GALLEON GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FIRST QUARTER ENDED FEBRUARY 29, 2020

Background and overview

This Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding Galleon Gold Corp. ("Galleon Gold," the "Corporation," the "Company", "we," "our," "us"), its business environment and future prospects. This MD&A should be read in conjunction with the Company's consolidated audited financial statement for the year ended November 30, 2019. Those financial statements are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise indicated, all dollar amounts refer to Canadian funds. Information herein includes any significant developments up to June 12, 2020, the date on which this MD&A was approved by our directors.

Historically, we have been in the business of acquiring, exploring and developing mineral properties in Canada and the United States of America ("US"), primarily those containing nickel ("Ni"), platinum group elements ("PGE"s), copper ("Cu"), gold ("Au"), silver ("Ag") and associated base and precious metals. Since the beginning of 2019, the Company has made strategic steps to focus on gold and silver exploration.

Our common shares trade on the TSX Venture Exchange under the symbol "GGO."

The Company was incorporated under the *Company Act* (British Columbia) on April 29, 1987 and continued under the Canada *Business Corporations Act* on April 7, 2009. The Company changed its name from Pure Nickel Inc. to Galleon Gold Corp. on December 18, 2019 and amalgamated with Explor Resources Inc. ("Explor"), on December 23, 2019. We conduct some of our Canadian operations through a wholly owned subsidiary, Explor, an Alberta corporation. We conduct our US operations through a wholly owned subsidiary, Nevada Star Resource Corp. (U.S.), a Nevada corporation. We are the majority and controlling partner in the Neal Development Limited Partnership which governs the partners' rights in relation to operations of the Neal Gold Project.

We continuously evaluate our mineral property holdings with respect to carrying costs and the future likelihood of any property driving shareholder value. Past and future divestiture decisions have been and will be made based on this criterion. We also investigate other opportunities, such as sale of assets and project acquisitions that would enable the Company to diversify and grow. In April 29, 2019, the Company signed an agreement with 2176423 Ontario Ltd., a company controlled by Eric Sprott to acquire an operating and controlling interest in the Neal Development Limited Partnership ("Neal LP"), as well as a lease to operate the Neal Gold Project in Idaho. Following the merger with Explor on December 23, 2019, the Company's property portfolio was expanded significantly to include the West Cache Gold Project (formerly referred to as the Timmins Porcupine West Project) and eleven additional properties in Ontario, Quebec and New Brunswick.

The Company will be focusing its efforts and exploration budget on the West Cache Gold Project and the Neal Gold Project.

Exploration and Evaluation Projects

West Cache Gold Project ("West Cache")

P&E Mining Consultants Inc., ("P&E") prepared a technical report on the Timmins Porcupine West Property (property is now called the West Cache Gold Project), entitled "Technical Report, Explor Resources Inc., Timmins Porcupine West Property, Bristol & Ogden Townships, Ontario", in accordance with National Instrument 43-101 — Standards of Disclosure for Mineral Projects ("NI-43-101"). Eugene Puritch, P.Eng., Richard Sutcliffe, P. Geo., Tracy Armstrong, P.Geo. and Antoine Yassa, P.Geo. of P&E Mining Consultants Inc., ("Authors") are all being qualified persons under NI-43-101, are the co-authors of the Technical Report dated July 1, 2013. The Technical Report was filed on August 29, 2013 under Explor's profile on the SEDAR web site at www.sedar.com. Information contained in the report includes:

Project Location and Access:

- The West Cache Gold Property is located 13 km west of Timmins, Ontario in the Townships of Bristol and Ogden in the Timmins-Porcupine Mining Camp.
- The Property is contiguous with the Lake Shore Gold's Timmins West Mine.
- The Property is serviced by a paved highway, secondary access roads and a major power line. Provincial highway 101 bisects the Property.

West Cache Gold Land Status:

- The Project comprises 264 unpatented mining claims and three patented claims, all of which are contiguous and cover a total area of 3,550 ha. One hundred and ninety-one (191) of the unpatented claims and the three patented claims lie within Bristol Township and the remaining 73 are in Ogden Township.

Project History:

- The Property has been explored since 1927 by numerous ground geophysical surveys and diamond drilling holes. A full history is outlined in the 2013 Technical Report on SEDAR.
- In 1984, Dome Exploration discovered and delineated a gold mineralized zone that was approximately 350 metres long and 45 metres wide and open below 350 metres of vertical depth.
- Explor acquired the property between 2009 and 2012. Some claims are subject to a 3% NSR and some vendors retain a 2% NSR.
- Since 2009, Explor has completed extensive drilling leading to the 2013 NI 43-101 Mineral Resource Estimate Technical Report published in 2013.
- In 2014 an option agreement with Teck Resources Ltd was signed. Tech did not earn any interest in the property but completed a drill program in 2015 and 2016, along with borehole geophysics.
- The last drill program on the property was conducted in 2017 (3,263 meters).

Geology, Mineralization and Mineral Resource Estimate:

- The Property is situated within the western part of the Archean Abitibi Greenstone Belt of the Superior Province of the Canadian Shield.
- The Property porphyry-hosted gold mineralization resembles that of the Hollinger and McIntyre gold mines located approximately 15 km to the east and is characterized by chalcopyrite-pyrite stringers and veins, and quartz-tourmaline veins, hosted by altered and sheared Quartz-Feldspar Porphyry (QFP).
- On August 27, 2013, Explor announced an updated Mineral Resource Estimate for the Property, the full Technical Report is available on the Company's website and on Explor's SEDAR profile. The table below summarizes the Mineral Resource Estimate.

TPW MINERAL RESOURCE ESTIMATE AT JULY 1, 2013(1-4)			
Pit Constrained Cut-off = 0.30 g/t Au	**Tonnes**	**Grade**	**Au ozs**
Indicated	4,283,000	1.55	213,000
Inferred	1,140,000	2.09	77,000
Underground. Cut-off = 1.70 g/t Au	**Tonnes**	**Grade**	**Au ozs**
Indicated	4,420,000	2.79	396,000
Inferred	5,185,000	2.36	393,000

Pit Constrained + Underground	Tonnes	Grade	Au ozs
Indicated	8,703,000	2.17	609,000
Inferred	6,325,000	2.31	470,000

(1) Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues, although Explor Resources Inc. is not aware of any such issues.
(2) The Inferred Mineral Resource in this estimate has a lower level of confidence that that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
(3) The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.
(4) Values in the table may differ due to rounding.

Preliminary Metallurgical Testing

- In May 2018, Explor announced the completion of Preliminary Metallurgical Testing on the low grade near surface gold ore on the Property. A representative sample from diamond drill holes in the area of the potential open pit was used. The 45-kilogram composite sample of mineralized diamond drill core was sent to SGS Minerals Services in Lakefield, Ontario for metallurgical test-work. The test program included sample preparation, characterization, and flowsheet development testing. Ore characterization included grindability, mineralogy by QEM-RMS (QEMSCAN) rapid mineral scan, and chemical head grade analysis. Flowsheet development testwork focused on gravity separation, as well as flotation and cyanidation of gravity separation tailing.

- In summary, the composite sample was analyzed by a screened metallics protocol and resulted in a head grade of 2.64 g/tonne gold. Testing indicated very little silver and negligible arsenic in the composite sample. It was noted that most of the sulphide sulfur was present as Pyrite (3.07%), Chalcopyrite (approximately 0.12%) and Pyrrhotite (0.02%). The Bond Mill work index was determined to be 13.1 Kwh/tonne. A gravity test was conducted, and it was determined that the 37.5% of the gold exists as microscopic free gold, indicating that in any future mill design a gravity circuit will be necessary at the front end of the concentrator. Flotation testing indicated that up to 93% of the gold can be recovered as a pyrite concentrate. Cyanide leach test were conducted on the pyrite concentrate and greater than 94% gold extraction was achieved over a 24-hour period. The gold is not refractory and is not locked within the pyrite. A testing of the tailings product (ABA and NAG testing) indicates that there is no potential for acid generation in the flotation tailings material.

Environmental, Permitting and Community Impact:

- Explor and the area's First Nations have signed an MOU which sets out areas in which the two have agreed to work together on mutual key interests such as environmental protection, employment and business opportunities, education and training for First Nations communities.
- Permits for continued exploration are in place.

Exploration Plans:

- The Company plans to focus on infill drilling of the known mineralization for the open pit as well as extending the open pit mineralization to the east and west for strike extensions. (See P&E Mining Consultants Inc. recommendations within the July 2013 NI-43-101 Technical Report – Section 26.1- Recommendations and Proposed Budget.)
- Recently, the Company has been working with P&E Consultants to design an infill drill hole program,15,000 meters. Drilling will include step out core holes (avg. 300-500 m).
- Additional exploration work following the infill drill program would be to follow up core drilling on the higher grade deep underground targets, previously identified in the 2012 drilling program and noted in the

July 2013 NI 43-101 Technical Report, to determine the deeper down-dip potential for an underground mine. Certain key core intercept off-sets will be targeted and based on drill holes TPW 11-60 – 7.8 m @ 114.76 Au g/t and TPW 11-65 – 3.3 m @ 28.46 Au g/t. (Reference - July 2013 NI-43-101, Section 10.3 Phase IV Drilling – Table 10.2).

- Upon completion of the initial drill program, a Preliminary Economic Assessment (PEA) will be completed along with follow up drilling, if required.

Neal LP and Sprott Partnership

On May 13, 2019, the Company issued 10,221,732 common shares valued at $204,235 to acquire 102 units, representing 70% of ownership and controlling interest, in the Neal LP ("Neal LP") and the right to enter into a lease agreement with the landowner of five patented claims known as Neal Property ("Neal Lease").

On May 15, 2019, the Company entered into the Neal Lease for a period of five years which may be extended for 1 year terms thereafter. Annual lease payment consists of a $3 per dry ton for all material it removes from the property and a 3% net smelter return royalty, with a minimum annual payment of US$10,000.

Neal Gold Project ("Neal Project")

The Neal Project is a high-grade gold-dominant vein system with at least five veins known to date. It is located 27 kilometers southeast of Boise, Idaho and has excellent access via 20 kilometers of improved gravel and dirt roads from Interstate-84. The Project consists of five private patented mining claims covering approximately 22.4 hectares (55.38 acres) and another seven unpatented lode claims covering about 52.6 hectares (130 acres) located on U.S. Forest Service administered public lands.

On May 30, 2019 the Company filed a NI 43-101 Technical Report for the Neal Project ("Neal") entitled: "NI 43-101 Technical Report: Property Report for the Neal Project, Elmore County, Idaho". The Technical Report was prepared by Thomas H. Chadwick, CPG, an independent Qualified Person under NI 43-101 Disclosure Standards for Mineral Projects. Highlights of the NI 43-101 Technical Report include:

Project Location and Access:

- The Neal Project is located in Elmore County, Idaho in rolling hills just east of Boise. Access is a short 25-minute commute from the Boise Airport via paved roads for most of the way.
- Power and water are available nearby and could be furnished to the project as needed.

Neal Land Status:

- All historic and modern mining and exploration has been confined to five patented (private property) claims that make up the core of the Neal property.
- An additional seven unpatented lode mining claims provide further mineral rights along trend in both directions from the patented property. These claims are located on federal lands administered by the U.S. Forest Service.

Project History:

- Gold mineralization at the Neal Project and elsewhere in the Neal Mining District was discovered in 1889 by Arthur Neal. Total reported District lode gold production through 1941 has been estimated at around 30,000 ounces, with most of this production coming from the Neal Project area in the 1889-1915 time frame[1].
- The Neal Project area contains three historic underground gold mines: Hidden Treasure, Homestake and Daisy. These mines were eventually connected underground and were at peak production from 1902-1915.
- Neal was explored in the late 1980's for open pit, heap leach potential with a reverse circulation drilling program consisting of 208 holes totaling 47,000 feet.
- Modern bulk sampling from an open cut in 2015-2016 produced a stockpile of mineralized material estimated

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[1] Bennett, Earl H., 2001. The Geology and Mineral Deposits of Part of the Western Half of the Hailey 1º x 2º Quadrangle, Idaho, USGS Bulletin 2064-W, prepared with Idaho Geological Survey, Idaho State University and the University of Idaho: with a section on the Neal Mining District by Thor H. Kiilsgaard and Earl H. Bennet (pp 24-29)

to contain around 13,900 tons at 0.132 ounces per ton (oz/t) gold [2] . The stockpile is not part of the Neal LP acquisition and remains owned by Sprott.

Vein & Mineralization Description: (historic geology & mining from [1]Bennett, 2001 and [3]Lindgren, 1898)

- Neal gold mineralization is hosted in north-easterly striking veins that average around N70E, and dip to the south at 60-45 degrees. Vein widths range from 2-13 feet.
- Historically mined "mineralized" shoots averaged around 0.5 oz/ton gold, with reported strike lengths of 75-125 feet and 350 feet of dip development at Homestake, whereas the Hidden Treasure reported 450 feet of strike development with 165 feet of dip.

Geology and Mineralization:

- Neal area veins are hosted entirely in intrusive rocks, with the primary host a Cretaceous-aged biotite granodiorite of the Idaho Batholith.
- Fault zones that host the veins are frequently intruded by lamprophyre dikes in the Neal area, as well as by rhyolitic dikes. Other dike-like intrusives are also common and can be compositional and/or textural variations of the granodiorite. The lamprophyres at Neal are sometimes minor hosts to mineralization.
- The approximate N70E trend of the Neal vein system can be offset locally by northerly trending faults.
- Neal veining consists of one or two primary veins, but other veins have been identified with roughly parallel strikes and dips. A total of five veins have been identified to date.
- Veins consist of quartz-white mica-clay-pyrite alteration and mineralization and can be subtle to identify in the field. Quartz textures are indicative of higher temperature mesothermal environments, and quartz content is modest overall. Near surface, iron oxides after pyrite are often direct indicators of gold mineralization. Other associated minerals include minor to trace amounts of galena and sphalerite.
- No bottom to the mineralized vein system has been identified, and little exploration or mining has been conducted along strike beyond the known mining limits.

Metallurgy and Mining:

- Historic mining records for Neal and other districts in the region indicate that gold was commonly recovered from both near surface and deeper sulfide mineralization by gravity and flotation, although some cyanidization was used in the early 1900's.
- Several modern studies have been conducted on mixed oxide-sulfide material at Neal that suggest strong gold recoveries of up to 90% can be achieved using a mill with a combined gravity and flotation circuit. Neal sulfide material does not appear to be refractory.

Exploration Plan:

- The Company plans to explore the Property for higher grade strike extensions of the Neal veins and to determine deeper down-dip potential in, and around, the known mines.
- The Technical Report recommends a drill-oriented exploration program for the 2019-2020 field seasons of approximately US$ 1 million. The Company completed a small reverse circulation drill program of approximately 1000 meters in November 2019. The purpose of the program was to target the unmined gold mineralized structures and determine location of old mine workings. The results will help to determine the location of future core drill hole programs.

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[2] Russell, R. D., 2017-2018. Neal Average Assay for Stockpile (A to H), Atlanta Gold internal spreadsheet and supporting lab work of Neal stockpile material, 2017.

[3] Lindgren, Waldemar, 1898. The Mining Districts of the Idaho Basin and the Boise Ridge, Idaho; Department of the Interior, US Geological Society; Extract from the 18th Annual Report of the Survey 1896-1897, Part III, Economic Geology; Washington, Government Print Office (pp 609-703).

Other Properties in the Company's Property Portfolio
The Company uses banked work credits to renew mining claims as they come due. If there are no banked credits the Company makes determinations on whether to pay fees in lieu of work or relinquish certain claims.

The table below outlines properties in the Company's portfolio as of the date hereof.

Property	Location	Claims area (approx.) NSRs	Comments
Eastford Lake	Ontario (100 km West of Timmins Grand)	3,100 hectares 2% over part of property	The Eastford Lake Property was acquired between 2005 and 2007. Several exploration drill programs were conducted between 2006 and 2010 and several holes returned high grade intersections. In 2008, the Company discovered the Lynx zone that returned an intersection of 12.7 g/tonne over 7.5 meters. Others high grade intersections include: 142.26 g/tonne over 3 meters; 45.45 g/tonne over 3.3 meters and 13.12 over 2 meters.
Carnegie	Ontario (1.5 km of the Kidd Creek mine, 20 km north of Timmins)	1,003 hectares 2%	The Carnegie Property was acquired between 2007 and 2008. A geophysical survey and 2,500-meter drill program were conducted in 2009 and 2010 respectively. Drilling indicated the strong potential for localization of a volcanogenic massive sulfide discovery.
Kidd Township	Ontario (1.5 km south east of Kidd Creek Mine, 20 km north of Timmins)	2,934 hectares 2% and/or 1%	The Kidd Township Property was acquired between 2007 and 2017. Exploration has included MEGATEM, VTEM and downhole geophysical surveys. Drill programs in 2008, 2016 and 2017 were successful in identifying ore bearing lithological units and geological horizons commonly associated with VMS deposits.
Golden Harker	Ontario (120 km east of Timmins)	258 hectares 2%	The Golden Harker Property was acquired between 2010 and 2012. A geophysics program was conducted on the property.
PG 101	Ontario (contiguous to St. Andrew Goldfields' former Holt Mine) 120 km east of Timmins)	1,626 hectares (50% owned) 1,344 hectares (100% owned) 2%	The PG 101 Property was acquired between 2008 and 2017. A drill program conducted in 2008 and 2009, one hole returned an intersection of 52 g/tonne over 3 meters. An IP geophysics survey was conducted in 2016.
Ogden	Ontario (15 km south west of Timmins)	2,006 hectares 2% part of property, 2% all of property, 2% Gross Overriding Receipts on any diamonds	The Ogden Property was acquired between 2014 and 2017. The property is contiguous to the Company's West Cache Gold Project. The Company conducted ground geophysical surveys and a 3,000-meter drill program in 2016 that returned mineralization similar to the West Cache Gold Project.

Property	Location	Claims area (approx.) NSRs	Comments
East Bay	Quebec (2 km north of Duparquet and 50 km north of Rouyn-Noranda)	6,266 hectares 1% and/or 2%	The East Bay Property was acquired between 2006 and 2018. The Company has completed surface sampling, airborne surveys and drill programs in 2013, 2015, and 2017.
Destor	Quebec (30 km north of Rouyn-Noranda)	2453 hectares 2.5%	The Destor Property was acquired between 2007 and 2012. The Company completed a VTEM survey and 2,500-meter drill program in 2011. Drilling was successful in uncovering gold in wide ranging concentrations.
Nelligan	Quebec (20 km west of Desmaraisville	1,371 hectares 2.5 % and/or 2.0%	The Nelligan property was acquired in 2007. In 2008, the Company conducted a drill program of 3,838 meters for a total of 19 holes. Some anomalous concentrations of nickel, cobalt and copper were discovered.
Launay (nickel)	Quebec (6 km from Launay and 20 km west of Amos)	212 hectares	The Launay Nickel property was acquired in 2006 and 2007. In 2014, the Company conducted a geophysical exploration program on the Launay Nickel Project that was followed by a 1,020 meters drilling program on a magnetic structure that was discovered on the property. The Company has found low value of nickel on the property and intends to allow the claims to expire.
Chester	New Brunswick (70 km southwest of Bathurst and 50 km of Miramichi)	2,508 hectares 1% and 2% to Company	The Company acquired the property in 2013. In 2019, the property was optioned to Puma Exploration Inc. granting Puma the right to earn 100% of the property over three years. Puma has completed its obligations for the first year of the earn in. The Chester Property is a copper and VMS deposit. A Technical Report, as defined in National Instrument 43-101, Standards of Disclosure for Mineral Projects (NI 43-101), dated April 16, 2014 on the Chester Property is available on Explor's Sedar profile.
William Lake	Manitoba (70 km from Grand Rapids)	10,566 hectares 2%	The William Lake property has the potential for nickel and PGEs. The Claims area is approximately 10,566 hectares. An extensive exploration program was conducted during 2008. A re-assay program was completed in 2012 and preliminary target modelling was completed in 2013.

Royalties and Other Property Related Payments

Milford Copper Property, Utah
The Company holds a 1% net smelter royalty (the "Royalty") on the Milford Copper Property located in Utah. The Milford Copper Property is owned by Tamra Mining Company, LLC ("Tamra") as of August 29, 2017. The Royalty is shared with another party on a pro-rata basis, with the Company's royalty capped at US$5,000,000 ($6,714,500) and the other party's royalty capped at US$3,000,000 ($4,028,700).

Since late 2018, the operation, including the processing of ore, at the Milford Copper Property has been suspended pending new financing partners. Given the uncertainty of future operations and collection of the royalty payments, the royalty had been written down to $1. As at February 29, 2020, the Company has received a total of $813,725 (US$609,631) (November 30, 2019 - $813,725) in royalty payments, and the maximum royalty remaining balance was US$4,390,369 (November 30, 2019 – US$4,390,369) or $5,895,827 (November 30, 2019 - $5,943,427).

Tower Property, Manitoba
On May 22, 2015, the Company sold our 30% interest in the Tower Property to Akuna Minerals Inc. ("Akuna"). Under the terms of the sale agreement, Akuna paid us $1,000,000. In addition, upon achievement of nameplate production, as defined in an NI 43-101 feasibility study, a one-time payment to of $500,000 is required. Rockcliff Metals Corporation ("Rockcliff") acquired the Tower Property from Akuna in May 2019. Rockcliff plans to advance the Tower Property towards production.

Quarterly Information
Selected financial information for the previous eight quarters is set out below.

	Quarter ended February 29, 2020 $	**Quarter ended November 30, 2019 $**	**Quarter ended August 31, 2019 $**	**Quarter ended May 31, 2019 $**
Loss before other income (expenses)	(1,032,553)	(396,012)	(220,230)	(412,045)
Other income (expenses)	(151,029)	(332,918)	(7,944)	303,093
Net loss	(1,190,203)	(728,930)	(228,174)	(108,952)
Total comprehensive loss	(1,186,215)	(722,251)	(226,871)	(110,354)
Net loss per share*	(0.01)	(0.009)	(0.003)	(0.001)
	Quarter ended February 28, 2019 $	**Quarter ended November 30, 2018 $**	**Quarter ended August 31, 2018 $**	**Quarter ended May 31, 2018 $**
Loss before other income (expenses)	(259,193)	(501,339)	(95,934)	(69,114)
Other income (expenses)	911	(3,917)	1,487	547
Net loss	(258,282)	(505,256)	(94,447)	(68,567)
Total comprehensive loss	(257,683)	(493,069)	(83,864)	(62,283)
Net loss per share*	(0.004)	(0.007)	(0.001)	(0.001)

Note: * Fully diluted income (loss) per share is not presented since it would be anti-dilutive or all stock options had expired.

Results of Operations – the three months ended February 29, 2020.
We generated no operating revenues during the three months ended February 29, 2020, which is unchanged from the three months ended February 28, 2019. This was in accordance with expectations as the Company is in an exploration stage company and expect to finance activities through the sale of property interests.

We recorded a net loss of $1,190,203 or $0.01 per share for the three months ended February 29, 2020, compared to net loss of $258,282 or $0.00 per share for the three months ended February 28, 2019. The increase in net loss was primarily due to the increase in administration and general expenses of $773,685, unrealized gain on FVTPL investments of $13,192 mainly related to Murchison Mineral Limited shares, and accretion expense of $161,956 in connection to convertible debentures.

The following table summarizes our administration and general expenses:

		February 29, 2020		February 28, 2019
Accounting, audit and legal fees	$	32,835	$	13,081
Consulting		680,094		188,584
Depreciation		2,010		159
Directors' fees		-		12,563
Investor relations		12,528		806
Occupancy costs		5,486		459
Office and miscellaneous		25,219		1,723
Permit and taxes		4,822		-
Promotion and advertising		57,534		3,876
Regulatory, filing and transfer agent fees		44,089		8,052
Salaries and benefits		136,801		24,770
Travel		31,131		4,795
Total	$	1,032,553	$	258,868

Total administration and general expenses for the three months ended February 29, 2020 were $1,032,553, an increase of $773,685 (or 299%) compared to $258,868 for the three months ended February 28, 2019.

- Accounting, audit and legal fees increased by $19,754, an increase of 151% compared to comparable period, due to audit fees related to amalgamation of Explor.
- Consulting fees increased by $491,510 (260%) compared to comparable period, primarily due to increased compensation to the Company's CEO and President. R. David Russell, of a total of $477,400 pursuant to the service agreement entered on January 11, 2019.
- Office and miscellaneous increased by $23,496 due to primarily to the cost associated with increased D&O insurance and run-off coverage.
- Regulatory, filing, and transfer agent fees increased by $36,037 due to increased activities related to amalgamation, financings and transactions.
- An increase of $53,658 in promotion and advertising related to a one-time fee of $50,000 paid to a consultant.

Cash used in operating activities was $487,857 during the three months ended February 29, 2020, an increase of $381,653 compared to $106,204 in the prior period. The increase is primarily due to the increased in administrative and general expenses as discussed above.

Cash generated in investing activities was $66,004 for the three months ended February 29, 2020 compared to cash used in investing activities of $325 in the comparative period due to:

- Proceeds of option payment related to Chester property of $100,000 in January 2020.
- $73,575 of cash and cash equivalents as a result of amalgamation of Explor.

The increase is offset by the purchase of equipment of $51,030 as well as exploration and evaluation expenditures of $56,541.

The Company generated a net cash of $928,660 (2019 - $Nil) in financing activities for the three months ended February 29, 2020 from flow-through financing completed in December 2019.

Liquidity and Capital Resources

Currently, none of our property interests generate revenue. Our capital needs have historically been met by the issuance of securities (either through private placements, the exercise of stock options, or the issuance of shares for services, property or other assets). Fluctuations in our share price will affect our ability to obtain future financing, and future financing will represent dilution to existing shareholders. During the three months ended February 29, 2020, the Company had a net loss of $1,190,203 (February 28, 2019 – $258,282), negative cash flow from operations of $487,857 (February 28, 2019 – $106,204) and working capital deficiency as at February 29, 2020 of $3,668,890

(February 28, 2019 – $407,837). The Company is subject to risks and challenges similar to companies in a comparable stage of exploration. As a result of these risks, there are material uncertainties which cast significant doubt as to the Company's ability to continue as a going concern. There is no assurance that the Company's funding initiatives will be successful, and the condensed interim consolidated financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported condensed interim consolidated statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. Additional funding will be necessary to advance its exploration and development efforts and discussions are ongoing in monetizing some Company assets to assist this. While the Company has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

We had cash and restricted cash equivalents of $2,118,081 as at February 29, 2020 compared to $1,601,290 as at November 30, 2019. This balance includes restricted cash equivalents of $20,000 (November 30, 2019 - $20,000) which are funds invested in guaranteed investment certificates with maturities of less than year as security for corporate credit cards.

The exploration and development of our exploration and evaluation projects will require substantial additional capital. Going forward, we continue to seek joint venture and other arrangements with partners by which we can advance the exploration of our properties without bearing all of the exploration costs directly. Management reviews the properties on a regular basis and abandons claims and writes off their book value when it is determined that further exploration is not likely to be productive

Off-Balance-Sheet Arrangements

We have not entered into any off-balance-sheet financing arrangements.

Subsequent events after February 29, 2020

On March 31, 2020, the Company granted a total of 10,850,000 options to employees, consultants and directors of the Company. The options are exercisable at a price of $0.05 per common shares, for a period of 5 years from issuance and vested immediately.

On May 25, 2020, the Company closed a first tranche of non-brokered private placement for aggregate gross proceeds of $3,196,440 of (i) 32,640,100 units of the Company (the "Units") at a price of $0.05 per Unit and (ii) 28,444,277 flow-through units (the "FT Units") at a price of $0.055 per FT Unit (the "Offering").

On June 11, 2020, the Company closed a second and final tranche of non-brokered private placement for aggregate gross proceeds of $1,328,060 of (i) 5,600,000 Units at a price of $0.05 per Unit and (ii) 19,055,636 FT Units at a price of $0.055 per FT Unit. Each Unit and FT Units consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.075 for a period of 24 months following the closing of the Offering.

In connection to the private placement, the Company issued to the finder's warrants equal to 7% of the Units and FT Units sold on certain orders. Each Finder's Warrant is exercisable to purchase one common Share at a price of $0.05 for a period of 24 months from the issue date. Certain insiders, directors and officers of the Company subscribed for an aggregate of 8,840,000 Units and 510,195 FT Units under the private placement.

On June 1, 2020, the Company reached agreement with debenture holders for early retirement of 8% convertible debentures with the outstanding principal amount of $1,300,000 and $945,212 due November 29, 2020 and July 3, 2020, respectively. Under terms of the agreement, the Company will settle the outstanding principal and accrued interest plus interest payable to maturity of $2,555,453 (the "Outstanding Indebtedness") through issuance of 42,590,884 units of the Company (the "Settlement Units"), with each Settlement Unit being comprised of one common share of the Company and three quarters (3/4) of one common share purchase warrant ("Settlement Warrant"). Each Settlement Warrant is exercisable at a price of $0.075 per common share and expired 30 months from the closing date. In connection with the settlement, the Company will pay a work fee of $60,000, to be settled through the issuance of 1,000,000 common shares at a deemed price of $0.06 per share.

On June 3, 2020, the Company announced that it has signed an agreement with acquire an additional interest of Neal LP. Pursuant to the terms of the agreement, the Company will issue 500,000 common shares to the minority interest owner. The Company also announced that it has settled an aggregate of $580,000 owing for services and expenses rendered to the company. The debt settlement will be settled by the issuance of 9,666,667 common shares at a deemed price of $0.06 share.

Related Party Transactions

Compensation awarded to key management personnel

Key management personnel include the Company's directors, chief executive officer and chief financial officer. Compensation expenses for key management personnel include:

For the three months ended		February 29, 2020		February 28, 2019
Salaries, consulting and other short-term benefits	$	677,849	$	188,260
Directors' fees		–		12,563
	$	677,849	$	66,938

Included in the accounts payable and accrued liabilities as of February 29, 2020 was $607,106 (November 30, 2019 - $50,236) due to officers of the Company and $489,415 (February 28, 2019- $489,254) due to the Company's former President and CEO.

Transactions with related parties

On May 26, 2018, a transition agreement was agreed to which governed the services provided by, and the transition of the Company's former CEO and President. On January 11, 2019, the transition agreement was not renewed, and the Company's former President and CEO ceased performing his services for the Company. As of February 29, 2020, a total of $489,415 (November 30, 2019 - $489,254) due to the Company's former President and CEO has been included in accounts payable and accrued liabilities.

The consulting agreement with D. Russell, the Company's CEO and President, contains clauses requiring additional payments of up to US$728,000 be made upon termination of contract.

Commitments and Contingent Liabilities

On December 23, 2019, the Company completed the acquisition of Explor (Note 3). As a result of the acquisition, the Company is exposed to lawsuit and assumed certain liabilities and contingent liabilities. From the audits conducted by Canada Revenue Agency ("CRA"), CRA has proposed adjustments to previously renounced Canadian Exploration Expenses ("CEE") and assessed cumulative shortfall of CEE spending obligations of $3,800,000 and $2,300,000 on flow-through financings closed in 2011–2013 calendar years and 2016–2017 calendar years, respectively. CRA issued Notices of Reassessment and imposed penalties and Part XII.6 tax for a combined total amount of approximately $1,900,000, of which approximately $764,000 has been paid to CRA. The Company disputed the reassessments and filed Notices of Objection with CRA. As at February 29, 2020, the Company has not received formal responses from CRA on the Notices of Objections filed and has estimated a total of $1,296,561 due to CRA and Province of Québec, which includes a provision for penalties and Part XII.6 taxes of approximately $349,000.

A claim for damages was filed with the Superior Court of Québec in March 2018 against Explor and its former officers and directors for an amount of approximately $631,000 related to non-compliance with flow-through share financing closed in March 2012 ("March 2012 financing"). The Company has received legal and tax advise that it should be entitled to CEE previously renounced related to March 2012 financing and as such, no liability has been recorded in the condensed interim consolidated financial statements.

As at February 29, 2020, the Company has $1,000,000 of flow-through funds to be spent by December 31, 2020 from financing completed in December 2019.

The Company has Memorandum of Understanding ("MOU") with various parties pertaining to exploration of certain properties as follows:

(i) MOU with the Flying Post First Nation and Mattagami First Nation pursuant to which the Company will pay 2% of all direct exploration costs incurred on the West Cache Gold property; and
(ii) MOU with the First Nations Matachewan and Mattagami pursuant to which the Company will pay 2% of all direct exploration costs incurred on the Kidd Township property.

Critical Accounting Estimates and Policies

(i) Use of estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected. The most significant source of estimation uncertainty is related to determination of fair value of assets and liabilities related to acquisition, share-based payments, valuation warrants in marketable securities and equity, fair value of financial instruments, impairment of equipment, exploration and evaluation properties, the reversal of impairment loss of previously recognized royalty interest, discount rates for convertible debentures and deferred tax.

The Company recognizes the deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred income tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company to realize the deferred tax assets recorded at the statement of financial position's date could be affected. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future years from tax assets and tax losses.

At the end of each reporting year, the Company assesses whether or not there has been an impairment of the capitalized royalty interest, or if there is any indication that an impairment loss recognized in prior years for royalty interests may no longer exist or may have decreased. This requires that the Company considers observable market data, significant changes in market conditions, and evidence if the royalty's economic performance will be other than previously expected. Significant judgement required in estimating future cash flows associated with the royalty includes future commodity prices, foreign exchange rates, and production volumes.

(ii) Critical judgments

The judgments that management has applied in the application of the Company's accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are the policies on exploration and evaluation properties, royalty interest, determination on whether a set of assets acquired, and liabilties assume constitute a business and functional currency.

The Company's accounting policy for exploration costs results in certain items being capitalized according to the expected recoverability of the projects. This policy requires management to make certain assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such assumptions may change as new information becomes available.

The Company considers at the end of each accounting year, whether or not there has been an impairment of the capitalized exploration and evaluation properties. For non-producing exploration and evaluation properties, this assessment is based on whether factors that may indicate the need for a write-down are present. If the Company has determined that the deferred costs of non-producing properties may not be recovered based on current economics or permitting considerations, the Company would be required to write-down the recorded value of its exploration and evaluation properties which would reduce the Company's earnings and net assets.

The functional currency of the Company and its subsidiary have been assessed by management based upon consideration of the currency and economic factors that influence costs, financing and similar items. Changes to these factors may have an impact on the judgment applied in the determination of the functional currency.

Adoption of new accounting pronouncements

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee that are mandatory for accounting years beginning on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Corporation and have been excluded from the summary below.

In October 2018, the IASB issued amendments to the guidance in IFRS 3, that revises the definition of a business. The revised guidance introduces an optional concentration test that, if met, eliminates the need for further assessment. To be considered a business, an acquisition would have to include an input and a substantive process that together significantly contribute to the ability to create outputs. The new guidance provides a framework to evaluate when an input and a substantive process are present. It is also no longer necessary to assess whether market participants are capable of replacing missing elements or integrating the acquired activities and assets. These amendments are effective and shall be applied to business combinations for which the acquisition date is on or after the beginning of the first annual reporting periods beginning on or after 1 January 2020 and to asset acquisitions that occur on or after the beginning of that period.

Disclosure Controls and Procedures

There have been no significant changes in the Company's internal control over financial reporting during the three months ended February 29, 2020 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Management of the Company has separately filed on SEDAR (at www.sedar.com) the Form 52-109FV2 Venture Issuer Basic Certificate at the same time as having filed the Company's condensed interim condensed interim consolidated financial statements and MD&A for the three months ended February 29, 2020.
In contrast to the certificate required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the venture issuer certificate on Form 52-109FV2 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 certificates for venture issuers are not making any representations relating to the establishment and maintenance of:

- 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
- 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 generally accepted accounting principles.

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 their certificate(s). 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.

Economic Factors

Our financial performance will be directly affected by the exploration activities to be conducted on our projects, the results of those activities, and the possible development of the properties for commercial production of nickel and/or other valuable minerals. Should the results of such exploration activities warrant bringing any of the projects into commercial production, substantial additional funds would be required. Until such time as commercial production is achieved (and there can be no assurance it will be), we will continue to incur administrative costs and exploration expenditures that are either deferred or expensed, depending upon the nature of those expenditures, resulting in continuing operating losses and significant cash requirements.

In the future, should the development of our exploration and evaluation projects occur, then our financial performance will become more closely linked to the prices obtained for the gold and/or other metals produced.

We report our financial results in Canadian dollars although our revenues, if any, will be primarily earned in US dollars, while our expenses are in both currencies. The Canadian dollar has shown significant volatility compared with the US dollar. As a result, prices of commodities (such as gold and silver) as well as the Canadian value of disbursements incurred in United States funds have been highly volatile. We take this volatility and anticipated trends in metal prices and foreign exchange rates into consideration when evaluating our business, prospects and projects and expenditures thereon.

Risks

Any investment in our common shares involves a high degree of risk. Selected risk factors are shown below. In addition to the other information presented in this Management Discussion and Analysis, you should consider the following risk factors carefully in evaluating Galleon Gold Inc., our business, and the mineral exploration and mining industry.

We have a limited operating history and as a result there is no assurance we can operate profitably or with a positive cash flow.

We are an exploration stage company. Our operations are subject to all the risks inherent in the establishment of an exploration stage enterprise and the uncertainties arising from the absence of a significant operating history. Investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the exploration and evaluation properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The amounts disbursed by us in the exploration of the mineral claims may not result in the discovery of mineral deposits. Problems such as unusual or unexpected formations of rock or land and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. If the results of future exploration programs do not reveal viable commercial mineralization, we may decide to abandon our claims and in fact have abandoned some already.

If we do not obtain additional financing, our business will fail and investors could lose their investment.

We had cash and cash equivalent of $2,118,081 and net working capital deficiency of $3,668,890 as at February 29, 2020. We do not currently generate revenues or cash flows from operations (except for interest income and payments that are credited to exploration and evaluation properties on the balance sheet rather than being identified as revenues in our statement of operations). The exploration and development of our mineral projects will require substantial additional capital. In order to maintain certain of our property claims, we must incur certain minimum exploration expenditures on an ongoing basis. There can be no assurance that we will have the funds required to make such expenditures or that those expenditures will result in positive cash flow. There are no arrangements in place for additional financing and there is no assurance that we will be able to find such financing if required. We are an exploration company with an accumulated deficit of $57,930,229 as at February 29, 2020. With ongoing cash requirements for exploration, development and new operating activities, it will be necessary to raise substantial funds from external sources. If we do not raise these funds, we will be unable to pursue our business activities, and our investors could lose their investment. If we are able to raise funds, investors could experience a dilution of their interests that would negatively affect the market value of the shares.

Because there is no assurance that we will generate revenues, we face a high risk of business failure.

We have not earned any revenues to date and have never had positive cash flow. Before being able to generate revenues, we will incur substantial operating and exploration expenditures without receiving any revenues. If we are unable to generate significant revenues from our activities, we will not be able to earn profits or continue operations. Based upon current plans, we expect to incur significant operating losses in the future. We cannot guarantee that we will be successful in raising capital to fund these operating losses or generate revenues in the future. There is no assurance that we will ever generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business may fail and our investors could lose some or all of their investment.

There are no known reserves of minerals on our mineral claims and there is no assurance that we will find any commercial quantities of minerals.
We have not found any mineral reserves on our claims and there can be no assurance that any of the mineral claims under exploration contain commercial quantities of any minerals. Even if commercial quantities of minerals are identified, there can be no assurance that we will be able to exploit the reserves or, if we are able to exploit them, that it can be done on a profitable basis. Substantial expenditures will be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required. It is impossible to ensure that the exploration or development programs planned by us will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; (iv) ongoing costs of production; and (v) availability and cost of additional funding.

The effect of these factors cannot be accurately predicted, but the combination of these factors may result in us receiving no return or an inadequate return on invested capital.

Because of the speculative nature of the exploration of natural resource properties, there is substantial risk that our business will fail.
While the discovery of a commercially viable ore body may result in substantial rewards, few exploration and evaluation properties which are explored are ultimately developed into producing mines. There is no assurance that any of the claims that we will explore or acquire will contain commercially exploitable reserves of minerals. Exploration for natural resources is a speculative venture involving substantial risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. Hazards such as unusual or unexpected geological formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of us to obtain suitable machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines.

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 our operations, financial condition and results of operations.

We are subject to market factors and volatility of commodity prices beyond our control.
The marketability of mineralized material that we may acquire or discover will be affected by many factors beyond our control. These factors include market fluctuations in the prices of minerals sought which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be predicted, but may result in a very low or negative return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond our control. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by us would have a material adverse effect on us, and could result in the suspension of our exploration programs or mining operations.

Our stock price could be volatile.
Market prices of securities of many public companies have experienced significant fluctuations in price that have not been related to the operating performance, underlying asset values or prospects of such companies. The market price of our common shares has been and is likely to remain volatile.

Results of exploration activities, the price of gold and silver, future operating results, changes in estimates of our performance by securities analysts, market conditions for natural resource companies in general, and other factors beyond our control could cause a significant decline of the market price of our common shares.

If we do not make certain payments or fulfill other contractual obligations, we may lose our option rights and interests in our joint ventures.
We may, in the future, be unable to meet our share of costs incurred under option or joint venture agreements to which we are a party and we may have our interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, we may be unable to finance the cost required to complete programs. The loss of any option rights or interest in joint ventures would have a material, adverse effect on us.

We may not have good title to our exploration and evaluation properties, potentially impairing our value.
The acquisition of title to exploration and evaluation properties is a very detailed and time-consuming process. Title to exploration and evaluation properties may be disputed. Although we believe we have taken reasonable measures to ensure proper title to our properties, there is no guarantee that title to any of our properties will not be challenged or impaired. Third parties may have valid claims underlying portions of our interests, including prior unregistered liens, agreements, transfers or claims, including aboriginal land claims, and title may be affected by, among other things, undetected defects or unforeseen changes to the boundaries of our properties by governmental authorities. As a result, we may be constrained in our ability to operate our properties or unable to enforce our rights with respect to our properties. An impairment to or defect in our title to our properties could have a material adverse effect on our financial condition or results of operations. In addition, such claims, whether or not valid, will involve additional cost and expense to defend or settle.

If key employees or contractors leave the company, we will be harmed since we are heavily dependent upon them for all aspects of our activities.
We are dependent upon key employees and contractors, the loss of any of whom could have a negative impact on our ability to operate the business and could cause a decline in the value of, or cash flows from, our properties or additional costs resulting from a delay in development or exploration of properties.

If we do not comply with all applicable regulations, we may be forced to halt our business activities and/or incur significant expense.
We are subject to government and environmental regulations. Permits from a variety of regulatory authorities are required for many aspects of exploration, mining operations and reclamation. We cannot predict the extent to which future legislation and regulation could cause additional expense, capital expenditures, restrictions, and delays in the development of our Canadian and/or US properties, including those with respect to unpatented mining claims.

Failure to comply with applicable environmental laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities that may result in operations ceasing or being curtailed; and may include corrective measures requiring capital expenditures, installation of additional equipment, or other expensive and/or time-consuming remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Our activities are not only subject to extensive federal, provincial, state and local regulations controlling the exploration and mining of exploration and evaluation properties, but also the possible effects of such activities upon the environment as well as costs, cancellations and delays resulting from lobbying activities of environmental groups. Future legislation and regulations could cause additional disbursements, capital expenditures, restrictions and delays in the development of our properties, the extent of which cannot be predicted. Also, as noted above, permits from a variety of regulatory authorities are required for many aspects of mine operation and reclamation. In the context of environmental permitting, including the approval of reclamation plans, we must comply with known standards, existing laws and regulations that may entail greater or lesser costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority.

If we become more active on our properties, compliance with environmental regulations may increase our costs. Such compliance may include feasibility studies on the surface impact of proposed operations; costs associated with minimizing surface impact, water treatment and protection, reclamation activities including rehabilitation of sites, on-going efforts at alleviating the mining impact on wildlife, and permits or bonds as may be required to ensure our compliance with applicable regulations. The costs and delays associated with such compliance may result in us deciding not to proceed with exploration, development or mining operations on any exploration and evaluation properties.

Exercise of outstanding options, and other future issuances of securities, will result in dilution of our common shares.

As at February 29, 2020, share capital consisted of:

- 256,219,169 issued and outstanding common shares;
- 11,362,500 options outstanding and exercisable at exercise price ranges from \$0.05 - \$0.30 and weighted average remaining contractual life of 3.12 years; and
- 21,089,096 outstanding warrants with exercise price ranges from \$0.12 - \$0.20 and weighted average remaining contractual life of 1.37 years.

As at June 12, 2020, share capital consisted:

- 386,216,735 issued and outstanding common shares;
- 20,050,000 outstanding and exercisable options with exercise price ranges from \$0.05 to \$0.30;
- 75,710,080 outstanding warrants with exercise price range from \$0.075 to \$0.20.

The holders of the options were given an opportunity to profit from a rise in the market price of the common shares with a resulting dilution in the interest of the other shareholders. Our ability to obtain additional financing during the period such rights are outstanding may be adversely affected and the existence of the rights may have an adverse effect on the price of the common shares. The holders of options may exercise such securities at a time when we would otherwise be able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by those outstanding rights. The increase in the number of common shares issued and outstanding and the possibility of sales of such shares may depress the market price of our common shares. In addition, as a result of any such issuances the votes of existing shareholders will be diluted.

Our business is subject to risks arising from epidemic diseases, such as recent outbreak of the COVID-19 illness.
The recent outbreak of novel coronavirus, specifically identified as "COVID-19", has been declared a global pandemic by the World Health Organization in March 2020. The outbreak has spread across the globe and is impacting worldwide economic activity. A public health epidemic, including COVID-19, poses the risk that the Company, our employees, contractors, suppliers and partners may be prevented from conducting business activities for an indefinite period of time due to shutdowns that are either self-imposed or mandated by the governmental authorities. Specifically, the COVID-19 outbreak may have an adverse impact on global economic conditions which could have an adverse effect on our business and financial condition. The extent, to which the COVID-19 outbreak impacts our financial results, will depend on future developments that are currently uncertain and cannot be predicted.

Forward-Looking Statements
This Management Discussion and Analysis includes forward-looking statements concerning our future performance, operations, and financial performance and financial condition. These forward-looking statements may include, among others, statements with respect to our objectives and strategies to achieve those objectives, as well as statements with respect to our beliefs, plans, expectations, anticipations, estimates, and intentions. When used herein, the words "plan", "believe", "anticipate", "may", "should", "intend", "estimate", "expect", "project", and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such words. These forward-looking statements are based on current expectations. We caution that all forward-looking information is inherently uncertain and actual results may differ materially from the assumptions, estimates, or expectations reflected or contained in the forward-looking information, and that actual future performance will be affected by a number of factors including economic conditions, technological change, regulatory change, and competitive factors, many of which are beyond our control.

Future events and results may vary significantly from what is expected. We are under no obligation (and we expressly disclaim any such obligation) to update or alter the forward-looking statements whether as a result of new information, future events or otherwise.

Additional Information

Additional information about Galleon Gold is available on our website at *www.galleongold.com* and on the SEDAR website at *www.sedar.com*.