OUTCROP GOLD CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED FEBRUARY 29, 2020

The following is management's discussion and analysis of the results of operations and financial conditions ("MD&A") of Outcrop Gold Corp. (the "Company" or "Outcrop") and should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements and related notes thereto for the six months ended February 29, 2020 (the "Financial Report"), and with the audited financial statements for the years ended August 2019, 2018 and 2017, all of which are available on the SEDAR website at www.sedar.com.

The financial information in this MD&A is derived from the Financial Report prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

The MD&A contains information to April 29, 2020.

Overall Performance

Description of Business and Overview of Projects

Outcrop is an exploration company active in Colombia with an emphasis on generating gold exploration projects with world-class discovery potential. Outcrop performs its own grass-roots exploration and then employs a joint venture business model on its projects in order to maximize exposure to discovery while preserving its treasury.

The highlights of the Company's activities in the six months ended February 29, 2020, and up to the date of this MD&A, include:

a) On January 24, 2020, the Company completed the acquisition of the Santa Ana Project in Tolima, Colombia. Consideration of 24,000,000 common shares of Outcrop were transferred to Cedar Capital Corporation ("Cedar") at a value of $0.11 per share in exchange for all of the issued and outstanding shares of Cedar's wholly owned subsidiary, Malew Overseas S.A. ("Malew"). Malew's wholly owned subsidiary, Lost City SAS, owns the Santa Ana Project.

   Transaction costs associated with the transaction included a finders' fee of 350,000 common shares at a value of $0.11/share, and other costs of $143,517. The acquisition was accounted for as an asset acquisition with the net purchase price paid being allocated to the assets acquired and liabilities assumed as follows:

Cash and cash equivalents	$	161
Accounts payable and accrued liabilities		(32,530)
Mineral properties (Santa Ana)		2,822,017
	$	**2,789,648**

b) The Company completed several private placements at a price of $0.10 per unit. Each unit consists of one common share and one share purchase warrant, each warrant exercisable into a common share at a price of $0.20 per share for a period of five years. The details of the private placements are as follows:

   i. Completed on January 6, 2020, 11,120,000 units for gross proceeds of $1,112,000. A total of $6,030 was paid in finders' fees, and 48,300 broker warrants, entitling the holder to acquire one common share at a price of 20 cents until November 7, 2024, were also issued in connection with part of the placement.

ii. Completed on February 6, 2020, 4,480,000 units for gross proceeds of $448,000. A total of $6,900 was paid in finders' fees.

iii. Completed on February 26, 2020, 10,000,000 units for gross proceeds of $1,000,000. A total of 600,000 units were issued as a finders' fee for the placement.

c) On November 14, 2019, the Company announced it had placed the Cauca project on standby while looking for a financing partner in order that the treasury can be utilized to advance the Santa Ana project.

Colombia Update

Santa Ana

On January 24, 2020, the Company acquired 100% of Santa Ana project, Santa Ana is 3,538 ha and is located in the Municipality of Falan, Tolima Department, Colombia, approximately 15 km southeast of the of the town of Mariquita, and 190 km from Bogota, Colombia's capital city. The Santa Ana project covers a significant part of the Mariquita District where mining records date to at least 1585. The Mariquita District is the highest-grade primary silver district in Colombia. Under colonial Spanish era control of the mines, silver grades were reported to be among the highest in Latin America with the fourteen mines of Santa Ana producing average smelter returns of 4,300 g Ag/t from veins averaging 1.4 m wide.

Historic mining depths support a geologic and exploration model for a composite mesothermal and epithermal vein system having mineralization that likely extends to great depth. At Santa Ana it is unlikely that there is sharp elevation restriction common to high-grade zones in many epithermal systems with no mesozonal component

At least seven principle vein zones are recognized on the project that cumulatively provide 14 km of strike length – La Ivana (including the La Porfia, La Manta and Guanabana veins), Santa Ana (Royal Mines), El Dorado, Palomo, Murillo, Culebra and Megapozo. The zones commonly each contain multiple parallel veins. The veins can show both high-grade gold and high-grade silver mineralization. Silver-gold ratios are variable – probably related to local prevalent styles of gold mineralization as free gold, sulfide-associated gold and possible silver-gold alloys. Higher grade gold-silver intercepts commonly show from 1.1% to 3.8% zinc associated with sphalerite.

During the Santa Ana due diligence drilling, the Company intercepted significant mineralization and discovered a new high-grade gold and silver vein system, La Ivana, within the Santa Ana Project. The La Ivana vein system includes the La Porfia, La Manta and Guanabana veins. In the La Porfia vein, the average downhole intercept length is 0.58 m with weighted average grades of 18.9 g Au/t and 2,122 g Ag/t – for a weighted average gold equivalent grade of 58.7 g Eq Au/t and a weighted average silver equivalent grade of 5,154 g Eq Ag/t.

Antares Project

Outcrop Gold acquired the Antares Project in 2015 as a result of a grass roots exploration program using the Gramalote deposit as an exploration model. Antares displays numerous, large, historic hydraulically mined excavations of bulk mineralized weathered granite. These excavations align within a structural zone and can be hundreds of meters wide. The excavations provide a clear indicator of possible bulk mineralized granite similar to that seen on the Gramalote project 30 km to the north. Outcrop Gold made four applications on its own and then subsequently signed a Lease Agreement with Activos Mineros de Colombia SAS to acquire 6 additional applications contiguous to Outcrop's applications. The combined project area covers 10,500 hectares.

In 2017 and 2018, joint venture partner IAMGOLD conducted surface exploration work on the project. Their work produced a large and significant gold in soils anomaly that provides a drill-ready target. Importantly, in early 2018, Anglo Gold Ashanti received all operating permits for the Gramalote open pit mine. Antares has less environmental and social sensitivities than Gramalote, only 30 kilometers to the northeast of Antares.

Argelia Project

The Argelia project are mining applications that provide a target for multiple intermediate sulfidation epithermal veins within a structural corridor that extends at least 2.5km and has a width of 0.25 km. At least three distinct veins are inferred but workings suggest more veins remain to be identified. The veins typically range from 0.25 to 2m in width. Reconnaissance samples range from 0.51 g Au/t to 40 g Au/t. Silver to gold ratio is approximately 5 to 1 or higher.

Public records show that a private British mining company mined and produced gold on the project prior to 1950. The workings presumed to represent this activity have two levels spaced approximately 100m apart in elevation.

Cauca Project

The Cauca project is an advanced gold-silver-copper project in the Miocene-age mineral belt of southern Colombia. The Cauca project is in the Cauca department, 47km south of the department capital Popayan - in the Almaguer Mining District - and consists of one title and one application, for a total land area of 1,808 hectares. The Miocene Mineral Belt containing Cauca extends from Colombia into Ecuador, and is characterized by numerous well-known districts and discoveries including Solgold's Cascabel Project less than 40km from the Colombia border. Cauca is within one of the least explored terrains in Colombia.

Of particular interest to Outcrop in the La Custodia deposit, are local intercepts containing epithermal mineralization that range from 2m at 28.4 g Au/t (and 2 g Ag/t) up to 2m at 1,095 g Au/t (and 257g Ag/t) superposed on lower-grade porphyry-style veinlets. Outcrop has determined that core intercepts over 1 g Au/t consistently show high-angle epithermal veins sub-parallel to core, cross-cutting porphyry-style veins. It is likely that numerous untested veins or vein extensions occur between the current drill-holes that are spaced at an average of 100m to 200m.

Outcrop has done a significant amount of relogging of core to inventory all epithermal intercepts in the Las Custodia zone. These intercepts were used to identify and project epithermal veins within a 3D Vulcan model. At least nine "high-confidence" veins were identified using 27 drill intercepts. Some of these veins extend over 1 kilometer strike and 400 meter depth. It is apparent by inspection that vein density correlates with the density of drill holes oriented to intercept north-south veins, and more veins will be defined in the porphyry with more angled drill holes across the strike of the veins. Analysis suggests the average true width of veins are approximately 0.8 meters.

Outcrop will continue to work on a geologic model for the deposit and conduct a trenching program followed up by a scout drill program to prove and extend modeled veins as well as put the existing 85 vein intercepts into vein projections.

Middle Cauca Belt: Kuntur Project

The Kuntur project totals 47,664 hectares and directly adjoins the Quebradona District on the northwest and southeast. Kuntur shows the prevalent north and west-northwest fault framework that the copper-gold footprint of AngloGold Ashanti Limited's (NYSE: AU) Quebradona (Nuevo Chaquiro) District coincides with, on a deposit scale. Both AngloGold Ashanti's Quebradona district and Outcrop's Kuntur project occur where strong northwest fault systems span the distance between the major north-south Mistrato and Romeral Fault Systems - the regional faults that bound this part of the Middle Cauca Mineral Belt. Outcrop will soon begin reconnaissance prospecting and stream sediment sampling on Kuntur.

Middle Cauca Belt: Lyra Project

The Lyra project comprises 52,482 hectares and directly adjoins Continental Gold Inc.'s (TSX: CNL) Buriticá project, covering more than 25km of the Tonusco Fault that extends south from the Buriticá vein system. Data compiled by the Instituto Colombiano de Geología y Minería ("Ingeominas") shows 50 of 61 samples on Lyra are non-detectable to 0.3 g Au/t - while 11 samples are greater than 0.3 g Au/t - with 6 of those 11 samples greater than 10 g Au/t. Those higher-grade samples likely reflect sampled veins, but detailed data was not provided by Ingeominas. Current Outcrop reconnaissance shows five areas on Lyra where mapped colluvium indicates the presence of porphyritic intrusives. The Ingeominas samples are historic and have not been confirmed by Outcrop but are considered reliable and may indicate anomalous areas and the location of possible veins.

In August 2018, Outcrop announced a partnership with Newmont Mining Corporation to explore the Lyra project. Outcrop will operate a prospecting program funded by Newmont on Lyra totaling US$600,000 over 18 months or less - this is an obligation - unless the applications are converted to concession contracts before the end of 18 months. Conversion of all applications to concession contracts will trigger a decision by Newmont as to whether they want to earn into the project - although Newmont may elect to terminate the Agreement at any time.

Upon successful conversion of the Lyra applications to concession contracts, and an election to earn into the project, Newmont shall incur a minimum of US$3,000,000 in qualifying expenditures over the course of the subsequent four years to earn-in and vest into 51% of the Lyra project (the "Initial Earn-In").

Upon successful completion of the Initial Earn-In, Newmont and Outcrop shall form a joint venture mining company whereby Newmont shall have an initial 51% interest and Outcrop shall have a 49% interest. Newmont shall than have the right to earn an additional 19% interest, for an aggregate 70% interest in the joint venture, by funding an additional US$7,000,000 in qualifying expenditures over the course of the subsequent four years (the "Second Earn-In").Compilations by Outcrop and Newmont show that significant stream sediment gold anomalies occur through the length of the Lyra project, and some local artisan mining of veins has been reported. Newmont has suspended work and asked Outcrop Gold to suspend field work until such time as security concerns are resolved to the satisfaction of Newmont. In Q2 2020, Newmont terminated the agreement and withdrew from the project.

Middle Cauca Belt: Oribella Project

The original Oribella project comprised approximately 10,700 hectares including one application on which the technical study is complete and the canon is paid.

Oribella has been expanded contiguously to where the project now adjoins Orosur Mining Inc.'s (TSX/AIM: OMI) Anza project – which contains the APTA vein deposit and the Charrascala porphyry-epithermal anomalies. Oribella was expanded to the northwest where it is now within 3km of AngloGold Ashanti's Nuevo Guintar project - where epithermal mineralization is reported in two drill-holes (source: AngloGold Q3-2017, "Exploration Update").

Mallama Project

The Mallama project is part of a large district that contains more than 30 mapped intermediate sulfidation epithermal veins with strike lengths of over four kilometers. In 1984, the Japanese International Cooperation Agency (JICA) mapped, sampled, and drilled a portion of the larger vein system - of which the Mallama project covers a part. The El Diamante Mine is just north of Outcrop's Mallama project and has been active for more than 30 years - the gold at El Diamante, in particular, is associated with pyrite and quartz and secondarily with arsenopyrite, sphalerite and galena.

Historic sampling presented by the owners of the titles on the Mallama project shows vein grades from 33 g Au/t to 87 g Au/t with silver occurring on an average ratio of 10:1 silver to gold. Limited confirmation sampling assays by Outcrop geologists shows 42 g Au/t over 0.5m in an active artisan mine that displays numerous parallel veins.

Preliminary work by Outcrop shows significant mineralization in the Bombona Zone where systematic sampling in an area of sublevel production shows 15 samples with a weighted average grade of 23.2 g Au/t and 182.3 g Ag/t, over an average of 0.69m vein width. Soil sampling conducted by JICA shows that the Bombona Zone correlates well with gold anomalies in soils, and eight or more parallel veins can be inferred adjacent the Bombona vein. Aligned artisanal workings suggest the Bombona Zone extends for up to 4 km in length. Outcrop has done sufficient underground sampling in the Bombona vein zone within Mallama to indicate artisan mines are producing at in-situ grades of 22 g Au/t with silver at an approximate 4:1 ratio. The Bombona zone consists of a package of seven or more parallel veins of approximately 1-meter width, and local informal miners have workings on at least three veins.

Outcrop has initiated a Consulta Previa an administrative requirement to consult with indigenous peoples with traditional homelands on mining concessions, including those that make up Mallama. A portion of the project must also be subtracted from the forestry reserve.

Alaska Update – Willow Creek Project

Renshaw Royalty purchase

On September 14, 2015, the Company reached an agreement with Mr. Daniel Renshaw ("Renshaw") for the purchase of his 3.3% royalty held on the Willow Creek, Alaska project. Outcrop and Renshaw have separated the Renshaw royalty into the area that covers the patented mining claims on the west side of the project (the "'A' Royalty") and the area that covers the patented mining claims on the east side of the project (the "'B' Royalty"). The 'A' Royalty covers the area, including the Coleman resource, which is the area that is expected to be initially developed. The 'B' Royalty covers ground that is prospective for exploration including the Bullion Mountain target areas and several historic mines.

Outcrop has agreed to purchase up to 100% of the 'A' Royalty in a series of seven (7) contracts with each subsequent contract contingent on the prior contract being paid in full. Pursuant to each contract Outcrop will purchase 0.4% to 0.5% of the 'A' Royalty for each cumulative US$143,000 paid at the rate of US$5,000 per month plus interest, with the first payment commencing on October 31, 2015.

As each contract is paid Outcrop will register its ownership of the 'A' Royalty purchased. If Outcrop does not complete payment of any contract the remainder of the 'A' Royalty will remain with Renshaw. The seven contracts will be over an aggregate period of up to 200 months, but such contracts and payments can be accelerated and paid off at any time, providing that Outcrop pays Renshaw the full payment of an aggregate US$1,000,000 of principal so that Outcrop will have purchased the entire 3.3% 'A' Royalty.

In addition, Renshaw has agreed to grant Outcrop the option to purchase the 'B' Royalty, which option may be exercised at any time provided that the 'A' Royalty contracts are not in default. Outcrop may purchase up to 100% of the 'B' Royalty for the aggregate amount of US$500,000 in principal to be paid under terms, conditions and instalments that are consistent with those of the 'A' Royalty.

As at February 29, 2020, the Company has paid $483,304, including interest (August 31, 2019 - $425,635) towards the purchase of the 'A' Royalty contracts, representing a 0.4% royalty, all of which is being capitalized as exploration and evaluation assets.

In March 2020, the Company terminated all future earn-in payments and will retain the 0.4% Renshaw Royalty.

Qualified Person

The data disclosed in this MD&A has been reviewed and verified by Joseph Hebert, B.S.Geo. C.P.G., a Qualified Person as defined by National Instrument 43-101.

Results of Operations

For the three and six months ended February 29, 2020 and February 28, 2019

The Company incurred a loss of $896,737 (2019 - $809,270) and a comprehensive loss of $816,914 (2019 - $782,435) for the three months ended February 29, 2020. Expenses for the three months ending February 29, 2020 were $894,843 (2019 - $807,411).

The Company incurred a loss of $1,395,704 (2019 - $1,235,588) and a comprehensive loss of $1,295,833 (2019 - $1,226,317) for the six months ended February 29, 2020. Expenses for the six months ending February 29, 2020 were $1,393,814 (2019 - $1,231,002).

Significant or noteworthy expenditure differences between the periods include:

	Three months ended		Six months ended	
	February 29, 2020	February 28, 2019	**February 29, 2020**	February 28, 2019
Loss for the period	**(896,737)**	(809,270)	**(1,395,704)**	(1,235,588)
Comprehensive loss for the period	**$ (816,914)**	$ (782,435)	**$ (1,295,833)**	$ (1,226,317)
Consulting fees	**$ 84,495**	$ 139,966	**$ 157,449**	$ 178,911
	Decrease primarily due to the use of a new corporate services company with lower rates.			
Exploration and evaluation	**340,778**	291,717	**672,271**	595,625
	Increase due to the acquisition of the Santa Ana property and work performed on that site during the current year.			
Professional fees	**90,333**	13,024	**104,568**	23,581
	Increase due primarily to increased legal and accounting fees .			
Stock-based compensation	**210,208**	-	**210,208**	-
	Increase due to stock option grant during Q2 2020.			
Travel	**16,947**	105,407	**72,437**	107,494
	Travel reduced due to head office cost cutting initiatives.			
Wages and benefits	**56,293**	30,459	**104,623**	54,313
	Increase is due to decreased salary allocations to Colombia exploration programs from head office for exploration management.			

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Feb. 29, 2020 $	Nov. 30, 2019 $	Aug. 31, 2019 $	May 31, 2019 $	Feb. 28, 2019 $	Nov. 30, 2018 $	Aug. 31, 2018 $	May 31, 2018 $
Revenue	nil	nil	nil	nil	nil	nil	nil	nil
Net loss for the period	(896,737)	(498,967)	(486,474)	(1,023,885)	(809,270)	(426,318)	(386,743)	(745,969)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	(0.02)	(0.05)	(0.03)	(0.02)	(0.06)

Outcrop is a mineral exploration company. At this time, any issues of seasonality or market fluctuations have no material impact. Currently, Outcrop defers its mineral property acquisition costs and expenses both its exploration and project investigation and its general and administration costs, which are included in the net loss for each quarter. The Company's treasury, in part, determines the level of exploration undertaken.

Liquidity and Capital Resources

The Company's primary source of funds since incorporation has been through the issue of its common stock and the exercise of common stock options and common stock share purchase warrants.

The Company applies the option to joint venture business model to its operations. Through generative exploration it stakes claims on mineral properties or acquires the property by way of an option to lease agreement. It then seeks joint venture partners to the options on its projects in order to have those partners fund the exploration of the project to earn an interest. In some cases, the Company receives common stock and/or cash option payments as a portion of the partner's cost to earn an interest.

The Company records management fees earned for acting as a service contractor to certain exploration funding partners as an offset to expenses. Mineral property option proceeds from properties where all acquisition costs have been recovered further reduce expenses. The Company does not anticipate mining revenues from the sale of mineral production in the near future. The operations of the Company consist of the exploration and evaluation of mining properties and, as such, the Company's financial success will be dependent on the extent to which it can discover new mineral deposits. The Company anticipates seeking additional equity investment from time to time to fund its activities that cannot be funded through other means.

During the six months ended February 29, 2020, the Company completed several private placements of 25,600,000 units at a price of $0.10 per unit for gross proceeds of $2,560,000. Each unit consists of one common share and one share purchase warrant, each warrant exercisable into a common share at a price of $0.20 per share for a period of five years.

During the six months ended February 29, 2020, the Company returned 304,583 common shares to treasury related to the previous private placements.

At the date of this MD&A, the Company has 79,270,345 common shares, 6,690,000 stock options outstanding (1,927,500 of which are exercisable), and 47,390,737 outstanding share purchase warrants. Additional cash would be raised if stock option holders and share purchase warrant holders choose to exercise these instruments.

The Company began the 2020 fiscal year with cash of $185,222. In the six months ended February 29, 2020, the Company expended $1,227,212 on operating activities; expended $197,028 on investing activities; received share subscriptions net of share issuance costs of $2,533,901; with a $10,239 negative effect of foreign exchange on cash, to end on February 29, 2020, with $1,284,644 in cash.

		Six months ended		
		February 29, 2020		February 28, 2019
Cash used in operating activities	**$**	**(1,227,212)**	$	(1,176,444)
Cash used in investing activities	**$**	**(197,028)**	$	(24,932)
Cash provided by financing activities	**$**	**2,533,901**	$	2,462,446
Effect of foreign exchange on cash	**$**	**(10,239)**	$	44,265
Change in cash during the period	**$**	**1,099,422**	$	1,305,335

Transactions with Related Parties

The Company's related parties consist of companies with directors and officers in common and companies owned in whole or in part by executive officers and directors as follows:

Name	**Nature of Transactions**
Calibre Capital Corp. ("Calibre")	Consulting as CFO
DKT Geosolutions Inc. ("DKT")	Consulting as VP Exploration
Goldnor Global Management Inc. ("GGMI")	Consulting as CFO, Corporate Secretary, corporate compliance services and financial reporting *(terminated in October 2018)*
RIP Services Inc. ("RIP")	Consulting as CFO *(terminated in December 2019)*
Slater Corporate Services Corporation ("Slater")	Consulting Fees, Corporate Secretary, corporate compliance services and financial reporting

The Company incurred the following fees in connection with companies owned or partially owned by key management (CEO, CFO, Corporate Secretary) and / or directors. Expenses have been measured at the exchange amount, which is determined on a cost recovery basis.

For the six months ended		**February 29, 2020**		February 28, 2019
Consulting fees – Calibre	**$**	**28,665**	$	-
Consulting fees – DKT		**17,378**		-
Consulting fees – GGMI		**872**		48,822
Consulting fees – RIP		**8,400**		16,800
Consulting fees – Slater		**55,062**		-
Total	**$**	**110,376**	$	60,622

All amounts are unsecured, with no specific terms of repayment.

Compensation of directors and members of key management personnel:

The remuneration of directors and members of key management personnel during the six months ended February 29, 2020 and February 28, 2019 were as follows:

For the six months ended		**February 29, 2020**		February 28, 2019
Consulting fees	**$**	**110,376**	$	50,370
Wages and benefits[(1)]		**-**		130,051
Directors fees		**-**		28,167
Total	**$**	**110,376**	$	208,588

(1) a portion of wages and benefits are included in exploration and evaluation expenditures

Forward Looking Statements

This MD&A contains forward-looking statements that are based on the Company's current expectations and estimates. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "suggest", "indicate" and other similar words or statements that certain events or conditions "may" or "will" occur. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Such factors include, among others: the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans to continue to be refined; possible variations in ore grade or recovery rates; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing; and fluctuations in metal prices. There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

This MD&A may contain information about adjacent properties on which we have no right to explore or mine. We advise U.S. investors that the SEC's mining guidelines strictly prohibit information of this type in documents filed with the SEC. U.S. investors are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on our properties.

Risks and Uncertainties

Mineral exploration is subject to a high degree of risk, which a combination of experience, knowledge, and careful evaluation may fail to overcome. Exploration activities seldom result in the discovery of a commercially viable mineral resource. Exploration activities require significant cash expenditures. The Company will therefore require additional financing to carry on its business and such financing may not be available when it is needed.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Additional Disclosure for Venture Issuers without Significant Revenue

The components of exploration and evaluation assets are described in *Note 10* of the condensed consolidated interim financial statements.

Outstanding Share Data as at the date of this MD&A

Authorized: an unlimited number of common shares without par value	**Common Shares Issued and Outstanding**	**Common Share Purchase Warrants**	**Stock Options**
Outstanding as at August 31, 2019	**29,024,928**	**21,495,320**	**416,000**
Common shares issued – November 7, 2019	5,895,000	5,895,000	-
Common shares issued – November 29, 2019	1,425,000	1,425,000	-
Common shares issued – January 6, 2020	3,800,000	3,800,000	-
Common shares issued – January 24, 2020	24,350,000	-	-
Common shares issued – February 6, 2020	4,480,000	4,480,000	-
Common shares issued – February 26, 2020	10,600,000	10,600,000	-
Commons shares returned to treasury – Q2 2020	(304,583)	(304,583)	-
Commons shares returned to treasury – Q3 2020	(900,000)	(900,000)	-
Stock options expired	-	-	(76,000)
Stock options granted – February 7, 2020	-	-	6,350,000
Outstanding as at the date of this MD&A	**78,370,345**	**46,490,737**	**6,690,000**

On April 29, 2020, 900,000 units related to the share subscription receivable were returned and cancelled. Each unit consists of one common share of the Company and one common share purchase warrant.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Internal Controls Over Financial Reporting

Changes in Internal Control over Financial Reporting (“ICFR”)

In connection with National Instrument 52-109, Certification of Disclosure in Issuer’s Annual and Interim Filings (“NI 52-109”) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying Management’s Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

Management’s Responsibility of Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

Other Information

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and at the Company’s web site www.outcropgold.com.