PROBE METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operation of Probe Metals Inc. (the "**Company**" or "**Probe**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2019. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2019 and 2018, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as of April 13, 2020, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on the Company's website at **www.probemetals.com** or on SEDAR at **www.sedar.com**.

This MD&A contains forward-looking information as further described in the "Cautionary Note Regarding Forward-Looking Statements" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section below.

Description of Business and Nature of Operations

Probe is a Canadian junior precious metal exploration company engaged in the business of acquiring, exploring and evaluating mineral properties, and developing these properties further or disposing of them when evaluation is complete. The Company is a reporting issuer in the provinces of Ontario, Alberta, British Columbia, and Quebec, and its common shares are listed for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "PRB".

Probe owns a 100% undivided interest in three exploration-stage properties in the James Bay Lowlands area of northern Ontario, Canada: the Black Creek Property, the Tamarack-McFauld's Lake Property, and the Victory Property. On June 10, 2016, the Company acquired an additional portfolio of projects in Quebec and Ontario through the acquisition of Adventure Gold Inc. ("**Adventure**"). The acquired portfolio currently consists of fifteen (15) properties 100%-owned by Probe, the Pascalis, Senore, Beaufor North, Lapaska, Bonnefond North and Megiscane-Tavenier properties, collectively forming the Val-d'Or East Project, Detour East and North properties, forming part of the Detour Project, the Casagosic, Sinclair-Bruneau and Florence, comprising the Casa-Cameron Project and the Granada Extension Project, and three (3) Option and/or Joint Venture ("**JV**") properties, the Meunier-144 JV (50/50 JV with Tahoe Resources), The

Dubuisson JV with Agnico Eagle Mines Limited ("**Agnico**") (46.5% Probe/53.5% Agnico) and the Detour Quebec JV with SOQUEM Inc. ("**SOQUEM**") (25% SOQUEM / Probe 75%). On November 28, 2016, Probe entered into an option agreement with Alexandria Minerals Corporation, whereby Probe may earn up to a 70% interest in the Cadillac Break East Property in Val-d'Or, Quebec. On January 17, 2017, Probe signed an option agreement with Richmont Mines Inc. (now with Monarch Gold Corporation), whereby Probe may earn a 60% interest in the Monique Property, as part of the land consolidation program for its Val-d'Or East project. On April 10, 2017, the Company entered into an option agreement with Legion Metals on its Millen Mountain gold project in the Middle Mosquodoboit area of Nova Scotia. Under the terms of the agreement, Probe can earn up to 75% of the property by incurring work expenditures. On June 29, 2017 Probe announced the acquisition of the Aurbel East property from QMX Gold Corporation ("**QMX**"), which is contiguous to the Company's Senore property within the Val-d'Or East project. On October 19, 2017 Probe acquired a 100%-interest in the Courvan property from Monarques Gold Corporation, which hosts the past-producing Bussiere Mine and is contiguous to the claims hosting the Company's New Beliveau deposit. On March 24, 2020, Probe completed the acquisition of a 100% interest in the Monique property from Monarch Gold Corporation. Refer to the heading "Subsequent Events" below for more details.

The Company also considers additional acquisitions of mineral property interests, or corporations holding mineral property interests, with the objectives of: (i) creating additional value for shareholders through the acquisition of additional mineral exploration properties; and (ii) helping to minimize exploration risk by attempting to diversify the Company's property portfolio. Although the Company believes that the current exploration prospects for its exploration projects are positive, mineral exploration in general is both uncertain and subject to fluctuating commodity prices resulting from changing trends in supply and demand.

Financial and Operating Highlights

Corporate

On February 20, 2019, there were 29,250 options with an exercise price of $0.26 that were exercised for cash proceeds of $7,605.

On February 20, 2019, there were 19,500 options with an exercise price of $0.49 that were exercised for cash proceeds of $9,555.

On February 20, 2019, there were 19,500 options with an exercise price of $0.75 that were exercised for cash proceeds of $14,625.

On September 6, 2019, there were 15,000 warrants with an exercise price of $1.45 that were exercised for cash proceeds of $21,750.

On December 10, 2019, the Company completed a private placement financing of 7,697,500 flow-through units of the Company ("**FT Offering**") at a price of $1.80 per FT Offering for gross flow-through proceeds of $13,855,500 and 3,144,500 non flow-through units of the Company ("**Hard Dollar Unit**") at a price of $1.00 per Hard Dollar Unit for gross non flow-through proceeds of $3,144,500 (together, the "**Financing**"). The aggregate proceeds from the Financing total $17,000,000 for the sale of a total of 10,842,000 FT Offering and Hard Dollar Units.

Each FT Offering and Hard Dollar Unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company for 2 years from the closing of the Financing at a price of $1.30.

The gross proceeds from the Financing will be used to fund exploration on Probe's projects in Québec and for working capital purposes.

The Financing was completed through a syndicate of underwriters co-led by Sprott Capital Partners LP and Canaccord Genuity Corp. and including BMO Nesbitt Burns Inc., Cormark Securities Inc., Mackie Research Capital Corp., Industrial Alliance Securities Inc., and Laurentian Bank Securities Inc. In consideration for their services, the underwriters received a cash commission equal to approximately 6 per cent of the gross proceeds of the Financing.

Trends

During the fourth quarter of 2019, the spot gold price fluctuated between a low of US$1,454 per ounce and a high of US$1,517 per ounce. The average spot gold price for the fourth quarter was US$1,483 per ounce, an increase of 21% from the comparative prior year period (US$1,229 per ounce). The average gold spot price for 2019 was US$1,393 per ounce, an increase of 10% over the average in 2018 (US$1,269 per ounce).

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "Cautionary Note Regarding Forward-Looking Statements" below.

Outlook

The Company intends to continue exploring properties that have the potential to contain precious and base metals. In addition, management will review project submissions, and conduct independent research, for projects in such jurisdictions and commodities as it may consider prospective.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

Selected Annual Financial Information

	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)	Year Ended December 31, 2017 ($)
Revenues	-	-	-
Interest and other income	567,676	491,036	294,786
Net loss	(4,959,232)	(20,420,156)	(10,513,713)
Net loss per share - basic	(0.04)	(0.20)	(0.11)
Net loss per share - diluted	(0.04)	(0.20)	(0.11)
	As at December 31, 2019 ($)	**As at December 31, 2018 ($)**	**As at December 31, 2017 ($)**
Total assets	41,721,070	32,539,426	32,411,482
Total non-current financial liabilities	263,748	300,972	nil
Distribution or cash dividends	nil	nil	nil

- The net loss for the year ended December 31, 2019, consisted primarily of exploration and evaluation expenditures of $7,792,692, general and administrative of $3,408,595 and interest expense of $134,452. This was offset by interest and other income of $567.676, premium on flow-through shares of $2,755,301, realized gain on sale of marketable securities of $94,753 and unrealized gain on marketable securities of $1,955,467.

- The net loss for the year ended December 31, 2018, consisted primarily of exploration and evaluation expenditures of $15,612,236, general and administrative of $4,169,459, loss on marketable securities of $5,715,967 and interest expense of $23,014. This was offset by interest and other income of $491,036, premium on flow-through shares of $4,567,378 and gain on sale of property and equipment of $42,106.

- The net loss for the year ended December 31, 2017, consisted primarily of exploration and evaluation expenditures of $10,896,626 and general and administrative of $4,150,822. This was offset by interest and other income of $294,786, gain on marketable securities of $1,378,004 and premium on flow-through shares of $2,860,945.

- As the Company has no recurring revenue, its ability to fund its operations is dependent upon securing financing. See "Trends" above and "Risk Factors" below.

Investment Strategies and Oversight

We generally acquire and hold investments with a medium to long term view, on the basis of perceived value and growth opportunities and the ability of management teams to effectively execute business plans. We manage our investment portfolio in-house, relying upon the broad industry knowledge and expertise of management to identify and evaluate investment opportunities and monitor the investee companies on an on-going basis.

Investment performance is monitored via available market data (including continuous disclosure made by the investees that are public companies) and contact with investee management. Monitoring may also include involvement on the board of directors of an investee, where the size of the investment or other factors so warrant.

Our exit strategies include mergers or the achievement of other significant milestones for our investee companies, but may also involve otherwise timely dispositions of the securities in the secondary market, if and when warranted, and receipt of third-party bids for the securities which are beneficial to us, in the circumstances.

Notwithstanding the foregoing, we may pursue a particular investment or series of investments that may diverge from these strategies from time to time, where suitable opportunities present themselves.

Environmental Contingency

The Company's mining and exploration activities are subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of December 31, 2019, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Proposed Transactions

There are no proposed transactions of a material nature being considered by the Company. The Company continues to evaluate properties and corporate entities that it may acquire in the future.

Selected Quarterly Information

Three Months Ended	Total Revenue ($)	Profit or Loss: Total ($)	Profit or Loss: Basic and Diluted Loss Per Share ($)	Total Assets ($)
2018-March 31	-	(6,467,008) (1)	(0.07)	25,977,199
2018-June 30	-	(6,220,820) (2)	(0.06)	42,495,531
2018-September 30	-	(4,482,950) (3)	(0.04)	36,878,685
2018-December 31	-	(3,249,378) (4)	(0.03)	32,539,426
2019-March 31	-	(2,137,817) (5)	(0.02)	29,875,223
2019-June 30	-	(1,327,751) (6)	(0.01)	27,635,605
2019-September 30	-	(1,772,995) (7)	(0.02)	25,390,843
2019-December 31	-	279,331 (8)	0.00	41,721,070

(1) Net loss of $6,467,008 principally relates to exploration expenditures of $4,209,829, share-based payments of $167,504, salaries and benefits of $299,735, travel and promotion costs of $95,533, professional fees of $113,020, administrative costs of $27,607, occupancy costs of $31,143, director fees of $45,000, shareholder information of $58,893, depreciation of $31,776 and loss on marketable securities of $2,954,563. These costs were offset by $98,713 in interest and other income, premium on flow-through shares of $1,426,776 and gain on sale of property and equipment of $42,106.

(2) Net loss of $6,220,820 principally relates to exploration expenditures of $3,620,993, share-based payments of $809,145, salaries and benefits of $207,288, travel and promotion costs of $91,929, professional fees of $72,028, administrative costs of $50,923, occupancy costs of $38,934, director fees of $59,000, shareholder information of $59,975, depreciation of $31,903 and loss on marketable securities of $1,514,103. These costs were offset by $79,371 in interest and other income and premium on flow-through shares of $256,030.

(3) Net loss of $4,482,950 principally relates to exploration expenditures of $4,203,301, share-based payments of $436,948, salaries and benefits of $57,871, travel and promotion costs of $47,688, professional fees of $47,106, administrative costs of $43,692, occupancy costs of $38,891, director fees of $52,207, shareholder information of $14,008, depreciation of $32,096 and loss on marketable securities of $740,607. These costs were offset by $152,830 in interest and other income and premium on flow-through shares of $1,078,635.

(4) Net loss of $3,249,378 principally relates to exploration expenditures of $3,578,113, share-based payments of $340,325, salaries and benefits of $392,010, travel and promotion costs of $97,403, professional fees of $92,104, administrative costs of $67,620, occupancy costs of $13,037, director fees of $52,394, shareholder information of $14,727, depreciation of $37,996, interest expense of $23,014 and

loss on marketable securities of $506,694. These costs were offset by $160,122 in interest and other income and premium on flow-through shares of $1,805,937.

(5) Net loss of $2,137,817 principally relates to exploration expenditures of $2,529,354, share-based payments of $334,994, salaries and benefits of $198,591, travel and promotion costs of $56,823, professional fees of $51,635, administrative costs of $81,304, occupancy costs of $1,259, director fees of $52,000, shareholder information of $68,006, depreciation of $37,611 and interest expense of $34,079. These costs were offset by $186,742 in interest and other income, premium on flow-through shares of $981,367 and gain on marketable securities of $139,730.

(6) Net loss of $1,327,751 principally relates to exploration expenditures of $1,242,638, share-based payments of $324,059, salaries and benefits of $265,449, travel and promotion costs of $32,319, professional fees of $33,294, administrative costs of $48,521, occupancy costs of $7,495, director fees of $52,000, shareholder information of $35,306, depreciation of $37,613 and interest expense of $33,854. These costs were offset by $129,107 in interest and other income, premium on flow-through shares of $508,542 and gain on marketable securities of $147,148.

(7) Net loss of $11,772,995 principally relates to exploration expenditures of $1,804,973, share-based payments of $175,133, salaries and benefits of $107,643, travel and promotion costs of $96,179, professional fees of $30,146, administrative costs of $67,040, occupancy costs of $1,079, director fees of $52,265, shareholder information of $13,602, depreciation of $37,796 and interest expense of $33,606. These costs were offset by $121,372 in interest and other income, premium on flow-through shares of $699,797 and realized gain on sale of marketable securities of $94,753.

(8) Net income of $279,331 principally relates to exploration expenditures of $2,215,727, share-based payments of $177,584, salaries and benefits of $544,520, travel and promotion costs of $56,438, professional fees of $68,786, administrative costs of $121,858, occupancy costs of $1,079, director fees of $82,273, shareholder information of $19,099, depreciation of $37,796 and interest expense of $32,913. These costs were offset by $130,455 in interest and other income, premium on flow-through shares of $565,595, unrealized gain on marketable securities of $1,938,044 and income tax recovery of $1,003,310.

Financial Highlights

Three months ended December 31, 2019 compared with three months ended December 31, 2018

The Company's net income totaled $279,331 for the three months ended December 31, 2019, with basic and diluted loss per share of $0.00. This compares with a net loss of $3,249,378 with basic and diluted loss per share of $0.03 for the three months ended December 31, 2018. The Company had no revenue in both periods presented. The increase in net income was principally due to:

- Exploration and evaluation expenditures decreased to $2,215,727 for the three months ended December 31, 2019, compared to $3,578,113 for the three months ended December 31, 2018. The decrease of $1,362,386 can be attributed to decreased exploration activity. Refer to the heading "Mineral Exploration Properties" below for a summary of the Company's exploration programs for Probe's property portfolio.

- Salaries and benefits decreased in the three months ended December 31, 2019, to $544,520 compared with $392,010 for the same period in 2018, primarily due to increase in bonuses in the current period compared to the prior period.

- Share-based payments decreased in the three months ended December 31, 2019, to $177,584 compared with $340,325 for the same period in 2018. The decrease is due to the timing of expensing the estimated fair value of stock options and RSUs granted in prior and current periods. The Company expenses its stock options and RSUs in accordance with the vesting terms of the stock options and RSUs granted.

- Professional fees decreased in the three months ended December 31, 2019, to $68,786 compared with $92,104 for the same period in 2018, primarily due to lower corporate activity requiring external professional support services.

- Administrative costs increased in the three months ended December 31, 2019, to $121,858 compared with $67,620 for the same period in 2018. Administrative costs consisted of administrative costs such as telephone charges, insurance, postage, bank charges and office supplies.

- Travel and promotion costs decreased in the three months ended December 31, 2019, to $56,438 compared with $97,403 for the same period in 2018, primarily due to lower corporate activity requiring travel by management.

- Interest and other income decreased in the three months ended December 31, 2019, to $130,455 compared with $160,122 for the same period in 2018. Interest and other income was recorded during the period mainly for interest earned on cash balances.

- Unrealized gain on marketable securities increased in the three months ended December 31, 2019, to $1,938,044 compared with an unrealized loss of $506,694 for the same period in 2018. The increase in unrealized gain was due to the change in fair value of marketable securities.

- Premium on flow-through shares decreased in the three months ended December 31, 2019, to $565,595 compared to $1,805,937 for the same period in 2018. The Company has adopted a policy whereby proceeds from flow-through issuances are allocated between the offering of shares and the sale of tax benefits based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference and is extinguished by crediting premium on flow-through shares on a pro-rata basis as the expenditures are made.

- Income tax recovery increased in the three months ended December 31, 2019, to $1,003,310 compared with $nil for the same period in 2018. During the quarter, the Company found an error in its corporate tax returns and will receive $1,003,310. Filing of the amended corporate tax returns were completed during the current quarter.

- All other expenses related to general working capital purposes.

Year ended December 31, 2019 compared with year ended December 31, 2018

The Company's net loss totaled $4,959,232 for the year ended December 31, 2019, with basic and diluted loss per share of $0.04. This compares with a net loss of $20,420,156 with basic and diluted loss per share of $0.20 for the year ended December 31, 2018. The Company had no revenue in both years presented. The decrease in net loss was principally due to:

- Exploration and evaluation expenditures decreased to $7,792,692 for the year ended December 31, 2019, compared to $15,612,236 for the year ended December 31, 2018. The decrease of $7,819,544 can be attributed to decreased exploration activity. Refer to the heading "Mineral Exploration Properties" below for a summary of the Company's exploration programs for Probe's property portfolio.

- Salaries and benefits increased in the year ended December 31, 2019, to $1,116,203 compared with $956,904 for the same period in 2018, primarily due to increase in bonuses in the current period compared to the prior period.

- Share-based payments decreased in the year ended December 31, 2019, to $1,011,770 compared with $1,753,922 for the same period in 2019. The decrease is due to the timing of expensing the estimated fair value of stock options and RSUs granted in prior and current years. The Company expenses its stock options and RSUs in accordance with the vesting terms of the stock options and RSUs granted.

- Professional fees decreased in the year ended December 31, 2019, to $183,861 compared with $324,258 for the same period in 2018, primarily due to lower corporate activity requiring external professional support services.

- Administrative costs increased in the year ended December 31, 2019, to $318,723 compared with $189,842 for the same period in 2018. Administrative costs consisted of administrative costs such as telephone charges, insurance, postage, bank charges and office supplies.

- Travel and promotion costs decreased in the year ended December 31, 2019, to $241,759 compared with $332,553 for the same period in 2018, primarily due to lower corporate activity requiring travel by management.

- Interest and other income increased in the year ended December 31, 2019, to $567,676 compared with $491,036 for the same period in 2018. Interest and other income was recorded during the period mainly for interest earned on cash balances.

- Unrealized gain on marketable securities increased in the year ended December 31, 2019, to $1,955,467 compared with an unrealized loss of $5,715,967 for the same period in 2018. The increase in unrealized gain was due to the change in fair value of marketable securities.

- Realized gain on marketable securities increased in the year ended December 31, 2019, to $94,753 compared with a realized gain of $nil for the same period in 2018. The increase in realized gain was due to the sale of marketable securities for gross proceeds of $424,279.

- Premium on flow-through shares decreased in the year ended December 31, 2019, to $2,755,301 compared to $4,567,378 for the same period in 2018. The Company has adopted a policy whereby proceeds from flow-through issuances are allocated between the offering of shares and the sale of tax benefits based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference and is extinguished by crediting premium on flow-through shares on a pro-rata basis as the expenditures are made.

- Gain on sale of property and equipment decreased in the year ended December 31, 2019, to $nil compared with $42,106 for the same period in 2018. During the year ended December 31, 2018, the Company sold a site building for cash proceeds of $285,000 which resulted in a gain on sale of property and equipment of $42,106.

- Income tax recovery increased in the year ended December 31, 2019, to $1,003,310 compared with $nil for the same period in 2018. During the current year, the Company found an error in its corporate tax returns and will receive $1,003,310. Filing of the amended corporate tax returns were completed during the current period.

- All other expenses related to general working capital purposes

The Company's total assets at December 31, 2019 were $41,721,070 (December 31, 2018 - $32,539,426) against total liabilities of $7,519,465 (December 31, 2018 - $4,070,306). The increase in total assets of $9,181,644 resulted from net cash proceeds of $15,784,412 from the FT Offering completed on December 10, 2019, cash proceeds of $31,785 from the exercise of stock options, cash proceeds of $21,750 from the exercise of warrants, proceeds of $424,279 from the sale of marketable securities and $10,018,642 from the redemption of short-term investments which was offset by cash spent on property and equipment in the amount of $4,901, lease payments of $158,700, exploration and evaluation expenditures and operating costs. The Company has sufficient current assets to pay its existing liabilities of $7,519,465 at December 31, 2019. Liabilities include flow-through share liability of $6,158,000 which is not settled through cash payments. Instead, this balance is amortized against qualifying flow-through expenditures which are required to be incurred before December 31, 2020. The Company expects there may be changes to the Canada Revenue Agency flow-through deadline due to COVID-19, therefore the December 31, 2020 deadline may change. However there is no certainty that this will happen.

Pursuant to the terms of flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of December 31, 2019, the Company is committed to incurring approximately $6.158 million in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2020 arising from the flow-through offerings.

As of December 31, 2019, the Company determined that it was eligible for certain government grants that would allow it to receive $1,003,310. The Company completed the filing of amended corporate tax returns.

Liquidity and Capital Resources

From management's point of view, the Company's cash of $34,697,148 at December 31, 2019 is adequate to cover current expenditures and exploration expenses for the coming year. The Company also has marketable securities of $4,635,571 at December 31, 2019 (December 31, 2018 – $3,009,630), which can be sold if the Company deems it prudent to do so.

The Company may, from time to time, when marketing and financing conditions are favourable, proceed with fundraising to fund exploration and property acquisition projects.

The activities of the Company, principally the acquisition and exploration of properties that have the potential to contain precious and base metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options. There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

As of December 31, 2019, and to the date of this MD&A, the cash resources of the Company are held with certain Canadian charted banks.

At December 31, 2019, the Company had cash and short-term investments of $34,697,148. The increase in cash and short-term investments of $7,143,539 from the December 31, 2018 cash and short-term investments balance of $27,553,609 was a result of cash outflows in operating activities of $8,955,086, cash inflow in investing activities of $438,020 (excluding proceeds from redemption of short-term investments of $10,000,000) and cash outflows in financing activities of $15,679,247. Operating activities were affected by adjustments of share-based payments of $1,011,770, depreciation of $150,816, accrued interest receivable of $55,797, realized gain on sale of marketable securities of $94,753, unrealized gain on marketable securities of $1,955,467, premium on flow-through shares of $2,755,301, interest expense of $134,452 and net change in non-cash working capital balances of $460,142 because of a decrease in trade accounts receivable and other receivables of $357,451, a decrease in prepaid expenses of $31,983 and an increase in amounts payable and other liabilities of $70,708.

Cash provided by investing activities was $10,438,020 for the year ended December 31, 2019. This related to proceeds from the redemption of short-term investments of $10,000,000, proceeds from sale of marketable securities of $424,279, which was offset by purchase of property and equipment of $4,901.

Cash provided by financing activities was $15,679,247 for the year ended December 31, 2019. Financing activities were affected by the FT Offering of $17,000,000, exercise of stock options of $31,785 and the exercise of warrants of $21,750, which was offset by share issue costs of $1,215,588 and lease payments of $158,700.

Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of $33,692,354 at December 31, 2019 is anticipated to be adequate for it to continue operations for the twelve-month period ending December 31, 2020.

Mineral Exploration Properties

Property Description

Val-d'Or East properties

The Val-d'Or East project includes five (5) properties located in the eastern portion of the Val-d'Or–Malartic gold district, of which as of December 31st, 2019 four (4) are 100%-owned and two (2) under option by Probe, totaling more than 820 claims and covering an area of 33,429 hectares.

The main property, Val-d'Or East – Pascalis, is adjacent to the Beaufor Gold Mine held by Monarques Gold Corporation (*formerly* Richmont Mines Inc.). The Pascalis property was the site of profitable gold production from 1989 to 1993 when Cambior Inc. (currently IAMGOLD Corporation) mined the New Pascalis gold deposit (Lucien C. Beliveau Mine). The mechanized underground mine which utilized long-hole mining methods extracted a total of 1.8 Mt of ore at a grade of 3.2 g Au/t from the surface to a depth of 300 metres. The properties are located 25 kilometres from the mining community of Val d'Or (35,000 people) and benefits from world-class mining infrastructure, expertise for underground and open-pit operations and highly qualified manpower. Probe believes that the strategic location of the property has the potential to positively impact the long-term viability and attractiveness for employment on the Val-d'Or East project. Key infrastructure on the property includes an existing 340-metre deep shaft, underground development drifts on five levels, industrial access road, power line, a railway within 1.5 kilometres and custom milling facilities in Val-d'Or (four gold mills within 25 km). There are no significant environmental issues from past exploitation.

Between 2008 and 2014, 27,000m of drilling was completed by the previous owner to delineate new gold resources. Best drill results showed widths ranging from 60 m to 300 m with grades between 1-3 g/t, including higher grade zones grading up to 12.9 g/t Au over 8 metres, 10.4 g/t Au over 10 metres, 4.8 g/t Au over 33.1 metres and 2.7 g/t Au over 65.1 metres. In 2013, an initial NI 43-101 resource estimate outlined 770,000 ounces of gold at 2.6 g/t Au in the inferred category, close to existing infrastructure. Approximately half of the resources are located at, or near surface, and are considered amenable to potential open-pit extraction. In 2016-2017, Probe Metals completed 202 new drill holes, or deepened existing holes, for a total of 82,000m. Best drill results returned 2.0 g/t Au over 143 metres including higher grade zones grading 35.1 g/t Au over 4.2 metres starting at 15 metres depth and 3.0 g/t Au over 57.4 metres including higher grade zones grading 19.1 g/t Au over 5.5 metres starting at 538 metres depth. During the 2016-2017 work program, IP surveys, ground magnetic surveys, and helicopter-borne electromagnetic VTEM-MAG surveys were completed and highlighted promising areas. In 2018 the Company carried out its largest drilling program, with over 100,000m drilled primarily on resource expansion and infill drilling of the current resources. Highlights of the 2018 program included 3g/t Au over 83m; 20.5g/t Au over 9m; and 2.2g/t Au over 61.1m at the Pascalis/Courvan properties, and 5.9g/t Au over 10.5m; 24.8g/t Au over 2.2m; and 1.1g/t Au over 41.1m at the Monique property. The Company also commenced regional, deep-penetrating geophysical programs on the Pascalis property. The Company's first resource update, based on the 2016-2017 drill program, was announced early in the year and showed a significant increase from the previous resource of 770,000 ounces of gold at 2.6g/t (Inferred) to 682,400 ounces at 2.35g/t Au in the Indicated category plus an additional 722,100 ounces at 2.4g/t Au in the Inferred category. Exploration work shows that the project has favourable potential to host large multi-million ounce gold deposit(s). Probe has a short-term objective to define more than 2 million ounces in the indicated category on the Val-d'Or East project.

During 2018, the Company also initiated characterization and metallurgical work to support the project development timeline. Work was conducted on geochemical mapping of waste and ore, on geotechnical and rock mechanics and on initial environmental baseline studies. Metallurgical programs included ore sorting testwork on a representative blast sample from New Beliveau and compilations of historical testwork. Metallurgy of the ore, based on historic reports, suggests that the mineralized material from the property is compatible with the gold mills in the immediate area.

Detour Quebec properties

The Detour Quebec project is comprised of three (3) distinct claims block, of which one (1) is in JV (SOQUEM 25% and Probe 75%) and two (2) 100%-owned by the Company, totalling more than 761 claims and covering an area of 408 km2. The properties are strategically located over a strike length of 80 km along the Detour Gold Trend ("**DGT**") which encompasses the Detour Lake deposit (15.4 million ounces of proven and probable mineral gold reserves - NI 43-101 compliant, Detour Gold Corp. website). In the recent years, Detour Gold Corp. announced a series of very positive drilling results on the DGT, located approximately six kilometers south of the Detour Lake mine and about 10 kilometers west of Probe's Detour Quebec project. In this sector, Detour Gold Corp., had reported drill intersections grading up to 35 g / t Au over 23.2 metres, 11.8 g / t Au over 32.4 meters and 12.7 g / t Au over 28.0 meters. On November 25, 2019 Kirkland Lake Gold announced the acquisition of Detour Gold at an implied value of approximately C$4.9 billion (closed January 31, 2020).

In recent years, IP surveys, ground magnetic surveys, and helicopter-borne electromagnetic VTEM-MAG surveys highlighted promising areas close to historic gold anomalies along the Sunday Lake, Massicotte, and Lower Detour/Grasset gold deformation zones and other subsidiary fault zones. Compilation of previous work also highlighted drilling targets along the proven gold structures close to historical drilling intercepts and grab samples. Best targets include near-surface geophysical anomalies proximal to historical intercepts grading 3.7 g/t Au over 4.0 metres, 18.3 g/t Au over 1.1 metres, and 3.7 g/t Au over 3.1 metres (Source: MRN, GM 44767, GM 45980 and GM 57512).

On September 25, 2017, following an amendment to the initial agreement signed on October 6, 2015, the Company announced that it entered into a 75-25 joint venture agreement with SOQUEM on its Detour Quebec Project. Under the terms of the agreement, Probe Metals will own 75% interest and SOQUEM 25%. Probe Metals will remain the operator and each party will be responsible for funding its proportionate share of expenditures on the Project. The Project consists of 572 claims covering an area of 306 square kilometres along the Detour Gold Trend and hereon will be referred as Detour Quebec SOQUEM project.

Casa-Cameron properties

As of December 31, 2018, the Casa-Cameron project includes four (4) properties, 100%-owned by the Company, totalling 351 claims and covering 193 km2. The properties are mainly located along a major gold trend between the Casa Berardi Gold Mine (proven and probable reserves of 0.56M ounces, measured and indicated resources of 1.21M ounces and inferred resources of 3.3 mt at 5.5 for 652,000 ounces – Hecla Mining website) and the Bachelor Gold Mine (owned by Bonterra Resources).

West Porcupine property

The West Porcupine properties (Porcupine, Ross & Yvanhoe) represent a land package of approximately 180 square kilometres consisting of 162 claims located between Goldcorp's Borden Gold project and the town of Timmins, Ontario. The Property covers a 10 kilometer long section of Archean greenstone that contains the interpreted western extension of the Porcupine-Destor Fault Zone within the same geological setting that hosts most of the gold deposits found in the Timmins Gold Camp.

On December 21, 2017, the Company announced the completion of the sale of the West Porcupine Property to GFG. Probe sold a 100% interest in the property to GFG in exchange for the issuance of 6,477,883 common shares of GFG (valued at $3,238,942).

Exploration update

Val-d'Or East project

On February 5, 2019, the Company announced that it had begun its winter drilling program at the Val-d'Or East project. The winter exploration program, which included approximately 24,000 metres of drilling, was focused on expanding the Company's current gold resources, testing new targets and extending the coverage of regional exploration. In addition to drilling, the winter programs also included geophysical surveys targeting regional exploration.

On February 12, 2019, the Company provided new results from its 2018 drill program on the Val-d'Or East Courvan property area. Results from thirty-nine drill holes, totaling 11,819 metres, identified both new discoveries and confirmed significant expansion of previous discoveries north and west of the Former Bussiere Mine, located approximately 1.5 kilometres west of the New Beliveau deposit. The 2018 drilling program at Courvan identified 12 new gold structures over an area of 2.5 kilometres by 1 kilometres around the old Bussiere Mine, all located within a short distance of the Company's current resources. Highlights include near-surface intersections grading 9.6 grams of gold per tonne ("**g/t Au**") over 9.0 metres and 3.2 g/t over 10.0 metres in the Creek Zone and three new discoveries grading 8.4 g/t Au over 5.0 metres, 4.0 g/t Au over 7.0 metres, 4.9 g/t Au over 9.0 metre and 5.1 g/t Au over 8.0 metres all north of the historic Bussiere Mine.

On March 26, 2019, the Company provided new results from its winter drill program on the Val-d'Or East project area. The drill program was focused on expansion and exploration drilling in and around the former Bussiere and gold mine. Results from twenty-two follow-up drill holes, totaling 6,285 metres, were received and continue to outline new discoveries as well as expand previous discoveries surrounding the former mine in the Courvan area. Drilling also indicates strong potential for additional resources north and south of the former Bussiere Mine. Highlights include intercepts of 1.5 g/t Au over 104.3 metres, including 3.9 g/t Au over 30.0 metres; 16.7 g/t Au over 4.0 metres, including 58.7 g/t Au over 1.0 metre; 3.6 g/t Au over 9.3 metres; 10.2 g/t over 1.0 metre; and 33.2 g/t over 1.0 metre.

On May 22, 2019, the Company released additional results from its Winter drilling program on the Val-d'Or East Project. Results from fifty-five (55) drill holes, totaling 16,875 metres, were received for infill and resource expansion drilling along the Pascalis gold trend with highlights of 3.4 g/t Au over 17.8 metres, including 12.2 g/t Au over 3.3 metres and 2.2 g/t Au over 25.2 metres, including 4.7 g/t Au over 7.0 metres at the New Beliveau deposit and 2.9 g/t Au over 7.0 metres from the North Zone deposit. The infill drill results indicate the potential for significant resource conversion as the Company advances its model towards a reserve-based mine plan. Infill drilling results continue to support the potential for a bulk tonnage, open-pit gold system and confirm the 3D geological interpretation as well as demonstrating continuity in gold mineralization.

On July 9, 2019, the Company released additional results for its Pascalis trend (Beliveau, South, Highway and North zones) mineralization on its Val-d'Or east Project. The North Zone resource expansion drilling continued to intersect thick, near-surface mineralization with intervals grading 2.2 g/t Au over 22.4 metres, 2.2 g/t Au over 21.2 metres, 3.4 g/t Au over 7.2 metres and 2.7 g/t Au over 20.7 metres. Highway Zone also returned shallow intercepts with a highlight of 3.9 g/t Au over 5.9 metres. Infill drilling was successful at both the New Beliveau and North zones, showing continuity of bulk tonnage mineralization with intercepts grading up to 2.3 g/t Au over 20.3 metres, 1.9 g/t Au over 17.1 metres and 1.6 g/t Au over 19.0 metres.

On August 20, 2019, the Company released further drill results from its Val-d'Or East project. Results from the Courvan trend (Courvan Sothwest, Courvan Southeast, Boussiere, Creek and Senore zones) continued to show expansion for new, near surface, discoveries located approximately 1.5 km west to the New Beliveau deposit. Drilling results on the Southwest zone identified significant gold mineralization with intercepts grading up to 6.8 g/t Au over 5.3 metres, including 25.1 g/t Au over 1.0 metre; and 0.6 g/t Au over 151.2 metres, including 25.5 g/t Au over 1.2 metre. In addition, drilling between the Bussiere and Creek zones returned an intercept grading 2.0 g/t Au over 13.2 metres.

On August 27, 2019, the Company announced results from its winter drilling program on its Monique Option property located near Val-d'Or, Quebec. Results from 18 follow-up drill holes, totaling 5,357 metres, were received and continue to outline new discoveries southwest of the A and B gold zones southeast of the Former Monique open-pit gold mine. Highlights include intercepts of 1.9 g/t Au over 49.5 metres, including 5.9 g/t Au over 11.5 metres; 7.6 g/t Au over 10.0 metres; 5.4 g/t Au over 4 metres and 2.0 g/t over 23.7 metres.

On September 3, 2019, Probe released its second National Instrument 43-101 - Standards for Disclosure for Mineral Projects ("**NI 43-101**") compliant Resource Update for the Val-d'Or East project in Val-d'Or, Quebec. The Resource Estimate more than doubled gold resources to 866,300 Measured & Indicated Ounces and 2,293,500 Inferred Ounces, and demonstrated continued expansion of the gold resource, addition of new resource zones and potential future resource upside. Highlights from the Estimate are:

Val-d'Or East Property (100% interest)
Pit-Constrained resource at 0.5 g/t Au cut-off:

- 352,900 ounces of gold averaging 1.98 g/t Au in the measured category
- 380,200 ounces of gold averaging 1.49 g/t Au in the indicated category
- 1,049,200 ounces of gold averaging 1.44 g/t Au in the inferred category

Underground resource at 1.95 g/t Au cut-off:

- 49,200 ounces of gold averaging 4.00 g/t Au in the measured category
- 84,000 ounces of gold averaging 3.85 g/t Au in the indicated category
- 679,600 ounces of gold averaging 3.49 g/t Au in the inferred category

Val-d'Or East Optioned Properties (option to earn 60% interest)
Monique deposit (net to Probe):

- 396,800 ounces of gold averaging 2.25 g/t Au in the inferred category using a cut-off grade of 0.5 g/t Au for the Pit-constrained and 1.95 g/t Au for the underground,

Sleepy deposit (net to Probe):

- 167,900 ounces of gold averaging 4.70 g/t Au in the inferred category at 3.0 g/t Au cut-off

On October 18, 2019, the Company filed the technical report for its Val-d'Or East project (the "**Report**") entitled, "NI 43-101 Technical Report for the Val-d'Or East Project, Abitibi Greenstone Belt, Quebec, Canada". The Report was prepared in accordance with NI 43-101 and is available for review on both SEDAR (www.sedar.com) and the Company's website (www.probemetals.com).

On January 21, 2020, Probe announced two new discoveries on its Pascalis gold trend. The discoveries were made as a result of geophysical surveys utilizing new techniques that were able to better delineate previously "unseen" mineralization. The first is a near surface discovery grading 9.8 g/t Au over 5.5 metres in a larger interval grading 3.5 g/t Au over 22.7 metres located 300 metres north of the North deposit and 300 metres east of the Highway deposit gold resources. The second was also a near surface discovery and grades 1.1 g/t Au over 30.7 metres located 150 metres east of the southern end of the New Beliveau deposit.

On February 19, 2020, the Company reported results for its Courvan trend, approximately 1.5 kilometres west of Pascalis, which included a new discovery and successful expansion drilling. The new discovery was made 250 metres west of the Former Bussiere Mine grading 1.3 g/t Au over 15.5 metres starting at 47 metres down-hole. Near-surface resource expansion drilling at the Creek zone returned intercepts grading 1.2 g/t Au over 10.0 metres and 14.7 g/t Au over 1.0 meters, located between two ore zones, at 20 and 50 metres down-hole respectively. Shallow resource expansion drilling at the Southwest zone returned intervals grading 8.2 g/t Au over 2.0 metres and 12.3 g/t Au over 1.0 metre.

The following table summarizes the Company's current exploration programs on all of its properties, total estimated cost to complete each exploration program, and total expenditures incurred to date:

Table A – Mineral Exploration Properties

Property/Project	Activities Completed (Year Ended December 31, 2019)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent	Total (A+B)
Pascalis [1]	Geological compilation, Drilling, Ground geophysics, Geochemistry, Technical studies	Geological compilation, 3D Modelling, Ground geophysics, Geochemistry Drilling, Technical Studies	$10,617,000	$4,789,400	$15,406,400
Megiscane-Tavernier [1]	Compilation and Geochemistry	Compilation and analysis, Geochemistry, Drilling	$286,000	$27,300	$313,300
Lapaska [1]	Technical Studies	Geological Interpretation	$5,000	$74,600	$79,600
Casagosic [2]	Ground geophysics and Geochemistry	Geological Interpretation	$5,000	$54,500	$59,500
Bell-Vezza [2]	None	None	$nil	$100	$100
Sinclair-Bruneau [2]	Compilation	Prospecting, Geochemistry, Drilling	$288,000	$5,000	$293,000
Florence [2]	None	Prospecting, Geochemistry, Drilling	$231,000	$1,800	$232,800
Detour Quebec North [3]	None	None	$4,000	$1,600	$5,600
Detour Quebec East [3]	Ground geophysics	Geological Interpretation	$10,000	$163,100	$173,100
Detour Quebec SOQUEM (JV) [3,4]	Prospecting, Geochemistry, Ground geophysics	Prospecting, Geochemistry, Ground geophysics, Interpretation	$935,000	$485,600 [7]	$1,420,600
Dubuisson (JV) [5]	None	Program Planning (2020-2021)	$nil	$nil	$nil

Granada Extension [6]	None	Program Planning (2020-2021)	$nil	$nil	$nil
West Timmins (JV)	None	Program Planning (2020-2021)	$nil	$nil	$nil
Black Creek	None	None	$2,000	$2,900	$4,900
Tamarack West	Compilation	None	$2,000	$3,400	$5,400
Victory	None	Geochemistry	$13,700	$30,400	$44,100
Millen Mountain	None	None	$nil	$4,500	$4,500
Greenfield	None	None	$nil	$nil	$nil
Total exploration expenditures			**$12,398,700**	**$5,644,200**	**$18,042,900**

(1) Included in the Val-d'Or East Project;
(2) Included in the Casa-Cameron Project;
(3) Included in the Detour Quebec Project;
(4) Exploration work funded at 25% by SOQUEM;
(5) Included in the Option and/or JV properties;
(6) Included in the Granada Extension Project; and
(7) Amount excludes funds recovered from SOQUEM.

Table B – Mineral Exploration Properties under Option

Property/Project	Activities Completed (Year Ended December 31, 2019)	Plans for the Project in 2019	(A) Estimated Cost to Complete	(B) Spent	Total (A+B)
Cadillac Break East [1]	Geological compilation, Ground geophysics, Geochemistry	Geological compilation, Ground geophysics, Geochemistry, Drilling	$1,746,000	$1,307,900	$3,053,900
Monique [1]	Geological compilation, Drilling, Geochemistry	Geological Interpretation, Drilling, Technical Studies	$474,000	$832,700	$1,306,700

Total exploration expenditures (Table B)			**$2,220,000**	**$2,140,600**	**$4,360,600**
Total exploration expenditures (Tables A and B)			**$14,618,700**	**$7,784,800**	**$22,403,500**

Technical Information

Marco Gagnon, P.Geo., is the "qualified person", within the meaning of NI-43,101, who has approved all scientific and technical information disclosed in this MD&A relating to *Table A – Mineral Exploration Properties* and *Table B – Mineral Exploration Properties under Option* under the heading "Liquidity and Capital Resources". Mr. Gagnon is the Executive Vice President and a director of the Company.

Capital Risk Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company considers its capital to be equity which at December 31, 2019, totaled $34,201,605.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than the flow-through contractual obligations and Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2019, the Company is compliant with Policy 2.5.

Financial Risk Management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee and Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Amounts receivable consists mainly of taxes recoverable. The Company has no significant concentration of credit risk arising from operations. The expected credit loss on the remaining receivables is not material.

(ii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2019, the Company had cash of $34,697,148, to settle current liabilities of $7,255,717. The Company notes that the flow-through share liability which represents $6,158,000 of current liabilities balance is not settled through cash payment. Instead, this balance is amortized against qualifying flow-through expenditures which are required to be incurred before December 31, 2019. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and quoted prices.

(a) Interest rate risk

The Company has $34,697,148 cash balances and no interest-bearing debt and was not exposed to interest rate risk. The Company's current policy is to invest excess cash in high yield savings accounts and guaranteed investment certificates issued by a Canadian chartered bank with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank. As a result, the Company's exposure to interest rate risk is minimal.

(b) Foreign currency risk

The Company does not have any significant assets in currency other than the functional currency of the Company, nor has significant foreign currency denominated liabilities, therefore any changes in foreign exchange rates will not give rise to significant changes to the net loss.

(c) Price risk

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

Sensitivity analysis

The Company's marketable securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at December 31, 2019, if the fair value of the Company's marketable securities had increased/decreased by 20% with all other variables held constant, profit and loss for the year ended December 31, 2019, would have been approximately $927,000 lower/higher. Similarly, as at December 31, 2019, the Company's reported shareholders' equity would have been approximately $927,000 higher/lower as a result of a 20% increase/decrease in marketable securities.

Related Party Transactions

(a) Related parties include the Board and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The Company entered into the following transactions with related parties:

Names	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Peterson McVicar LLP ("**Peterson**") (1)	63,659	76,030
Marrelli Support Services Inc. ("**Marrelli Support**") (2)	77,916	77,020
DSA Corporate Services Inc. ("**DSA**") (2)	12,215	23,163
DSA Filing Services Limited ("**DSA Filing**") (2)	6,985	nil
Total	**160,775**	**176,213**

(1) Dennis H. Peterson, a director of the Company, controls Peterson which provided legal services to the Company. The amounts charged by Peterson are based on what Peterson usually charges its clients. The Company expects to continue to use Peterson for an indefinite period. As at December 31, 2019, Peterson was owed $31,438 (December 31, 2018 - $1,213) and this amount was included in amounts payable and other liabilities.

(2) During the year ended December 31, 2019, the Company paid professional fees of $77,916 (year ended December 31, 2018 - $77,020) to Marrelli Support, an organization of which Carmelo Marrelli is president. Mr. Marrelli is the Chief Financial Officer ("**CFO**") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. As at December 31, 2019, Marrelli Support was owed

$13,924 (December 31, 2018 - $11,390) and this amount was included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company paid professional fees of $12,215 (year ended December 31, 2018 - $23,163) to DSA, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, DSA was owed $2,460 (December 31, 2018 - $1,525) and this amount was included in amounts payable and other liabilities.

During the year ended December 31, 2019, the Company paid professional fees of $6,985 (year ended December 31, 2018 - $Nil) to DSA Filing, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA Filing. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2019, DSA Filing was owed $5,068 (December 31, 2018 - $Nil) and this amount was included in amounts payable and other liabilities.

(b) The following transactions occurred with related parties for the private placement completed on June 19, 2018:

- David Palmer, Chief Executive Officer ("**CEO"**) and director of the Company, subscribed for 40,000 Hard Units;
- Marco Gagnon, Executive Vice President of the Company, subscribed for 20,000 FT Units; and
- Patrick Langlois, Vice President - Corporate Development, subscribed for 10,000 Hard Units.

(c) At December 31, 2019, Newmont Goldcorp Corporation ("**Newmont**") owned 15,148,646 common shares of Probe, representing approximately 12.5% of the issued and outstanding common shares of the Company. The remaining 86.3% of the shares are widely held, which includes various small holdings which are owned by directors of the Company. These holdings can change at any time at the discretion of the owner.

The Company's major shareholders do not have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements that may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, other than Newmont, who owns or controls, directly or indirectly, approximately 12.5% of the issued and outstanding shares at December 31, 2019, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

(d) Remuneration of directors and key management personnel, other than consulting fees, of the Company was as follows:

Year Ended December 31, 2019	Salaries and Benefits (1)(2) ($)	Share-based Compensation ($)	Total ($)
David Palmer, CEO, Director	660,080	225,524	885,604
Yves Dessureault, Chief Operating Officer	415,950	153,850	569,800
Patrick Langlois, Vice President, Corporate Development	317,510	102,680	420,190
Marco Gagnon, Executive Vice President	330,400	112,846	443,246
Jamie Sokalsky, Chairman of the Board	115,000	95,086	210,086
Gordon McCreary, Director	51,000	41,342	92,342
Basil Haymann, Director	36,000	41,342	77,342
Dennis Peterson, Corporate Secretary, Director	36,000	41,342	77,342
Carmelo Marrelli, CFO	nil	10,335	10,335
Total	**1,961,940**	**824,347**	**2,786,287**

Year Ended December 31, 2018	Salaries and Benefits (1)(2) ($)	Share-based compensation ($)	Total ($)
David Palmer, CEO, Director	477,170	333,619	810,789
Yves Dessureault, Chief Operating Officer	339,292	232,193	571,485
Patrick Langlois, Vice President, Corporate Development	261,850	165,022	426,872
Marco Gagnon, Executive Vice President	273,277	170,328	443,605
Jamie Sokalsky, Chairman of the Board	100,000	234,434	334,434
Gordon McCreary, Director	36,000	105,828	141,828
Basil Haymann, Director	36,000	105,828	141,828
Dennis Peterson, Corporate Secretary, Director	36,000	105,828	141,828
Carmelo Marrelli, CFO	nil	25,626	25,626
Total	**1,559,589**	**1,478,706**	**3,038,295**

(1) For the year ended December 31, 2019, $1,215,590 of these costs (year ended December 31, 2018 - $816,040) are included in general and administrative expenses and $746,350 (year ended December 31, 2018 - $743,549) are included in exploration and evaluation expenditures.

(2) The directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services. As at December 31, 2019, officers and directors were

owed $650,536 (December 31, 2018 - $280,463) and this amount was included in amounts payable and other liabilities.

New Standard Adopted During The Year

On June 7, 2017, the IASB issued IFRIC - 23 Uncertainty Over Income Tax Treatments ("**IFRIC 23**"). IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. IFRIC 23 is applicable for annual periods beginning on or after January 1, 2019. At January 1, 2019, the Company adopted this standard and there was no material impact on the Company's financial statements.

Share Capital

As at the date of this MD&A, the Company had a total of 124,785,705 common shares issued and outstanding. An additional 25,506,083 common shares are subject to issuance pursuant to the following: 9,661,300 stock options, 13,734,783 warrants and 2,110,000 RSUs. Each stock option will be exercisable to acquire one common share at a price of $0.26 to $1.76 per common share with an expiry date of April 27, 2020 to March 19, 2025. Each warrant will be exercisable to acquire one common share at a price of $1.30 to $1.45 per common share with an expiry date of June 19, 2020 to December 10, 2022.

Disclosure of Internal Controls

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

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

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

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

Risks and Uncertainties

The exploration, development and mining of mineral resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

Development Stage Company and Exploration Risks

The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in Canada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors. The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

Reliability of Mineral Resource Estimates

Mineral resources are estimates based on sampling of the mineralized material in a deposit. Such estimates may not be found to be accurate. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimation of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Inferred resources, including those discussed in this MD&A, are ones for which there has been insufficient exploration to define an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

Unless otherwise indicated, mineralization figures presented in this MD&A and in any NI 43-101 technical reports filed by the Company are based upon estimates made by geologists and the Company's personnel.

Although the mineral resource figures set out in this MD&A and in such technical reports have been carefully prepared and reviewed or verified by qualified persons, these amounts are estimates only and no assurance can be given that an identified mineral resource will ever become a mineral reserve or in any way qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, all of which may prove to be unreliable. Furthermore, there are risks related to the reliability of analytical results and unforeseen possible variations in grade or other considerations.

Commodity Markets

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors adversely affect the price of the precious and base metals that are the subject of the Company's exploration efforts, the market price of the Company's securities may decline.

Market Fluctuation and Commercial Quantities

The market for minerals is influenced by many factors beyond the Company's control, including without limitation the supply and demand for minerals. In addition, the metals industry in general is intensely competitive and there is no assurance that, even if apparently commercial quantities and qualities of metals (such as chromite) are discovered, a market will exist for their profitable sale. Commercial viability of precious and base metals and other mineral deposits may be affected by other factors that are beyond the Company's control, including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure, the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, and environmental protection. It is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital or having its mineral projects be rendered uneconomic.

Option and Joint Venture Agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

Property Titles

The principal property interests that the Company owns, controls or has the right to acquire by option or agreement come variously under the *Mining Act* (Ontario), the *Registry Act* (Ontario) or the *Land Titles Act* (Ontario), each of which has its own registration and management systems. Although the Company has either obtained title opinions or reviewed title for the material properties that it owns, controls or has the right to acquire by option or agreement, there is no guarantee that title to such mineral property interests will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects. The Company may also experience challenges in effecting the transfer of title to certain of its mineral properties. There may be valid challenges to the title of the mineral property interests which, if successful, could impair development and/or operations.

Financing Risks

Although the Company currently has significant cash, the Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's properties may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

Mining Risks and Insurance

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Government Regulations, Permitting and Taxation

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its activities, its various licences and permits must be obtained and kept current. There is no guarantee that the Company's licences and permits will be granted, or that once granted will be extended. In addition, the terms and conditions of such licences or permits could be changed and there can be no assurances that any application to renew any existing licences will be approved. There can be no assurance that all permits that the Company requires will be obtainable on reasonable terms, or at all. Delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and licences that may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions. Future taxation of mining operators cannot be predicted with certainty so planning must be undertaken using present conditions and best estimates of any potential future changes.

Health, Safety and Community Relations

The Company's operations are subject to various health and safety laws and regulations that impose various duties on the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. These laws and regulations also grant the relevant authorities broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company has made, and expects to make in the future, significant expenditure to comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities near the Company's mineral properties.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it more costly for the Company to remain in compliance with such laws and regulations.

Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the efforts of key management and other key personnel. Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient number of key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

Competitive Industry Environment

The mining industry is highly competitive, both domestically and internationally. The Company's ability to acquire properties and develop mineral reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration, of which there is a limited supply. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter competition from other mining companies in its efforts to hire experienced mining professionals. Competition could adversely affect the Company's ability to attract necessary funding or acquire suitable producing properties or prospects for mineral exploration in the future. Competition for services and equipment could result in delays if such services or equipment cannot be obtained in a timely manner due to inadequate availability, and could also cause scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development, exploration or construction costs and result in project delays.

Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing, particularly for junior mineral exploration companies, has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Public Health Crises

The Company faces risks related to pandemics and epidemics, such as the outbreak of the coronavirus that surfaced in December 2019 in Wuhan, Hubei Province, China and has spread to other countries around the world, including Canada and the United States, which could significantly disrupt the Company's operations and may materially and adversely affect its business and financial condition. The extent to which the coronavirus impacts the Company's business, including its operations and the market for its securities, will depend on future developments which are highly uncertain and cannot be predicted at this time, including the duration, severity and scope of the coronavirus outbreak and the actions taken by various government authorities to contain or treat the outbreak. In particular, the continued spread of the coronavirus could materially and adversely impact the Company's business, including without limitation, employee health, workforce productivity, increased insurance premiums and medical costs, restrictions on travel by the Company's personnel and by the personnel of the Company's various optionees, the availability of industry experts and personnel, restrictions on drilling programs by the Company's optionees and/or the timing to process drill and other metallurgical testing, and other factors that will depend on future developments beyond the Company's control, all or some of which may have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, a significant outbreak of coronavirus could result in a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for precious metals and the Company's business, financial condition and results of operations.

The management of the Company rests on some key personnel and mostly on its President and CEO. The loss of the President and CEO could have a negative impact on the development and the success of its operations.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to 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", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of $33,692,354 at December 31, 2019 is anticipated to be adequate for it to continue operations for the twelve-month period ending December 31, 2020	The operating and exploration activities of the Company for the twelve-month period ending December 31, 2020, and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; changes in operating and exploration activities; changes in economic conditions; timing of expenditures
The Company's properties may contain economic deposits of minerals	The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of applicable commodities and applicable interest and exchange rates will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; and the Company has or will obtain adequate property rights to support its exploration and development activities	Commodity price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions
The Company's anticipated business plans, including costs and timing for future exploration on its property interests and acquisitions of additional mineral resource properties or interests therein	The exploration activities of the Company and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be	Commodity price volatility; changes in the condition of debt and equity markets; timing and availability of external financing on acceptable terms may not be as anticipated; the uncertainties involved in

Forward-looking statements	Assumptions	Risk factors
	favourable to the Company; financing will be available for the Company's exploration and development activities on favourable terms; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of applicable commodities will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; the Company has or will obtain adequate property rights to support its exploration and development activities; and the Company will be able to successfully identify and negotiate new acquisition opportunities	interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits is subject to governmental and/or regulatory approvals; the Company does not have control over the actions of its joint venture partners and/or other counterparties
Management's outlook regarding future trends and exploration programs	Financing will be available for the Company's exploration and operating activities; the price of applicable commodities will be favourable to the Company; the actual results of the Company's exploration and development activities will be favourable; management is aware of all applicable environmental obligations	Commodity price volatility; changes in the condition of debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; the possibility that future exploration results will not be consistent with the Company's expectations; changes in environmental and other applicable legislation and regulation

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements contained in this MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Subsequent Events

(i) On February 21, 2020, the Company announced the appointment of Mr. Jamie Horvat to its Board of Directors.

The Company also announced that it granted options to acquire a total of 2,950,000 common shares of the Company to employees, officers, directors and consultants at the exercise price of $1.17 per share for a period of five years, subject to vesting requirements.

Additionally, the Company granted 1,145,000 RSUs to officers, directors and key employees of the Company under the terms of the Company RSU Plan. Each RSU entitles the holder to acquire one common share of the Company by delivering an exercise notice in accordance with the RSU Plan. The RSUs grant follows the guideline of the RSU Plan.

(ii) In January 2017, the Company entered into an option agreement with Richmont Mines Inc. (which agreement was subsequently acquired by Monarch Gold Corporation) pursuant to which the Company had the right to earn a 60% interest in the Monique property by spending an aggregate of $2 million on exploration expenditures over 4 years. On February 28, 2020, the Company completed a definitive agreement of purchase and sale (the "**Agreement**") with Monarch Gold Corporation. Pursuant to the Agreement, the Company acquired a 100% interest in the property by issuing 1,275,510 common shares issued on March 24, 2020) to Monarch Gold Corporation for a total value of $1.5 million based on a 30-day volume weighted average price (VWAP) of $1.176 per share on the TSXV as of March 2, 2020. The common shares issued have a hold period of four months and one day from closing. The Company will also assume any reclamation liabilities associated with the past-producing Monique open pit mine.

(iii) On March 23, 2020, there were 250,000 options with an exercise price of $0.36 and expiry date of April 27, 2020 that were exercised for cash proceeds of $90,000.

(iv) On March 24, 2020, there were 450,000 options with an exercise price of $0.36 and expiry date of April 27, 2020 that were exercised for cash proceeds of $162,000.

(v) On April 2, 2020, there were 1,300,000 options with an exercise price of $0.36 and expiry date of April 27, 2020 that were exercised for cash proceeds of $468,000.

(vi) The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

Additional Disclosure for Venture Issuers

General and Administrative Expenses

Detail	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Salaries and benefits	1,116,203	956,904
Share-based payments	1,011,770	1,753,922
Administrative costs	318,723	189,842
Travel and promotion costs	241,759	332,553
Director fees	238,538	208,601
Professional fees	183,861	324,258
Depreciation	150,816	133,771
Shareholder information	136,013	147,603
Occupancy costs	10,912	122,005
Total	**3,408,595**	**4,169,459**

Exploration and Evaluation Expenditures

Val-d'Or East Project

Expenditures	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Advanced exploration	610,316	318,883
Drilling	4,291,669	10,135,201
Environment	nil	41,908
General field expenses	202,682	725,407
Geochemical	44,719	229,074
Geology	538,562	478,624
Geophysics	1,122,080	1,524,660
Metallurgical testwork	148,611	194,894
Option payment and staking claims	32,253	63,800
Social and community	3,348	10,588
Total	**6,994,240**	**13,723,039**

Detour Project

Expenditures	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Drilling	85	1,097,722
General field expenses	nil	10,990
Geochemical	29,296	4,154
Geology	24,545	8,402
Geophysics	592,572	258,203
Option payment and staking claims	27,727	13,127
Operator of exploration project	(9,172)	(34,675)
Total	**665,053**	**1,357,923**

Casa-Cameron Project

Expenditures	**Year Ended December 31, 2019 ($)**	**Year Ended December 31, 2018 ($)**
Drilling	nil	60
General field expenses	nil	858
Geochemical	27,378	2,016
Geology	4,924	33,433
Geophysics	24,105	375
Option payment and staking claims	5,022	17,325
Total	**61,429**	**54,067**

Black Creek Property

Expenditures	**Year Ended December 31, 2019 ($)**	**Year Ended December 31, 2018 ($)**
Geology	2,139	6,058
Other	754	754
Total	**2,893**	**6,812**

Tamarack-McFauld's Lake Property

Expenditures	**Year Ended December 31, 2019 ($)**	**Year Ended December 31, 2018 ($)**
Geology	3,442	3,796
Geophysics	nil	14,749
Total	**3,442**	**18,545**

Victory Property

Expenditures	**Year Ended December 31, 2019 ($)**	**Year Ended December 31, 2018 ($)**
General field expenses	28,291	nil
Geology	2,139	nil
Total	**30,430**	**nil**

West Porcupine Property

Expenditures	**Year Ended December 31, 2019 ($)**	**Year Ended December 31, 2018 ($)**
General field expenses	nil	7,544
Geochemical	nil	478
Geology	nil	2,020
Geophysics	nil	9,054
Social and community	nil	23,533
Total	**nil**	**42,639**

Millen Mountain Property

Expenditures	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Drilling	nil	248,526
General field expenses	3,299	107,241
Geochemical	nil	38
Geology	244	15,654
Option payment and staking claims	1,000	92
Social and community	nil	10,000
Total	**4,543**	**381,551**

Project Generation

Expenditures	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)
Consulting	9,100	12,025
Other	8,772	3,188
Travel, accommodation	12,790	12,447
Total	**30,662**	**27,660**