MAGNETIC NORTH ACQUISITION CORP.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

(Expressed in Canadian Dollars)

Introduction

This interim management's discussion and analysis ("MD&A") for Magnetic North Acquisition Corp. ("Magnetic North", the "Company", "we", "us" or "our") dated November 29, 2021, should be read in conjunction with our unaudited condensed interim financial statements and accompanying notes for the three and nine months ended September 30, 2021 and 2020, the December 31, 2020 audited annual financial statements and accompanying notes, and the December 31, 2020 MD&A.

All financial information, unless otherwise noted, presented in this MD&A is reported in Canadian dollars and has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Additional information relating to the Company, including the annual and quarterly financial statements and MD&A, is available on SEDAR at www.sedar.com.

This MD&A addresses matters we consider important for an understanding of the Company's business, financial condition and results of operations as at and for the three and nine months ended September 30, 2021.

Description of Business and Overview

Magnetic North with the registered and head office at 1000, 250 2nd Street SW, Calgary, AB T2P 0C1, and offices in Toronto, ON, was incorporated under the Business Corporations Act (Alberta) on July 18, 1997. On September 12, 2008, the Company continued under the Canada Business Corporations Act.

The Company's common shares and Series A preferred shares trade on the TSXV under the symbol "MNC" and "MNC.PR.A", respectively.

On October 22, 2019, the Company completed an asset purchase transaction with a group of investment and business professionals to effect an arm's length "Change of Business" (as defined in Policy 5.2 of the TSX Venture Exchange ("TSXV")) transaction (the "Transaction") within the meaning of such terms in the policies of the TSXV. Under the Transaction, the Company acquired certain shareholdings (the "Purchased Assets") from Mr. Kevin Spall, Mr. Ian Wild and Mr. Andrew Osis (the "Vendors") in exchange for the issuance of 38,000,000 Common Shares of the Company at a deemed price of $0.05 per share and 100,000 Series A preferred shares of the Company at a deemed price of $10.00 per Series A preferred share. The Purchased Assets comprised of all the Vendors' equity interests in Previcare, Inc. ("Previcare"), Ignite Alliance Corp. ("Ignite"), and Power Symmetry Inc. With the completion of the Transaction, the Vendors were appointed officers and directors of the Company, the Company changed its primary business to merchant banking and changed its name from Black Bull Resources Inc. to Magnetic North Acquisition Corp.

Before the change of business, the Company was engaged in the acquisition, exploration and evaluation of mineral properties of the Company's current holdings in Nova Scotia, Canada. After the completion of the Transaction, Magnetic North carried on the business of hands-on merchant banking comprised of a team of highly experienced professionals in finance, operations, and strategy. Market segments we invest in include, but are not limited to, clean power technology, oilfield services, consumer products, and technology (software and hardware).

In furtherance of the Company's new business objective, we will invest in opportunities based upon criteria that may include, but are not limited to, the following investee characteristics:

(a) management expertise and funding to expand, or improve the investee's business model, strategy, or geographic reach;

(b) an opportunity to provide strategic guidance on the investee's businesses or assets through board representation;
(c) nearly cash flow positive or have a slightly positive cash flow and where through improvements in structure, operations or consolidation, cash flow can be positively impacted and may provide sustainable cash flow;
(d) identifiable business improvements, expansion, consolidation, or acquisition opportunities that enhance the value of operations, and will result in increasing the investee company's valuation.

See "Risks and Uncertainties" below.

Status as an Investment Entity

The following are the criteria within IFRS 10 Consolidated Financial Statements, which the Company used to evaluate and determine that it meets the definition of an Investment Entity:

- Obtain funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company has evaluated the above criteria and determined that it meets the definition of an Investment Entity. As a result of meeting the definition of an Investment Entity, subsidiaries which otherwise would have been consolidated are carried at fair value through profit or loss ("FVTPL").

Operational Highlights

- Magnetic North and Cirque Innovations Ltd. executed the previously reported unanimous shareholder agreement as per the terms of the sale and usage agreement to provide each party with a 50% equity interest into CXTL Recycling (Canada) Corp. ("CXTL"). As a result of the loss of control of CXTL, Magnetic North ceased consolidating CXTL effective January 1, 2021.

- Incorporated Bluenose Quartz Ltd. to effect the transfer of the mining assets into this new entity.

- Magnetic North commenced the transfer paperwork to transfer the mining assets. The transfer paperwork is currently being reviewed by the Province of Nova Scotia. The Company is also currently in discussion with Infrastructure Commodities Limited to improve the terms of the previously reported indicative offer of finance to explore and mine the property.

- On May 26, 2021, Magnetic North announced that its investee, CXTL, executed a sale of precious and base metals, primarily gold and copper, from the processing of e-waste. The aggregate sale price was approximately $1.9 million and will close in tranches.

- On September 18, 2021, the Company appointed Ms. Cindy Davis as Chief Financial Officer to replace Ms. Ha Tran.

- Subsequent to September 30, 2021, the Company granted to a consultant 100,000 stock options to acquire common shares at an exercise price of $0.175 and 7,500 stock options to acquire Series A preferred shares at an exercise price of $8.50. These stock options expire on October 20, 2026.

  In addition, 250,000 stock options with a weighted average exercise price of $0.69 were cancelled.

- On November 18, 2021, the Company announced its intention to conduct a non-brokered private placement (the "Financing") of up to 210,527 Units at $9.50 for gross proceeds of up to $2,000,006. Each Unit is comprised of one Series A preferred share and one Series A preferred share purchase warrant for gross proceeds of up to $2,000,006.

  Each warrant will entitle the holder thereof to purchase one additional Series A preferred share at a price of $10.00 per share during the period ending on the fifth anniversary of the closing date of the Financing. The warrants will have an acceleration provision whereby, in the event the 10 day weighted average trading price of the Series A preferred shares on the TSX Venture Exchange ("TSXV") (or such other stock exchange on which the Series A preferred shares may then be listed and posted for trading) exceeds $20.00 at any time, the Company will have the right to accelerate the expiry date of the warrants to 30 days from the date of issuance of a news release of the Company announcing the accelerated exercise period.

Investments

The Company's investment portfolio consisted of the following as at September 30, 2021:

Investment	Instrument	Financial Instrument Fair Value Hierarchy	Cost $	Fair Value $	Company's ownership %
CXTL Recycling (Canada) Corp.	Equity	3	$ 11,549,210	$ 5,724,874	50%
Previcare, Inc.	Equity	3	1,350,000	-	32%
Ignite Alliance Corp.	Equity	3	-	-	< 1%
GrowthCell Global	Equity	3	67,000	-	< 1.5%
			$ 12,966,210	**$ 5,724,874**	

The Company's management review and approve the valuation results of all investments in the portfolio based on all observable and unobservable inputs. The Company will also engage an independent valuation firm to perform an independent valuation in situations where it requires additional expertise. The valuation results are reviewed with the audit committee as part of its quarterly approval of the Company's financial statements.

As at September 30, 2021, all of the Company's investments are unlisted equity instruments and are categorized as Level 3 financial instruments. These investments are valued at cost for a limited period after the date of acquisition, provided the purchase price remains representative of the fair value at the reporting date; otherwise, these investments are valued using the most appropriate valuation methodology in light of the nature, facts and circumstances of the investment. Investments in early-stage companies not generating sustainable revenue or earnings and for which there has not been any recent independent funding, which represents 100% of the Company's current portfolio, are valued using alternative methodologies. The Company considers investee company performance relative to plan, going concern risk, continued funding availability, comparable peer group valuations, exit market conditions and general sector conditions and calibrates its valuation of each investment as appropriate. The Company may apply a further illiquidity discount to the fair value of an investment if conditions exist that could make it challenging to monetize the investment in the near term at a price indicated by the valuation models. The amount of illiquidity discount applied requires considerable judgment and is based on the facts and circumstances of each investment. The process of valuing investments for which no active market exists is inevitably based on inherent uncertainties, and the resulting values may differ significantly from the values that would have been used had a ready market existed for the investments. These differences could be material to the fair value of investments in the portfolio.

As at September 30, 2021, based on management's fair value assessment of these investments, the Companyreported no fair value adjustment. The fair value reported as at September 30, 2021 relates to the fair value of the Company's retained 50% investment in CXTL.

Results of Operations

For the three months ended September 30, 2021 compared with the three months ended September 30, 2020

For the three months ended September 30, 2021, the Company's net loss was $75,535 ($0.00 per share), compared to net loss of $516,319 ($0.01 per share) for the three months ended September 30, 2020. The decrease in net loss of $440,784 is a result of the following:

Revenue

During the three months ended September 30, 2021, the Company reported revenue of $285,524 as compared to $92,824 in the comparative period in 2020. Revenue is comprised of advisory fees from its investees CXTL and Previcare Inc.

Selling, General and Administrative Expenses ("SG&A")

SG&A include consulting fees, professional fees, investor relations, salaries and benefits, office and general, travel expenses and regulatory fees.

SG&A decreased by $110,539 for the three months ended September 30, 2021 compared to the same period in 2020. Professional fees for the three months ended September 30, 2021 decreased by $132,402 compared to the 2020 period.

Share-based compensation

Share-based compensation expense decreased by $152,298 for the three months ended September 30, 2021 compared to the 2020 period. Share-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

Other (Expenses) Income

Other expenses are comprised of accretion, interest income, transaction costs and loss on disposal of subsidiary.

Other expense increased by $10,540 for the three months ended September 30, 2021 compared to the 2020 period.

For the nine months ended September 30, 2021 compared with the nine months ended September 30, 2020

For the nine months ended September 30, 2021, the Company's net loss was $1,695,617 ($0.03 per share), compared to net loss of $1,254,031 ($0.02 per share) for the nine months ended September 30, 2020. The increase in net loss of $441,586 is a result of the following:

Revenue

During the nine months ended September 30, 2021, the Company reported revenue of $405,524 as compared to $92,824 in the comparative period in 2020. Revenue is comprised of advisory fees from its investees CXTL and Previcare Inc.

Selling, General and Administrative Expenses ("SG&A")

SG&A include consulting fees, professional fees, investor relations, salaries and benefits, office and general, travel expenses and regulatory fees.

SG&A decreased by $60,988 for the nine months ended September 30, 2021 compared to the same period in 2020. Professional fees for the nine months ended September 30, 2021 decreased by $161,925 compared to the 2020 period. Salaries and benefits for the nine months ended September 30, 2021 were $229,807 compared with $nil in the 2020 period.

Share-based compensation

Share-based compensation expense decreased by $171,103 for the nine months ended September 30, 2021 compared to the 2020 period. Share-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.

Other (Expenses) Income

Other expenses are comprised of accretion, interest income, transaction costs and loss on disposal of subsidiary.

Other expense increased by $987,035 for the nine months ended September 30, 2021 compared to the 2020 period. The majority of the increase was due to the loss on disposal of 50% of the Company's investment in CXTL of $962,936 during the nine months ended September 30, 2021.

Summary of Quarterly Results

	Sept 30 2021	Jun 30 2021	Mar 31 2021	Dec 31 2020	Sept 30 2020	Jun 30 2020	Mar 31 2020	Dec 31 2019
Revenue	$ 285,524	$ 60,000	$ 60,000	$ (92,824)	$ 92,824	$ -	$ -	$ -
Expenses	360,880	351,855	424,884	2,922,869	619,504	436,784	314,257	267,772
Operating loss	(75,356)	(291,855)	(364,884)	(3,015,693)	(526,680)	(436,784)	(314,257)	(267,772)
Loss	(75,535)	(291,948)	(1,328,140)	(13,278,138)	(516,319)	(423,210)	(314,502)	552,210
Loss per share - basic and diluted	(0.00)	(0.00)	(0.02)	(0.22)	(0.01)	(0.01)	(0.01)	0.01

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. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. 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.

Liquidity and Financial Position

The activities of the Company, now merchant banking and formerly the acquisition, exploration and evaluation of mineral properties, are financed through equity offerings. The Company continues to seek capital through various means including the issuance of equity.

The Company has minimal operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

At September 30, 2021, the Company had negative working capital of $550,420 (December 31, 2020 – $1,329,148 positive working capital). The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and fundingof its investment activities. Those investing activities include the purchase of investments. For fiscal 2021,the Company's expected operating expenses are estimated to be $90,000 per month for recurring operating costs.

The Company does not have sufficient cash to fund its operating expenses for the twelve months ended September 30, 2022. The Company will have to raise additional capital during fiscal 2021 in amounts sufficient to fund both investment activities and working capital requirements. The major variables are expected to be the size, timing and results of the Company's investment activities and its ability to continue to access capital to fund its ongoing operations.

The following table sets out the condensed interim statement of cash flows for the nine months ended September 30, 2021 and 2020.

	Nine Months Ended September 30,	
	2021	2020
Net cash flows provided by (used in) operating activities	$ 384,090	$ (859,084)
Net cash flows used in investing activities	(539,298)	(2,454,316)
Net cash flows provided by financing activities	38,240	2,921,113
Net change in cash and cash equivalents	(116,968)	(392,287)
Cash and cash equivalents, beginning of period	123,680	530,341
Cash and cash equivalents, end of period	$ 6,712	$ 138,054

Operating activities for the nine months ended September 30, 2021 were mainly affected by adjustments for loss on disposal of 50% of the Company's investment in CXTL of $962,936, share-based compensation expense of $332,158, and net change in non-cash working capital balances of $782,792.

Investing activities for the nine months ended September 30, 2021 were related to advances made to the Company's investee CXTL of $464,443, derecognition of the cash balance from CXTL as a result of the disposal of 50% of the Company's investment in CXTL of $97,677, and partially offset by the redemption of guaranteed investment certificates that were no longer required of $22,822.

Financing activities for the nine months ended September 30, 2021 generated cash of $38,240 from stock options exercised.

Other Commitments and Contingencies

The Company has commitments for financial liabilities, minimum payments due as of September 30, 2021, asfollows:

As at September 30, 2021	Carrying Value	Less than 1 year	1 to 3 years	4 to 5 years	Greater than 5 years	Total
Trade and accrued liabilities	$ 1,241,663	$ 1,241,663	$ -	$ -	$ -	$ 1,241,663
Promissory note payable	176,984	176,984	-	-	-	176,984
Total commitments	$ 1,418,647	$ 1,418,647	$ -	$ -	$ -	$ 1,418,647

Outstanding Share Data

The total number of fully diluted outstanding and issuable Common Shares is as follows:

	November 29, 2021
Common shares	59,097,178
Series A preferred shares	1,607,663
Stock options(1)	4,051,427
Common share purchase warrants(1)	300,000
Total	65,056,268

Related Party Transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

During the three and nine months ended September 30, 2021, the Company paid consulting fees of $90,143 and $248,243, respectively (three and nine months ended September 30, 2020 - $108,000 and $264,500, respectively) to certain officers of the Company which were recorded in SG&A.

Investments in companies with common management personnel:

Entity	Type of Investment	Holdings (#)	Fair Value ($)
CXTL Recycling (Canada) Corp.(1)	Common shares	115,592 shares	
Previcare, Inc.(2)	Common shares	1,600,000 shares	
Ignite Alliance Corp. (3)	Common shares	50,000 shares	
			$ 5,724,874

(1) Andrew Osis, Co-Chief Executive Officer of the Company, is also the Executive Chairman of CXTL and Ian Wild, Director of the Company is also a Director of CXTL.
(2) Kevin Spall, Co-Chief Executive Officer of the Company, is also the Treasurer/VP and a Director of Previcare, Inc.
(3) Andrew Osis, Co-Chief Executive Officer of the Company, is also the Chief Financial Officer of Ignite Alliance Corp.

Financial Instruments and Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and commodity and equity price risk). Risk management is carried out by the Company's management team with guidance from the Board of Directors.

The Company has exposure to the following risks from its use of financial instruments:

(i) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and trade and other receivables. Cash and cash equivalents are held with select major Canadian chartered banks. Trade and other receivables consist of sales taxes receivable from government authorities in Canada and advisory fees. The Company does not have significant concentration risk from cash and cash equivalents and trade and other receivables.

(ii) Liquidity Risk

Liquidity risk is the risk the Company will encounter difficulties in meeting its financial liability obligations. The Company manages its liquidity risk through cash management, which includes monitoring forecasts of the Company's cash and cash equivalent on the basis of projected cash flow. As at September 30,2021, the Company had a cash balance of $6,712 (December 31, 2020 - $123,680) to settle current liabilities of $1,418,647 (December 31, 2020 - $1,526,945). Historically, the Company's sole source of funding has been the issuance of securities for cash through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

(iii) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

(a) Interest Rate Risk

The Company has cash balances invested in guaranteed investment certificates that are issued by a Canadian Chartered bank. The Company has no interest-bearing debt. At prevailing market interest rates, the impact on interest income is minimal.

(b) Foreign Currency Risk

The Company does not have assets or liabilities denominated in a foreign currency.

(c) Foreign Currency Risk

The Company does not have assets or liabilities The Company is exposed to price risk with respect to commodity prices. Commodity price risk is definedas the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as they relate to valuable minerals todetermine the appropriate course of action to be taken by the Company. The Company is exposed to market risks associated with the inherent volatility and external factors that can impact the fair value ofequity instruments.

Fair Value of Financial Instruments

The Company measures fair value in accordance with IFRS 13 Fair Value Measurement, which provides a single source of fair value measurement guidance. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company has applied the framework for measuring fair value, which requires a fair value hierarchy to be applied to all fair value measurements:

- Level 1 – valuation based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived from or corroborated by observable market data by correlation or other means. Level 2 financial instruments includes financial liability – Series A preferred shares.
- Level 3 – valuation techniques with significant unobservable market inputs. Level 3 financial instruments include investments.

The fair values of cash and cash equivalents, short-term investments, trade and other receivables, advances to investees, accounts payable and accrued liabilities, and promissory note payable included in the condensed interim statement of financial position approximate their carrying amount due to the short-term maturity of these instruments. The fair value of investments are measured at fair value through profit or loss and considered to be under Level 3 hierarchy. There were no transfers between levels in the fair value hierarchy during the period ended September 30, 2021.

Outlook

For the immediate future, the Company plans to continue to implement its investment strategy, as described above, and focus on investments in, but are not limited to, clean power technology, consumer products, oilfield services, and technology (software and hardware). The Company will also continue to explore and evaluate the option of finding a joint venture partner for its exploration property in Nova Scotia. The Company continues to monitor its spending and will amend its plans and budgets based on operational results and expectations of raising financing as and when required.

Critical Accounting Estimates

The preparation of the financial statements in compliance with IAS 34 requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas where significant judgment and estimates have been made in preparing the financial statements and their effect are disclosed in Note 2 of the Company's consolidated 2020 audited annual financial statements and have been updated to reflect its change in status as an investment entity, as noted below.

Investment Entity Status

Management exercises judgment in applying criteria in IFRS 10 Consolidated Financial Statements, which determines the Company's status as an investment entity.

Changes in Accounting Policies

Basis of Consolidation

Effective December 31, 2020, the Company's ownership of CXTL Recycling (Canada) Corp. ("CXTL") was reduced from 100% to 50% as a result of the transfer of 50% ownership to Cirque Innovations Ltd. Due to the reduction in the Company's ownership, the Company ceased consolidating CXTL's results effective January 1, 2021.

Investment Entity Status

The following are the criteria within IFRS 10 Consolidated Financial Statements, which the Company used to evaluate and determine that it meets the definition of an Investment Entity:

- Obtain funds from one or more investors for the purpose of providing those investor(s) with investment management services;
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

The Company has evaluated the above criteria and determined that it meets the definition of an Investment Entity. As a result of meeting the definition of an Investment Entity, subsidiaries which otherwise would have been consolidated are carried at fair value.

Cautionary Note Regarding Forward-Looking Information

This MD&A includes certain statements and information that constitutes "forward-looking statements" and "forward-looking information" under applicable securities laws (collectively, "Forward- Looking Statements", unless otherwise stated). Forward-looking statements appear in a number of places in this MD&A and include statements and information regarding the intent, beliefs or current expectations of the Company. Such Forward-Looking Statements involve known and unknown risks and uncertainties that maycause the Company's actual results, performance or achievements to be materially different from any futureresults, performance or achievements expressed or implied by such Forward-Looking Statements. When used in this MD&A, words such as "expects", "anticipates", "estimates", "projects", "plans", "goals", "objectives", "outlook", "believe", "could", "intend", "may", "predict", "will", "would" and similar expressions are intended to identify these forward- looking statements. Forward-looking statements may relate to the Company's future outlook and anticipated events or results and may include statements regardingCompany's future business strategy, plans and objectives. The Company has based these Forward- Looking Statements largely on their current expectations and projections about future events. These Forward-Looking Statements were derived using numerous assumptions, and while the Company considers these assumptions to be reasonable, based on information currently available, such assumptionsmay prove to be incorrect. Accordingly, readers are cautioned to not put undue reliance on these Forward- Looking Statements. Forward-looking statements should not be read as a guarantee of future events or results.

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

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

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

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

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

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the fiscal year ended December 31, 2020, available on SEDAR at www.sedar.com.