GENERATIONMINING

Management's Discussion and Analysis

For the Year Ended December 31, 2021

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2021

This Management's Discussion and Analysis ("MD&A") reviews the audited consolidated financial statements of operations of Generation Mining Limited and its wholly owned subsidiary company (together "Generation" or the "Company") for the year ended December 31, 2021. The MD&A was prepared as of March 18, 2022 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2021 and 2020, including the notes thereto, prepared in accordance with the International Financial Reporting Standards or ("IFRS"). Certain non-IFRS measures are included in this MD&A and are outlined on page 27. The disclosure contained in this MD&A has been approved by the board of directors of the Company. All figures are in Canadian dollars unless stated otherwise. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements should be read in conjunction with the risk factors described in the "Risk Factors" and "Cautionary Note Regarding Forward Looking Information" sections at the end of this MD&A and as described in the Company's Annual Information Form ("AIF") for the year ended December 31, 2022.

Scientific and technical information contained in this MD&A relating to mineral reserves, mineral resources and exploration results was reviewed and approved by Drew Anwyll, P.Eng., M.Eng., Chief Operating Officer of the Company, and Rod Thomas, P.Geo., Director of the Company, each a "Qualified Person" under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101").

Readers are referred to the NI 43-101 technical report for the Marathon Project entitled, "Feasibility Study Marathon Palladium & Copper Project Ontario, Canada" (the "Feasibility Study") dated March 23, 2021, prepared by Antoine Champagne, ing., Paul Murphy, ing., Louis-Pierre Gignac, ing., each of G-Mining Services Inc., Robert Raponi, P.Eng., of Ausenco Engineering Canada Inc. and Haggarty Technical Services, Eugene Puritch, P.Eng., FEC, CET, of P&E Mining Consultants Inc., and Craig Hall, P.Eng., of Knight Piésold Ltd. and WESC Inc., which is incorporated by reference herein. Readers are encouraged to review the full text of the Feasibility Study, available for review under the Company's profile on SEDAR at www.sedar.com. The Feasibility Study supports the scientific and technical information set out in this MD&A.

OVERVIEW

The Company was incorporated under the Business Corporations Act (Ontario) on January 11, 2018. Its registered office is located at 100 King Street West, Suite 7010, Toronto, Ontario M5X 1B1. The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the symbol GENM and OTCQB Venture Marketplace under the symbol GENMF. The Company is an exploration and development stage company primarily focused on the development and construction of the Marathon Palladium and Copper project located in Marathon, Ontario Canada (the "Marathon Property" or "Marathon Project" or the "Project"), a large undeveloped platinum group metal and copper mineral deposit in Northwestern Ontario, Canada. The Company also has a number of other exploration properties located in Canada.

The Company released the results of the Marathon Project Feasibility Study on March 3, 2021 and published the NI43-101 Technical Report dated March 25, 2021 which is available on the Company's profile on SEDAR.com. The Marathon Property covers a land package of approximately 22,000 hectares, or 220 square kilometers. The Feasibility Study estimated that at US$1,725/oz palladium, and US$3.20/lb copper, the Marathon Project's Net Present Value (at a 6% discount rate) is approximately $1.07 billion with a payback of 2.3 years and an Internal Rate of Return of 30%. Up front capital costs were estimated at C$665 million net of equipment financing, pre-production operating costs and production revenues. The mine would produce an estimated 245,000 palladium equivalent ounces per year over a 13-year mine life at an all in sustaining costs of US$809 per palladium-equivalent ounce.

HIGHLIGHTS

- In January 2022, the Company concluded the acquisition of the remaining interest in the Marathon Property from Sibanye to hold a 100% interest in the Marathon Project. Sibanye is currently the largest shareholder of Generation holding 32,813,127 common shares representing a current ownership position of approximately 18.2% of the Company.
- The Company entered into a definitive Precious Metal Purchase Agreement (the "PMPA") with Wheaton Precious Metals Corp. ("Wheaton") in December 2021. Pursuant to the PMPA, Wheaton will pay Generation total cash consideration of $240 million, $40 million of which will be paid on an early deposit basis prior to construction to be used for development of the Marathon Project, with the remainder payable in four staged installments during construction, subject to various customary conditions being satisfied.
- In December 2021 the federal-provincial Joint Review Panel (the "Panel") completed its review of the Company's Environmental Impact Statement (EIS) Addendum. The Panel determined that the information provided was sufficient to proceed to a public hearing. The public hearings are scheduled to commence March 15, 2022.
- During the year the Company made several key additions to the project team which further strengthened our ability to advance on our business plan. The Company will continue to add to the team as we progress through mine permitting and development.
- Generation and Biigtigong Nishnaabeg ("BN") signed a Memorandum of Agreement ("the MOA") in January 2022. The MOA formalizes Generation's commitment to maximizing community participation and benefits throughout the life of the Marathon Project.
- Generation published the results of an independent report on the operational carbon footprint of the Marathon Project which, once producing, is estimated to rank as one of the lowest in both Canada and the world. The report shows that the Marathon Project would have the second lowest operating footprint in Canada, at only 1.5 tonnes of carbon dioxide equivalent (CO_2 eq) per tonne of copper equivalent produced.
- The Company appointed Endeavour Financial as its Financial Advisor to provide financial advisory services with respect to the development of the Marathon Project. Endeavour Financial is one of the top mining financial advisory firms, with a record of success in the mining industry, specializing in arranging multi-sourced funding solutions for development-stage companies.
- In October 2021, the Company awarded Wood, a global consulting and engineering company, the processing plant engineering and long lead-time procurement ("EP Services") for the Marathon Project. The initial phase of the work will involve a value engineering phase to optimize project design and footprint prior to advancing detailed engineering. The goal is to complete engineering and initial procurement activities, with approximately 75% of the engineering to be complete at the start of construction. Initial early works associated with construction are anticipated in the second half of 2022 and are contingent on receiving critical permits following the approval of the Environmental Assessment expected in mid-2022.
- The Company also engaged Wood Environment and Infrastructure Solutions to support the preparation of its Closure Plan under Ontario Regulation 240/00, the application for an Environmental Compliance Approval for Industry Sewage Works pursuant to the Environmental Protection Act and federal permits as required under Section 35/Section 2 of the Fisheries Act for the Marathon Project in northwestern Ontario. These are the key permits that will be needed to allow for the start of mine construction. This work is progressing in parallel to the EA process.

- Generation completed a 9,875m exploration program on the Marathon Project which commenced in February 2021 and was completed in October 2021. The program focused initially on the W-Horizon extension, the W-Horizon Central Feeder Zone area, followed by drilling at the Biiwobik Prospect. Full results are detailed below under the header Exploration and Evaluation Activities.

MARATHON PROPERTY ACQUISITION

On July 10, 2019, the Company, through Generation PGM, completed the acquisition of a 51% initial interest in the Marathon Property and entered into a joint venture agreement with Stillwater Canada Inc. ("Stillwater"). The Company paid $3,000,000 in cash and issued 11,053,795 common shares of the Company at a deemed price of $0.2714 per common share (totaling $3,000,000), for total consideration of $6,000,000.

Pursuant to the joint venture agreement Generation Mining had the right to increase its interest in the Marathon Property to 80% by sole funding $10,000,000 in exploration, evaluation and development expenditures and preparing a preliminary economic assessment ("PEA") within four years ("Ownership Increase Right"). On February 19, 2020, the Company filed a PEA and in November 2020 incurred $10,000,000 in exploration and evaluation expenditures fulfilling the Ownership Increase Right. On November 27, 2020, the Company increased its ownership interest to hold a 80% interest in the Marathon Property. On December 14, 2020 Stillwater elected to forgo its proportionate share of joint venture funding and dilute pursuant to the provisions of the joint venture agreement ("Dilution Provisions"). On July 21, 2021, Stillwater elected to not exercise its ownership increase right to expand its ownership in the Marathon Property to 51%. Pursuant to the Dilution Provisions Generation Mining held a 83.5% and Stillwater a 16.5% interest in the joint venture as at September 30, 2021.

On December 8, 2021 Generation entered into a binding acquisition agreement (the "Acquisition Agreement") with Stillwater, a subsidiary of Sibanye Gold Limited, trading as Sibanye-Stillwater ("Sibanye"), pursuant to which Generation would acquire Stillwater's remaining 16.5% interest in the Marathon Project for total consideration of 21,759,332 common shares of Generation. On January 26, 2022, the Company completed the acquisition of Stillwater's interest and currently owns a 100% interest in the Marathon Project. As a result of this transaction, Sibanye, a leading international precious metals mining company, with a diverse portfolio of operations in the United States and Southern Africa, now holds 32,813,127 common shares of the Company, representing approximately 18.2% of the Company's issued and outstanding common shares, as at March 18, 2022.

FEASIBILITY STUDY

On March 3, 2021, the Company announced the results of a Feasibility Study for the Marathon Palladium and Copper Project. On March 25, 2021, the Company filed the NI 43-101 titled Feasibility Study Marathon Palladium & Copper Project Ontario, Canada on SEDAR. All dollar amounts are in Canadian dollars, stated on a 100% project ownership basis, unlevered other than equipment leasing and based on the base case analysis unless otherwise noted (See notes below)

The Feasibility Study was prepared by G Mining Services Inc. ("GMS"), along with contributions from Ausenco Engineering Canada Inc. ("Ausenco"), Haggarty Technical Services ("HTS"), Knight Piésold Ltd. ("KP"), WESC Inc. and P&E Mining Consultants Inc. ("P&E").

Feasibility Study Highlights (1)

- After tax internal rate of return ("IRR") of 29.7% and a Net Present Value ("NPV") discounted at 6% of $1.07 billion based on a long-term price of US$1,725/oz for palladium and US$3.20/lb for copper,
- Initial capital cost ("Capex") of $665 million net of equipment financing, pre-production operating costs and production revenues,
- After tax payback of 2.3-years,

- Life of mine average cash costs of US$687/PdEq oz and all-in sustaining costs (AISC) of US$809/PdEq oz (2),
- Payable metals - 1.9 M oz palladium, 467 M lbs copper, 537,000 oz platinum, 151,000 oz gold and 2.8 M oz silver,
- First three years of production following commercial production: $979 million of free cash flow, Payable metal: 588,000 oz of palladium and 122 M lbs of copper from approximately 270,000 tonnes of Cu-Pd concentrate shipped,
- The Project is expected to generate direct corporate taxes and duties to the provincial and federal governments of $944 million.

Key results and assumptions used in the Feasibility Study are summarized below.

Production Data (1)	**Values**	**Units**
Life of Mine – Pre-Production	2	Years
Life of Mine – Operations	12.6	Years
Total Milled Tonnes - Pre-Production	1.9	Mt
Total Milled Tonnes – Operations	115.8	Mt
Total Mined Tonnes - Pre-Production	25.4	Mt
Total Mined Tonnes – Operations	421.8	Mt
Strip Ratio – Pre-Production	3.33	Waste:ore
Strip Ration – Operations	2.77	Waste:ore
Recovered Metal (3)– Palladium	2,028	k oz
Recovered Metal – Copper	493	M lbs
Recovered Metal – Platinum	634	k oz
Recovered Metal – Gold	183	k oz
Recovered Metal – Silver	3,796	k oz
Payable Metal (3)– Palladium	1,905	k oz
Payable Metal – Copper	467	M lbs
Payable Metal – Platinum	537	k oz
Payable Metal – Gold	151	k oz
Payable Metal – Silver	2,823	k oz
Recovery - Palladium	86.9	%
Recovery – Copper	93.0	%
Recovery - Platinum	84.2	%
Recovery – Gold	72.4	%
Recovery - Silver	71.5	%
Capital Costs (1)	**Values**	**Units**
Initial Capital (4)	665	$M
LOM Sustaining Capital	423	$M
LOM Total Capital	1,087	$M
Closure Costs	66	$M
LOM Operating Coats (1)	**Values**	**Units**
Mining - Mined	2.53	$/t mined
Mining – Milled	9.23	$/t milled
Processing	9.08	$/t milled
General & Administration	2.48	$/t milled
Transport & Refining Charges	2.80	$/t milled
Royalties	0.03	$/t milled
Total Operating Costs	23.63	$/t milled
LOM Average Operating Cost	687	US$/oz PdEq
LOM Average AISC	809	US$/oz PdEq

Financial Assumptions [1]	Values	Units
Palladium	1,725	US$/oz
Copper	3.20	US$/lb
Platinum	1,000	US$/oz
Gold	1,400	US$/oz
Silver	20.00	US$/oz
Exchange Rate	1.28	C$/US$
Diesel Fuel	0.77	$/L
Electricity	0.08	$/kWhr

Financial Analysis [1]	**Values**	**Units**
Pre-tax Undiscounted Cash Flow	3,004	$M
Pre-tax $NPV_{6\%}$	1,636	$M
Pre-tax IRR	38.6	%
Pre-tax Payback	1.9	years
After-tax Undiscounted Cash Flow	2,060	$M
After-tax $NPV_{6\%}$	1,068	$M
After-tax IRR	29.7	%
After-tax Payback	2.3	years

Capital Costs [1]	**Initial ($ M)**	**Sustaining ($ M)**	**Total ($ M)**
Mining	127.8	184.1	311.9
Process Plant	269.2	38.5	307.7
Infrastructure	107.7	29.3	137.0
Tailings Storage and Water Management	61.2	170.8	232.0
Construction Indirect	113.5	-	113.5
General and Owner's Cost	14.9	-	14.9
Preproduction, Startup, Commissioning [5]	(52.9)	-	(52.9)
Subtotal (before equipment financing)	**641.4**	**422.7**	**1,064.1**
Contingency	74.8	-	74.8
Subtotal (including contingency)	**716.2**	**422.7**	**1,138.9**
Less: Equipment Financing Drawdowns	(72.4)	-	(72.4)
Add: Equipment Lease Payment & Fees	21.0	-	21.0
Total Initial Capital (after equipment financing)	**664.8**	**422.7**	**1087.5**
Closure & Reclamation		65.9	65.9
Total Capital Costs	**664.8**	**488.6**	**1,153.**

Operating Costs [1]	**$ M**	**$/tonne milled**	**US$/oz PdEq** [2]
Mining	1,069	9.23	268
Processing	1,051	9.08	264
General & Administration and Others	287	2.48	72
Concentrate Transport Costs	146	1.26	37
Treatment & Refining Charges	178	1.54	45
Royalties	4	0.03	1
LOM Operating Costs	**2,736**	**23.61**	**687**
Closure & Reclamation	66	0.57	17
Sustaining Capital	423	3.65	106
LOM AISC	**3,224**	**27.78**	**809**

Notes:

1. *See Non-IFRS measures as set out on page 27 of this MD&A.*
2. *PdEq grade is calculated based on: (Pd US$1,725/31.10348 x Pd grade g/t) + (Cu US$3.20/2204.6 x Cu grade %/100) + (Au US$1,400/31.10348 x Au grade g/t) +(Pt US$1,000/31.10348 x Pt grade g/t) + (Ag US$20/31.10348 x Ag grade g/t).*
3. *Recovered metal and payable metal is presented life of mine including pre-production.*
4. *Initial Capital shown after equipment financing and pre-production operating costs and production revenues.*
5. *Including pre-production operating costs and revenues.*

Feasibility Sensitivities

The Project has significant leverage to the palladium and copper prices. The after-tax valuation sensitivities for the key metrics are shown below.

Palladium Price US$/oz	**1,000**	**1,250**	**1,500**	**1,725(1)**	**1,850**	**2,000**	**2,500**
NPV6% ($M)	356	601	847	**1,068**	1,190	1,337	1,831
Payback (yrs)	4.3	3.2	2.6	**2.3**	2.1	2.0	1.6
IRR (%)	14.8%	20.2%	25.3%	**29.7%**	32.1%	34.8%	43.7%

Copper Price US$/lb	**2.00**	**2.50**	**3.00**	**3.20(1)**	**3.50**	**4.00**	**4.50**
NPV6% ($M)	792	907	1,022	**1,068**	1,137	1,251	1,365
Payback (yrs)	2.7	2.5	2.3	**2.3**	2.2	2.1	2.0
IRR (%)	24.7%	26.8%	28.9%	**29.7%**	30.9%	32.9%	34.8%

After-Tax Results			**OPEX Sensitivity**		
	-20%	**-15%**	**0%(1)**	**15%**	**20%**
NPV 6% ($M)	1,270	1,220	**1,068**	916	866
Payback (yrs)	2.1	2.1	**2.3**	2.4	2.5
IRR (%)	33.0%	32.2%	**29.7%**	27.1%	26.2%

After-Tax Results			**CAPEX Sensitivity**		
	-20%	**-15%**	**0%(1)**	**15%**	**20%**
NPV 6% ($M)	1,195	1,163	**1,068**	972	940
Payback (yrs)	1.9	2.0	**2.3**	2.6	2.7
IRR (%)	37.7%	35.4%	**29.7%**	25.3%	24.1%

Notes:

1. Feasibility Study Base Case

The Feasibility Study was prepared through the collaboration of the following consulting firms and Qualified Persons:

Consulting Firms	**Area of Responsibility**	**Qualified Person**
G-Mining Services	Mineral Reserves Estimate Mine design	Antoine Champagne, P.Eng.
	Infrastructure design	Paul Murphy, P.Eng.
	Capital costs and operating costs (Mining and G&A)	Antoine Champagne, P.Eng.
	Financial analysis	Louis-Pierre Gignac, P.Eng

Consulting Firms	Area of Responsibility	Qualified Person
Ausenco Engineering Canada Inc. and Haggarty Technical Services	Metallurgical Testing Plant design Capital and Operating costs (Plant)	Robert Raponi, P.Eng
P&E Mining Consultants Inc.	Mineral Resource Estimate Geological technical information QA/QC review of drilling and sampling data	Eugene Purich, P.Eng., FEC, CET
Knight Piésold Ltd. and WESC Inc.	Tailings design and water management Environmental studies and permitting	Craig Hall, P.Eng

ENGINEERING AND EARLY DEVELOPMENT

During the fourth quarter of 2021 and first quarter of 2022, the Company has advanced the value engineering of the Marathon Project (optimizations to the design and planned operational improvements from the feasibility study designs) and is currently progressing with basic engineering for the plant. The plant engineering and long-lead procurement ("EP Services") work is being completed by the Wood engineering team (work progressing out of the Oakville Ontario office) with direct interaction with the Generation engineering and project team. The remaining on-site and off-site infrastructure designs will be advanced in parallel to the plant designs with the goal to advance approximately 75% of engineering to be complete at the commencement of construction. The budgeted costs to accomplish this phase of engineering is approximately $27 million.

The timing for the start of early works construction is based on achieving the following milestones:

- completion of the Joint Review Panel review (recommendation due in late July 2022),
- acceptance by the federal and provincial ministers of the environment of the recommendation on the JRP (to be completed no more than 120 days following the delivery of the JRP report), and
- receiving several key permits to allow for tree harvesting in the first quarter of 2023.

COMMUNITY, ENVIRONMENT AND PERMITTING

The development of a mining project in Ontario requires various approvals from both the Federal and Provincial governments. Project permitting is generally split into two phases, the Environmental Assessment ("EA") phase followed by the permitting phase.

The Marathon Project is being assessed in accordance with the Canadian Environmental Assessment Act ("CEAA", 2012) and Ontario's Environmental Assessment Act ("EA Act") through a Joint Review Panel ("JRP") pursuant to the Canada-Ontario Agreement on Environmental Assessment Cooperation (2004).

Following approval of the Federal and Provincial Environmental assessments, various permits, approvals, and licenses will be required to construct and operate the Marathon Project.

The initial EA process was commenced by the prior proponent (Stillwater Canada Inc) of the Marathon Project in 2010 and was put on hold in January 2014. In September 2019, the Company received confirmation from the government that the Marathon Project will remain subject to the requirements of the Canadian Environmental Assessment Act (2012) and the Ontario Environmental Assessment Act (1990), and the process could be restarted.

In July 2020, the Company officially commenced the process to restart the EA approval process and to complete an Environmental Impact Statement ("EIS") report addendum. In November 2020, the Government of Canada and the Province of Ontario appointed the Joint Review Panel ("JRP") members to continue the EA of the Company's Marathon Project. Updated baseline studies were submitted in November 2020 and the initial volume of the EIS was completed in January 2021 and the second volume in April 2021. The EIS provides an outline and analysis of key elements of the Project design, the environmental, economic, and social components along with the mitigation, controls and benefits that will be present over the life cycle of the Project from construction to post closure. The Project is being assessed in accordance with the Canadian Environmental Assessment Act (CEAA, 2012) and Ontario's Environmental Assessment Act through a Joint Review Panel ("JRP" or "Panel"). The JRP is an independent single Environmental Assessment ("EA") process that is harmonized with the Federal and Ontario provincial governments and will conclude with a recommendation report from the JRP to the federal and provincial Ministers.

In December 2021, the JRP determined that the EIS and additional information requests was sufficient to proceed to the public hearing. The hearing will take place from March 15th to April 13th, 2022. Over 40 public, regulatory, NGO and Indigenous groups will be participating in the hearing to to share their perspective and raise questions on the potential environmental and socio-economic effects of the project. The JRP will assess the potential environmental effects of the Project and prepare a report making recommendations to the federal and provincial Ministers of the environment. The report is expected to be completed in July 2022. The federal and provincial Ministers will review the report and make a recommendation on the Project proceeding in the fourth quarter 2022. The budgeted costs for receipt of the JRP report and mine permitting is approximately $4 million.

The company has commenced detailed engineering and permitting activities in parallel with the anticipation of EA approval, including preparation of the draft closure plan for Indigenous consultation and review. Environmental committees have been established with Indigenous communities to collaborate on permit development for fisheries, caribou, water management and closure as well as upcoming environmental monitoring field programs.

To assist with the permitting program, the sustainability team is being supported by:

- Wood: closure planning, fisheries compensation planning, caribou mitigation and advance permits to allow for construction to commence,
- Stantec: comprehensive air and noise modelling
- Knight Piesold: tailings and water management facility designs,
- EcoMetrix: geochemistry, aquatics, water quality modelling, and
- Northern BioScience: monitoring of species at risk and terrestrial studies on the property.

The Company and its predecessors have been engaged in consultation and negotiations with several Indigenous communities and regional municipalities with respect to the Project since 2004. The Company along with the identified communities are progressing relationships through regular meetings and interactions to advance towards the development of the Project. The Company is striving to ensure these partnerships have mutually beneficial outcomes and anticipates strong and long-lasting relationships with these groups.

In April 2021, the Company and Biigtigong Nishnaabeg ("BN") signed an Agreement in Principle which outlines the framework for a Community Benefit Agreement (CBA). Recently, a Memorandum of Understanding (MOA) was also signed which commits GenPGM and BN to:

- Collaborate on sustainable community-based business opportunities that will last beyond the life of the Marathon Project
- Target and support businesses that include training, development, and growth of BN community members in their professional development and long-term employment
- Support strategic partnerships and initiatives that help BN participate in opportunities to gain management experience in the mining industry
- Support BN with their strategic goals of growing current and aspirational sustainable businesses.
- Defining some of the contracting projects that will be sole-sourced to BN to further maximize economic benefits for the Marathon Project's closest Indigenous partner community.

BN has been an integral part of the environmental assessment process and Marathon Project planning. Formalizing the long-term relationship signals the community leadership's support, in principle, for the Marathon Project and the Company's commitment to provide community benefits including training, employment, business opportunities and financial participation.

PROJECT FINANCING

In August, the Company appointed Endeavour Financial as its Financial Advisor to provide financial advisory services with respect to the development of the Marathon Project. Endeavour Financial, with offices in London, UK and George Town, Cayman Islands, and Vancouver, British Columbia, is a top mining financial advisory firms, with a record of success in the mining industry, specializing in arranging multi-sourced funding solutions for development-stage companies. The Endeavour Financial team has diverse experience in both natural resources and finance, including investment bankers, geologists, mining engineers, cash flow modelers and financiers.

Phase I of the project financing consisted of the marketing, due diligence, and site visits with several financiers who expressed interest in all forms of financing including debt, equity, metal streams, and royalties. The Company's focus was to put in place the first tranche of the project financing without excessive dilution for shareholders while ensuring the financing was sufficient and complementary to the ultimate financing package. The interest was significant and the Company received multiple proposals. The most attractive proposal was from Wheaton Precious Metals.

In December, 2021, the Company entered into a definitive Precious Metal Purchase Agreement (the "PMPA") with Wheaton Precious Metals Corp. ("Wheaton"). The PMPA became effective in January 2022 upon closing of the acquisition of the remaining interest in the Marathon Property from Sibanye to hold a 100% interest in the Marathon Project. Pursuant to the PMPA, Wheaton will pay Generation total cash consideration of $240 million, $40 million of which will be paid on an early deposit basis prior to construction to be used for development of the Marathon Project, with the remainder payable in four staged installments during construction, subject to various customary conditions being satisfied. The details of the transaction are as follows:

- Under the Marathon PMPA, Wheaton will purchase 100% of the payable gold production until 150 thousand ounces ("koz") have been delivered, thereafter dropping to 67% of payable gold production for the life of the mine; and 22% of the payable platinum production until 120 koz have been delivered, thereafter dropping to 15% for the life of mine.
- Wheaton will pay Generation total cash consideration of C$240 million, C$40 million of which will be paid on an early deposit basis prior to construction to be used for development of the Marathon Project, with the remainder payable in four staged installments during construction, subject to various customary conditions being satisfied and pre-determined completion tests.
- Wheaton will make ongoing payments for the gold and platinum ounces delivered equal to 18% of the spot prices ("Production Payment") until the value of gold and platinum delivered less the Production Payment is equal to the consideration of C$240 million, at which point the Production Payment will increase to 22% of the spot prices.
- Generation Mining and its subsidiary Generation PGM will provide Wheaton with corporate guarantees and other security over their assets and various time sensitive performance guarantees relating to the development of the Project.

SUMMARY OF MINERAL RESERVES AND RESOURCES

Mineral Resources

The Mineral Resource Estimate below is for the combined Marathon, Geordie and Sally deposits. The Mineral Resource Estimates were prepared by P&E Mining Consultants Inc.

Pit Constrained Combined Mineral Resource Estimate[1-8] for the Marathon, Geordie and Sally Deposits (Effective date June 30, 2020)											
Mineral Resource Category	**Tonnage**	**Pd**		**Cu**		**Au**		**Pt**		**Ag**	
	kt	**g/t**	**koz**	**%**	**M lbs**	**g/t**	**koz**	**g/t**	**koz**	**g/t**	**koz**
Marathon Deposit											
Measured	113,793	0.63	2,304	0.20	502	0.07	262	0.21	762	1.49	5,466
Indicated	89,012	0.45	1,296	0.19	373	0.06	182	0.16	449	1.77	5,078
M+I	**202,806**	**0.55**	**3,599**	**0.20**	**875**	**0.07**	**444**	**0.19**	**1,211**	**1.62**	**10,544**
Inferred	6,931	0.43	95	0.17	26	0.08	17	0.14	32	1.55	345
Geordie Deposit											
Indicated	17,268	0.56	312	0.35	133	0.05	25	0.04	20	2.4	1,351
Inferred	12,899	0.51	212	0.28	80	0.03	14	0.03	12	2.4	982
Sally Deposit											
Indicated	24,801	0.35	278	0.17	93	0.07	56	0.2	160	0.7	567
Inferred	14,019	0.28	124	0.19	57	0.05	24	0.15	70	0.6	280
Total Project											
Measured	113,793	0.63	2,304	0.20	502	0.07	262	0.21	762	1.49	5,466
Indicated	131,081	0.45	1,886	0.21	599	0.06	263	0.15	629	1.66	6,996
M+I	**244,874**	**0.53**	**4,190**	**0.20**	**1,101**	**0.07**	**525**	**0.18**	**1,391**	**1.58**	**12,462**
Inferred	33,849	0.40	431	0.22	163	0.05	55	0.10	114	1.48	1,607

Notes:

1. *Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, (2014) and Best Practices Guidelines (2019) prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.*
2. *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, marketing, or other relevant issues.*
3. *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.*
4. *Mineral Resources are reported within a constraining pit shell at a NSR cut-off value of $13/t.*
5. *NSR (C$/t) = (Ag x 0.48) + (Au x 42.14) + (Cu x 73.27) + (Pd x 50.50) + (Pt x 25.07) – 2.62.*
6. *The Mineral Resource Estimate was based on metal prices of US$3.00/lb copper, US$1,500/oz gold, US$18/oz silver, US$1,600/oz palladium, and US$900/oz platinum.*
7. *Mineral Resources are inclusive of Mineral Reserves.*
8. *Contained metal totals may differ due to rounding.*

Mineral Reserves

The Mineral Reserve Estimate for the Marathon Project includes only the Marathon deposit. The Mineral Reserve Estimate was prepared by GMS.

Marathon Project Open Pit Mineral Reserve Estimates[1-8] (Effective date September 15, 2020)												
Mineral Reserves Category	**Tonnage**		**Pd**		**Cu**		**Au**		**Pt**		**Ag**	
	kt	**%**	**g/t**	**koz**	**%**	**M lbs**	**g/t**	**koz**	**g/t**	**koz**	**g/t**	**koz**
Proven	85,091	72	0.660	1,805	0.202	379	0.070	191	0.212	581	1.359	3,719
Probable	32,610	28	0.512	537	0.213	153	0.061	64	0.168	176	1.541	1,616
P+P	**117,701**	**100%**	**0.619**	**2,342**	**0.205**	**532**	**0.067**	**255**	**0.200**	**756**	**1.410**	**5,334**

Notes:

1. *CIM definitions were followed for Mineral Reserves (see above Note 1).*
2. *Mineral Reserves are estimated at a cut-off grade varying from $18.00 to $21.33 NSR/t of ore.*
3. *Mineral Reserves are estimated using the following long-term metal prices (Pd = US$1,500/oz, Pt = US$900/oz, Cu = US$2.75/lb, Au = US$1,300/oz and Ag = US$16/oz) and an exchange rate of C$/US$ of 1.33).*
4. *A minimum mining width of 5 m was used.*
5. *Bulk density of ore is variable and averages 3.07 t/m3.*
6. *The average strip ratio is 2.8:1.*
7. *The average mining dilution factor is 9%.*
8. *Numbers may not add due to rounding.*

EXPLORATION AND EVALUATION ACTIVITIES

2021 Drill Program

In February 2021, the Company initiated an exploration drilling program on the Marathon Property. The program consisted of 2,008 m drilled during the winter and 7,867 m drilled during the summer and fall of 2021.

Winter Program

W Horizon - Central Feeder Zone

The winter program consisted of three completed holes over approximately 1689m. Drilling was focused on evaluation of the potential for high grade, ramp accessible resources which could potentially extend the life of the proposed operation at the Marathon Project. Results from the three holes completed over the western extension of the W-Horizon are provided below. Highlights include three high grade intercepts consisting of 3.19 g/t Pd over 4 m in Hole 553 from 470 m to 474 m, 4.3 g/t Pd over 4 m in Hole 554 from 410 m to 414 m and, also in Hole 554, 3.06 g/t Pd over 4 m from 450 m to 454 m. These intercepts sit within a broad zone of mineralization at least 100 m wide and approximately 50 m to 100 m thick and some 300 m down dip from the western margins of the Marathon Deposit. Hole 551 was stopped at a depth of 317m due to mechanical issues with the drilling equipment. Hole 551 was to test the southern down dip extension of the W-Horizon. The hole did not reach the proposed mineralized zone and remains to be completed.

Hole ID	From (m)	To (m)	Length* (m)	Pd (g/t)	Pt (g/t)	Au (g/t)	Cu (%)	PdEq** (g/t)
M-21-552	434	444	10	1.14	0.36	0.21	0.20	1.78
	498	542	44	0.38	0.10	0.04	0.25	0.78
M-21-553	416	482	66	0.55	0.24	0.05	0.05	0.79
including	470	474	4	3.19	1.06	0.25	0.20	4.26

Hole ID	From (m)	To (m)	Length* (m)	Pd (g/t)	Pt (g/t)	Au (g/t)	Cu (%)	PdEq** (g/t)
	515	524	9	0.26	0.08	0.03	0.20	0.58
M-21-554	410	422	12	1.79	0.33	0.20	0.38	2.64
including	410	414	4	4.30	0.81	0.48	0.63	5.96
	450	470	20	0.95	0.30	0.07	0.11	1.33
including	450	454	4	3.06	0.87	0.20	0.24	4.03
	506	542	36	0.29	0.07	0.04	0.28	0.72

** Drill intercepts lengths approximate true widths.*
*** The Palladium Equivalent ("PdEq") calculation expressed in g/t is the sum of the theoretical in situ value of the constituent metals (Au + Pt + Pd + Cu) divided by the value of one gram of palladium. The calculation makes no provision for expected metal recoveries or smelter payables. USD per ounce commodity prices of $1,725, $1,000, $1,400 were used, respectively, for Pd, Pt and Au and a $3.20/lb value was assigned for Cu.*

Summer Program

<u>*W Horizon - Central Feeder Zone*</u>

As with the winter program, exploration activities were focused on evaluating the potential for high grade, ramp accessible resources which could, in the future, potentially extend the life of the Marathon Project. The summer exploration drill program was designed to test along strike and down dip to gain insight into the geometry and the continuity of higher-grade intervals of the Central Feeder Zone ("CFZ").

Seven holes, in aggregate 3,727 m, were drilled as 50 m to 75 m step outs from earlier holes that were drilled in the CFZ. Results are tabulated in the table below. All seven holes tested targets down dip and outside of the resource pit margin. Holes M-21-555 and M-21-556 were collared east of the pit margin due to surface access limitations. Hole-21- 555 intersected an interval of mineralized oxide melatroctolite near the top of the hole. Additionally, an interval of semi-massive sulfides was also intersected near the bottom of the hole at a shallower depth than anticipated. The target depth was estimated from conductive plate modeling of down-hole pulse electromagnetic ("DHPEM") survey results from a nearby hole that was surveyed during the winter drilling program. Neither interval has been incorporated into the existing resource estimate. Similarly, Hole M-21-556 also tested a DHPEM target. Although no massive or semi-massive sulphides were intersected in this hole there are two disseminated mineralized intervals which occur over the anticipated conductive target depth range.

Drill assay results for the Central Feeder Zone are presented in the following table:

Hole ID	From m	To m	Length m*	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu %	PdEq** g/t	Mineralization Style
M-21-555	67	73	6	0.92	0.21	0.09	0.93	0.14	1.29	Oxide Melatroctolite
And	391	452	61	0.38	0.12	0.04	1.22	0.29	0.86	Main Zone
Including	391	401	10	0.69	0.22	0.07	1.68	0.39	1.37	Main Zone
Also	448	452	4	1.00	0.21	0.04	1.73	0.8	2.18	Semi Massive Sulphides
M-21-556	61	69	8	0.70	0.19	0.04	0.18	0.06	0.92	Oxide Melatroctolite
And	91	99	8	0.53	0.09	0.04	0.30	0.07	0.70	Oxide Melatroctolite
And	299	329	30	0.35	0.16	0.05	1.15	0.26	0.82	Main Zone
And	362	372	10	0.17	0.10	0.06	0.58	0.11	0.42	Main Zone
M-21-557	148	176	28	0.32	0.06	0.02	0.25	0.05	0.43	Oxide Melatroctolite
And	415	440	25	0.80	0.29	0.11	0.82	0.18	1.29	Bornite (W-Type)
Including	416	419	3	1.85	0.66	0.31	1.43	0.28	2.82	Bornite (W-Type)
Also	434	439	6	1.79	0.66	0.16	1.32	0.26	2.63	Bornite (W-Type)

Hole ID	From m	To m	Length m*	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu %	PdEq** g/t	Mineralization Style
And	500	522	22	0.30	0.09	0.04	1.05	0.21	0.66	Main Zone
M-21-558	138	144	6	0.52	0.17	0.18	0.97	0.15	0.95	Hangingwall
And	156	160	4	0.43	0.07	0.04	0.45	0.07	0.59	Oxide Melatroctolite
And	170	174	4	0.41	0.08	0.03	0.30	0.05	0.54	Oxide Melatroctolite
And	182	188	6	0.38	0.07	0.03	0.33	0.05	0.51	Oxide Melatroctolite
And	427	443	16	0.75	0.68	0.05	0.61	0.05	1.25	Bornite (W-Type)
Including	427	431	4	2.40	1.72	0.12	0.25	0.02	3.51	Bornite (W-Type)
And	497	569	72	0.26	0.08	0.05	1.18	0.23	0.65	Main Zone
Including	499	513	14	0.44	0.16	0.09	2.43	0.36	1.07	Main Zone
M-21-559	104	108	4	0.67	0.25	0.14	1.00	0.17	1.14	Hangingwall
And	140	152	12	0.25	0.06	0.03	0.62	0.11	0.46	Oxide Melatroctolite
And	373	455	82	0.37	0.12	0.07	1.51	0.26	0.83	Main Zone
Including	417	423	6	1.00	0.32	0.16	2.43	0.45	1.90	Main Zone
M-21-560	112	114	2	1.36	0.29	0.10	0.8	0.16	1.81	Oxide Melatroctolite
And	324	355	31	0.40	0.14	0.05	1.49	0.26	0.86	Main Zone
And	424	456	32	0.37	0.10	0.05	1.19	0.25	0.79	Main Zone
M-21-561	126	134	8	0.87	0.24	0.09	0.88	0.15	1.28	Oxide Melatroctolite
And	369	373	4	1.87	0.79	0.33	0.83	0.13	2.76	Bornite (W-Type)
Including	370	372	2	2.55	1.03	0.59	1.45	0.23	3.93	Bornite (W-Type)
And	407	413	6	0.71	0.42	0.02	0.10	0.01	0.98	Main Zone

** Drill intercepts lengths approximate true widths.*

*** The Palladium Equivalent ("PdEq") calculation expressed in g/t is the sum of the theoretical in situ value of the constituent metals (Au + Pt + Pd + Cu) divided by the value of one gram of palladium. The calculation makes no provision for expected metal recoveries or smelter payables. USD per ounce commodity prices of $1,725, $1,000, $1,400 were used, respectively, for Pd, Pt and Au and a $3.20/lb value was assigned for Cu.*

Results were consistent with, and similar to, the results of the winter exploration drilling program. In the upper part of each hole there exists an interval or intervals of mineralized oxide melatroctolite (a magnetite bearing ultramafic rock) ranging from 2 to 12 metres in thickness. The oxide melatroctolite comprises approximately 2% of the Marathon Deposit mineral deposit resource inventory and is situated in the hanging wall of the Marathon Deposit. Several holes also intersected minor hanging wall mineralization which consists of thin veinlets of Main Zone-type mineralization (disseminated sulphides in Two Duck Gabbro) invading barren hanging wall. In the lower part of each hole there exists W-Horizon type mineralization which is similar to Main Zone mineralization but with a lower copper to platinum group elements ratio and averages 4 m thick underlain by a broader interval of Main Zone mineralization averaging 40 m in thickness. W-Horizon type mineralization is an example of sulphide upgrading, where the concentration of platinum group elements ("PGE") is increased relative to copper, a process which was recognized at the Norilsk Deposit in Siberia, and which is also evident at the Marathon Deposit.

Since the Company discovered the CFZ in 2019 (see December 6th, 2019, news release), with drill holes M-19-537 and M-19-538, Generation has drilled a total of 24 holes into the CFZ. These holes define two stacked mineralized horizons comprising a high-grade W-type horizon which averages 4 m in thickness and an underlying interval of Main Zone-style mineralization which averages 40 m in thickness. Both horizons form a broad zone of mineralization which extends some 300 m down dip from and 230 m below the currently defined resource pit shell and is some 200 m along strike (width). Drill density spacing within this broad zone of mineralization is 50 m to 75 m which is sufficient to undertake preliminary resource calculations should future circumstances warrant.

Biiwobik Prospect

Following the completion of the seven holes in the Central-Feeder Zone area, the drill was moved to the Biiwobik Prospect. The word for metal in the local First Nation language is Biiwobik.

The Biiwobik Prospect is situated at the northern extremity of the Marathon Palladium-Copper deposit. Drilling focused on drill testing the Chonolith and Power Line zones to evaluate the near surface potential for additional resources which could, in the future, potentially extend the life of the Marathon Project. A total of eleven holes, in aggregate 4,149 metres, were drilled during the period July 9, 2021, to September 14, 2021.

Assays for all eleven holes have been received with hole MB-21-45 yielding one of the best results, intersecting a 46 m interval of 1.01 g/t Pd and 0.46% Cu from 50 m to 96 m downhole including 8 m of 1.92 g/t Pd and 0.83% Cu from 59 m to 67 m downhole as well as 5 m of 2.03 g/t Pd and 0.94% Cu from 73 m to 78 m downhole. Hole MB-21-45 is approximately 300 m north of the Marathon Deposit resource pit margin.

Significant assay results from the eleven holes are included in the Table below.

Hole ID	From m	To m	Length m	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu %	PdEq** g/t	Mineralization Style
MB-21-43	172	307	135	0.43	0.13	0.05	1.09	0.21	0.82	Main
Including	261	277	16	1.21	0.32	0.12	2.54	0.48	2.11	Main
MB-21-44	8	88	80	0.78	0.17	0.09	0.51	0.10	1.08	W-Type
Including	8	20	12	1.62	0.27	0.11	0.68	0.15	2.06	W-Type
And	220	226	6	0.56	0.16	0.04	0.43	0.09	0.81	Main
And	257	260	3	0.46	0.13	0.04	1.47	0.18	0.79	Main
And	263	266	3	0.57	0.13	0.05	2.30	0.33	1.11	Main
And	299	316	17	0.26	0.07	0.02	0.95	0.17	0.53	Footwall Type
And	325	355	30	0.52	0.12	0.05	1.39	0.31	1.02	Main
MB-21-45	6	34	28	0.73	0.18	0.10	0.85	0.10	1.04	Main
Including	6	12	6	1.22	0.26	0.07	1.30	0.08	1.53	Oxide Melatroctolite
And	50	96	46	1.01	0.17	0.11	2.13	0.46	1.78	Main
Including	59	67	8	1.92	0.31	0.19	3.25	0.83	3.31	Bornite
Including	73	78	5	2.03	0.29	0.24	4.42	0.94	3.58	Bornite
And	215	252	37	0.74	0.20	0.07	1.65	0.38	1.40	Main
MB-21-46	87	99	12	1.06	0.22	0.09	0.53	0.13	1.43	Oxide Melatroctolite
And	268	340	72	0.54	0.12	0.05	1.23	0.27	1.01	Main
Including	298	308	10	0.91	0.20	0.06	*1.78*	0.40	1.60	Main
MB-21-47	80	94	14	0.82	0.19	0.08	0.31	0.06	1.08	Oxide Melatroctolite
And	154	172	18	0.52	0.14	0.08	1.90	0.23	0.98	Footwall
And	361	364	3	1.61	0.37	0.19	3.37	0.49	2.64	Footwall
And	369	372	3	0.83	0.30	0.10	2.67	0.37	1.58	Footwall
MB-21-48	121	127	6	1.32	0.30	0.09	0.47	0.13	1.74	Oxide Melatroctolite
And	261	303	42	0.47	0.16	0.05	0.89	0.17	0.84	Footwall
And	309	329	20	0.61	0.23	0.05	0.97	0.18	1.03	Footwall
Including	313	315	2	2.16	0.81	0.15	*1.40*	0.28	3.12	Footwall
And	335	371	36	0.52	0.13	0.06	1.02	0.22	0.93	Main
MB-21-49	77	97	20	0.27	0.07	0.03	0.22	0.06	0.41	Main
And	289	298	9	0.22	0.05	0.04	1.00	0.13	0.45	Main
And	306	309	3	2.27	0.55	0.38	7.97	0.82	3.99	Footwall

Hole ID	From m	To m	Length m	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu %	PdEq** g/t	Mineralization Style
MB-21-50	*No Significant Intercepts*									
MB-21-51	4.1	14	9.9	0.31	0.15	0.16	0.94	0.20	0.79	Oxide Melatroctolite
And *Including*	43	47	4	1.27	0.30	0.23	1.50	0.31	2.04	Main
And	71	75	4	0.82	0.27	0.08	0.25	0.05	1.10	Oxide Melatroctolite
And	187	201	14	0.25	0.06	0.02	0.44	0.08	0.41	Footwall
And	219	223	4	0.70	0.20	0.05	0.95	0.17	1.09	Main
And	261	269	8	0.51	0.31	0.03	0.25	0.05	0.77	W-Style
MB-21-52	24	64	40	0.55	0.10	0.07	1.42	0.30	1.07	Main
Including	40	50	10	0.97	0.17	0.13	2.74	0.59	1.96	Main
And	70	78	8	0.61	0.13	0.07	0.55	0.09	0.87	Main
And	216	234	18	0.24	0.04	0.03	0.99	0.23	0.58	Main
And	256	340	84	0.55	0.16	0.06	1.29	0.27	1.06	Main
Including	266	294	28	0.88	0.22	0.08	2.04	0.45	1.67	Main
MB-21-53	11	47	36	0.29	0.06	0.06	1.13	0.24	0.69	Main
And	73	87	14	0.23	0.06	0.03	0.71	0.13	0.47	Main
And	161	169	8	0.34	0.07	0.04	1.28	0.23	0.73	Footwall
And	181	197	16	0.49	0.12	0.05	1.56	0.24	0.92	Footwall
Including	181	185	4	0.94	0.16	0.07	3.05	0.47	1.73	Footwall
And	239	265	26	0.91	0.20	0.08	1.92	0.38	1.61	Main
Including	247	253	6	1.23	0.29	0.11	2.50	0.51	2.16	Main
Also Including	257	259	2	2.18	0.35	0.21	2.50	0.51	3.22	Main

** True width of intercept is approximately 75% of the length of the interval sampled.*
*** The Palladium Equivalent ("PdEq") calculation expressed in g/t is the sum of the theoretical in situ value of the constituent metals (Au + Pt + Pd + Cu) divided by the value of one gram of palladium. The calculation makes no provision for expected metal recoveries or smelter payables. USD per ounce commodity prices of $1,725, $1,000, $1,400 were used, respectively, for Pd, Pt and Au and a $3.20/lb value was assigned for Cu.*

The Biiwobik Prospect comprises two discrete mineralized zones which are hosted by Marathon Series rocks that are primarily Two Duck Lake gabbro. The upper zone, referred to as the Power Line Zone, comprises a near surface intrusion controlled by a footwall embayment (a thermally eroded channel) similar to the structural setting of the Main Zone of the Marathon deposit. The lower zone referred to as the Chonolith Zone is quite different and based on limited historical drilling appears to be a channelized chonolith structure (a magma tube) within the Archean footwall. This structure has a top and a bottom as well as sides which have yet to be delineated. It's possible that the Chonolith Zone is connected to the Marathon Deposit and as such could be one of several important feeder zones to the Marathon Deposit. Both the Power Line and Chonolith occurrences were explored in the early 2000s. The eight holes of the current drill program was focused in the vicinity of hole BO-06-20 drilled by Benton Resources in 2006 which intersected 100.5 m assaying 0.93 g/t Pd, 0.25 g/t Pt, 0.10 g/t Au and 0.58% Cu. All eleven holes drilled by Generation intersected the near surface Power Line and the deeper Chonolith zones. Mineralization styles are consistent with those observed elsewhere on the property. Of note is the presence of bornite in the upper portion of MB-21-45 which coincides with elevated precious metal values as well as predictably higher copper concentrations. Since this intercept is quite close to surface, and historical drill density is quite low in this part of the property, the area will constitute a priority exploration target going forward.

Surface Exploration
In addition to the drill program, a three-person surface exploration crew actively explored the area between the Redstone and the Four Dams prospects. This area comprises a 14 km long portion of the Coldwell Complex margin, which includes the Sally Deposit and Boyer Prospect, and has not been systematically mapped or prospected. The area has the potential to host ultramafic intrusions with high-grade mineralization. Previous drilling and surface sampling has returned extremely high-grade assays from apatite bearing pyroxenites which have assayed up to 2.59 g/t Au, 0.48 g/t Pt, 185 g/t Pd, 9.11% Cu and 0.60% Ni (see February 25th, 2020, news release).

A total of 95 personnel-days were devoted to surface mapping and prospecting. Most of the effort was focused on prospecting the Willie Zone which is situated between the Sally Deposit and Boyer Prospect. Additionally, crews spent approximately 31 days mapping and sampling three trenches at the Boyer Prospect.

The most anomalous surface assays were obtained from the Willie Zone and assays results are compiled in the table below:

Surface Samples of Two Duck Lake Gabbro – Willie Zone (>0.5 g/t PdEq*)

Sample	Easting	Northing	Elev.	Au (g/t)	Pt (g/t)	Pd (g/t)	Cu (%)	PdEq (g/t)*
K004927	540038	5412223	363.22	0.17	0.36	1.55	0.388	2.37
K006361	539117	5412298	282.01	0.15	0.12	0.27	0.204	0.70
K006362	539103	5412303	288.44	0.08	0.11	0.20	0.267	0.67
K004597	539822	5412350	285.81	0.05	0.19	0.34	0.084	0.59
K004926	540046	5412219	365.55	0.06	0.13	0.35	0.048	0.52

**The Palladium Equivalent ("PdEq") calculation expressed in g/t is the sum of the theoretical in situ value of the constituent metals (Au + Pt + Pd + Cu) divided by the value of one gram of palladium. The calculation makes no provision for expected metal recoveries or smelter payables. USD per ounce commodity prices of $1,725, $1,000, $1,400 were used, respectively, for Pd, Pt and Au and a $3.20/lb value was assigned for Cu.*

At Boyer, three trenches opened in 2019, were mapped and sampled in 2021. The geology of the three trenches is largely dominantly by brecciated Two Duck Lake gabbro comprising fine grained to pegmatitic varieties. Mineralization is largely hosted by associated pyroxenites. Trenching results are tabulated below:

Boyer - Trench Composite Sample Results

Hole	Samples	Length (m)*	Au (g/t)	Pt (g/t)	Pd (g/t)	Cu (%)	PdEq (g/t)**
BYT-21-007	C372269 - C372281	11.33	0.06	0.20	0.52	0.046	0.74
including	*C372271 - C372273*	*1.96*	*0.07*	*0.39*	*1.25*	*0.037*	*1.58*
and	C372288 - C372327	29.99	0.09	0.21	0.53	0.067	0.81
including	*C372289 - C372292*	*1.97*	*0.21*	*0.40*	*1.25*	*0.186*	*1.90*
also including	*C372302 - C372303*	*1.23*	*0.20*	*0.45*	*1.27*	*0.114*	*1.10*
also including	*C372304 - C372318*	*8.86*	*0.14*	*0.34*	*0.93*	*0.093*	*1.36*
BYT-21-008	C372423 - C372465	28.1	0.09	0.15	0.24	0.097	0.64
including	*C372439 - C372447*	*5.39*	*0.12*	*0.68*	*0.81*	*0.018*	*1.33*
including	*C372440 - C372440*	*0.71*	*0.42*	*1.29*	*1.84*	*0.031*	*2.96*
BYT-21-009	C372520 - C372548	20.81	0.11	0.28	0.38	0.170	0.71
including	*C372529 - C372533*	*2.29*	*0.32*	*0.68*	*0.92*	*0.093*	*1.69*

**Composites calculated using a lower cut-off of $13 NSR with up to 4 m internal dilution*
***The Palladium Equivalent ("PdEq") calculation expressed in g/t is the sum of the theoretical in situ value of the constituent metals (Au + Pt + Pd + Cu) divided by the value of one gram of palladium. The calculation makes no provision for expected metal recoveries or smelter payables. USD per ounce commodity prices of $1,725, $1,000, $1,400 were used, respectively, for Pd, Pt and Au and a $3.20/lb. value was assigned for Cu.*

Trenching results have expanded the mineralized zone at Boyer to a 1.6 km strike length. The relatively low Cu/Pd ratio at Boyer suggests the Boyer Prospect has origins similar to the high-grade W-Horizon at the Marathon Deposit and consequently it remains an exploration area of interest going forward.

OTHER MINERAL PROPERTIES

In addition to the Marathon Property, the Company holds options, rights and/or ownership interest in the following mineral properties as of December 31, 2021:

Darnley Bay, Northwest Territories: The Company held the exclusive rights to a mineral concession covering the Inuvialuit Settlement Region's lands where the Inuvialuit hold the mineral and surface rights and an exploration and development agreement with the Inuvialuit Regional Corporation (the "IRC"). During the year, the Company was in default under the various agreements with the IRC. In October 2021, the IRC agreed in principle that the exclusive rights to the mineral rights will be reinstated and an amended exploration agreement will be negotiated. Pursuant to the agreement in principle, the Company will pay $150,000 per year to the IRC upon finalization of the amended agreements.

Davidson, British Columbia: The Company has an option to acquire a 100% interest in a property hosting a molybdenum-tungsten deposit. The option agreement was signed on April 1, 2016 and cumulative payments totalling $579,000 were made as at December 31, 2021 meeting all spending requirements. There is an ongoing commitment of $100,000 payable on each anniversary of the agreement until commercial production is achieved or the agreement is terminated. Upon commercial production, the vendor will be entitled to a net smelter return royalty of 3%.

RESULTS FROM OPERATIONS

The following tables set forth financial information for the Company which has been summarized from and should be read in conjunction with the Company's audited consolidated financial statements for years ended December 31, 2021 and 2020, including the notes thereto.

Statements of Loss	Three months ended December 31, 2021	Three months ended December 31, 2020	Year ended December 31, 2021	Year ended December 31, 2020
Expenses				
Environmental assessment & Community consultation	$ 1,353,624	$ 880,595	$ 4,510,814	$ 1,986,544
Project feasibility and engineering	1,877,490	1,587,938	3,306,286	3,153,684
Exploration and site costs	482,963	778,997	4,187,647	2,372,597
Other	102,437	112,394	572,723	471,197
Acquisition, evaluation and exploration expenditures	3,816,514	3,359,924	12,576,470	7,984,022
Share-based compensation	227,734	155,276	2,273,858	1,547,720
Audit, legal and advisory fees	339,476	62,840	420,706	289,357
Management and corporate administration services	132,945	126,877	974,147	681,325
Shareholder and investor communications costs	113,025	172,063	871,351	833,471
Occupancy cost	38,330	31,999	148,404	127,127
Interest (recovery) expense	7,403	(5,453)	31,386	35,708
Operating loss	(4,675,427)	(3,903,526)	(17,296,322)	(11,498,730)
Realized and unrealized gain (loss) on Marketable securities and receivable marketable securities	(648,000)	547,075	186,765	2,896,265
Gain on debt write-off	-	180,516	-	180,516
Interest income	5,119	5,611	26,145	29,125
Net Loss and Comprehensive Loss	**$ (5,318,308)**	$ (3,170,324)	**$ (17,083,412)**	**$ (8,392,824)**
Net Loss per Share – Basic and diluted	**$ (0.04)**	$ (0.02)	**$ (0.12)**	**$ (0.07)**

Three Months Ended December 31, 2021 compared to 2020

Generation incurred a net loss of $5,318,308 or $0.04 per share for the three months ended December 31, 2021 compared to a net loss of $3,170,324 or $0.02 per share for the three months ended December 31, 2020. The significant differences are outlined below.

- Acquisition, evaluation, and exploration expenses were $3,816,514 for the three months ended December 31, 2021 compared to $3,359,924 for the three months ended December 31, 2020. The increase of $456,590 is primarily related to the following:
  - an increase of $473,029 in costs associated with the environmental assessment & community consultation relating to an increase in costs relating the advancement of the Environmental Assessment and permitting,
  - an increase of $289,552 in project feasibility and engineering relating to a decrease in feasibility related costs and an increase in detailed engineering costs as the Company advances to ultimate development, and
  - a decrease in exploration and site costs of $296,034 due to a reduced exploration program in the fourth quarter of 2021 compared to 2020.
- For the three months ended December 31, 2021, environmental assessment and community consultation expenditures included $297,876 paid to the federal government to reimburse it for costs associated with the Joint Review Panel.
- Share-based compensation was $227,734 for the three months ended December 31, 2021 compared to $155,276 for the three months ended December 31, 2020. Share-based compensation is a non-cash item calculated using the Black Scholes valuation model and fluctuates period to period depending on the number of options vested.

- Audit, legal and advisory fees were $339,476 for the three months ended December 31, 2021 compared to $62,840 for the three months ended December 31, 2020. The increase of $ 276,636 in 2021 is primarily related to an increase of legal fees. The increase in legal fees is directly attributable to the negotiation of the acquisition of the remaining interest in the Marathon Project and the Precious Metal Purchase Agreement with Wheaton Precious Metals Corp.
- Management and corporate administration services expenses were $132,945 in the three months ended December 31, 2021 compared to $126,877 for the three months ended December 31, 2020. The expenditures are consistent for the comparable quarters.
- Shareholder and investor communications costs were $113,025 in the three months ended December 31, 2021 compared to $172,063 in the three months ended December 31, 2020. During the fourth quarter of 2020 the Company incurred additional fees mostly related to an increase in marketing costs.
- Occupancy costs were $38,330 in the three months ended December 31, 2021 compared to $31,999 in the three months ended December 31, 2020. The expenditures are consistent for the comparable quarters.
- Interest expense was $7,403 in the three months ended December 31, 2021 compared to interest recovery of $5,453 in the three months ended December 31, 2020. Interest expense results from the recognition and depreciation of the corporate office lease as a right-of-use asset.
- Realized and unrealized gains and losses on marketable securities and receivable marketable securities relate to the sale and/or period end fair value adjustments of marketable securities or marketable securities receivable during the period. Transactions during the quarter are outlined above under the section heading Marketable Securities.
- Interest income results from interest earned on short term guaranteed investment certificates.

Year Ended December 31, 2021 compared to 2020

Generation incurred a net loss of $17,083,412 or $0.12 per share for the year ended December 31, 2021 compared to a net loss of $8,392,824 or $0.07 per share for the year ended December 31, 2020. The significant differences are outlined below.

- Acquisition, evaluation, and exploration expenses were $12,576,470 for the year ended December 31, 2021 compared to $7,984,022 for the year ended December 31, 2020. The increase of $4,592,448 is primarily related to the following:
    - an increase of $2,523,270 in costs associated with the environmental assessment & community consultation relating to an increase in costs relating the advancement of the Environmental Assessment and permitting,
    - an increase of $152,602 in project feasibility and engineering relating to a decrease in feasibility related costs and an increase in detailed engineering costs as the Company advances to ultimate development, and
    - an increase in exploration and site costs of $1,815,050 due to an increased exploration program in 2021 compared to 2020.
- For the year ended December 31, 2021, environmental assessment expenditures included $1,267,658 paid to the federal government to reimburse it for costs associated with the Joint Review Panel.
- Share-based compensation was $2,273,858 for the year ended December 31, 2021 compared to $1,547,720 for the year ended December 31, 2020. Share-based compensation is a non-cash item calculated using the Black Scholes valuation model and fluctuates period to period depending on the number of options vested.
- Audit, legal and advisory fees were $420,706 for the year ended December 31, 2021, compared to $289,357 for the year ended December 31, 2020. The increase of $ 131,349 in 2021 is primarily related to an increase of legal fees. The increase in legal fees is directly attributable to the negotiation of the acquisition of the remaining interest in the Marathon Project and the Precious Metal Purchase Agreement with Wheaton Precious Metals Corp.

- Management and corporate administration services expenses were $974,147 for the year ended December 31, 2021 compared to $681,325 for the year ended December 31, 2020. The increase of approximately $292,822 is the result of an increase in administration activities and executive compensation.
- Shareholder and investor communications costs were $871,351 for the year ended December 31, 2021 compared to $833,471 for the year ended December 31, 2020. The expenditures are consistent for the comparable quarters.
- Occupancy costs were $148,404 for the year ended December 31, 2021 compared to $127,127 for the year ended December 31, 2020. The expenditures are consistent for the comparable quarters.
- Interest expense was $31,386 for the year ended December 31, 2021 compared to $35,708 for the year ended December 31, 2020. Interest expense results from the recognition and depreciation of the corporate office lease as a right-of-use asset.
- Realized and unrealized gains and losses on marketable securities and receivable marketable securities relate to the sale and/or period end fair value adjustments of marketable securities or marketable securities receivable during the period. Transactions during the year are outlined above under the section heading Marketable Securities.
- Interest income results from interest earned on short term guaranteed investment certificates.

Acquisition, Evaluation and Exploration Expenditures

Below are the acquisition, evaluation and exploration expenditures for the year ended December 31, 2021 compared with the equivalent period in 2020.

	Year ended	
	December 31, 2021	December 31, 2020
Davidson	**$ 128,765**	$ 136,507
Marathon	**12,447,705**	7,847,515
Total mineral property expenditures	**$ 12,576,470**	$ 7,984,022

The following table displays the cumulative mineral property expenditures by project as at December 31, 2021.

	Cumulative December 31, 2020	**Acquisition**	**Evaluation and exploration**	**Cumulative December 31, 2021**
Darnley Bay	$ 576,941	**$ -**	**$ -**	**$ 576,941**
Davidson	450,987	**128,765**	**-**	**579,752**
Marathon	17,270,389	**57,655**	**12,390,050**	**29,718,094**
Total expenditures in the year	18,298,317	**186,420**	**12,390,050**	**30,874,787**
Mineral properties acquired (1)	1,216,848	**-**	**-**	**1,216,848**
Total mineral property expenditures	$ 19,515,165	**$ 186,420**	**$ 12,390,050**	**$ 32,091,635**

(1) Properties acquired on December 15, 2017 pursuant to a court approved plan of arrangement between Generation, Pine Point Mining Limited and Osisko Metals Incorporated ("Transferred Properties"). The Transferred Properties include the Darnley Bay in the Northwest Territories and Davidson in British Columbia.

Marketable Securities

On May 24, 2016, the Company entered into an option agreement to earn a 100% interest in a zinc-lead-silver property ("Clear Lake"). On October 1, 2018, the Company entered into an Assignment, Assumption and Amending Agreement ("Clear Lake Assignment Agreement") with Eastern Zinc Corp. ("Eastern Zinc") and the optionor of the Clear Lake property to assign the exclusive right and option to acquire a 100% interest in the property to Eastern Zinc. On June 19, 2020 Eastern Zinc changed its name to Major Precious Metals Corp. ("Major Precious Metals"). Pursuant to the agreement, Major Precious Metals paid $50,000 in cash and issued 12,600,000 common shares of Major Precious Metals to the Company ("Major Precious Metals Shares"). Pursuant to the Clear Lake Assignment Agreement, an additional $50,000 in cash and 5,010,000 common shares of Major Precious Metals were due to the Company on October 1, 2019 which was extended to October 1, 2020 which were accounted for as receivables ("Major Precious Metals Receivables"). On January 31, 2020, Eastern Zinc provided notice of termination pursuant to the underlying option agreement which had no effect on the Company's Major Precious Metals Receivables.

On May 13, 2020, the Company entered into an assignment agreement assigning the Company's right to the Major Precious Metals Receivables to a third party for cash consideration of $300,500 resulting in a realized loss of $66,385.

On May 13, 2020, the Company also entered into a share purchase agreement agreeing to sell 4,000,000 Major Precious Metals Shares to a third party for cash consideration of $200,000, or $0.05 per share. On July 16, 2020, the assignment agreement and share purchase agreement closed resulting in the Company holding a balance of 8,600,000 Major Precious Metal Shares. The transaction resulted in the Company recording a realized loss of $120,000.

During the year ended December 31, 2021, the Company sold 2,755,000 shares (December 31, 2020 – 445,000) for total proceeds of $1,513,590 (December 31, 2020 – $419,000), and a realized gain of $1,293,190 (December 31, 2020 – realized loss of $2,985).

As of December 31, 2021, the Company held 5,400,000 Major Precious Metals Shares (December 31, 2020 - 8,155,000) valued at $1,242,000 (December 31, 2020 - $2,568,825). The fair value was determined using the market value on December 31, 2021 and December 31, 2020. The fair value adjustments resulted in an unrealized loss of $1,106,425 for the year ended December 31, 2021 (December 31, 2020 – unrealized gain of $2,899,250).

SUMMARY OF QUARTERLY RESULTS

Three Months Ended	Dec 31 2021	Sep 30 2021	June 30 2021	Mar 31 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31 2020
Acquisition, evaluation and exploration	$3,816,514	$2,914,161	$ 2,976,786	$2,869,009	$3,359,924	$2,648,228	$1,328,867	$611,003
General and administration	631,179	354,655	983,869	476,293	388,326	448,193	627,641	502,828
Share-based payments	227,734	372,942	1,448,594	224,588	155,276	139,986	956,963	295,495
Operating loss	(4,675,427)	(3,641,758)	(5,409,249)	(3,569,888)	(3,903,526)	(3,272,407)	(2,913,471)	(1,409,326)
Realized and unrealized gain (loss) on marketable securities and receivable marketable securities	(648,000)	(54,000)	(441,510)	1,330,275	547,075	(2,939,435)	5,164,366	124,259
Gain on debt write-off					180,516			
Interest income	5,119	14,946	2,500	3,580	5,611	7,099	16,415	
Net (loss) income and comprehensive (loss) income	(5,318,308)	(3,680,812)	(5,848,259)	(2,236,033)	(3,170,324)	(6,204,743)	2,267,310	(1,285,067)
Basic and diluted (loss) earnings per share	$(0.04)	$(0.02)	$(0.04)	$(0.02)	$(0.02)	$(0.05)	$0.02	$(0.01)
Weighted average number of common shares outstanding	150,281,914	150,025,839	143,035,426	139,038,358	131,367,147	130,527,507	130,134,113	111,061,988

The Company's operating losses are driven mainly by the extent and cost of the company's acquisition, evaluation and exploration activities. The significant changes over the most recent eight completed quarters are outlined below.

- Acquisition and evaluation expenditures have been steadily increasing over the last several quarters as the Company advances the Marathon Property on several initiatives from feasibility through permitting and detailed engineering.
- General and administrative expenses have remained consistent with comparable quarters other than the second quarter of 2021 when employee bonuses we incurred.
- Share-based payments is a non-cash item calculated using the Black Scholes valuation model and fluctuates period to period depending on the number of options granted and vesting.
- Realized and unrealized gains and losses on marketable securities and receivable marketable securities relate to the sale and/or period end fair value adjustments of marketable securities or marketable securities receivable during the period. Transactions during the period are outlined above under the section headings Marketable Securities.
- Gain on debt write-off is a non-recurring item.

FINANCIAL POSITION

Assets

As at December 31, 2021, the Company had total assets of $8,173,106 (December 31, 2020 - $15,660,035) which consisted of current assets of $7,467,448 (December 31, 2020 - $14,857,059) and non-current assets of $705,658 (December 31, 2020 - $802,976).

Current assets as at December 31, 2021 consist primarily of cash and cash equivalents of $5,397,171 (December 31, 2020 - $11,662,360), marketable securities of $1,242,000 (December 31, 2020 - $2,568,825) and accounts receivable of $727,966 (December 31, 2020 - $483,119). Cash is held in Canadian dollar denominated accounts and short term guaranteed investment certificates, marketable securities consist of 5,400,000 shares of Major Precious Metals at fair value and accounts receivable is mainly comprised of HST receivable.

Non-current assets as at December 31, 2021 consist of restricted cash and cash equivalents pursuant to guaranteed investment certificates held as security for the corporate office lease, land and building acquired pursuant to the acquisition of the Marathon Property and the corporate office right of use asset.

Liabilities

As at December 31, 2021, the Company had total liabilities of $2,499,598 (December 31, 2020 - $1,958,613) which consisted of current liabilities of $2,348,103 (December 31, 2020 - $1,767,198) and long-term liabilities of $151,495 (December 31, 2020 - $191,415).

Current liabilities as at December 31, 2021 primarily consist of accounts payable and accrued liabilities of $2,308,183 (December 31, 2020 - $1,735,441) and short term lease liability of $39,920 (December 31, 2020 - $31,757). The increase in accounts payable is due mainly to the increased expenditures relating to the advancement of the Marathon Property.

As a result of applying IFRS 16, the Company recognized a right-of-use asset for its corporate office lease. As at December 31, 2021, the balance of the current lease liability is $39,920 and the long term lease liability is $151,495.

LIQUIDITY AND GOING CONCERN UNCERTAINITY

The Company relies on equity and potentially debt or other structured financings to fund its acquisition, evaluation and exploration activities, cover administrative expenses and to meet its obligations as they become due.

The Company is at an early stage of development and, as is common with many exploration companies, it relies on financings to fund its exploration and acquisition activities. The Company had a surplus of current assets over current liabilities of $5,119,345 at December 31, 2021; had not yet achieved profitable operations; had accumulated losses of $40,841,414 at December 31, 2021; and expects to incur further losses in the development of its business. Generation Mining does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company's main source of liquidity is its cash. These funds are primarily used to finance working capital, exploration and evaluation expenditures, capital expenditures, and acquisitions. The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash. Cash is held on deposit in guaranteed investment certificates with a major Canadian chartered bank.

Cash used in operating activities during the year ended December 31, 2021 was $14,528,662 compared with $8,563,134 in the same period of the prior period. The cash used in operations in both periods relate mainly to the exploration and evaluation of the Marathon Property, and corresponding increases in audit, legal and advisory fees, investor communications expenses and general and administrative expenses.

Cash provided by investing activities was $1,513,590 during the year ended December 31, 2021 compared to cash used in investing activities of $697,457 in the same period in 2020. Cash provided by investing activities in the current period consisted of proceeds generated from the sale of marketable securities.

Cash generated from financing activities during the year ended December 31, 2021 amounted to $6,749,883, compared to $18,309,521 in the prior period. Financing activities during both periods consisted of proceeds from the exercise of common share purchase warrants and the exercise of stock options. (See Outstanding Security Data section below for further details). In the first quarter of 2020 cash was generated from a private placement of common shares.

CAPITAL RESOURCES

The Company does not have any debt or credit facilities with financial institutions.

At present, the Company's operations do not generate cash in-flows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. To finance the Company's exploration programs, detailed engineering, environmental assessment and to cover administrative and overhead expenses, the Company raises money through equity financings. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities.

Management believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond their control. If the Company is unable to raise sufficient financing, it may need to scale back its intended operational programs and its other expenses. Other than as discussed herein, the Company is not aware of any trends, demands, commitments, events or uncertainties that may result in its liquidity either materially increasing or decreasing at present or in the foreseeable future, other than general market conditions, which are uncertain for junior exploration companies. Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of its exploration and development programs, as well as its continued ability to raise capital.

OUTLOOK

The Company intends to continue to aggressively advance the Marathon Project. Key areas of focus over the next twelve months will include completion of Joint Panel Review and recommendation from the federal and provincial Ministers of the environment, final negotiations with First Nations, detailed engineering, and project financing.

The timing for the start of early works construction is based on achieving the following milestones:

- completion of the Joint Review Panel review (recommendation due in late July 2022),

- acceptance by the federal and provincial Ministers of the environment of the recommendation on the JRP (to be completed no more than 120 days following the delivery of the JRP report), and
- receiving several key permits to allow for tree harvesting in the first quarter of 2023.

DIVIDENDS

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and therefore does not anticipate paying any dividends on its common shares in the foreseeable future.

RELATED PARTY TRANSACTIONS

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing, and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management includes the following:

	Year ended	
	December 31, 2021	December 31, 2020
Salaries and bonuses	**$ 1,932,646**	$ 1,329,083
Share-based payments - options	**1,590,198**	1,283,663
Total compensation to key management	**$ 3,522,844**	$ 2,612,746

As at December 31, 2021, accounts payable includes $485,750 (December 31, 2020 - $20,724) due to key management of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

As at December 31, 2021, the Company did not have any off-balance sheet items.

OUTSTANDING SECURITY DATA

Common Shares

The following table summarizes the continuity of common shares for the year ended December 31, 2021 and as at March 18, 2022:

	Number of shares	$
Balance as at December 31, 2019	**91,631,689**	**11,636,743**
Shares issued for private placement (1)	20,577,403	5,830,486
Shares issued for flow through private placement (2)	4,292,367	3,112,797
Shares issued for exercise of warrants	18,367,333	7,283,977
Shares issued for exercise of options	1,446,500	508,917
Balance as at December 31, 2020	**136,315,292**	**28,372,920**
Shares issued for exercise of warrants	13,799,307	10,358,502
Shares issued for exercise of options	300,000	201,000
Balance as at December 31, 2021	**150,414,599**	**38,932,422**
Shares issued for Increase in Marathon Project Interest (3)	21,759,332	19,289,426
Shares issued for exercise of warrants	7,743,477	5,663,064
Balance at March 18, 2022	**179,917,408**	**63,884,912**

(1) On February 13, 2020, the Company closed a bought deal private placement of 19,231,250 units and a concurrent non-brokered private placement of 1,346,153 units, for an aggregate of 20,577,403 units at a price of $0.52 per unit for aggregate total gross proceeds of $10,700,250. Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one common share at $0.75 for a period of 24 months. The underwriters received cash compensation of 6% of the gross proceeds on 9,615,864 units, and 4% of the gross proceeds on 9,615,386 units. There was no commission paid on the non-brokered private placement of 1,346,153 units. In addition, the underwriters received compensation options equal

to 6% on 9,615,864 units and 4% on 9,615,386 units. There were no compensation options issued on the non-brokered private placement of 1,346,153 units. Each compensation option is exercisable into one common share of the Company for a period of 24 months from closing at an exercise price of $0.52. The total share issue cost was $630,927.

(2) On December 30, 2020, the Company closed a private placement of 4,292,367 flow through common shares at a price of $0.77 per common share for gross proceeds of $3,305,123. Finders received cash compensation of 6% of the gross proceeds on 3,600,000 common shares or $166,320. The total share issue cost was $192,386. Flow-through funds must be used for qualifying exploration expenditures. The flowthrough shares carried an obligation to renounce qualifying expenditures to subscribers of $3,305,123 which the Company renounced to the flow through shareholders in 2021.

(3) Subsequent to year end, on January 26, 2022, the Company completed the acquisition of the remaining interest in the Marathon Project from Stillwater whereby the Company issued 21,759,332 common shares of the Company to Stillwater at a price of $0.89 per common share, or total consideration $19,365,805. The total share issue costs was $76,379.

Warrants

The following table summarizes the continuity of warrants for the year ended December 31, 2021 and March 18, 2022:

	Number of warrants
Outstanding, December 31, 2019	**28,825,040**
Warrants issued in private placement (1)	10,288,701
Finders warrants issued (1)	961,567
Warrants issued (2)	360,309
Warrants exercised	(18,367,333)
Outstanding, December 31, 2020	**22,068,284**
Warrants issued (2)	639,711
Warrants exercised	(21,542,784)
Warrants expired	(1,165,211)
Outstanding, December 31, 2021 and March 18, 2022	**-**

(1) Pursuant to the private placement completed on February 13, 2020 (note 11 (a)) 10,288,701 common share purchase warrants and 961,567 finders options were issued. The fair value of the common share purchase warrants and finders options have an estimated grant date fair value of $4,115,480 and $413,474 respectively which was estimated using the Black Scholes option pricing model using the following assumptions: Risk-free interest rate 1.51%, expected volatility using Company historical 151%, dividend yield nil, expected life 2 years.

(2) Pursuant to a private placement completed on July 9, 2019. 14,286,000 common share purchase warrants were issued with an exercise price of $0.45 until July 9, 2021 and 2,000,040 finders options were issued which entitled the holder to purchase a unit at $0.28 consisting of one common share and one half warrant exercisable at $0.45 until. The fair value of the common share purchase warrants and finders options have an estimated grant date fair value of $3,428,640 and $720,014 respectively which was estimated using the Black Scholes option pricing model and the following assumptions: Risk-free interest rate 1.64%, expected volatility using Company historical 193%, dividend yield nil, expected life 2 years.

Warrants outstanding as at December 31, 2021 are as follows:

Number of warrants	Exercise price $	Type	Expiry date	Remaining contractual life (years)
8,238,675	0.75	Share purchase warrants	February 13, 2022	0.12
631,576	0.52	Finders warrants	February 13, 2022	0.12
8,870,251	**0.73** (1)			**0.12**(1)

(1) Weighted average

Stock Options

On May 9, 2018, the Company adopted an incentive Stock Option Plan (the "Plan"). The Plan was amended in July 2020. Under the Plan, options are non-assignable and may be granted for a term not exceeding ten years. The total number of common shares that may be reserved for issuance may not exceed ten percent of outstanding common shares at the grant date and may not exceed five percent for any one person in any 12-month period. The exercise price of an option may not be lower than the market price of the common shares on the Toronto Stock Exchange. The options are non-transferable. Outstanding options may be adjusted by the Board in certain events, as to exercise price and number of common shares, to prevent dilution or enlargement.

The following table sets forth the continuity of outstanding stock options for the year ended December 31, 2021 and March 18, 2022:

	Number of options
Outstanding, December 31, 2019	**7,346,500**
Options granted	5,325,000
Options exercised	(1,446,500)
Outstanding, December 31, 2020	**11,225,000**
Options granted	3,875,000
Options exercised	(300,000)
Options forfeited	(50,000)
Outstanding, December 31, 2021	**14,750,000**
Options granted	900,000
Options expired	-
Outstanding, March 18, 2022	**15,650,000**

The fair value of options granted under the Plan is measured on the date of grant using the Black-Scholes pricing model and expensed to net income (loss) using the following inputs and assumptions at the measurement date:

Date	Number of Options	Exercise Price ($)	Market Price ($)	Expected Volatility (%) (1)	Risk-free Interest Rate (%)	Expected Life (years)/ Dividend Yield %	Fair Value of Options ($)	Vesting
05-Feb-20	500,000	0.65	0.63	152	1.41	5 / 0%	285,000	Immediate
18-Mar-20	750,000	0.45	0.34	152	0.73	5 / 0%	198,750	375,000 in six months/ 375,000 12 months
20-Apr-20	2,850,000	0.52	0.35	151	0.44	5 / 0%	883,500	Immediate
31-Jul-20	600,000	0.52	0.43	144	0.22	2 / 0%	138,000	1/3 immediate 1/3 6 months 1/3 12 months ("1/3rd vesting")
11-Sep-20	75,000	0.52	0.45	141	0.24	2 / 0%	18,000	1/3rd vesting
06-Nov-20	450,000	0.52	0.49	138	0.4	5 / 0%	162,000	1/3rd vesting
06-Nov-20	100,000	0.52	0.49	138	0.26	2 / 0%	26,667	1/3rd vesting
08-Mar-21	500,000	1.00	0.95	132	0.92	2.5 - 3 / 0%	343,333	1/3rd vesting
12-May-21	1,550,000	1.06	1.02	129	0.53	3 / 0%	1,162,500	Immediate
12-May-21	575,000	1.06	1.02	129	0.53	1.5 - 2 / 0%	419,750	1/3rd vesting
21-Sept-21	1,250,000	0.80	0.67	108	0.55	3 / 0%	525,000	1/3rd vesting

(1) Based on the Company's historical volatility.

As at December 31, 2021, stock options carry exercise prices and terms to maturity as follows:

Exercise price $	Options Outstanding	Options Exercisable	Expiry date	Remaining contractual life (years)
0.52	600,000	600,000	July 31, 2022	0.6
0.52	75,000	75,000	September 11, 2022	0.7
0.52	100,000	100,000	November 6, 2022	0.8
0.10	2,400,000	2,400,000	May 11, 2023	1.4
1.06	2,075,000	1,933,000	May 12, 2024	2.4
0.30	3,100,000	3,100,000	July 16, 2024	2.5
0.30	200,000	200,000	August 7, 2024	2.6
0.80	1,250,000	833,000	September 21, 2024	2.7
0.65	500,000	500,000	February 5, 2025	3.1
0.45	750,000	750,000	March 18, 2025	3.2
0.52	2,750,000	2,750,000	April 20, 2025	3.3
0.52	450,000	450,000	November 6, 2025	3.9
1.00	500,000	333,000	March 8, 2026	4.2
0.52(1)	**14,750,000**	**14,024,000**		**2.5(1)**

(1) Weighted average

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reporting amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ materially from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are generally recognized in the period in which the estimates are revised.

Our significant judgments, estimates and assumptions are disclosed in note 2 of the audited consolidated financial statements for the year ended December 31, 2021.

ACCOUNTING POLICIES AND BASIS OF PRESENTATION

The Company's accounting policies are disclosed in note 3 of the Company's audited consolidated financial statements for the year ended December 31, 2021.

NON-IRFS MEASURES

The Company has included certain terms or performance measures commonly used in the mining industry that are not defined under International Financial Reporting Standards ("IFRS") in this MD&A. These include operating costs, AISC, LOM average AISC, LOM average operating cost, and Free Cash Flow. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore, they may not be comparable to similar measures employed by other companies. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. These measures do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to other issuers.

- Operating Costs include mining, processing, general and administrative and other, concentrate transportation costs, treatment and refining charges, and royalties.
- AISC include Operating Costs, closure, and reclamation, and sustaining capital.
- LOM Average AISC includes LOM AISC divided by LOM PdEq.
- LOM Average Operating Cost includes LOM Operating Costs divided by LOM PdEq.

- Free Cash Flow includes total revenue less Operating Costs, working capital adjustments, equipment financing, initial capital, sustaining capital and closure costs.

RECENT ACCOUNTING PRONOUNCEMENTS

Future Accounting Changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRS Interpretation Committee that are not yet effective for the relevant reporting periods. Updates that are not applicable or are not consequential to the Company have been excluded there from. The Company is in the process of evaluating the impact on its financial statements.

New Accounting Pronouncement

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
In January 2020, the IASB issued amendments to IAS 1, "Presentation of Financial Statements" to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments. These amendments are effective for annual reporting periods beginning on or after January 1, 2023, with earlier application permitted. The adoption of these amendments is not expected to have a significant impact on the consolidated financial statements.

FINANCIAL RISK MANAGEMENT

The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include credit risk, liquidity risk, foreign currency risk, interest rate risk, other price risk and fair valuation risk, and are detailed in Note 4 of the Company's audited consolidated financial statements for the year ended December 31, 2021.

Credit Risk

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash and receivables. The Company reduces its credit risk by maintaining its cash with a Canadian chartered bank. The Company's maximum exposure to credit risk as at December 31, 2021 is the carrying value of cash and receivables. The credit risk on receivables is deemed low as the majority is related to federal government refunds.

Liquidity Risk

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations in full. The Company's main source of liquidity is its cash and marketable securities. These funds are primarily used to finance working capital, exploration and evaluation expenditures, capital expenditures, and acquisitions. The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash. As at December 31, 2021, the Company has current assets of $7,467,448 (December 31, 2020 - $14,857,059) to cover current liabilities of $2,348,103 (December 31, 2020 - $1,767,198). The current assets include restricted cash, marketable securities, receivables and prepaid expenses. The Company also manages liquidity risk on the basis of expected maturity dates. The following table analyzes financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

	Undiscounted lease liability – base rent		Undiscounted lease liability – operating costs		Accounts payable and accrued liabilities		Total
Less than 1 year	$	78,929	$	51,115	$	2,308,183	$	2,438,227
1-5 years		113,425		277,385		-		390,810
Balance at December 31, 2021	**$**	**192,354**	**$**	**328,500**	**$**	**2,308,183**	**$**	**2,829,037**

Foreign Currency Risk
Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company has no significant exposure to foreign currency exchange risk as it has no significant transaction balances denominated in a foreign currency.

Interest Rate Risk
Interest rate risk is the risk borne by an interest-bearing asset or liability as a result of fluctuations in interest rates.

Other Price Risk
Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. The Company is exposed to fluctuations in market prices of its marketable securities in a quoted mining exploration company. The fair value of these financial instruments represents the maximum exposure to price risk.

If the quoted price of these instruments had changed by 10% as at December 31, 2021, comprehensive income would have changed by approximately $124,200.

Fair Value
The carrying value of cash, accounts payable and accrued liabilities are considered to be representative of their fair value due to their short-term nature. Marketable securities are recorded at fair value as of December 31, 2021 and classified as Level 1 in the fair value hierarchy as they are recorded at fair value by reference to market quoted prices.

INTERNAL CONTROL OVER FINANCIAL REPORTING
The President and Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control framework was designed based on the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

There was no change in the Company's internal controls over financial reporting that occurred during the year ended December 31, 2021 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Disclosure Controls and Procedures
Disclosure controls and procedures have been designed to provide reasonable assurance that all relevant information required to be disclosed by the Company is accumulated and communicated to senior management as appropriate to allow timely decisions regarding required disclosure. The Company's

President and Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation of the design of the disclosure controls and procedures, that as of December 31, 2021, the Company's disclosure controls and procedures have been designed to provide reasonable assurance that material information is made known to them by others within the Company.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and President and Chief Financial Officer, believe that any internal controls over financial reporting and disclosure controls and procedures, no matter how well designed, can have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance that the objectives of the control system are met.

RISK FACTORS

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company. Accordingly, any investment in securities of the Company is speculative and investors should not invest in securities of the Company unless they can afford to lose their entire investment.

The Company assesses and attempts to minimize the effects of these risks through careful management and planning of its operations and hiring qualified personnel but is subject to a number of limitations in managing risk resulting from its early stage of development. Below is a non-exhaustive summary of the principal risks and related uncertainties that may impact the Company. Such risk factors, as well as additional risks and uncertainties not presently known to Company or that the Company currently deems immaterial, could have a material adverse effect on the Company's business, financial condition and results of operations or the trading price of the common shares (the "Common Shares").

Novel Coronavirus ("COVID - 19")

Consistent with other businesses globally, the Company's operations could be significantly adversely affected by the effects of the widespread global outbreak of COVID-19. During the year ended December 31, 2021, the Marathon Project camp and operations were not materially impacted by COVID-19. While the Company continues to conduct an exploration program and advance its work related to the environmental assessment, the timelines for future studies, permitting and exploration could be impacted depending on both the continued duration and severity of the COVID-19 pandemic and, in particular, the Company's ability to safely access the Project site.

Beyond the potential impact to various schedules, the economic impact of COVID-19 could affect the company's ability to access capital markets and secure sufficient financing to move the Marathon Project forward on previously planned timelines. See the risk factor titled "Public Health Crises such as the COVID-19 Pandemic" in Generation's AIF.

The Company Depends on Financing to Fund its Exploration and Development Activities

The Company has no history of earnings, has earned no revenue since commencing operations and has no source of operating cash flow, and there is no assurance that additional funding will be available to it for exploration and development. Although the Company has been successful to date in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to progress the exploration and development of its properties, particularly the Marathon Property. Furthermore, additional financing will be required to continue the development of the properties even if the Company's exploration programs are successful. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the commercial terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's mineral properties with the possible loss of such properties.

Uncertainty in the Estimation of Mineral Reserves and Mineral Resources

To ensure the continued operation of the business it is important that the Company realizes its existing identified mineral reserves, convert mineral resources into mineral reserves, increase its mineral resource base by adding new mineral resources from areas of identified mineralized potential, and/or undertake successful exploration or acquire new mineral resources. The figures for mineral reserves and mineral resources contained in herein are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves will be mined or processed profitably. Actual mineral reserves may not conform to geological, metallurgical or other expectations, and the volume and grade of ore recovered may differ from estimated levels. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretations available at the time. Short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of its mineral reserve estimates from time to time or may render the Company's mineral reserves uneconomic to exploit. Mineral reserve data is not indicative of future results of operations. If the Company's actual mineral reserves and mineral resources are less than current estimates or if the Company fails to develop its mineral resource base through the realization of identified mineralized potential, its results of operations or financial condition may be materially and adversely affected. Evaluation of mineral reserves and mineral resources occurs from time to time and estimates may change depending on further geological interpretation, drilling results and metal prices, which could have a negative effect on the Company's operations. The category of inferred mineral resource is often the least reliable mineral resource category and is subject to the most variability. Due to the uncertainty which may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven mineral reserves and probable mineral reserves as a result of continued exploration. The Company regularly evaluates its mineral resources and it often determines the merits of increasing the reliability of its overall mineral resources.

Feasibility Studies and Preliminary Economic Assessments

Feasibility studies are used to assess the economic viability of a deposit, and preliminary economic assessments are used to assess the potential economic viability of a deposit. While the studies are based on the best information available to the Company, actual costs may significantly exceed estimated costs and economic returns may differ significantly from those estimated in the studies. There are many factors involved in the determination of the economic viability of a mineral deposit, including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and estimates of future metal prices. The Marathon Property has no operating history upon which to base estimates of future production and cash operating costs. Any of the following events, among others, could affect the profitability or economic feasibility of the Marathon Property: unanticipated changes in grade and tonnes of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability of labour, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to the environment, prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metal prices, capital cost inflation, accidents, labour actions and force majeure events.

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. The Marathon Property is in the development stage. Development of the Marathon Property and/or any other of the Company's properties is contingent upon obtaining satisfactory exploration results. Mineral exploration and development involve substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate. There is no assurance that commercial quantities of ore will be discovered on the Company's exploration properties. There is also no assurance that, even if commercial quantities of ore are discovered, a mineral property will be brought into commercial production. The discovery of mineral deposits is dependent upon a number of factors not the least of which is the technical skill of the exploration personnel involved. The commercial viability of a deposit, once discovered, is also dependent upon a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, mineral prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, assuming discovery of a commercial ore body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond the control of the Company. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will, in part, be directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations, or that funds required for development can be obtained on a timely basis.

Mineral Prices are Volatile

The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist or develop for the sale of same. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Mineral prices are subject to volatile price changes due to a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The Company's ability to develop, finance, construct and operate the Marathon Project is directly related to the market prices of Palladium, Copper and other metals that have fluctuated widely, particularly in recent years. Consequently, the economic viability of the Marathon Project cannot be accurately predicted and may be adversely affected by this price volatility.

Management and Key Personnel
Recruiting and retaining qualified personnel is critical to the Company’s success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. The Company believes that it will be successful in recruiting excellent personnel to meet its corporate objectives but, as the Company’s business activity grows, it may require additional key financial, administrative and technical personnel. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success. In the event that the Company is unable to attract additional qualified personnel, its ability to grow its business or develop its existing properties could be materially impaired.

Title
No assurances can be given that title defects to the Company’s properties do not exist. The properties may be subject to prior unregistered agreements, interests or native land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. There is no guarantee that title to the properties will not be challenged or impugned. While, to the best of the Company's knowledge, title to its properties is in good standing, this should not be construed as a guarantee of title. In Canada, claims have been made and new claims are being made by aboriginal peoples that call into question the rights granted by the government.

Government
Government approvals and permits are currently, and may in the future be, required in connection with the Company’s properties. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned development or exploration activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production or require abandonment or delays in development.

Environment
The Company’s operations will be subject to environmental regulations. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation will not adversely affect the Company’s operations. Government approvals and permits may be required in connection with the Company’s operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities, causing operations to cease or be curtailed, and may require corrective measures be implemented, additional equipment be installed, or other remedial actions be undertaken, any of which could result in material capital expenditures. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and require increased capital expenditures or production costs or reductions in levels of

production at producing properties or require abandonment or delays in development of new mining properties.

Pre-Existing Environmental Liabilities
Pre-existing environmental liabilities may exist on the properties in which the Company will hold an interest or on properties that may be subsequently acquired by the Company which are unknown, and which have been caused by previous or existing owners or operators of the properties. In such event, the Company may be required to remediate these properties and the costs of remediation could be substantial. Further, in such circumstances, the Company may not be able to claim indemnification or contribution from other parties. In the event the Company was required to undertake and fund significant remediation work, such event could have a material adverse effect upon the Company and the value of its securities.

Operating Hazards and Risks
Mineral exploration, development and production are subject to many conditions that are beyond the control of the Company. These conditions include, but are not limited to, natural disasters, unexpected equipment repairs or replacements, unusual geological formations, unexpected geotechnical conditions, environmental hazards and industrial accidents. The occurrence of any of these events could result in delays, work-stoppages, damage to or destruction of property, loss of life, monetary losses and legal liability, any of which could have a material adverse effect upon the Company or the value of its securities. While the Company maintains insurance against risks which are typical in the mining industry, insurance against certain risks to which the Company may be exposed may not be available on commercially reasonable terms, or at all. Further, in certain circumstances, the Company might elect not to insure itself against such liabilities due to high premium costs or for other reasons. Should the Company suffer a material loss or become subject to a material liability for which it was not insured, such loss or liability could have a material adverse effect upon the Company and the value of its securities.

Competition
The mining industry is intensely competitive in all of its phases, and the Company competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to attract appropriately skilled labour and to acquire suitable properties or prospects in the future.

Uninsurable Risks
Events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. General global economic conditions seemingly unrelated to the Company or to the mining industry, including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, or other events outside of the Company's control may affect the activities of the Company directly or indirectly. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. the Company's business, operations and financial condition could also be materially adversely affected by the outbreak of epidemics or pandemics or other health crises.

Public Health Crises such as the COVID-19 Pandemic
In late December 2019, a novel coronavirus (COVID-19) originated, subsequently spread worldwide and on March 11, 2020, the World Health Organization declared it was a pandemic. The risks of public health crises such as the COVID-19 pandemic to our business include without limitation, the ability to raise funds, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, potential breaches of material contracts, disruption of the Company's supply chains and other factors that will depend on future developments beyond the Company's control. In particular, the continued spread of the coronavirus globally, prolonged restrictive measures put in place in order to control an outbreak of COVID-19 or other adverse public health developments could

materially and adversely impact the Company's business and the exploration and development of the Marathon Property could materially slow down or the Company could be required to suspend its operations for an indeterminate period. There can be no assurance that the Company's personnel will not ultimately see its workforce productivity reduced or that the Company will not incur increased medical costs or insurance premiums as a result of these health risks. In addition, the coronavirus pandemic or the fear thereof could adversely affect global economies and financial markets resulting in volatility or an economic downturn that could have an adverse effect on the demand for metals and our future prospects.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company has not generated revenue or cash flow from the Marathon Property. As a result of the Company's negative cash flow, the Company continues to rely on the issuance of securities or other sources of financing to generate the funds required to develop the Marathon Project and for corporate expenditures. During the fiscal year ended December 31, 2020, the Company had negative cash flow from operating activities and may continue to have negative cash flow from operating activities into the future as the Company continues its exploration and development of the Marathon Project.

Share Price Volatility
The world securities markets, including those in Canada, experience a high level of price and volume volatility, and the market price of securities of many companies, including the Company, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

Dilution and Future Sales of Common Shares
The exercise of stock options and warrants already issued by the Company or any securities issued by the Company in the future that are convertible into or exchangeable for or carry the right or obligation to acquire equity securities of the Company and the issuance by the Company of additional equity securities in the future could result in dilution in the equity interests of holders of Common Shares.

First Nations Claims and Consultation
First Nations interests and rights as well as related consultation issues may impact the Company's ability to pursue exploration, development and mining at its properties. The Company intends to enter into agreements with First Nations communities in order to manage its relationship with those groups but there is no assurance that claims or other assertions of rights by First Nations communities or consultation issues will not arise on or with respect to the Company's properties or activities. These could result in significant costs and delays or materially restrict the Company's activities.

Cybersecurity Threats
The Company relies on secure and adequate operations of information technology systems in the conduct of its operations. Access to and security of the information technology systems are critical to the Company's operations. To the Company's knowledge, it has not experienced any material losses relating to disruptions to its information technology systems. The Company has implemented ongoing policies, controls and practices to manage and safeguard the Company and its stakeholders from internal and external cybersecurity threats and to comply with changing legal requirements and industry practice. Given that cyber risks cannot be fully mitigated and the evolving nature of these threats, the Company may not have the resources or technical sophistication to anticipate, prevent, or recover from cyber-attacks and cannot assure that its information technology systems are fully protected from cybercrime or that the systems will not be inadvertently compromised, or without failures or defects. Disruptions to the Company's information technology systems, including, without limitation, security breaches, power loss, theft, computer viruses, cyber-attacks, natural disasters, and non-compliance by third-party service providers and inadequate levels of cybersecurity expertise and safeguards of third-party information technology service providers, may adversely affect the operations of the Company as well as present significant costs and risks including,

without limitation, loss or disclosure of confidential, proprietary, personal or sensitive information and third-party data, material adverse effect on its financial performance, compliance with its contractual obligations, compliance with applicable laws, damaged reputation, remediation costs, potential litigation, regulatory enforcement proceedings and heightened regulatory scrutiny.

Climate Change
Global climate change could exacerbate certain of the threats facing the Company's business, including the frequency and severity of weather-related events, resource shortages, changes in rainfall and storm patterns and intensities, water shortages, rising water levels and changing temperatures which can disrupt the Company's operations, damage its infrastructure or properties, create financial risk to the business of the Company or otherwise have a material adverse effect on our results of operations, financial position or liquidity. These may result in substantial costs to respond during the event, to recover from the event and possibly to modify existing or future infrastructure requirements to prevent recurrence. Climate changes could also disrupt the operations of the Company by impacting the availability and cost of materials needed for exploration and development activities and could increase insurance and other operating costs. Global climate change also results in regulatory risks. There continues to be a lack of consistent climate legislation, which creates economic and regulatory uncertainty. Increased public awareness and concern regarding global climate change may result in more legislative and/or regulatory requirements to reduce or mitigate the effects of greenhouse gas emissions.

Conflicts of Interest
Certain of the directors and officers of the Company engage in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest.

Dividends
To date, the Company has not generated any earnings and has not paid any dividends on the Common Shares. Any decision to pay dividends on the Common Shares will be made by the board of directors of the Company on the basis of the Company's earnings, financial requirements and other conditions. If the Company generates earnings in the foreseeable future, it expects that they would be retained to finance growth.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). Forward-looking statements reflect current expectations or beliefs regarding future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates", "targets" or "believes", or variations of, or the negatives of, such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, including statements relating to the Company's Feasibility Study and results therefrom (including NPV, IRR, capital and operating costs and other financial metrics), Mineral Resource and Mineral Reserve potential, exploration and development plans, or the timing of milestones, including public hearings, government approvals and receipt of permits, for advancing construction of the Marathon Project. All forward-looking statements, including those herein are qualified by this cautionary statement.

Although the Company believes that the expectations expressed in such statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the statements. There are certain factors that could cause actual results to differ materially from those in the forward-looking information. These include commodity price volatility, continued availability of capital and financing within the timing required by the Company and on terms acceptable to the Company, uncertainties involved in interpreting geological data, increases in costs, environmental compliance and changes in environmental legislation and regulation, the Company's relationships with First Nations communities, exploration successes, and general economic, market or business conditions, as well as those risk factors set out in the Company's AIF for the year ended December 31, 2021, the Technical Report dated March 23, 2021 and in the continuous disclosure documents filed by the Company on SEDAR at www.sedar.com. Readers are cautioned that the risk factors and related uncertainties in the Company's Annual Information Form and Annual Management Discussion and Analysis for the year ended December 31, 2021 is not exhaustive of the factors that may affect forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date or dates specified in such statements.

Forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions relating to: the availability of financing for the Company's operations; operating and capital costs; results of operations; the mine development and production schedule and related costs; the supply and demand for, and the level and volatility of commodity prices; timing of the receipt of regulatory and governmental approvals for development projects and other operations; the accuracy of Mineral Reserve and Mineral Resource Estimates, production estimates and capital and operating cost estimates; and general business and economic conditions.

Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking information. For more information on the Company, investors are encouraged to review the Company's public filings on SEDAR at www.sedar.com. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

Information Concerning Estimates of Mineral Reserves and Resources

The Mineral Reserve and Mineral Resource estimates in this MD&A have been disclosed in accordance with NI 43-101, which differs significantly from the requirements of the U.S. Securities and Exchange Commission (the "SEC"), and information with respect to mineralization and Mineral Reserves and Mineral Resources contained herein may not be comparable to similar information disclosed by U.S. companies. The requirements of NI 43-101 for identification of ''reserves'' are not the same as those of the SEC, and reserves reported by the Company in compliance with NI 43-101 may not qualify as ''reserves'' under SEC standards. 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. In addition, and without limiting the generality of the foregoing, this MD&A uses the terms ''Measured Resources'', ''Indicated Resources'' and ''Inferred Resources''. U.S. investors are advised that, while such terms are recognized and required by Canadian securities laws, the SEC has not recognized them in the past. U.S. investors are cautioned not to assume that any part of a ''Measured Resource'' or ''Indicated Resource'' will ever be converted into a ''reserve''. U.S. investors should also understand that ''Inferred Resources'' have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that all or any part of ''Inferred Resources'' exist, are economically or legally mineable or will ever be upgraded to a higher category. Under Canadian securities laws, ''Inferred Resources'' may not form the basis of feasibility or pre-feasibility studies except in certain cases. Disclosure of ''contained ounces'' in a Mineral Resource is a permitted disclosure under Canadian securities laws, 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. Accordingly, information concerning mineral deposits set forth in this MD&A may not be comparable with information made public by companies that report in accordance with U.S. standards.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). These amendments became effective February 25, 2019 (the “SEC Modernization Rules”) with compliance required for the first fiscal year beginning on or after January 1, 2021. Under the SEC Modernization Rules, the historical property disclosure requirements for mining registrants included in Industry Guide 7 under the U.S. Securities Act of 1933, as amended, will be rescinded and replaced with disclosure requirements in subpart 1300 of SEC Regulation S-K. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of “Measured Mineral Resources”, “Indicated Mineral Resources” and “Inferred Mineral Resources.” In addition, the SEC has amended its definitions of “Proven Mineral Reserves” and “Probable Mineral Reserves” to be “substantially similar” to the corresponding standards under NI 43-101. While the SEC will now recognize “Measured Mineral Resources”, “Indicated Mineral Resources” and “Inferred Mineral Resources”, U.S. investors should not assume that any part or all of the mineralization in these categories will ever be converted into a higher category of Mineral Resources or into Mineral Reserves. Mineralization described using these terms has a greater amount of uncertainty as to its existence and feasibility than mineralization that has been characterized as reserves. Accordingly, U.S. investors are cautioned not to assume that any Measured Mineral Resources, Indicated Mineral Resources, or Inferred Mineral Resources that the Company reports are or will be economically or legally mineable. Further, “Inferred Mineral Resources” have a greater amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, U.S. investors are also cautioned not to assume that all or any part of the “Inferred Mineral Resources” exist. There is no assurance that any Mineral Reserves or Mineral Resources that the Company may report as “Proven Mineral Reserves”, “Probable Mineral Reserves”, “Measured Mineral Resources”, “Indicated Mineral Resources” and “Inferred Mineral Resources” under NI 43-101 would be the same had the Company prepared the reserve or resource estimates under the standards adopted under the SEC Modernization Rules.

Mineral Resources are not Mineral Reserves, and do not have demonstrated economic viability, but do have reasonable prospects for economic extraction. Measured and Indicated Mineral Resources are sufficiently well defined to allow geological and grade continuity to be reasonably assumed and permit the application of technical and economic parameters in assessing the economic viability of the Mineral Resource. Inferred Mineral Resources are estimated on limited information not sufficient to verify geological and grade continuity or to allow technical and economic parameters to be applied. Inferred Mineral Resources are too speculative geologically to have economic considerations applied to them to enable them to be categorized as Mineral Reserves. There is no certainty that Mineral Resources of any classification can be upgraded to Mineral Reserves through continued exploration.

The Company’s Mineral Reserve and Mineral Resource figures are estimates and the Company can provide no assurances that the indicated levels of mineral will be produced or that the Company will receive the price assumed in determining its Mineral Reserves. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that these Mineral Reserve and Mineral Resource Estimates are well established and the best estimates of the Company’s management, by their nature Mineral Reserve and Mineral Resource Estimates are imprecise and depend, to a certain extent, upon analysis of drilling results and statistical inferences which may ultimately prove unreliable. If the Company’s Mineral Reserve or Mineral Reserve Estimates are inaccurate or are reduced in the future, this could have an adverse impact on the Company’s future cash flows, earnings, results or operations and financial condition.

The Company estimates the future mine life of the Marathon Project. The Company can give no assurance that its mine life estimate will be achieved. Failure to achieve this estimate could have an adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition.