



**MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED
JUNE 30, 2020 AND 2019**

INTRODUCTION

Treasury Metals Inc. (TSX: TML) (“Treasury Metals” or “Treasury” or the “Company”) is a Canadian gold exploration and development company focused on its 100% owned Goliath Gold Project. The Project has access to first-rate infrastructure at its location near Dryden in the Kenora Mining Division in northwestern Ontario. Treasury Metals is advancing Goliath through the Canadian permitting process to begin mining production for an open-pit gold mine and subsequent underground operations to be developed in the latter years of mine life. The Company was granted Federal Government Environmental Assessment (EA) approval for the Goliath Gold Project. Key programs during 2020 and 2019 include diamond drilling and field exploration, updated engineering studies, and continuation of the permitting process towards the Company’s stated goals of completing a feasibility study and mine permits on the Goliath Gold Project.

Treasury Metals operates corporate headquarters in Toronto, Ontario, and a Project Office at the Goliath Gold Project. Treasury Metals is listed on the Toronto Stock Exchange under the trading symbol “TML”, and the Company is also listed on the OTCQX® Best Market. Additional corporate information can be found on Treasury Metals Inc.’s website at www.treasuremetals.com.

This Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Treasury Metals should be read in conjunction with the Company’s consolidated financial statements for the six months ended June 30, 2020 and 2019, including the related notes thereto. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). This MD&A is presented as of August 13, 2020. Unless otherwise noted, the currency used is Canadian dollars. This MD&A contains “forward-looking” statements that are subject to risk factors set out in a cautionary note contained herein.

OVERVIEW

The Company’s work programs on the Goliath Gold Project continued with a focus on the steps to evaluate and enhance the project’s feasibility, mine plan and mineral resources, facilitate and confirm the basis for a decision on mine construction, and to reach approval for mine construction permitting. Additional work will also be ongoing to evaluate the potential co-development opportunities with the newly acquired Goldlund project on a parallel development path to Goliath. Program updates are outlined below and also in the subsequent events section of this MD&A:

- ❖ The Company closed a mining investment agreement with Platinex Inc., by which the Company sold 208 unpatented mining claims located in the Shining Tree District, and three net smelter royalties. See more details in the subsequent events section of this MD&A.
- ❖ On August 7, 2020, the Company closed a \$11.52 million bought deal private placement of 32,000,000 subscription receipts at a price of \$0.36 each. This financing was completed in connection with the share

purchase agreement signed with First mining Gold Corp. See more details in the subsequent events section of this MD&A. Funds were received on August 13, 2020.

- ❖ On August 7, 2020 the Company announced the closing of the definitive share purchase agreement signed with First Mining Gold Corp. pursuant to which Treasury will acquire all of the issued and outstanding shares of Tamaka Gold Corporation, a wholly owned subsidiary of First Mining Gold Corp. See more details in the subsequent events section of this MD&A.
- ❖ On March 7, 2020, Treasury concluded the 15,000 metre diamond drilling program at the Goliath Gold Project on both the Main Zone infill targets and the eastern C Zone area, which includes the newly identified section of the Main Zone. The total metres drilled in the program are 10,135 with zero metres drilled in the period. The early completion of the program was brought on by the Covid-19 pandemic.
- ❖ In December 2019, Treasury announced commencement of a 15,000 metre diamond drilling program with two rigs at the Goliath Gold Project. The initial program's focus is on a 5,000 metre infill drill campaign targeting the conversion of underground "inferred" resource blocks to the "indicated" category within the C Zone East resource area where several significant gold intersections have been found. An additional 5,000 metre program is to drill test select down-dip targets identified in the recent downhole IP areas identified by recent underground mine scheduling modelling work, and further expansion potential of the high-grade Main Zone and C Zone Central ore shoots down dip.
- ❖ On Oct. 24, 2019, Treasury Metals announced results of its downhole induced polarization (IP) survey program on Goliath Gold Project. The Company's IP survey determined that zones that host mineralization are extending to depth and along strike. The Company completed a total of 15 drill holes with maximum vertical depths ranging from 100 to 525 metres below surface along a strike length of 1.2 kilometres. Additional focused downhole surveys were completed to increase the resolution of these results. The IP survey results have been integrated into the current geological database and used to aid the targeting in the winter 2019-2020 drill program, commenced in December 2019. The Company's Soil Gas Hydrocarbon sampling program that extends approximately 10 km along strike to the easternmost edge of the property boundary was completed in October 2019 and the samples are currently being analyzed. In the October press release, the Company also provided an update on pre-feasibility level studies, and engineering and mine design activities underway at Goliath with several companies working on the advancement of PFS level studies for future release. The PFS will be finalized upon completion of the active drill program aimed at incorporating the C Zone East in the mine schedule. The C Zone is located approximately 40 metres directly behind Main Zone Resource, accessible from planned mining infrastructure. The discovered shoot east of Main Zone approximately 200 m east along strike has the potential to create separate minable areas for additional production rates. There is high potential for more of these shoots along strike and to develop the C West shoot at depth.
- ❖ On August 19, 2019, the Canadian Environmental Assessment Agency ("CEAA") issued a positive statement that the proposed Goliath Gold Project may proceed as outlined in the Environmental Assessment Report, a major step in the permitting process. This decision means that the Company can

now focus on the remaining technical studies, exploration programs and construction permitting, and prepare for a construction decision.

- ❖ In addition, the Company has been engaging and working with all the Indigenous communities in the area of and potentially affected by the Goliath Gold Project to foster a cooperative and productive ongoing relationship. On December 18, 2017, the Company entered into a Memorandum of Understanding with the Métis Nation of Ontario; on January 16, 2019, the Company entered into a Memorandum of Understanding with Eagle Lake First Nation; on March 20, 2019, the Company announced the signing of an Engagement Agreement with Wabauskang First Nation; and, most recently, on June 26, 2019, the Company executed a Memorandum of Understanding with Lac des Mille Lacs First Nation.

Other key milestones and events in 2020 and 2019:

- ❖ On December 19, 2019, the Company granted a total of 4,500,000 options to directors, officers, employees and consultants to buy common shares at an exercise price of \$0.30 each and expire on December 19, 2022.
- ❖ In November 2019, the Company closed a private placement financing. The Company issued 10,158,677 flow-through units at a price of \$0.285 per unit, for gross proceeds of \$2,895,223.
- ❖ Each Flow-Through Unit is comprised of one common share of the Company issued on a flow-through basis and one-half of one common share purchase warrant issued on a non-flow-through basis which entitles the holder to acquire common shares of the Company at a price of \$0.45 for a period of 24 months.
- ❖ In September and May 2019, the Company announced significant exploration results by its Optionee on Treasury's 100% owned Weebigee Gold Project in northwestern Ontario. For complete details, please see section Goldeye Explorations Ltd. Further, in an effort to promote good working relations, the Company's subsidiary Goldeye Explorations Ltd. ("Goldeye") paid its Weebigee Project Optionee G2 Goldfields the costs award of \$926,960, as determined by an Arbitration Panel in a decision dated January 16, 2019.
- ❖ The Company appointed Greg Ferron to the position of Chief Executive Officer and Director of Treasury Metals Inc., effective August 14, 2019.
- ❖ Regarding the Extract loan, on August 15, 2019, a third amendment agreement was closed extending the maturity to November 30, 2022; also, the conversion price has been fixed to \$0.32. See Note 10 of the June 30, 2020, consolidated financial statements for full details of the Term Loan.
- ❖ On June 6, 2019, the Company closed concurrent non-brokered private placements. The first private placement was Units comprised of one common share of the Company and a common share purchase warrant for gross proceeds of \$2,134,621. The second private placement was flow-through Units

comprised of one flow-through Common Share and one half Common Share purchase warrant for proceeds of \$1,371,500 for aggregate gross proceeds from both offerings of \$3,506,121.

- ❖ On December 17, 2018, Treasury Metals closed a non-brokered private placement financing. The Company issued 8,348,741 flow-through common shares for total gross proceeds of \$2,254,160 at an issue price of \$0.27 per flow-through share.
- ❖ On September 18, 2018, the Company granted a total of 4,825,000 options to directors, officers, employees and consultants to buy common shares at an exercise price of \$0.40 each and expire on September 18, 2020. The stock options vest 50% at the date of granting and the remaining 50% vest on March 18, 2019.
- ❖ In September 2018, Bob MacDonald resigned as Vice President, Operations. Mark Wheeler, Project Director, and key site personnel will continue in their roles with increased responsibilities.
- ❖ On August 1, 2018, the Company announced the appointment of Interim CEO Greg Ferron, previously the Vice President of Corporate Development, following the departure of the Company's then President and Chief Executive Officer, who had accepted a position with an intermediate gold producer.
- ❖ On June 25, 2018, the Company closed a private placement for aggregate gross proceeds of \$5,000,000 through the issuance of 11,904,762 units at a price of \$0.42 per unit.

PLANS FOR THE YEAR 2020

The fundamental business objective of Treasury Metals remains to advance the Goliath Gold Project to a construction decision. The Goldlund Project is expected to provide operational efficiencies with the Goliath Gold Project. As such, the Goldlund Project will require further studies to positively and efficiently evaluate the potential efficiencies of the Goldlund Project into the Company's gold project development timeline. This includes the continued development of engineering studies at Goliath, continued operation of exploration programs, the advancement of key engineering and environmental baseline data on the Goldlund Project and completion of additional infill and expansion drilling programs on the respective projects.

It is expected that additional economic studies on the respective projects will be completed within 2020 that will allow for the evaluation of efficiencies between the two projects. Several key study areas will be required to be completed, including updated geological estimates, milling and processing facilities, tailings storage and open pit and underground mine schedules. Additional technical work will be ongoing through 2020 to ensure sufficient detail is completed in advance of pre-feasibility level studies to commence in 2021. These include metallurgical, geotechnical and environmental studies.

Provincial and construction permitting activities will be ongoing throughout the end of 2020 and 2021. It is expected that applications will be finalized and submitted to relevant authorities throughout 2021 as information on each project becomes available. The Goliath Project is expected to advance in permitting with

the currently known baseline and technical information. At the Goldlund Project, additional environmental baseline work will be ongoing with the objective to use this data to commence permitting activities in late 2021. Treasury will continue engagement with local First Nations, Metis and community groups throughout each phase of the continued development of the projects.

Since early 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods. Through a thorough review of operating expenses and the scheduling of some expenditures, the Company is focused on prudently managing the Company’s financial resources and planned activities pending a resolution of the COVID-19 pandemic.

MINERAL EXPLORATION PROPERTIES

Goliath Gold Project

The Goliath Gold Project (“Goliath” or “the Project”) is located in the Kenora Mining Division in northwestern Ontario, about 20 kilometres east of the City of Dryden and 325 kilometres northwest of the port city Thunder Bay, Ontario, Canada. Goliath Gold Project consists of approximately 5,049 hectares (approximately 50 km²) and covers portions of Hartman and Zealand townships. The Project is comprised of two historic properties now consolidated under the common name Goliath Gold Project, which consists of: the larger Thunder Lake Property, purchased from Teck Resources and Corona Gold Corp., and the Goliath Property, transferred to the Company from Laramide Resources Ltd. The Goliath Gold Project has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on certain patented land parcels, totalling about \$105,000 per year.

Goldlund Project

The Goldlund Project is an advanced exploration stage asset located in northwestern Ontario, approximately 60km northeast of the City of Dryden. The Project currently hosts 809,200 ounces of gold in the Indicated category and 876,954 in the Inferred category. Drilling in 2019 and early 2020 was completed on the Project by First Mining Gold Corp. to better define both the extension of the existing resource area and the regional scale potential. The large land package of approximately 280 hectares has considerable exploration potential, with the property extending over a strike-length of over 50 km with multiple exploration targets identified,

including the Miller Prospect which was most recently drilling in late 2019. The Project is in an area with excellent infrastructure and is accessible from a provincial highway.

Lara Polymetallic Project

The Lara Polymetallic Project, located in the southern region of Vancouver Island, lies about 75 kilometres north of Victoria, 15 kilometres northwest of Duncan and about 12 kilometres west of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Lara Property consists of 59 mineral claims.

Goldeye Explorations Limited (a wholly owned subsidiary of Treasury Metals Inc.)

The acquisition of Goldeye Explorations Limited (“Goldeye”) was completed on November 24, 2016. Effective upon closing, Goldeye became a wholly owned subsidiary of Treasury and all of the issued and outstanding common shares of Goldeye were acquired by Treasury. The acquisition provides Treasury with a second high-quality asset, the Weebigee Project, in northwestern Ontario. The Weebigee Project, Goldeye’s principal asset, is a high-grade gold project located near Sandy Lake in northwestern Ontario. Goldeye’s most recent 2019 exploration program by its Optionee, reported significant gold results, following an earlier 2014 Goldeye work program consisting of a 2,200 metre shallow drill program. The Weebigee Project is subject to an option agreement between G2 Goldfields Inc., formerly Sandy Lake Gold Inc., and Goldeye.

Three other gold exploration properties were inherited with the Goldeye acquisition: Gold Rock/Thunder Cloud; Shining Tree-Fawcett (recently sold: see Subsequent Events section); and, Van Hise/Larder Lake (subsequently dropped), all of which reside in the Province of Ontario. All of these properties are grassroots with no exploration permits in place for more advanced field work, such as diamond drilling.

GOLIATH GOLD PROJECT

On August 19, 2019, the Canadian Environmental Assessment Agency (“CEAA”) issued a positive statement that the proposed Goliath Gold Project may proceed. This decision means that the Company can now focus on the remaining technical studies and permitting, and prepare for a construction decision.

TECHNICAL REPORTS

Mineral Resource Estimate (effective date July 1, 2019)

The current Mineral Resource Estimate is an update to the NI 43-101 Mineral Resource Estimate previously released on August 28, 2015 (the “2015 Mineral Resource Estimate”). The results of the updated Mineral Resource Estimate were initially released in 2018 (see press release Oct. 17, 2018 on the Company’s website) with the report being filed on SEDAR (www.sedar.com) with an effective date of July 1, 2019 and most recently again re-filed with minor amendments on August 13, 2020.

Mineral Resource Estimate Highlights include:

- ❖ A successful conversion program:
 - Total Measured and Indicated Mineral Resources are now 1,229,800 gold equivalent (“AuEq”) ounces (16.20 Mt at 2.36 g/t AuEq);
- ❖ Measured and Indicated Underground AuEq Ounces increased by 64% from the 2015 Mineral Resource Estimate;
 - Totaling 640,100 AuEq ounces with an average grade of 5.54 g/tonne AuEq (5.39 g/t Au);
 - Open Pit Mineral Resource shell optimized further to contain less waste and could lead to an improved strip ratio;
 - A portion of the increase can be attributed to redefining the boundary between the Underground and Open Pit Mineral Resources resulting in a higher portion of AuEq ounces reported within the Underground Mineral Resource capturing the high grade ounces.
 - Gold Equivalent Grade increase for combined Measured and Indicated Mineral Resources, including In-Pit: +9.0 % (1.45 g/tonne AuEq); Out of Pit: +8.0 % (5.54 g/tonne AuEq); and, in total: +34.1 % (2.36 g/tonne AuEq).
 - Silver Grade increase in Measured and Indicated Mineral Resources
- ❖ Mineral Resources at Goliath remain open at depth and has exploration potential for additional mineralized shoots along strike.

The following table summarizes the NI 43-101 Mineral Resource Estimate in the Measured, Indicated and Inferred Mineral Resource classifications:

Mineral Resource Estimate (Notes 1-8)

	Classification	Cut-off Grade AuEq g/t	Tonnes	Au (g/t)	Contained Au (oz)	Ag (g/t)	Contained Ag (oz)	AuEq (g/t)	Contained AuEq (oz)
Pit Constrained	Measured	0.4	762,000	1.91	46,700	8.9	217,000	1.99	48,700
	Indicated	0.4	11,849,000	1.37	522,400	5.5	2,083,000	1.42	541,000
	Meas + Ind	0.4	12,611,000	1.40	569,100	5.7	2,300,000	1.45	589,600
	Inferred	0.4	595,000	1.05	20,100	2.6	50,000	1.08	20,600
Out of Pit	Measured	1.9	163,000	6.42	33,600	25.8	135,000	6.65	34,800
	Indicated	1.9	3,429,000	5.34	589,000	16.6	1,834,000	5.49	605,300
	Meas + Ind	1.9	3,591,000	5.39	622,600	17.1	1,969,000	5.54	640,100
	Inferred	1.9	1,414,000	4.43	201,500	11.4	519,000	4.53	206,100
Total	Measured	0.4&1.9	925,000	2.70	80,300	11.8	352,000	2.81	83,400
	Indicated	0.4&1.9	15,277,000	2.26	1,111,400	8.0	3,917,000	2.33	1,146,300
	Meas + Ind	0.4&1.9	16,202,000	2.29	1,191,700	8.2	4,269,000	2.36	1,229,800
	Inferred	0.4&1.9	2,009,000	3.43	221,600	8.8	569,000	3.51	226,700

1. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
2. The Inferred Mineral Resource in this estimate has a lower level of confidence than 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.*
- The Mineral Resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.*
 - A gold price of US\$1,250/oz and silver price of US\$17.00/oz based on the July 31, 2018 approximate three year trailing average prices and an exchange rate of US\$0.80=Cdn\$1.00 were utilized in the AuEq cut-off grade calculations of 0.40 g/t AuEq for Pit Constrained (>170 metres elevation above sea level or <230 metres depth from surface) and 1.90 g/t AuEq for Out of Pit Mineral Resources.*
 - Open Pit mining costs were assumed at Cdn\$3.45/t for mineralized material, Cdn\$3.30/t for waste rock and Cdn\$2.00/t for overburden, while Underground mining costs were assumed at Cdn\$78.00/t, with process costs of Cdn\$18.15/t, G&A of Cdn\$2.86/t, and process recoveries of 95.5% for gold and 62.6% for silver.*
 - The Au:Ag ratio used for AuEq was 1:112.17.*
 - A bulk density model averaged 2.76 t/m³ for mineralized material.*
 - Totals in the table may not sum due to rounding.*

ENVIRONMENTAL, PERMITTING AND DEVELOPMENT ACTIVITIES

A number of exploration and development programs are ongoing for the further advancement of the Goliath Gold Project, as outlined in their respective sections below.

Completion of the Federal Environmental Assessment

Pursuant to the Canadian Environmental Assessment Act 2012, the Goliath Gold Project entered into the federal Environmental Assessment (“EA”) process on November 30, 2012. The company worked in cooperation with all stakeholders and government agencies for both the creation and refinement of the Environmental Impact Statement (“EIS”) under EA guidelines to ensure that all potential effects were appropriately defined, characterized, and, in turn, addressed. Following the submission of the final version of the EIS to the federal government’s Canadian Environmental Assessment Agency (“CEAA”), the Company also addressed “Information Requests” for public stakeholders, Indigenous communities and government agencies/experts to request additional detail or clarification.

Once the Agency was satisfied that the Company had provided all of the necessary information, the Agency published the draft Environmental Assessment Report, which summarized their findings for the assessment of the Project. Following a 30-day public comment period on this report, it was issued as final along with a decision statement from the Minister of the Environment and Climate Change. The decision statement noted that the Goliath Project is able to proceed towards construction including the initiation of the remaining permits needed to begin construction. Further, the Project with mitigation and monitoring proposed will not cause significant effects to the environment. As part of the approval, the decision statement also includes a list of commitments that the company has made and conditions that will need to be met throughout the life of the Project.

This body of additional technical work will also be used in the engagement and consultation process with Indigenous peoples and communities, and the general public for the continued permitting application process for the Goliath Gold Project. This process is ongoing and Treasury Metals continuously communicates with required federal and provincial agencies via phone, correspondence and other meetings, as required.

Meetings have been held with Hydro One starting in 2017 and continuing as necessary to confirm power requirements and discuss the connectivity permitting process. Treasury has received verbal confirmation that capacity is available on the local 115 kV line on site and that this location is ideal for a power connection. Contact has been made with the Independent Electricity Systems Operator to begin the electrical connection process.

Treasury Metals also continues to advance technical engineering and environmental programs that supported the Goliath Gold Project's Environmental Impact Statement. These technical programs will also flow into Feasibility Studies and further permitting efforts.

Scoping/Optimization Study:

Treasury continues to refine the technical studies in support of updated economics for the life of the Project. Work is ongoing and is designed to narrow the ore processing and tailings storage options as well as bringing a higher level of confidence to the mining methods and costing for the mining processes. The purpose of evaluating all additional options is to improve project economics by significantly reducing CAPEX requirements for the project and simplifying environmental permitting, especially if cyanide extraction could be eliminated. These study results were also included in the "Alternatives Assessment" as required for the EIS to demonstrate that "all technically feasible" options for the project have been considered.

Metallurgical work and initial testing have indicated that very good gold recovery values could be expected using gravity separation and flotation alone. This study continues to show positive results for metallurgical processes with the Goliath Project. Recoveries using flotation were on the order of 90-92% as compared with previous testing showing greater than 95% gold recovery for a CIL process. The potential use of a gravity-flotation circuit has been included in the metallurgical alternatives assessment as part of the EIS to compare both economic and environmental factors. The CIL processing method was selected as the preferred alternative for submission in the EIS. As part of the EIS, the Company proposes to use reverse osmosis in order to meet regulatory requirements.

As the result of the acquisition of the Goldlund project further studies will be made to evaluate the best efficiencies between the two projects.

Community Relations

Engagement efforts with the Indigenous and public communities has primarily focused on development of key milestones and facilitate opportunities for all regional communities to provide their input and describe how the Project may affect their land use, and their way of life. Treasury Metals has been in contact with stakeholders, including Indigenous peoples and communities and the general public, throughout the environmental assessment process, and all stages of Project development. Treasury Metals has been in direct contact with all potentially affected Indigenous communities as defined by the Canadian Environmental Assessment Agency ("CEAA"), and the Ministry of Energy, Northern Development and Mines. All prior communication with Indigenous and public stakeholders up to April 2017 has been captured within the revised EIS, Appendix DD and Appendix V.

Current engagement activities have focused on delivery and dissemination of technical work supporting the continuation of the federal permitting phase. Treasury Metals has been in communication with all Indigenous parties, and the Company continues to document all efforts to date. All Indigenous communities have been provided all relevant documentation, and the opportunity to access capacity funding has been provided to all Communities. Treasury Metals has agreed in principle to reasonable proposed costs to ensure continued open dialogue and the integral review of the Project and its potential effect to traditional land use purposes within the area.

Treasury Metals has finalized four (4) separate interim funding agreements with Eagle Lake First Nation to support the development of the Project and followed this with the formal execution of a Memorandum of Understanding. In addition to this, in December 2017, Treasury signed a Memorandum of Understanding with the Métis Nation of Ontario. In recent activities, on March 20, 2019, the Company announced the signing of an Engagement Agreement with Wabauskang First Nation. As of June 26, 2019, the Company entered into a Memorandum of Understanding with Lac des Mille Lacs First Nation. Treasury Metals staff is working cooperatively with all third party and community representatives to secure community input to the Project, and to finalize additional agreements with regional stakeholders as part of the continued development of Goliath. Further, it is anticipated in addition to these agreements referred to in the latter the Company will engage certain identified Indigenous communities in comprehensive agreement discussions focusing on continued dialogue, education, training, and other Project aspects.

Treasury Metals, as stated, continues to engage and support capacity funding opportunities to ensure open and transparent dialogue regarding the development of the Project. All efforts have been documented in support of the federal EIS, permitting process, and supporting Project related activities. This too will be part of the Goldlund integration plan, requiring evaluation of the existing agreements including in-progress negotiations that have been committed by First Mining with affected First Nations groups and regional stakeholders.

EXPLORATION

Since Treasury Metals began drilling the Goliath Gold Project in 2008 to present day, a total of 562 diamond drill holes comprised of 528 newly collared holes, 4 wedge holes, and 30 re-entry holes for a total of 180,269 metres have been drilled on the property. Further details of drilling results in press releases can be found on the Company's website at www.treasuremetals.com.

The Company has received the results of the second phase of its Spatiotemporal Geochemical Hydrocarbon (SGH) soil sampling program which covered the approximately 5 km of strike length northeast of the Goliath Gold Deposit including the regional fold nose. Historically, previous operator Teck found several high-grade gold intersections along this alteration corridor including 45.4 g/t over 1.5 m in hole TL208 and 25.9 g/t over 0.8 m in TL271; and, the area continues to show significant exploration potential. The initial phase of the program was completed during the 2018 field season and included an orientation survey over the resource area to characterize the surficial signature of the gold mineralization at depth. The soil was tested by Activation Laboratories using their Spatiotemporal Geochemical Hydrocarbon (SGH) and UltraTrace-1 multi-element package to provide a basis to characterize the geochemical signature of the Goliath Gold Deposit and explore for similar mineralization signatures along strike. The survey was successful in identifying several

anomalies of interest, similar to those identified over the deposit area during the initial orientation survey. Analysis and interpretation are encouraging to date, and is still currently in progress. This will aid in planning future exploration programs. For the upcoming 2020 summer/fall field season the Company intends on continuing the program to cover the remaining strike length to the far eastern Goliath property boundary in addition to any infill sampling that is identified during the ongoing interpretation.

In 2019, Treasury completed a down-hole induced polarization (IP) survey across the deposit area. This program, conducted by Golden Mallard Corporation, used existing holes to help map the high-grade shoots down-dip for future drilling programs, as well as detect any previously unknown nearby mineralized concentrations. This technique has proven successful at locations within the region, notably Harte Gold in its identification of the Middle Zone, an extension located to the east of the Sugar Zone. The IP survey determined zones that host mineralization are extending to depth and along strike. The Company completed a total of 15 drill holes with maximum vertical depths ranging from 100 to 525 metres below surface along a strike length of 1.2 kilometres. Additional focused downhole surveys were completed to increase the resolution of these results. The results from the survey have been integrated into the current geological database and as an aid in the targeting in the Q4 2019 drill program, focused on extending the high-grade shoots at depth to expand the current resources and completing additional infill of C East resource area.

Goliath Gold Project latest eight quarters of exploration and development program expenditures

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	30-Jun-19	30-Sep-19	31-Dec-19	31-Mar-20	30-Jun-20	30-Jun-20
Metallurgy	240,467	50	-	-	-	240,517
Geochemistry	121,388	-	-	-	-	121,388
Geotechnical	137,649	-	-	-	-	137,649
Hydrogeology	206,336	-	-	-	-	206,336
Environmental	1,150,996	27,309	7,846	10,936	-	1,197,086
Environmental Assessment	4,861,314	155,392	14,135	7,316	-	5,038,157
Pre-Feasibility & Feasibility	2,106,870	71,230	90,104	1,485	-	2,269,689
Drilling and other exploration exp.	22,842,506	360,452	654,334	896,856	85,133	24,839,282
Community Relations	683,653	127,313	13,937	16,554	-	808,348
Property purchases and payments	28,478,887	-	-	104,546	-	28,583,433
Dryden - salaries and consultants	7,732,899	93,710	127,250	125,477	81,713	8,161,049
Dryden Infrastructure	3,174,652	28,289	61,558	48,227	15,284	3,328,010
Amortization	457,207	11,793	14,242	12,247	12,247	507,736
Black Scholes on options compensation	1,158,423	21,188	46,143	33,605	31,709	1,291,068
Total Goliath Gold Project	73,353,248	896,726	1,029,549	1,224,140	226,086	76,729,749

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	30-Jun-18	30-Sep-18	31-Dec-18	31-Mar-19	30-Jun-19	30-Jun-19
Metallurgy	240,467	-	-	-	-	240,467
Geochemistry	121,388	-	-	-	-	121,388
Geotechnical	137,649	-	-	-	-	137,649
Hydrogeology	206,336	-	-	-	-	206,336
Environmental	1,150,996	-	-	-	-	1,150,996
Environmental Assessment	3,706,049	373,340	361,149	279,218	141,558	4,861,314
Feasibility	1,913,223	99,591	35,990	32,624	25,442	2,106,870
Drilling and other exploration exp.	22,209,557	230,889	134,882	168,083	99,096	22,842,506
Community Relations	299,544	50,403	129,057	137,840	66,809	683,653
Property purchases and payments	28,374,113	-	-	104,775	-	28,478,887
Dryden - salaries and consultants	7,190,915	200,440	107,869	121,189	112,486	7,732,899
Dryden Infrastructure	2,951,768	57,158	75,062	48,010	42,654	3,174,652
Amortization	411,733	10,797	11,091	11,793	11,793	457,207
Black Scholes on options compensation	1,102,577	9,734	561	22,757	22,794	1,158,423
Total Goliath Gold Project	70,016,314	1,032,352	855,661	926,289	522,632	73,353,248

LARA POLYMETALLIC PROJECT

The Company inherited the Lara Project in early 2008, as part of the spin-out transaction from Laramide Resources Ltd. The Company, as a gold focused exploration and development company, does not consider this project to be a high priority in terms of its overall corporate strategy. Due to current market conditions, only minimal geological fieldwork has been done on the property. The Company would consider seeking a purchaser or joint venture partner for this non-core project.

In July 2018, Treasury Metals initiated an airborne LiDAR survey with Terra Remote Sensing Inc. (“Terra”) over the entire Lara claim package covering 63.88 km². This survey will not only increase the accuracy of future resource and engineering studies, but also aid in the successful planning and execution of future exploration programs. The survey was successfully flown on July 13, 2018, and the data processed and delivered over the following two months. A full set of 10cm resolution orthophotos comprising of 89 TIF image files, along with 1m resolution elevation contours, and 1m Digital Elevation Model (“DEM”) were provided to Treasury.

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Lara Project latest eight quarters of exploration program expenditures

Lara Polymetallic Project - BC	Balance	Incurred in three months ending					Balance
	30-Jun-19	30-Sep-19	31-Dec-19	31-Mar-20	30-Jun-20	30-Jun-20	
Consultants	129,117	5,231	-	-	-	134,348	
Surveys	43,210	-	-	-	-	43,210	
Camp field and land costs	709,678	-	500	-	-	710,178	
Total Lara Polymetallic Project - BC	882,005	5,231	500	-	-	887,736	

Lara Polymetallic Project - BC	Balance	Incurred in three months ending					Balance
	30-Jun-18	30-Sep-18	31-Dec-18	31-Mar-19	30-Jun-19	30-Jun-19	
Consultants	129,117	-	-	-	-	129,117	
Surveys	18,034	15,106	10,070	-	-	43,210	
Camp field and land costs	709,178	500	-	-	-	709,678	
Total Lara Polymetallic Project - BC	856,329	15,606	10,070	-	-	882,005	

GOLDEYE EXPLORATIONS LIMITED

On November 24, 2016, the Company closed the acquisition of all of the issued and outstanding common shares of Goldeye Explorations Limited (“Goldeye”) a public company that holds the Weebigee Project. The details of the acquisition are disclosed in Note 8 of the consolidated financial statements. The principal project of Goldeye is the Weebigee Project, and additional properties including Gold Rock/Thunder Cloud and Shining Tree-Fawcett; Goldeye also has various NSR interests shown below.

Weebigee Project

The Weebigee Project is located near Sandy Lake, north of Red Lake in northwestern Ontario. The Company holds a 100% interest in the property, which comprises 225 claims. Certain claims are subject to a 1% net smelter return (“NSR”) that is held by a former director of Goldeye.

On April 15, 2015, Goldeye entered into an option agreement (the “GPM Option Agreement”) with GPM Metals Inc. (“GPM”) whereby GPM has an option to earn a 50.1% interest in the Weebigee Project by paying a total of \$550,000 in cash (\$50,000, \$100,000, \$150,000 and \$250,000 received in 2015, 2016, 2017 and 2018 respectively) and \$25,000 in shares (issued in 2015) to Goldeye over a period of four years. GPM must also complete a minimum of \$5,000,000 in exploration expenditures over a four-year term. In addition, if the first option is exercised, GPM will have the option to earn an additional 19.9% interest by either funding a bankable feasibility study, or at GPM’s option, paying Goldeye an additional \$1,500,000 in cash and completing a minimum additional \$3,000,000 in exploration expenditures over the next two years. In July 2016, GPM sold its interest in the Weebigee property to Sandy Lake Gold Inc. (the “Optionee” or “SLG”). In April 2019, SLG announced it changed its company name to G2 Goldfields Inc. (the “Optionee” or “G2”).

A number of disputes arose from the Option Agreement: the existence of a force majeure being validly declared; whether or not Sandy Lake Gold had met the first year expenditure requirements; and whether Goldeye met the requirements necessary to participate in 50% of certain additional properties staked by Sandy Lake Gold. These disputes went through an arbitration process that resulted in a decision that a force majeure event had occurred and, therefore, the first year's expenditure deadline was extended, the first year's expenditure requirement was met, and that Goldeye had not met the conditions to participate in certain additional properties. On January 16, 2019, the Arbitration Panel ruled that SLG is entitled to a costs award of \$926,960 of which \$820,325 was recorded in the consolidated statement of operations of the year ended December 31, 2018. Subsequently, to promote working relations and work activity on the Weebigee property going forward, the award was paid in September 2019.

There continue to be issues in dispute under the Option Agreement, including the detail and amount of expenditures incurred by G2 Goldfields, as well as the status of the transfer of additional Interests paid by the Company. G2 Goldfields and the Company are not in agreement as to whether G2 Goldfields is in compliance with the Option Agreement, and the Company has requested detail on expenditures that G2 Goldfields alleges to have made, which have not yet been supplied by G2 Goldfields in a form that can be reviewed and audited.

On June 9, 2017 during the course of the above-described arbitration, SLG brought a counterclaim against Goldeye for \$2,000,000 plus pre-judgment and post-judgment interest and costs on a full indemnity basis for breach of contract, including breach of certain representations, warranties, and covenants. No further steps have been taken by SLG (now G2 Goldfields) to advance the counterclaim so full discovery has not yet taken place. Accordingly, no amounts have been recorded in the consolidated financial statements related to this matter.

The Option Agreement is subject to the terms of the exploration agreement signed between Goldeye and Sandy Lake First Nation ("SLFN") on November 12, 2013. This exploration agreement was renewed for a two-year period on the same terms commencing on November 12, 2014, then renewed on the same terms for a further two-year period. On November 15, 2018, the agreement was signed for a further one year and work on a further renewal has commenced. SLFN and Goldeye agree that the next renewal agreement is to more fully reflect the ongoing development of the project.

Weebigee is a large, relatively unexplored property which covers the most prospective portions of the Sandy Lake Greenstone belt, with similarities to the geology in the Red Lake District. In the Northwest Arm area, numerous gold showings occur within shoreline exposures of quartz-rich felsic pyroclastic units, proximal to a major deformation zone that crosses a folded ultramafic unit under the lake. Where high strain zones are evident, the felsic units show hydrothermal biotite-silica alteration, quartz veining and patchy to pervasive silica flooding, along with the development of distinct blue quartz eyes. It should be noted that much of the geology is obscured by shallow lakes and clay deposits, and the main deformation zones have never been drill tested. In the past, shoreline mapping/prospecting located a number of auriferous quartz tourmaline veins and silicified zones controlled by mafic-ultramafic dyke filled splays or high strain zones crosscutting regional foliations. Crack and seal textures, drag folded and dismembered veins, multi-stage quartz veining and local strong silica replacement zones indicate that hydrothermal alteration occurred during periods of active brittle-

ductile deformation along the high strain zones. Geophysics and recent drilling indicate that a folded ultramafic horizon is located just offshore of several of these auriferous high strain zones.

Previous drilling (1988 and earlier) was limited to short holes targeting quartz tourmaline veins on the Bernadette, Wavano and Tully showings. Drilling indicated that the vein hosted gold mineralization persisted to depth, but was generally narrow where intersected (gold intercepts of 7.5 g/t over 0.8 metres, 27 g/t over 0.1 metres and 25.9 g/t over 0.1 metres). Wider zones of auriferous silicification and biotite alteration had seen limited chip sampling (eg. Knoll zone); at Knoll, two historic chip samples had been taken along a sample line across the zone, returning gold values of 19.3 and 8.2 g/t over a total composite length of 5.5 metres. This area was the focus of the 2013 channel sampling and mapping programs, which confirmed the high grade nature of the showing (individual 0.3 m channels assayed 20.9, 22.0 and 34.1 g/t) as well as much more widespread highly anomalous gold mineralization (27 gold channel sample assays greater than 1 g/t). Several 2 to 5 metre wide areas of the Knoll zone show complete silica-biotite replacement of the quartz crystal tuff units, indicating a widespread, long-lived structural and hydrothermal event.

A 23-hole drill program completed during February and March 2014 resulted in a significant high-grade gold discovery at Weebigee. Drilling focused on three showing areas (Knoll, Bernadette, and RvG4) that returned significant gold values from channel sampling in 2013. The following table highlights the gold grades over core interval composites (uncut) from this 2014 drill program.

Zone	Hole	Depth (m)	Interval (m)	Assay (g/t Au)
Knoll	BK 14-07	51.8 - 55.70	3.90	18.69
Knoll	BK 14-05	14.65 - 18.15	3.50	12.45
Knoll	BK 14-16	78.33 - 85.16	6.83	8.59
Knoll	BK 14-11	22.10 - 27.57	5.47	6.71
Knoll	BK 14-12	20.70 - 27.73	7.03	6.76
Bernadette	BK 14-03	34.15 - 35.30	1.15	70.23
Bernadette	BK 14-23	7.85 - 11.70	3.85	10.89
RvG4	BK 14-18	43.56 - 47.53	3.97	23.15
RvG4	BK 14-17	48.68 - 53.19	4.51	9.35

Each of the 15 drill holes at the Knoll Zone intersected significant gold mineralization. Twenty-four core samples assayed over 10 g/t Au, including 1 intersection of 57.9 g/t Au. On the parallel Bernadette Zone, 100 m to the east, 5 individual assays over 10 g/t Au were returned, including one of 131 g/t and one of 230 g/t Au. The RvG4 Zone, on strike and 500 m to the northwest, also returned high-grade gold values with eight core samples over 10 g/t Au, five of which were over 30 g/t Au. Overall, visible gold was noted in 50% of the holes drilled. At Knoll a strike length of 100 metres was tested, with only one hole stepped back to test a vertical depth of 100 metres. All zones remain open in all directions. Additional areas of interest on the Weebigee project include Sandborn Bay, which hosts numerous Cu-Zn showings, some with highly elevated silver values in cherty and cordierite-rich horizons. The Canoxy area and Tully and Tully West showings host gold mineralization related to sulphide and sulphidized iron formation.

In the summer of 2015, a Prospecting and Airborne Survey was completed consisting of 1,274.5 km of horizontal gradiometer and VTEM data collected over two blocks, B and F, on the western part of the Sandy

Lake greenstone belt. Line separation was 200 metres with a mean sensor altitude of 45 metres. Third party consultants interpreting the data reported that the EM and magnetic configurations of the system were well suited for the geological environment at Sandy Lake and that data was of good quality.

On May 13, 2019 and September 4, 2019, Treasury Metals announced significant exploration results on its 100% owned Weebigee Gold Project in northwestern Ontario. The optionee earning into the Weebigee Project, G2 Goldfields Inc., reported in the May press release the results of drilling of six holes, totaling 1,980 meters, followed by the September results. The holes are on the Treasury Metals property under Option Agreement with G2. Drilling highlights in May include: From 58 m: 2.4m at 3.89 g/t Au; From 69m: 8.0m at 34.5 g/t Au; From 95.8m: 1.64m at 49.83 g/t Au; and, From 104m: 3.0m at 3.06 g/t Au. Drilling highlights in September include: 0.75 metres of 450 g/t Au and 1.40 metres of 11.85 g/t Au in holes, 19-12 and 19-14. Further details can be found in press releases at www.treasuremetals.com.

In 2019, G2 Goldfields announced the results from seven new drill holes on September 3, 2019, including the discovery of a new zone of mineralization in the W3 area. Subsequent to the September 3 release, G2 Goldfields completed drilling of an additional four holes totalling approximately 750 metres. All new diamond drill holes were completed in the W3 Zone, 1.8 kilometers east of the W1/W2 area.

Goldeye Project latest eight quarters of exploration program expenditures

Goldeye Project	Balance	Incurred in three months ending				Balance
	30-Jun-19	30-Sep-19	31-Dec-19	31-Mar-20	30-Jun-20	30-Jun-20
Consultants	10,176	-	-	-	-	10,176
Camp field and land costs	38,106	7,322	7,500	33,908	-	86,836
Other	250,798	450	15,450	450	5,931	273,079
Acquisitions of properties and data	4,084,678	-	-	-	-	4,084,678
Option agreement collections	490,745	-	-	-	-	490,745
Total Goldeye Project	3,893,013	7,772	22,950	34,358	5,931	3,964,025

Goldeye Project	Balance	Incurred in three months ending				Balance
	30-Jun-18	30-Sep-18	31-Dec-18	31-Mar-19	30-Jun-19	30-Jun-19
Consultants	10,175	-	-	-	-	10,176
Camp field and land costs	18,750	-	2,400	7,500	9,456	38,106
Other	19,642	15,623	57,106	137,362	21,066	250,798
Acquisitions of properties and data	4,084,678	-	-	-	-	4,084,678
Option agreement collections	490,745	-	-	-	-	490,745
Total Goldeye Project	3,642,500	15,623	59,506	144,862	30,522	3,893,013

Community Relations

Engagement and community relation efforts have been ongoing with Sandy Lake First Nation. Company representatives have conducted communication efforts and multiple community visits as part of these activities. Treasury Metals held a collaborative meeting with leadership of the community and Treasury's Optionee. These meetings have resulted in the former Exploration Agreement extension that was in place, as described earlier in this MD&A. Additional efforts are anticipated in 2020 to secure a newly formed Exploration Agreement to continue and strengthen relationships with Sandy Lake First Nation, and engage Keewaywin First Nation as required.

Gold Rock Project, Kenora Mining Division, Ontario

The Company's 100% owned Gold Rock Project is located near Dryden, Ontario and comprises two properties, the Gold Rock property, consisting of 20 legacy claims and the Thunder Cloud property consisting of 1 legacy claim. All claims at the Gold Rock Project are in good standing.

Shining Tree-Fawcett Project, Ontario

The Shining Tree-Fawcett Project consists of 53 claims in Fawcett, Leonard, MacMurchy and Tyrell townships, near Timmins in northeastern Ontario. Fifty-two of the claims are 100% owned by Goldeye and one claim is 50% owned by Goldeye and 50% owned by third parties. All claims are in good standing. The property is subject to net smelter returns ranging from 2% to 3% on certain claims in this area.

In January and February 2019, Treasury Metals initiated a helicopter-borne Versatile Time Domain Electromagnetic (VTEM plus) and Horizontal Magnetic Gradiometer geophysical survey completed by Geotech Airborne Geophysical Surveys ("Geotech") over the entire Shining Tree-Fawcett claim package covering 50 km². The survey identified a number of conductors across the property that coincide with areas of attractive geological features.

In June 2019, the Company consolidated the Shining Tree-Fawcett property with the acquisition of an option agreement from Platinex Inc. on the northwest portion of the claim block. The 4 km² claim block was previously 50% owned by Treasury with the remaining 50% under option agreement held by Platinex. The non-material transaction creates a simplified ownership structure and is located in an area that contains a number of conductors identified by the survey.

On August 6, 2014, Goldeye received \$30,000 from Creso Resources Inc. ("Creso") as settlement towards the dispute relating to Creso's termination of an option agreement on February 1, 2012. The option agreement was originally entered into in January 2010 whereby the Company optioned up to 75% of 23 claims in Tyrell Township in the Shining Tree-Fawcett Project to Creso.

Subsequently to the closing of the current period the Company sold the mining claims and the net smelter royalties regarding this project as detailed in the subsequent events section of this MD&A.

SELECTED QUARTERLY FINANCIAL INFORMATION

The following tables summarizes the Company's selected financial data for the last eight quarters. The information set forth below should be read in conjunction with the June 30, 2020 and 2019 interim condensed consolidated financial statements and the related notes thereto, prepared by management in accordance with International Financial Reporting Standards. Detailed explanations of quarterly variances are included in each quarterly MD&A filed on SEDAR.

	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
	Jun-20	Mar-20	Dec-19	Sep-19	Jun-19	Mar-19	Dec-18	Sep-18
	\$	\$	\$	\$	\$	\$	\$	\$
Other income	461	114	-	73	267	883	-	1,046
Expenses	645,732	1,247,164	920,089	925,022	710,411	622,491	2,266,775	682,415
Loss (gain) on debt extinguishment	-	-	1,344,395	-	-	-	(112,259)	-
Fair value change of derivative liability	3,941,094	(1,043,936)	(1,313,244)	827,360	(495,134)	5,466	452,474	(142,460)
Income tax expense (recovery)	-	(259,375)	1,358,576	-	-	(61,364)	30,235	-
Net income (loss)	(4,586,365)	56,261	(2,309,816)	(1,752,309)	(215,010)	(565,710)	(2,637,225)	(538,909)
Net loss per share (basic and diluted)\$	(0.03)	0.00	(0.01)	(0.01)	0.00	(0.01)	(0.02)	0.00
Other comprehensive income (loss)	9,514	(6,294)	33,609	(36,318)	(25,424)	(1,596)	(120,088)	(105,837)
Total comprehensive loss	(4,576,851)	49,967	(2,276,207)	(1,788,627)	(240,434)	(803,353)	(2,757,313)	(644,746)
Mineral properties and deferred costs	81,581,510	81,349,492	80,090,994	79,037,995	78,128,266	77,584,283	76,503,961	75,578,724
Total current liabilities	7,208,009	3,394,466	3,762,877	3,348,865	3,041,113	3,542,018	3,704,689	6,339,052
Total assets	84,369,702	84,960,851	84,453,697	82,154,576	83,461,816	81,019,774	81,623,662	80,306,482

The most significant expense variances quarter to quarter are due to the vesting cost of the various stock option issuances while there is also a loss of \$1,344,395 and a gain of \$112,259 in Q4 2019 and 2018, respectively, on the Extract/Loinette amendments which were treated as debt extinguishments for accounting purposes. There are also quarterly gains or losses due to the fair value variances of the non-cash derivative liability; also, there is the amortization of transaction costs and accretion of the convertible debt from Extract/Loinette. The Q4 2018 expenses include \$820,325 of a cost award made as a result of the arbitration between Goldeye and Sandy Lake Gold (now "G2 Goldfields").

The quarterly variations in the other comprehensive income (loss) result from the quarter end adjustments to market value of the shares of Goldgroup Mining Inc., Zinc One Resources Inc. and Millrock Resources Inc. The fluctuation in total assets from one quarter to the next is primarily a function of cash increases through the financing transactions, issuance of shares, the exercise of warrants and options, the valuation at fair market value of the long-term investments, and the use of cash for operating expenses.

Financial results of operations for the three months ended June 30, 2020 compared with the three months ended June 30, 2019

The net loss for the three-month period ended June 30, 2020 was \$4,586,365 (2019 –\$215,010). The variance is explained as follows:

- In Q2 2020, office and administrative expenses are \$36,758 lower than Q2 2019, due to lower investor relations expenses, partially offset by higher filing fees and other minor expenses.
- Professional fees expense in Q2 2020 of \$16,023 is \$7,930 lower than Q2 2019 mainly due to the slight decrease of the legal fees in the current period.
- In Q2, 2020 there is \$37,403 of higher salary and benefits versus Q2 2019 mainly due to \$30,913 higher allocation of expenses paid by Laramide in the current period.
- In Q2 2020 there is \$54,773 of higher stock-based compensation expense against Q2 2019 due to the higher balance of unvested options in the current period.
- In Q2 2020, the accretion and amortization of transaction costs on financing debt is \$26,251 lower than Q2 2019 mainly because the period of accretion is longer after the amendment of August 2019.
- Interest and commitment fees in Q2 2020 of \$132,967 are lower than the \$136,525 of Q2 2019 due to the current year decrease of the Libor rate used in the calculation of the Extract debt interest with respect to the year 2019.
- There is a \$182,913 foreign exchange gain in Q2 2020 versus a \$100,375 gain in Q2 2019 mainly due to the 3.9% CAD revaluation against the USD in Q2 2020, versus its 2.07% revaluation in Q2 2019. The CAD revaluation has a positive effect on the US dollar debts of the Company.
- In Q2 2020, there is a \$3,941,0946 unrealized loss from the change of the fair value of the non-cash derivative liabilities compared to a \$495,134 unrealized gain in Q2 2019. The derivative liability is a result of the conversion feature of the US dollar denominated Extract convertible debt. The change in the current quarter is mostly due to the increase of the share price from \$0.20 at March 31, 2020 to \$0.50 as at June 30, 2020

Financial results of operations for the six months ended June 30, 2020 compared with the six months ended June 30, 2019

The net loss for the six-month period ended June 30, 2020 was \$4,530,104 (2019 – \$780,720). The variance is explained as follows:

- In the six-month period ended June 30, 2020, office and administrative expenses are \$36,784 higher than 2019, which is mostly due to \$39,986 of higher investor relations consultant expenses, partially offset by lower other minor expenses.
- In the six-month period ended June 30, 2020 there is there is \$30,797 of higher salary and benefits against 2019 mainly due to \$30,913 higher allocation of the expenses paid by Laramide in the current period.
- In the six-month period ended June 30, 2020 there is \$117,173 of higher stock-based compensation expense against 2019 due to the higher balance of unvested options in the current period.

- In the six-month period ended June 30, 2020, the accretion and amortization of transaction costs on financing debt is \$76,840 lower than 2019 mainly because in 2020 there is a favourable adjustment to the present value of the extract convertible debt; in addition, the period of accretion is longer after the amendment of December 2019..
- Interest and commitment fees in the six-month period ended June 30, 2020 of \$308,644 is \$31,785 higher than 2019 mainly due to the \$45,000 commitment fees incurred in the current year for the new short-term loans partially offset by the lower Libor rate in the current year with respect to 2019.
- There is a \$227,650 foreign exchange loss in the six-month period ended June 30, 2020 versus a \$193,418 gain in 2019 mainly due to the 4.9% CAD devaluation against the USD in the six-month period ended June 30, 2020, versus its 4.0% revaluation in 2019. The CAD devaluation has a negative effect on the US dollar debt of the Company.
- In the six-month period ended June 30, 2020, there is a \$2,897,158 unrealized loss from the change of the fair value of the non-cash derivative liabilities compared to a \$489,668 unrealized gain in 2019. The derivative liability is a result of the conversion feature of the US dollar denominated Extract convertible debt. The change in the current 6 month period is mostly due to the increase of the share price from \$0.30 at December 31, 2019 to \$0.50 as at June 30, 2020.
- The deferred tax gain in the six-month period ended June 30, 2020 of \$259,375 is higher than the \$61,364 gain of 2019, mainly due to the higher premium regarding the two flow-through financings of the period 2019 versus the one flow-through transaction of the year 2018.

FINANCINGS

The financing transactions executed in the reported periods are as follows:

- On March 26, 2020, the Company signed three promissory notes for a total of \$750,000 which are due and payable on September 26, 2020 bearing an annual interest rate of 15% starting on June 26, 2020. The Company must pay to the lenders a total of \$45,000 of commitment fees representing a 6 per cent of the principal. In the case of reception of proceeds by the Company from any equity financing or from the exercise of warrants, it shall forthwith pay or apply on account of the principal and outstanding interest of the loans.
- On November 21, 2019, the Company closed a private placement for aggregate gross proceeds of \$2,795,233 through the issuance of 9,807,800 flow-through units at a price of \$0.285 per flow-through unit. On November 26, 2019, the Company closed an additional subscription for aggregate gross proceeds of \$100,000 through the issuance of 350,877 flow-through units at a price of \$0.285 per flow-through unit. Each flow-through unit consisted of one common share and one-half common share purchase warrant. Each full warrant entitles his holder to acquire one common share at an exercise price of \$0.45 for a period of 24 months from the date of issuance and, at the discretion of the Company, may be subject to acceleration and called prior to the expiry date in the event that the closing price of the common shares is \$0.75 or more for twenty consecutive trading days. The Company incurred in \$288,158 of issue costs regarding this private placement.

- On June 6, 2019, the Company closed concurrent non-brokered private placements. The first private placement consisted of the issuance of 8,894,254 units at a price of \$0.24 per unit for aggregate gross proceeds of \$2,134,621. The second private placement consisted of the issuance of 5,486,000 flow-through units at a price of \$0.25 per flow-through unit for aggregate gross proceeds of \$1,371,500.

LIQUIDITY

As at June 30, 2020, the Company had a working capital deficiency of \$2,043,124 excluding the non-cash unrenounced flow-through share premium liability and the non-cash derivative liability (December 31, 2019 – working capital of \$520,057). As disclosed in the Financing section of this report, on March 26, 2020, the Company signed three promissory notes to unrelated parties for a total of \$750,000 which are unsecured and due and payable on September 26, 2020 bearing an annual interest rate of 15% starting on June 26, 2020.

On August 7, 2020 as described in the subsequent events section of this report, the Company closed a \$11.5 million bought deal private placement.

Regarding the Extract convertible debenture, on August 15, 2019, a third amendment agreement was closed extending the maturity to November 30, 2022; also, the conversion price of the share has been fixed to \$0.32. As consideration, the Company paid to Extract an amendment fee of US\$44,000 (\$58,630).

As at June 30, 2020, and at the date of this report,

- The cash resources of the Company are held in cash with major Canadian financial institutions;
- Accounts receivable and prepaid expenses are comprised mainly of advances to contractors and sales tax receivables from the Government of Canada. Accounts receivable and prepaid expenses have decreased mainly due to the lower advances to contractors which also reduces HST receivables in the current year.
- Investments in marketable securities, as at June 30, 2020, consist of 1,000,000 shares of Platinex Inc. and, 147,778 shares of Millrock Resources Inc., all of which have a current market value of \$58,250. The Company may sell its investments to access funds to settle its obligations as they arise.
- The Company's debt to Extract is CAD\$5,162,631 at June 30, 2020, which consists of the USD\$4.4 million (CAD\$6 million) loan received offset by the unaccreted costs of \$0.8 million. There is also the \$750,000 of short-term loans payable on September 26, 2020, the \$8,832 mortgage balance that matures in October 2020 and a total lease payable of \$6,720 in monthly installments until August 2021. Accounts payable and accrued liabilities are short-term and non-interest bearing.
- The Company is committed to spend \$4,266,723 by December 31, 2020 on Canadian exploration expenses ("CEE") as part of its flow-through funding agreements dated June 6, and November 21, 2019. At June 30, 2020, the Company has spent \$1,169,516. Subsequently to the closing of the current

period, the Canada Revenue Agency has extended to December 31, 2021 the period to complete the CEE commitment.

- In light of the current COVID-19 pandemic, the Company is evaluating all spending to ensure that its financial resources are maintained throughout this pandemic.

The Company must utilize its current cash reserves, funds obtained from the exercise of warrants and options, if any, and other financing transactions to maintain the Company’s capacity to meet working capital requirements, ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company relies on external financing to generate sufficient operating capital. Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and as such, alternative funding programs are also being pursued by the Company. The Company’s management believes it will be able to raise any required funds in the short term. Management will monitor the current market situation and make prudent business decisions as they are required. See “Risk Factors”.

The Company’s success depends on the successful development of the Goliath Gold Project and corresponding permitting and Feasibility Study. Based upon its current operating and financial plans, management of the Company believes that it will have sufficient access to financial resources (debt and equity) to fund the Company’s planned operations and development of the Goliath Gold Project.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company as at June 30, 2020:

Common Shares of no par value	Number
Shares	170,256,055
Warrants	30,301,516
Options	9,225,000

See Notes 11 to 13 to the June 30, 2020 interim condensed consolidated financial statements for more detailed disclosure of outstanding share data.

OFF-BALANCE SHEET TRANSACTIONS

During the period ended June 30, 2020, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

CONTINGENCIES AND COMMITMENT

The Company has made the following commitments as of the date of this MD&A:

- Certain underlying royalties and payment obligations of \$105,000 per year remain on 13 of the 23 patented land parcels.
- The Company is committed to spend \$4,266,723 by December 31, 2020 on Canadian exploration expenses (“CEE”) as part of its flow-through funding agreements dated June 6, and November 21, 2019. At June 30, 2020, the Company has spent \$1,033,677. Subsequently to the closing of the current period, the Canada Revenue Agency has extended to December 31, 2021 the period to complete the CEE commitment noted above. All flow-through spending commitments from previous flow-through financings have been fulfilled.
- An audit was initiated by the Canada Revenue Agency (the “CRA”) in December 2016 of the flow-through expenditures incurred by the Company pursuant to the flow-through share financings completed on December 6, 2011, September 21, 2012, May 1, 2013, and December 20, 2013. On March 7, 2018 the Company was advised by the CRA that out of the total of \$12.5 million the Company raised through the flow-through share financings and renounced to subscribers, that the CRA had reclassified approximately \$1.8 million of CEE to operating expenses and a further approximately \$2.2 million of CEE to Canadian Development Expenses. In addition, pursuant to the Audit, the CRA has notified the Company that it is liable for Part XII.6 tax in the amount of \$477,726 in connection with the shortfall from the disallowed CEE. The Company strongly disputes the CRA’s proposed re-characterizations of expenses from CEE to either CDE or operating expenses and has filed a Notice of Objection with the CRA. Due to the uncertainty of the final outcome and tax amount, no liability has been recorded in the consolidated financial statements.

RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company’s officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other exploration related services to Treasury Metals.

At June 30, 2020, there is \$54,558 of accounts payable to Laramide Resources Ltd. (December 31, 2019 – \$1,933), a company having a director, Marc Henderson, and an officer, Dennis Gibson, in common with Treasury Metals. The details of the transactions with Laramide are, as follows:

Six months ended June 30	2020	2019
Office rent paid by Laramide	\$70,903	\$60,655
Shared expenses paid by Laramide on behalf of the Company	\$58,717	\$33,555
Shared expenses paid by the Company on behalf of Laramide	(\$7,602)	(\$8,899)
Net Total	\$122,018	\$85,321

At June 30, 2020, there is \$1,394 of accounts receivable from Cypherpunk Holdings Inc. (December 31, 2019 – \$61), a company that has a director, Marc Henderson, and an officer, Dennis Gibson, in common with Treasury Metals. During the period, the Company charged \$1,233 of shared expenditures paid on behalf of Cypherpunk Holdings Inc. (2019 - \$1,890)

Transactions with related parties were conducted in the normal course of operations and are measured at the exchange amounts.

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 operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

FINANCIAL INSTRUMENTS

The current bank accounts, accounts receivable and accounts payable are non-interest bearing. The majority of cash and cash equivalents are held in short-term investments bearing interest up to 0.8%.

The principal financial instruments affecting the Company's financial condition and results of operations is currently its cash, which it receives from interest and royalty payments, its investment portfolio and any financing transactions entered into by the Company. These sources of revenue are subject to various risks, including production risks with respect to the royalty payments and market risks with respect to the investment portfolio. The investment portfolio is managed by the Company.

RISKS AND UNCERTAINTIES

The Company's Risks and Uncertainties are disclosed in Treasury Metals Inc.'s Annual Information Form dated March 27, 2020, which is filed on SEDAR and is herein incorporated by reference. Risks are reviewed and updated each quarter when new events or changes in the jurisdictions where the Company operates necessitate new risk analysis. There have been no new risks identified to the date of this MD&A.

SUBSEQUENT EVENTS

A.) On July 7, 2020, the Company announced it has closed a \$11.52 million bought deal private placement (the "Offering") of 32,000,000 subscription receipts (the "Subscription Receipts") at a price of \$0.36 per Subscription Receipt. The Offering was completed in connection with the share purchase agreement signed with First mining Gold Corp. as described in the part B.) of this Note. The Offering transaction was finally closed on August 7, 2020.

Pursuant to the terms of the Subscription Receipt Agreement, each Subscription Receipt shall automatically convert into one unit (a "Unit") or one Penalty Unit (as defined below), as applicable, for no additional consideration, upon the later of (the "Automatic Conversion Date"):

- the date when the Escrowed Funds are released; and
- the date which is the earlier of:
 - four months and one day after the closing of the Offering; and
 - the second business day following the filing of the Qualifying Prospectus.

Each Unit will be comprised of one Common Share plus one-half of one Common Share purchase warrant (each whole such purchase warrant, a “Warrant”), with each Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.60 for a period of 24 months from the Automatic Conversion Date (the “Expiry Date”). In the event the Company has not received a receipt from the OSC on behalf of the Securities Commissions for the Qualifying Prospectus before the Qualification Deadline, each Subscription Receipt will thereafter entitle the holder to receive upon the conversion thereof, for no additional consideration, one penalty unit (a “Penalty Unit”), each Penalty Unit to be comprised of 1.1 Common Shares and 0.55 of a Warrant.

B.) On August 5, 2020, the shareholders approved the definitive share purchase agreement (the “Agreement”) signed with First Mining Gold Corp (“First Mining”) pursuant to which Treasury will acquire all of the issued and outstanding shares of Tamaka Gold Corporation, a wholly-owned subsidiary of First Mining that owns a 100% interest in the Goldlund Gold Project (“Goldlund”), located adjacent to Treasury’s Goliath Gold Project in Northwestern Ontario (the “Transaction”). The transaction closed on August 7, 2020.

Under the terms of the Agreement, First Mining shall receive: (i) 130 million common shares (“Common Shares”) of Treasury (the “Share Consideration”); (ii) 35 million Common Share purchase warrants of Treasury (the “Warrants”), with each Warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$0.50 for a period of 36 months following the closing of the Transaction (the “Warrant Consideration”); (iii) a 1.5% net smelter returns royalty covering all of the Goldlund claims (the “Goldlund Royalty”), with the option for Treasury to buy-back 0.5% of the Goldlund Royalty for \$5.0 million; and (iv) a milestone cash payment of \$5.0 million, with 50% payable upon receipt of a final and binding mining lease under the Mining Act (Ontario) to extract ore from an open pit mine at Goldlund, and the remaining 50% payable upon the extraction of 300,000 tonnes of ore from a mine at Goldlund.

C.) On July 15, 2020, Goldeye Explorations Limited, a wholly-owned subsidiary of the Company, and Platinex Inc. closed a mining investment agreement (the “Purchase Agreement”), by which the Company sold to Platinex an aggregate of 208 unpatented mining claims located in the Shining Tree District, Northern Ontario (the “Mining Claims”) and three net smelter royalties (the “Royalties”).

The Mining Claims total approximately 5,045 Ha. (12,466 ac.) and are located adjacent to Platinex’s Shining Tree property. The Royalties consist of a 100% interest in three royalty agreements, consisting of (i) a 2% net smelter royalty in respect of the Sonia-Puma Property held by Minera Goldeye Chile Limitada; (ii) a 1% net smelter royalty in respect of nine mineral claims forming part of the McFaulds Lake Project held by AurCrest Resources Inc.; and (iii) a 2% net smelter royalty in respect of 29 mineral claims located in MacMurphy Township, Ontario held by Golden Harp Resources Inc.

In consideration for acquiring the Mining Claims and the Royalties (the “Acquisition”), Platinex issued to Treasury 12,500,000 common shares (“Consideration Shares”) of Platinex and 5,000,000 non-transferable common share purchase warrants (“Consideration Warrants”) of Platinex. Each Consideration Warrant entitles Treasury to purchase one common share of Platinex at a price of \$0.05 per share for a period of 24 months from the date of issue. If Treasury exercises the Consideration Warrants on or before September 1, 2020, it will receive an additional non-transferable common share purchase warrant (a “Secondary Warrant”) for each Consideration Warrant exercised. Each Secondary Warrant entitles the holder to purchase one common share of Platinex at a price of \$0.20 per share for a period of 24 months from the date of the closing of the Acquisition. The Secondary Warrants provide that Treasury shall not exercise the Secondary Warrants if such exercise would result in it owning 20% or more of the issued and outstanding common shares of Platinex.

D.) On August 11, 2020, the Company’s previously announced consolidation (the “Consolidation”) of its Common Shares on the basis of three (3) Common Shares for one (1) Common Share is effective and the Common Shares trade on a post-Consolidation basis on the TSX that same day under its new CUSIP No. 894647825 (ISIN CA8946478259) (see press release dated Aug. 5, 2020 and Aug. 12, 2020).

OTHER INFORMATION

This discussion and analysis of the financial position and results of operation as at June 30, 2020 should be read in conjunction with the consolidated financial statements for the six months ended June 30, 2020 and 2019. Additional information can be accessed at the Company’s website www.treasuremetals.com or through the Company’s public filings at www.sedar.com.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company’s financial statements are the responsibility of the Company’s management, and have been approved by the Board of Directors. The financial statements were prepared by the Company’s management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

DISCLOSURE CONTROLS AND PROCEDURES

Management has designed and evaluated the effectiveness of our disclosure controls and procedures and the internal controls on financial reporting and have concluded that, based on our evaluation, they are sufficiently effective as of June 30, 2020 to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for certifying the design of the Company's internal control over financial reporting ("ICFR") as required by Multilateral Instrument 52-109 – "Certification of Disclosure in Issuers' Annual and Interim Filings" and CSA staff notice 52-316 – "Certification of Design of Internal Control over Financial Reporting".

Our Internal Control over Financial Reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. Internal Control over Financial Reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors;
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Financial Officer, has evaluated the design of the Company's internal controls over financial reporting as of June 30, 2020, pursuant to the requirements of Multilateral Instrument 52-109. The Company has designed appropriate internal controls over financial reporting for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS except as noted herein. There have been no changes in internal control over financial reporting during the period ended June 30, 2020 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

Greg Ferron
Chief Executive Officer
August 13, 2020

Qualified Person

Mark Wheeler, the Company's Director, Projects, is a Qualified Person as defined by NI 43-101, and is responsible for the preparation of, and has reviewed and approved, the technical disclosure in this Management's Discussion and Analysis, unless otherwise indicated.

Cautionary Note Regarding Forward-Looking Statements

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; risks associated with world pandemics such as Covid-19, delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this management discussion and analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.