 31, 2021. The increased loss was mainly as a result of $15,750,956 being spent of exploration and evaluation expenses (2021 - $9,787,283) and $3,282,670 on share-based payment expense (2021 - $555,611). In 2021, the Company marked the beginning of its first drilling campaign, completing 54,741 meters drilled across 89 holes. In 2022, the Company continued its efforts with multiple drilling campaigns on the Fenn-Gib Deposit and with regional exploration on the property, completing 117 drill holes with 64,839 meters drilled.

SUMMARY OF QUARTERLY RESULTS

	Three months ended							
	December 31, 2022	**September 30, 2022**	**June 30, 2022**	**March 31, 2022**	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
	$	**$**	**$**	**$**	$	$	$	$
Earnings and Cash Flow								
Expenses	**(6,913,177)**	**(3,575,649)**	**(5,878,003)**	**(5,023,859)**	(4,170,188)	(3,762,081)	(3,083,358)	(1,886,080)
Net loss for period	**(5,803,200)**	**(2,749,880)**	**(5,425,213)**	**(4,249,708)**	(3,217,310)	(2,827,520)	(2,449,795)	(1,788,552)
Basic and diluted loss per share	**(0.07)**	**(0.03)**	**(0.07)**	**(0.05)**	(0.04)	(0.04)	(0.03)	(0.03)
Cash flow used in operations	**(3,537,015)**	**(3,300,710)**	**(5,943,311)**	**(3,565,904)**	(4,005,040)	(3,190,999)	(3,616,349)	(1,743,550)
Investing activities	**-**	**-**	**(106,876)**	**(9,550)**	4,803	(16,726)	(146,868)	(27,226)
Financing activities	**4,649,615**	**(14,766)**	**6,592,897**	**(14,568)**	4,402,103	-	-	18,246,313
Statement of Financial Position								
Total assets	**21,807,218**	**21,104,123**	**24,925,287**	**23,865,034**	27,368,336	27,171,868	30,517,356	33,579,604

For the three months ended December 31, 2022, the Company recorded a net loss of $5,803,200, or $0.07 loss per share, versus a net loss of $3,217,310 or $0.04 loss per share for the comparable period in 2021. The Company had exploration and evaluation expenditures on the Fenn-Gib Project in the three months ended December 31, 2022, of $4,045,153 and $3,236,362 in the comparable period in 2021.

SIGNIFICANT COSTS AND EXPENSES

Exploration and evaluation expenses

	Year ended December 31,	
	2022	2021
Exploration personnel and program support	**$ 1,730,753**	$ 1,728,480
Camp maintenance, supplies, mobilization, general costs	**1,719,048**	1,005,347
Survey	**60,583**	116,562
Drilling	**6,995,607**	5,722,943
Exploration contractors	**2,941,177**	-
Laboratory analysis	**1,326,695**	706,025
Other exploration and evaluation	**977,093**	507,926
	$ 15,750,956	$ 9,787,283

Expenses incurred in 2022 supported exploration at the Fenn-Gib Project. The principal exploration activities included drilling, sampling, surveying and support services, which, with the exception of surveying, reflect an increased level of exploration activity and a commensurate increase in expenditures over the comparable period in the prior year.

General and administrative expenses

	Year ended December 31,	
	2022	2021
Management fees	**$ 1,099,239**	$ 971,747
Professional fees	**230,926**	501,112
Transfer agent & regulatory fees	**113,848**	234,262
Marketing & public relations	**207,956**	229,735
Other general and administrative	**554,771**	532,747
	$ 2,206,740	$ 2,469,603

General and administrative expenses for the three months and year ended December 31, 2022, were $865,436 and $2,206,740, respectively versus $829,727 and $2,469,603 for the comparable periods in 2021. The most significant items contributing to the losses in 2022 are detailed below.

Professional fees consist of legal, audit, accounting and other professional services. Professional fees for the three months and year ended December 31, 2022 were $87,049 and $230,926, respectively, down $0.3 million compared to the year ended December 31, 2021, that included higher legal expenses incurred in the first quarter of 2021 with the initial public offering on the TSX Venture Exchange (TSXV) on March 22, 2021.

Transfer agent and regulatory fees in the three months and year ended December 31, 2022, were $12,952 and $113,848, respectively, down $0.1 million compared the year ended December 31, 2021. The Company incurred higher costs for the initial public offering on the TSXV in the first quarter of 2021. Transfer agent and regulatory fees consist of listing fees, filing services and transfer agent fees.

Other general and administrative expenses, consisting of marketing and investor relations expenses, directors' fees, and office-related expenses, were $175,945 and $762,727 for the three months and year ended December 31, 2022, respectively, versus $199,423 and $726,482 for the comparable periods in 2021.

Share-based payment expense

The Company incurred share-based payment expense for the three months and year ended December 31, 2022, related to stock options granted in 2020, 2021 and 2022. In the year ended December 31, 2022, 4,185,000 stock options were granted to management, directors and staff. Of these, 1,855,000 stock options were granted on January 6, 2022 with an exercise price of $0.90 at a fair value of $0.73 per stock option and 2,330,000 stock options were granted on December 6, 2022 with an exercise price of $1.29 at a fair value of $1.01 per stock option. Of the 1,855,000 stock options granted, 1,370,000 stock options vested immediately, 242,500 vested on the completion of the 80,000-meter cumulative drill program, which was completed by June 30, 2022, and 242,500 will vest on the first anniversary of the completion of the 80,000-meter drill program. On December 6, 2022, 2,330,000 stock options were granted and of these, 1,857,500 stock options vested immediately, 157,500 vest six months from the date of grant, 157,500 vest twelve months from the date of grant and 157,500 vest eighteen months from the date of grant. The share-based payment expense in the three months and year ended December 31, 2022, relates to the recognition of a portion of the fair value of the unvested stock options and the granting of stock options that vested immediately.

INCOME AND RESOURCE TAXES

The Company is subject to mining and income taxes in Canada with the statutory income tax rate at 26.50%. No deferred tax assets have been recorded in the financial statements as a result of the uncertainty associated with the ultimate realization of these tax assets. The Company is subject to assessment by Canadian authorities, which may interpret tax legislation in a manner different from the Company. These differences may affect the final amount or the timing of the payment of taxes. When such differences arise, the Company makes provision for such items based on Management's best estimate of the final outcome of these matters.

FINANCIAL POSITION AND LIQUIDITY

Operating activities

Cash used in operating activities for three months and year ended December 31, 2022, was $3,537,015 and $16,346,940 versus $4,005,040 and $12,555,938 for the comparable periods in 2021. This is a result of increased general business activities and exploration and evaluation activities in 2022.

Investing activities

Investing activities for the three months and year ended December 31, 2022, amounted to $Nil and $116,426 versus $4,803 and $186,017 for the comparable periods in 2021. In the year ended December 31, 2022, the Company acquired property, plant and equipment to support exploration of the Fenn-Gib Project.

Financing activities

Financing activities for the three months and year ended December 31, 2022, amounted to $4,649,615 and $11,213,178 compared to $4,402,103 and $22,648,416 for the comparable periods in 2021. During the year ended December 31, 2022, the Company issued 7,300,000 flow-through common shares for total consideration of $11,272,045, net of share issuance costs. In the year ended December 31, 2021, the Company issued 7,731,000 flow-through common shares and 5,406,900 non-flow-through common shares for total consideration of $22,667,688, net of share issuance costs. Subsequent to the year ended December 31, 2022, the Company completed a non-flow-through private placement consisting of the issue of 3,000,000 common shares at a price of $1.15 per share for total consideration of $3,434,706, net of share issuance costs.

Cash resources and liquidity

At December 31, 2022, the Company reported working capital of $4,792,784, versus working capital of $10,801,141 at December 31, 2021. Included in working capital at December 31, 2022, was cash of $6,791,778, compared to $12,035,601 at December 31, 2021. Included in current liabilities at December 31, 2022, is $542,687 of flow-through premium liability which is a non-cash item (December 31, 2021 - $1,207,878). At December 31, 2022 and 2021, the Company had no long-term debt.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and expenses during the year. Actual results could differ from those estimates and judgments. Those areas requiring the use of management estimates and judgments include:

(a) <u>Significant Judgments in Applying Accounting Policies</u>

The areas which require management to make significant judgments in applying the Company's accounting policies in determining carrying values include, but are not limited to:

i) Impairment analysis – Mineral Properties

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. IFRS 6 - Exploration for and evaluation of mineral resources requires the Company to make certain judgments in respect of such events and changes in circumstances, and in assessing their impact on the valuations of the affected assets. The Company's assessment is that as at December 31, 2022 and 2021, no indicators of an impairment in the carrying value of its mineral properties had occurred.

(b) <u>Significant Accounting Estimates and Assumptions</u>

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

i) Impairment analysis – Mineral Properties

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. If indicators of impairment are identified, management will perform an impairment test. The impairment test requires the Company to make certain judgments, assumptions, and estimates in determining the estimate of the net recoverable amount. Impairments are recognized when the carrying values exceed management's estimate of the net recoverable amounts associated with the affected assets. The values shown on the statement of financial position for Mineral Properties represents the Company's assumption that the amounts are recoverable. As a result of the numerous variables associated with the Company's judgments and assumptions, the precision and accuracy of estimates of the recoverable amount is subject to significant uncertainties and may change significantly as additional information becomes known.

ii) Stock options

The stock option pricing model requires the input of highly subjective assumptions, including the expected life and volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

iii) Deferred taxes

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and on unused losses carried forward and are measured using the substantively enacted tax rates that are expected to be in effect when the differences are expected to reverse or losses are expected to be utilized. Deferred tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence (including forecasts), it is probable that they will be realized. The Company has not recorded the benefit of tax losses or deductible temporary differences.

STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED EARLY BY THE COMPANY

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective and have not been adopted early by the Company. These standards are still being assessed and are not expected to have a material impact on the Company's financial statements upon adoption.

FINANCIAL INSTRUMENTS

The Company's financial instruments are described in Note 10 to the financial statements.

RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and their close family members, the Company's Board of Directors and their close family members, and HC Alternative Investments I, Ltd, ("HC Alternative") a corporation partially owned by a director of the Company. Related party transactions are recorded at their exchange amount, being the amount agreed to by the parties. The Company incurred remuneration expense for key management personnel and paid fees to members of the Board of Directors. The Company also recognized revenue in the current and comparative year related to services it provided to HC Alternative in the nature of strategic planning services, technical advisory, and other consulting services. The transactions for the years ended December 31, 2022 and 2021 were as follows:

	Year ended December 31,	
	2022	2021
Remuneration paid to key management personnel and Directors' Fees	**$ 3,375,424**	$ 1,152,600
Consulting income charged to HC Alternative	**$ 47,000**	$ -

The renumeration of key management personnel for the years ended December 31, 2022 and 2021 were as follows:

	Year ended December 31, 2022	2021
Consulting fees and Director's fees	**$ 947,349**	$ 862,400
Share-based payment expense	**2,428,075**	290,200
	$ 3,375,424	$ 1,152,600

The amounts receivable from HC Alternative were included in accounts receivable at December 31, 2022 as follows. The amounts payable to key management personnel at December 31, 2022 and 2021 were included in accounts payable and accrued liabilities as follows:

	December 31, 2022	December 31, 2021
Receivable from HC Alternative for consulting services rendered	**$ 52,640**	$ -
Payable to key management personnel	**$ 298,350**	$ 265,104

CONTRACTUAL OBLIGATIONS

The Company has no contractual obligations at December 31, 2022.

BOARD NOMINATION RIGHTS AGREEMENTS

On March 4, 2020, the Company entered into a board nomination rights agreement (the "123 Nomination Agreement") with 1191123 B.C. Ltd. ("123 Ltd."). Henry Heeney, a co-founder, promoter and former president and director of the Company, is the sole director and shareholder of 123 Ltd. Also on March 4, 2020, the Company entered into a board nomination rights agreement (the "495 Nomination Agreement") with 1249495 B.C. Ltd. ("495 Ltd."). Sean Pi, a co-founder, promoter and current director of the Company, is the sole director and shareholder of 495 Ltd. Pursuant to the terms of the 123 Nomination Agreement and the 495 Nomination Agreement, each of 123 Ltd. and 495 Ltd. have the right, unless their respective common share ownership interest in the Company fall below five percent (5%), to each nominate two nominees for appointment to the Company's Board of Directors at each meeting of the Company's shareholders.

OTHER MANAGEMENT DISCUSSION AND ANALYSIS REQUIREMENTS

Risks

Mayfair Gold's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the mining industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and investing in the Company's common shares should be considered speculative. Mayfair Gold's business of exploring and developing mineral properties is subject to a variety of risks and uncertainties, including, without limitation:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;
- mining exploration risks, including risks related to accidents, equipment breakdowns or other unanticipated difficulties with or interruptions in production;
- the potential for delays in exploration activities or the completion of studies;
- risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses;
- risks related to foreign exchange fluctuations and prices of gold;
- risks related to commodity price fluctuations;
- the uncertainty of profitability based upon the Company's limited life and resultant losses;

- risks related to failure of the Company to obtain adequate financing on a timely basis and on acceptable terms, particularly given recent volatility in the global financial markets;
- risks related to environmental regulation, permitting and liability;
- political and regulatory risks associated with mining and exploration;
- aboriginal rights and title;
- failure of plant, equipment, processes and transportation services to operate as anticipated;
- possible variations in ore grade or recovery rates, permitting timelines, capital expenditures, reclamation activities, land titles, and social and political developments, and other risks of the mining industry;
- risks related to the COVID-19 pandemic; and
- other risks and uncertainties related to the Company's prospects, properties and business strategy.

In addition, there can be no assurance that any further funding required by the Company will become available to it, and, if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company's common shares are listed on the TSX Venture Exchange under the symbol MFG. There are an unlimited number of common shares without par value authorized to be issued by the Company. At April 13, 2023, there are 90,951,007 shares outstanding and 8,135,000 stock options granted by the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes to provide sufficient knowledge to support representations that it has exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operations, performance and business prospects and opportunities. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but are not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunities. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in these forward-looking statements. Readers should not put undue reliance on forward-looking information. Historical results of operations and trends that may be inferred from the following MD&A may not necessarily indicate future results from operations.

Certain of the statements made and information contained herein is forward-looking information. Forward-looking information may include, but is not limited to, statements with respect to the success of exploration activities, future mineral exploration, permitting timelines, requirements for additional capital, sources and uses of funds, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, future remediation and reclamation activities, the timing of activities and the amount of estimated revenues and expenses. Forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long-term price of gold; that the Company can access financing, appropriate equipment and sufficient labour and that the political environment where the Company operates will continue to support the development and operation of mining projects. Should underlying assumptions prove incorrect, or one or more of the risks and uncertainties described below materialize, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, risks and uncertainties relating to foreign currency fluctuations; risks inherent in mining including environmental hazards, industrial accidents, unusual or unexpected geological formations, ground control problems and flooding; delays or the inability to obtain necessary governmental permits or financing; risks associated with the estimation of mineral resources and reserves and the geology, grade and continuity of mineral deposits; the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; the potential for and effects of labor disputes or other unanticipated difficulties with or shortages of labor or interruptions in production; failure of plant, equipment or processes to operate as anticipated; actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, gold price fluctuations; uncertain political and economic environments; changes in laws or policies, and other risks and uncertainties, including those described under Risks.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise, other than as required under applicable securities laws.

Cautionary Note to U.S. Investors – Information Concerning Preparation of Resource Estimates

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Canadian standards, including NI 43-101, differ significantly from the requirements of Industry Guide 7 promulgated by the United States Securities and Exchange Commission ("SEC") under the United States Securities Act of 1933, as amended, and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves.". Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC's disclosure standards under Industry Guide 7 do not define the terms and normally do not permit the inclusion of information concerning "measured mineral resources,", "indicated mineral resources" or "inferred mineral resources" or other descriptions of the amount of mineralization in mineral deposits that do not constitute "reserves" by U.S. standards in documents filed with the SEC. U.S. Investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. Under Canadian rules, estimated "inferred mineral resources" may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an "inferred mineral resource" exists or is economically or legally mineable.

Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of "reserves" are also not the same as those of the SEC's Industry Guide 7, and reserves reported by the Company in compliance with NI 43-101 may not qualify as "reserves" under Industry Guide 7 standards. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by companies that report in accordance with U.S. standards.