

---

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Northstar Gold Corp. ("Northstar" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended July 31, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the year ended April 30, 2021, as well as the unaudited interim financial statements for the three months ended July 31, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. Information contained herein is presented as at September 29, 2021 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, 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's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The Company's shares commenced trading on the Canadian Securities Exchange on January 2, 2020 under the symbol "NSG".

On September 7, 2021, the Company began trading on the OTCQB under the symbol "NSGCF".

## Highlights

- During the period March 15<sup>th</sup> – April 27<sup>th</sup>, 2021, Northstar drilled 1,990 metres in 8 holes following up the 2020 near-surface bulk-tonnage Allied Syenite Gold Zone discovery (2 holes), near-surface confirmation drilling of the historic gold-telluride No. 1 Vein (2 holes) and 4 holes targeting geophysical and machine learning anomalies. Mineralized intercepts were obtained in all 8 Phase IIA drill holes.
- On May 6<sup>th</sup> and May 27<sup>th</sup>, 2021 Northstar announced the completion of the Miller Gold Property Phase IIA drill program and receipt of partial drill results from drill hole MG21-56, respectively.

Three separate high grade Allied Syenite gold-telluride vein intercepts from drill hole MG21-56 were sampled and submitted for fire assay and gravimetric finish on a rush basis. Visible gold and tellurides in a near-surface quartz vein assayed **175 g/t Au over 0.6m** from 14.0m to 14.6m, **24.9 g/t Au over 1.5m** from 43.0m to 44.5m and **1,170 g/t Au over 0.5m** at 69.5m – 70.0m. Collectively, these results defined a broad mineralized zone averaging **6.6 g/t Au over 117m** in the Vein 2 zone.

- On June 8<sup>th</sup>, 2021, Northstar Gold Corp. announced the Company had signed an Option Agreement to acquire 100% interest in the 64 hectare Searles Patent (or "the Searles Property") situated 18 km southeast of Kirkland Lake, Ontario. The Searles Property represents a portion of a historical resource estimate\* (1987) of 0.73Mt grading 11.5 g/t Au\*\* (for a total of 270,000 contained ounces of gold) on the No. 1 Vein of the Miller Independence Mine. The historical resource estimate straddles both the Searles Property and Northstar's adjoining Miller Gold Property to the west and this Agreement consolidates Northstar's control of the entire historical resource estimate area.

---

\* Ontario Ministry of Northern Development and Mines Assessment report # OM87-6-L-239: AFRI file 32D04SW0265 "Mining and Geological Report on the 1987 Nortek Exploration Program" by Gordon B. French, President of French & Associates Inc., Highway 112, Tarzwell, Ontario.

\*\*A Qualified Person has not done sufficient work to classify this historical estimate as a current mineral resource and the Company is not treating this historical estimate as a current mineral resource. The historical estimate cannot be fully verified. These values cannot and should not be relied upon and are only referred to herein as an indication of previously defined gold mineralization. In order to verify the estimate and to upgrade to NI 43-101 compliant categories, the historical area would need to be re-drilled with updated sampling procedures put in place.

- On July 29<sup>th</sup>, 2021, Northstar announced the completion of a UAV airborne magnetic survey over the Company's 100%-owned, 1,200 hectare Rosegrove Property, situated 11 km south of the town of Kirkland Lake and adjacent to the Company's Miller Gold Property. The survey has identified 2 significant structures and 5 anomalies consistent with possible syenitic intrusions known to contain gold on the Miller Gold Property.

### **Description of Business and Business Objectives**

Northstar is an exploration-stage company holding a 100% interest in its flagship Miller Gold Property, situated 18 km southeast of Kirkland Lake and Kirkland Lake Gold's Macassa SMC gold mine. To date, equity financings have provided the main source of financing for the Company.

Northstar also has three additional 100%-owned exploration projects in Northern Ontario (below) and an option agreement to earn 100% interest in the Searles Property, immediately south and adjacent to the Miller Gold Property;

1. the Rosegrove Property, situated 1 km northwest of the Miller Gold Property,
2. the Bryce Property, an intrusive-gold / PME VMS project, 50 km southwest of Kirkland Lake and
3. the Milestone Cu-Ni-Co Property located in Strathcona Township.

Northstar intends to advance all 3 100%-owned projects through joint venture partnerships or otherwise.

Northstar is focused on the exploration, development and acquisition of quality gold exploration properties in the prolific Abitibi Greenstone Belt. The Company's strategy is to develop a material (+1 million ounce) resource base to support a stand-alone mining operation at its flagship Miller Gold Property, situated 18 km southeast of Kirkland Lake and Kirkland Lake Gold's Macassa SMC gold mine and to continuously seek opportunities for further regional consolidation in and around the Bryce and Miller properties.

For more detail on the Company's properties please visit the Company's website at [www.northstargoldcorp.com](http://www.northstargoldcorp.com) or the Company's filings on [www.sedar.com](http://www.sedar.com).

### **Outlook**

Northstar's primary exploration focus is the advancement of the Company's flagship Miller Gold Property. The Company is still waiting for 2021 Phase IIA drill program results, which have been the subject of numerous assay lab delay issues currently being addressed, and a surface stripping, mapping and sampling program targeting Allied Syenite gold targets is on-going. The Company is now funded and positioned to commence a Phase IIB diamond drill program on the Miller Gold Property and the adjoining Searles Property in late September, 2021. Drilling will be focused on the expansion of the Allied Syenite Gold Zone, No. 1 Vein (historic resource estimate) confirmation and step out drilling on the recently acquired Searles Property.

---

Fieldwork has commenced on the Intrusive-Hosted Gold / PME VMS Bryce Property. A LiDAR survey was flown over the Property in June of 2019 and a report is expected in the fall of 2021. A 43-101 Technical Report was undertaken in 2021 which includes validating and compiling historic exploration results. Surface mapping and sampling of the Property will commence in September of 2021.

In January, 2021 an additional 15 claim units comprising 322 hectares were added to the Milestone land package that now totals 700 hectares in area. Northstar is exploring the means to monetize Milestone either through a spinout transaction or by option agreement.

Northstar has a robust COVID19 safety regimen and protocol to protect all employees and contractors from workplace exposure to COVID19. The measures implemented to date have been successful as there have been no confirmed cases or positive test results recorded during all exploration programs since the implementation of protocols in June of 2020.

## **Exploration and Operational Highlights**

### **Miller Gold Property**

On June 3<sup>rd</sup>, 2020 Northstar reported Miller Gold Property assay results from Phase IA diamond drilling program (2,211 metres in 13 holes) completed on April 4<sup>th</sup>, 2020 on the 100%-owned Miller Gold Property, situated 18 km southwest of Kirkland Lake, Ontario. Drill results highlights include:

- Hole MG20-34 intersected **18.01 grams per tonne (g/t) Au over 3.9 metres (m)**, including **100.0 g/t Au over 0.6m (VG)**; this confirms the high-grade nature of Vein 1 Zone, that it thickens and remains open at depth.
- Hole MG20-37 intersected **2.31 g/t Au over 10.5m** including 3.94 g/t Au over 2.48m and **14.5 g/t Au over 1.0m (VG)** with visible gold in a broad intercept of Vein 1 along the Allied Syenite contact.
- Hole MG20-38 intersected **2.14 g/t Au over 11.6m**, including **11.8 g/t Au over 1.0m**, and **19.0 g/t Au over 0.5m (VG)**; this intercept is 50m above a previous intersection in drill hole MG15-20 of 14.1 g/t Au over 3.05m (including 40.5 g/t Au over 1.0m), strongly suggesting a subvertical orientation for this new intrusion-centred "**Allied Zone**" discovery.
- See News Releases dated February 25<sup>th</sup>, 2020 and June 3<sup>rd</sup>, 2020

On June 23<sup>rd</sup>, 2020 Northstar announced drilling had resumed at the Miller Gold Property and property-wide, 5 km<sup>2</sup> 3D IP, magnetic and gravity geophysical surveys had commenced. Geophysical data processing, inversions and interpretive work was conducted by GoldSpot Discoveries Corp., a mineral resource company with AI technology, algorithms and machine learning capabilities to integrate geophysical and with geological 3D models to further define additional near-surface and deeper gold exploration targets for the next drilling program. Raw preliminary data from the Allied and Planet Syenite areas shows a distinct gravity, magnetic and IP anomaly surrounding the syenite intrusions in a 'halo' effect, extending as much as 500m away from the center with chargeability peaks along the northeast side of the Allied Syenite. This provides further evidence that the Miller Gold Property hosts a significant alkaline magmatic intrusion centred hydrothermal gold system.

On August 6<sup>th</sup>, 2020 Northstar announced the Company had completed the Phase IB drilling program of 15 holes totalling 2,586 metres on August 4<sup>th</sup>, 2020 at the Miller Gold Property. A total of 28 holes were drilled in 5,023 metres during Phase IA and IB.

---

On September 2<sup>nd</sup>, 2020 Northstar reported assay results of Phase 1B drill program, highlighted by:

- Hole MG20-49 intersected **8.0 g/t Au over 15m, including 19.4 g/t Au over 4.4m, within a larger zone of 1.4 g/t Au over 118.5m between 54m and 172.5m** within mafic volcanics flanking the eastern margin of the Allied Syenite intrusion; this intercept highlights the potential for economic gold mineralization extending outwards beyond the boundary of the syenite intrusion into the host mafic volcanics.
- Hole MG20-47 intersected **4.6 g/t Au over 8.0m including 10.2 g/t Au over 3.0m within a larger zone of 1.2 g/t Au over 107.3m between 4.7m and 112m along the western flank of the Allied Syenite**; this first hole in the western half of the syenite indicates potential for near surface, intrusion-hosted bulk tonnage gold mineralization in this area.
- Hole MG20-45 intersected **4.1 g/t Au over 4.1m** and MG20-46 intersected **15.5 g/t Au over 2.0m** in the Vein 1 Zone south of the Allied Syenite; this confirms the high-grade nature of Vein 1 Zone, which remains open in all directions.
- New Vein 2 and 3 have been discovered.

On October 9<sup>th</sup>, 2020 Northstar announced the drill results from the Planet Syenite, located 1.4 km northeast of the Allied Syenite along strike of the central Catharine Fault Zone structure within a high IP chargeability corridor. Northstar drilled 4 holes targeting high-grade gold-telluride mineralization, following up previous drill results from the 250-metre elliptical syenite stock intruding mafic volcanic rocks, central to a number of intersecting gold-bearing fault, shear and broad quartz stockwork zones. Drilling identified a series of stacked silicified zones with quartz veins ranging in apparent width between 0.3m and 1.6m, hosting visible gold and gold tellurides within the syenite intrusion. Significant drill results are highlighted below and confirm the Planet Syenite warrants additional drilling:

- Hole MG20-53 intersected **31.1 g/t Au over 0.7m** and **15.1 g/t Au over 0.8m**, encompassing a broader silicified zone averaging **1.9 g/t Au over 22.6m** between 71.9m and 94.5m; this hole confirms the previous drilling results from MG15-24 in the Planet Syenite which intersected **3.32 g/t Au over 11.55m** including **74.9 g/t Au over 0.3m** in a similar silicified zone hosting visible gold and gold tellurides in quartz veins.

On December 1<sup>st</sup>, 2020 Northstar announced that final 3D inversions of a 5 km<sup>2</sup> DIAS32 3D I.P geophysical survey identified multiple low-resistivity and high-chargeability anomalies extending from recently discovered near-surface syenite intrusion-related gold mineralization at the Miller Gold Property. Discrete, linear low-resistivity and broader chargeability anomalies may represent faulted hydrothermal conduit structures and pervasive, gold-bearing alteration, respectively, spatially related to the Allied and Planet syenite stocks.

*I.P. Geophysics Highlights:*

- Allied and Planet Syenite gold mineralized areas connected by a 600m wide strong chargeable corridor over a distance of 800 metres, extending beyond for a total distance of 1600 metres.
- Interpreted second order fault structures include a Northwest striking, steeply dipping splay from the main Catharine Fault that intersects the Allied Syenite and a North-South striking, near vertical structure intersecting the western edge of the Planet Syenite intrusive stock. Both features extend to >500m depth and likely represent primary conduits for gold mineralization on the Property.
- Strong chargeability anomaly along the western contact of the Allied intrusion which was drilled in hole MG20-47 (**1.2 g/t Au over 107.3m**) continues NNW; this **undrilled area is 200% larger** than mineralized area drilled to date within the Allied Syenite.
- Undrilled strong elongate chargeability anomaly east of Allied intrusive follows the Catherine Fault (major Camp-scale vertical structure) hosting known gold deposits.

- 
- Resistivity anomalies interpreted to be vertical fault structures as possible pathways for mineralized hydrothermal fluids.
  - Planet intrusive is surrounded by strong undrilled chargeability anomalies.

On January 11<sup>th</sup>, 2021 Northstar announced that GoldSpot machine learning stochastic cluster analysis of final 2020 3D magnetic and gravity geophysical inversion data had identified 8 new syenite drill targets at the Miller Gold Property. GoldSpot's state-of-the-art machine learning analysis and 3D inversions clearly suggests that the alkalic syenite intrusive gold system at the Miller Gold Property is much larger than previously indicated.

#### *GoldSpot Machine Learning 3D Inversion Highlights*

- Machine learning analysis and 3D inversions delineated the three-known gold-bearing syenites on the Miller Gold Property (Allied, Planet and Meilleur Syenites) as well as an additional eight bodies with similar geophysical signatures that have never been drill tested.
- The syenite targets range in diameter from 130 m to 350 m, with one having a geophysical signature length of 700 m.
- The large Meilleur Syenite appears to have two satellite bodies to the west and east of the main intrusion (Targets 2 and 3) and may extend 300 m further SSW than previously mapped for a total length of 700 m.
- The Planet Syenite appears to extend further eastwards, possibly doubling in size (Target 4).
- The geophysics shows conductive and chargeable zones as halos surrounding the known syenite gold-bearing intrusions, co-incident with structures trending along the 1600 m x 600 m high chargeability corridor. The halos surrounding the known syenite gold-bearing intrusions include recent intersections such as **1.2 g/t Au over 107.3 m, and 1.4 g/t Au over 118.5 m - which are open**. In general, highly conductive and chargeable zones = possible mineralized fault structures which produce Metal Factor anomalies, while high resistivity and chargeability = disseminated sulphides with quartz veining which produce RSC (Resistivity Scaled Chargeability) anomalies.
- The largest of the untested syenite targets includes surface exposures of syenite in outcrop with pervasive widespread alteration in the surrounding metavolcanics and co-incident I.P. chargeability and low resistivity anomalies (Target 1).

On February 22<sup>nd</sup>, 2021 the Company also announced that More Core Diamond Drilling Services Ltd. had been engaged to conduct a 2,200 metre Phase IIA diamond drill program on the Company's 100%-owned flagship Miller Gold Property.

On March 15<sup>th</sup>, 2021 the Company announced the commencement of a Phase IIA, 2,200m diamond drill program at the Miller Gold Property.

Northstar's Phase IIA drill program was focussed on three gold-telluride target types, including:

- Confirmatory drilling / step outs from 2020 near-surface high-grade gold No. 1 Vein results (18.0 g/t Au / 3.9 m; incl. 100.0 g/t Au / 0.6m in Drill Hole MG20-34 and 15.5 g/t Au / 2.0m in Drill Hole MG20-46) within the historic Miller Independence Mine area,
- Strike extension drilling to enlarge the near-surface 2020 Allied Gold Zone discovery (1.2 g/t Au over 107.3m in Drill Hole MG20-47 and 1.4 g/t Au over 118.5m in Drill Hole MG20-49),
- Newly defined and prospective 3D gravity and magnetic inversion GoldSpot "gold in syenite" AI machine learning anomalies.

On May 6<sup>th</sup>, 2021 Northstar announced the completion of the first half of the Miller Gold Property Phase II drill program. During the period March 15<sup>th</sup> – April 27<sup>th</sup>, 2021, Northstar drilled 1,990 metres in 8 holes

---

following up the 2020 near-surface bulk-tonnage Allied Syenite Gold Zone discovery (2 holes), near-surface confirmation drilling of the historic gold-telluride No. 1 Vein (2 holes) and 4 holes targeting geophysical and machine learning anomalies. Mineralized intercepts were obtained in all 8 Phase IIA drill holes and assay results will be reported as they come available.

Two separate and spectacular Allied Syenite gold-telluride vein intercepts from drill hole MG21-56 were sampled and submitted for fire assay and gravimetric finish on a rush basis. Preliminary observations and initial results from two samples submitted for gold analysis from drill hole MG21-56, located 40m north-northwest of previous drill hole MG20-47 (1.2 g/t Au over 107.3m between 4.7m and 112.0m along the western flank of the Allied Syenite) include abundant visible gold and tellurides in a near-surface quartz vein between 14.1m to 14.2m within the first sample grading **193 g/t Au over 0.6m** from 14.0m to 14.6m in the Vein 2 zone. Vein 2 was encountered in drill hole MG21-56 between approximately 13m and 24m depth (9 metres true width) with abundant quartz stringers and pyrite.

Further down drill hole MG21-56, abundant visible gold, tellurides and bismuth sulfosalts were observed in a quartz vein between 69.7m and 69.8m depth within the second sample grading **1,010 g/t Au over 0.5m** from 69.5m to 70m in Vein 3. Vein 3 was intercepted between approximately 57m to 80m depth (18 metres true width) in drill hole MG21-56. The Vein 3 zone in hole MG20-56 consists of numerous stacked shallow dipping quartz veins between 5cm and 30cm in width including three veins hosting visible gold, tellurides or bismuth sulfosalts between 69.7m and 75.7m depth.

The original assays received and discussed above were gravimetric. The 2 samples with abundant visible gold and tellurides (193 g/t Au and 1,010 g/t Au), along with 5 others containing traces of visible gold or telluride mineralization from drill hole MG21-56 were submitted for follow-up metallic screen analysis. The core from the new holes that intersected Veins 2 and 3 have been sampled in their entirety, submitted for Fire Assay and will be reported when results become available.

On May 27<sup>th</sup>, 2021 Northstar announced additional fire assay and metallic screen results from drill hole MG21-56 in the Allied Syenite Gold Zone at the Company's 100%-owned Miller Gold Property. Partial results include:

- **6.6 g/t Au over 117m** between 14m and 131m encompassing the Veins 1 – 4 zones, including **175 g/t Au over 0.6m** (previously released) between 14m and 14.6m, **24.9 g/t Au over 1.5m** between 43m and 44.5m, and **1,170 g/t Au over 0.5m** between 69.5m and 70m depth (previously released) in drill hole MG21-56 within the Allied Syenite.

These results include metallic screen analysis of two samples with previously released fire assays (Northstar News Release dated May 4, 2021) hosting spectacular gold-telluride vein intercepts in the Vein 2 and Vein 3 zones grading 175 g/t Au and 1,170 g/t Au respectively. A total of 143 sample assay results are pending for the lower portion of drill hole MG21-56 and 295 sample assay results are pending for drill hole MG21-55, drilled 80 metres to the south.

"These partial drill hole MG21-56 assay results provide further evidence that Northstar's Allied Syenite Gold Zone has excellent expansion potential for a significant near-surface gold resource with a high-grade component," states Brian Fowler, President, CEO and Director of Northstar. "The Company recognizes the 3 high-grade intercepts sweeten the 117m assayed interval average gold grade, however the presence of a much larger, continuous lower grade gold zone at Miller is supported by the relatively even distribution of 21 samples grading >0.8 g/t Au."

On June 8<sup>th</sup>, 2021, Northstar Gold Corp. announced the Company had signed an Option Agreement to acquire 100% interest in the 64 hectare Searles Patent (or "the Searles Property") situated 18 km southeast

---

of Kirkland Lake, Ontario. The Searles Property represents a portion of a historical resource estimate\* (1987) of 0.73Mt grading 11.5 g/t Au\*\* (for a total of 270,000 contained ounces of gold) on the No. 1 Vein of the Miller Independence Mine. The historical resource estimate straddles both the Searles Property and Northstar's adjoining Miller Gold Property to the west and this Agreement consolidates Northstar's control of the entire historical resource estimate area. Upon fulfillment of option terms, the Searles Property will be amalgamated with the Miller Gold Property.

\* Ontario Ministry of Northern Development and Mines Assessment report # OM87-6-L-239: AFRI file 32D04SW0265 "Mining and Geological Report on the 1987 Nortek Exploration Program" by Gordon B. French, President of French & Associates Inc., Highway 112, Tarzwell, Ontario.

\*\*A Qualified Person has not done sufficient work to classify this historical estimate as a current mineral resource and the Company is not treating this historical estimate as a current mineral resource. The historical estimate cannot be fully verified. These values cannot and should not be relied upon and are only referred to herein as an indication of previously defined gold mineralization. In order to verify the estimate and to upgrade to NI 43-101 compliant categories, the historical area would need to be re-drilled with updated sampling procedures put in place.

On August 17<sup>th</sup>, 2021 Northstar announced that a surface exploration program including prospecting, mechanical stripping, geological mapping and channel sampling of selected areas was underway at the Miller Gold Property. The Company is fully permitted and conducting exploration in multiple areas of the Miller Gold Property, particularly where visible gold and gold tellurides have been observed either on or near-surface in recent high-grade gold-telluride diamond drill hole intercepts within the Allied Syenite Gold Zone. Surface stripping has proven to be highly effective in defining new mineralized zones on the Miller Gold Property as overburden is generally thin.

The initial focus of the surface program is the Allied Syenite where significant drill results have been obtained in drill holes MG20-47 (**1.17 g/t Au over 107.3m**), MG20-49 (**1.43 g/t Au over 118.5m**) and MG21-56 (**6.6 g/t Au over 117m**) in the recent Phase I and IIA exploration programs conducted in 2020 and 2021. The objective is to further define all structures, veins and other surface mineralized features and collect representative samples of these potential zones both within and adjacent to the Allied Syenite. Results will provide the Company an enhanced three-dimensional understanding of the near surface extent and controls of bulk-tonnage and high-grade gold-telluride mineralization in the Allied Syenite Gold Zone.

Another area of interest for surface exploration is the recently optioned and south-adjointing Searles Property which hosts the eastern extension of the historic Vein 1 Zone resource estimate and several intrusive porphyries and syenites within the southern extension of the highly prospective Allied Deformation Zone. The Searles Property is underexplored having only seen limited surface exploration over the past century.

The Miller surface exploration program is expected to be completed by mid-September prior to the start of Phase IIB diamond drilling.

Northstar has engaged ALS Geochemistry, a subsidiary of ALS Global to provide the company with assay services for the surface exploration program.

### **Rosegrove Property**

On November 2<sup>nd</sup>, 2020 Northstar announced the Company had purchased the 1,200 hectare Rosegrove Property, consisting of 19 contiguous mining claims containing 52 cells situated 1 km northwest and along

---

trend from the Miller Gold Property. The Company acquired 100% interest in the Rosegrove Property for a cash payment of \$10,000 and the issuance of 50,000 common shares of Northstar.

The Rosegrove claims overlay the same northwest-orientated mafic and intermediate volcanic rock package that hosts significant gold-telluride mineralization at the Miller Gold Property, including a belt of tuffaceous and volcanic fragmental rocks and evidence of syenite and porphyry intrusives. The Property has several shear zones, faults and splays which may be related to the highly prospective First Order Catharine Fault Structure and the Pacaud and Boston Faults. The Rosegrove claims are overlain by clay, sand and glacial deposits that has hampered previous exploration efforts in the area. Northstar plans on conducting an airborne magnetic survey over the Rosegrove Property in Q2 of 2021.

On July 29<sup>th</sup>, 2021 Northstar announced that a recently completed airborne magnetic survey by Abitibi Geophysics over the Company's 100%-owned, 1,200 hectare Rosegrove Property, contiguous to the Company's flagship Miller Gold Property and situated 11 km south of the town of Kirkland Lake, has identified 2 significant structures and 5 anomalies consistent with possible syenitic intrusions.

Abitibi's survey report has identified "two shear zones and a few faults that may play a key role in the control of gold mineralization. The report also states that five "negative elliptical to ring-shaped magnetic anomalies were detected in different areas of the survey grid." These features display magnetic signatures that are similar to known alkaline intrusions in the survey area such as the gold-bearing Allied and Planet Syenites on Northstar's adjoining Miller Gold Property.

A comprehensive surface mapping, sampling and prospecting program will be conducted on the Rosegrove property as a follow up to the magnetic survey.

### **Bryce Property**

No exploration work was carried out by the Company on this intrusive-hosted gold / PME VMS project during the fiscal year. A LiDAR survey was flown over the property in June of 2019 with a report to follow in the fall of 2021. A 43-101 Technical Report on the Bryce Property was undertaken in 2021 which includes validating and compiling historic exploration results. Surface mapping and sampling of the Property will commence in September of 2021.

### **Milestone Cu-Ni-Co Property**

No exploration work was carried out by the Company on the project during the year. Between January 18, 2021 and January 21, 2021 an additional 15 claim units comprising 322 hectares were added to the Milestone land package that now totals 700 hectares in area. Northstar is exploring the means to monetize Milestone either through a spinout transaction or by option agreement.

### **Liquidity and Capital Resources**

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The Company considers its capital to be shareholders' equity, which is comprised of share capital and deficit, which as at April 30, 2021 totaled \$5,027,828 (April 30, 2021 - \$5,172,699).

The Company manages its capital structure and makes adjustments to it in light of economic conditions and financial needs. The Company, upon approval from its Board, will balance its overall capital structure



---

through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at July 31, 2021.

As of July 31, 2021 the Company had working capital of \$415,619 (April 30, 2021 – \$777,975).

On July 31, 2021, the Company had cash and funds in trust of \$754,464 (April 30, 2021 - \$1,261,898). Management of cash balances is conducted in-house based on internal investment guidelines. Cash is deposited with major Canadian financial institutions. Cash required for immediate operations is held in a chequing account. Excess funds may be invested in conservative money market instruments that bear interest and carry a low degree of risk. Some examples of instruments in which we may invest its cash are treasury bills, money market funds, bank guaranteed investment certificates and bankers' acceptance notes. The objective of these investments is to preserve funds for the use in and advancement of the Company's business.

Total cash used in operating activities during the three months ended July 31, 2021 was \$542,084 (three months ended July 31, 2020 - \$1,267,797). Cash was primarily spent on legal fees, accounting fees, rent, consulting fees, exploration and general and administrative costs.

Total net cash generated by financing activities during the three months ended July 31, 2021 was \$109,650 (three months ended July 31, 2020 - \$16,840), which consisted of proceeds received \$7,100 from the exercise of 28,400 warrants and the receipt of \$102,550 in subscription proceeds for a future financing. During the comparative three months ended July 31, 2020, the Company received \$16,840 resulting from the exercise of 56,132 warrants.

On August 5, 2021, the Company announced it had closed the first tranche of a \$2.5 million non-brokered private placement of units for gross proceeds of \$1,572,220. The offering was comprised of 2,999,806 flow through units, for a total of \$929,940 and 2,293,856 non-flow through units, totalling \$642,280. The Company paid a total of \$71,880 in finders fees associated with this offering.

#### Requirement of Additional Equity Financing

The Company has relied primarily on equity financing for operational funding. The Company requires additional liquidity to explore and develop the property in the future. Until the Company starts generating profitable operations from exploration, development and sale of minerals, it intends to continue relying upon the issuance of securities to finance operations.

#### **Overall Performance**

The Company was incorporated in 2008 and from 2008 to 2013 substantial work was undertaken on the Bryce Project. In 2012, the Miller Gold Property was acquired and became the main focus of the Company. Drilling commenced on the property in 2014. Northstar's business is to operate as a mineral resource exploration and development company initially focused on the acquisition, funding and exploration of the Miller Gold Property Northstar closed an Initial Public Offering in December 2019 and obtained a listing on the Canadian Securities Exchange in January 2020.

#### Significant Acquisitions and Dispositions

The Company acquired the Miller Gold Property in 2013 and 2014 by issuing 500,000 Common Shares at a price of \$0.30 for a total of \$150,000 and cash payments of \$19,831.

On November 2, 2020, the Company acquired the Rosegrove Property from a company controlled by the spouse of John Pollock, the Company's Co-chairman and a director. The property consists of 19 contiguous mining claims containing 52 cells, represents an area of about 1,200 ha and is situated 16 km south of the town of Kirkland Lake and Kirkland Lake Gold's Macassa SMC gold mine, and 1.5 kilometres northwest of the Miller Gold Property. The purchase price consisted of a cash payment of \$10,000 and the issuance of 50,000 common shares (ascribed a fair value of \$13,500).

On June 8, 2021, the Company entered into an option agreement to acquire 100% interest in the Searles Patent (or "the Searles Patent") immediately south and adjoining the Miller Gold Property. To earn a 100% interest in the Searles Patent, the Company is subject to the following option terms:

- Cash payment of \$75,000 (paid) and issuance of 250,000 Northstar common shares upon signing (issued and ascribed a fair value of \$88,750).
- Cash payment of \$75,000, issuance of 200,000 Northstar common shares and completion of \$100,000 in exploration expenditures by the first anniversary of signing for 50% interest in the Searles Patent.
- Cash payment of \$150,000, issuance of 200,000 common shares and completion of \$100,000 in exploration expenditures by the second anniversary of signing for 100% interest in the Searles Patent.
- The Vendors retain a 2.5% Net Smelter Return (NSR). Northstar has the right to purchase 1% of the NSR for \$1.5 million and an additional 0.5% NSR for \$1 million. Northstar retains a standard right of first refusal on any proposed sale or transfer by Searles of the remaining 1% of the NSR.
- Northstar shall pay the vendors US\$20 per ounce for any National Instrument 43-101 Measured, Indicated, and Inferred mineral resource ounce delineated on the Searles Patent, determined as at and payable upon the commencement of Commercial Production, subject to a maximum payment of US\$15 million. The parties acknowledge and agree that the ounces shall be verified by a formal feasibility study initiated by Northstar at the time of production.

Upon fulfilling option terms, the Searles Patent will be amalgamated with the Miller Gold Property for reporting purposes.

## Results of Operations

### Selected Quarterly Information

A summary of selected information for each of the quarters presented below is as follows:

| For the Period Ended | Revenue<br>(\$) | Net Loss      |  | Total assets<br>(\$) |
|----------------------|-----------------|---------------|--|----------------------|
|                      |                 | Total<br>(\$) | Basic and diluted earnings per share<br>(\$) |                      |
| 2021 – July 31       | Nil             | (403,612)     | (0.01)                                       | 5,557,415            |
| 2021 – April 30      | Nil             | (879,904)     | (0.02)                                       | 5,996,685            |
| 2021 – January 31    | Nil             | (535,909)     | (0.01)                                       | 6,628,278            |
| 2020 – October 31    | Nil             | (479,003)     | (0.01)                                       | 5,008,178            |

|                   |     |               |        |           |
|-------------------|-----|---------------|--------|-----------|
| 2020 – July 31    | Nil | (\$1,112,295) | (0.03) | 5,190,985 |
| 2020 – April 30   | Nil | (1,036,064)   | (0.04) | 6,319,816 |
| 2020 – January 31 | Nil | (538,640)     | (0.02) | 6,383,642 |
| 2019 – October 31 | Nil | (272,970)     | (0.01) | 4,637,530 |

Three Months Ended July 31, 2021 vs Three Months Ended July 31, 2020

The Company incurred a loss of \$403,612 for the three months ended July 31, 2021 compared with a loss of \$1,112,295 for the comparative three months ended July 31, 2020. The \$708,683 decline in the loss over the comparative period was primarily driven by: a \$7,599 decline in stock based compensation driven by residual vesting of a prior year option grant. Exploration and evaluation expenses declined by \$758,636 to \$151,781 during the three months ended July 31, 2021, reflective of the completion of the drilling programs undertaken commencing in the comparative period.

**Additional Disclosure for Venture Issuers Without Significant Revenue**

As the Company has had no revenue from operations since incorporation, the following is a breakdown of the material costs incurred for the three months ended July 31, 2021 and 2020: General and Administrative Expenses: Insurance - \$6,177 (three months ended July 31, 2020 - \$3,567), Accounting - \$7,577 (three months ended July 31, 2020 - \$6,194), Corporate secretarial fees - \$3,630 (three months ended July 31, 2020 - \$4,476); Rent - \$6,645 (three months ended July 31, 2020 - \$6,117); Filing fees - \$10,352 (three months ended July 31, 2020 - \$1,970); Bank Charges - \$621 (three months ended July 31, 2020 - \$482); Press releases - \$5,328 (three months ended July 31, 2020 - \$2,921); Transfer agent - \$4,572 (three months ended July 31, 2020 - \$2,183).

General and administration expenses increased by \$15,881 over the comparative period, due to various factors including: filing fees associated with the Company's new OTC listing where the prior period saw no similar activity; growth in the Company's press release costs, reflective of an increase in frequency of information disseminated; and growth in the transfer agent costs, reflective of an increasing shareholder base.

Exploration expenditures on the Company's Miller property during the three months ended July 31, 2021 and 2020 consisted primarily of drilling - \$nil (three months ended July 31, 2020 - \$432,152); geophysics - \$44,205 (three months ended July 31, 2020 - \$336,665); line cutting - \$nil (three months ended July 31, 2020 - \$44,463); geological - \$10,448 (three months ended July 31, 2020 - \$23,200); assays - \$39,816 (three months ended July 31, 2020 - \$62,611); and support costs - \$3,043 (three months ended July 31, 2020 - \$11,326). Exploration expenditures on the Company's Bryce property during the three months ended July 31, 2021 consisted of: geological - \$11,313 (three months ended July 31, 2020 - \$nil) Exploration expenditures on the Company's Rosgrove project during the three months ended July 31, 2021 consisted of: geophysics - \$42,597 (three months ended July 31, 2020 - \$nil).

During the three months ended July 31, 2021, residual assays continued to come in pertaining to recently completed drilling programs, as the Company worked to finalize plans for its next phase of exploration. The Comparative period saw the Company substantially complete its phase 1 drilling program on the Miller Project.

### Outstanding Share Data

The authorized share capital of the Company consists of unlimited class "A" common shares (or "Common Shares"), class "B" shares, class "A" special shares, class "B" special shares and class "C" special shares.

As of the date hereof, there are 54,564,431 common shares outstanding, 9,770,273 warrants outstanding with exercise prices between \$0.25 and \$0.54, expiring between January 28, 2021 and September 13, 2023, and 3,360,000 stock options outstanding exercisable at \$0.30 and expiring between February 9, 2024 and January 27, 2025.

On April 7<sup>th</sup>, 2021 Northstar announced that it had applied for the listing of its common shares on the OTCQB® Venture Market ("OTCQB"), a U.S. trading platform operated by the OTC Markets Group in New York, in addition to applying for eligibility with the Depository Trust Company ("DTC") The Company believes that DTC eligibility and trading on the OTCQB will provide additional liquidity and increase its visibility within the U.S. capital markets. Northstar will continue to trade on the CSX Canadian Securities Exchange under its symbol "NSG". On September 7, 2021, the Company began trading on the OTCQB.

### Critical Accounting Estimates

The significant accounting policies are presented in Note 4 of the audited financial statements for the period ended April 30, 2021. Note 4 provides that the preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are noted below.

### Trends and Economic Conditions

| Metal                    | Average spot price             |         |             |                              |         |             | Period end spot price |             |             |
|--------------------------|--------------------------------|---------|-------------|------------------------------|---------|-------------|-----------------------|-------------|-------------|
|                          | Three months ended<br>June 30, |         |             | Six months ended<br>June 30, |         |             | July<br>31,           | Dec.<br>31, | %<br>Change |
|                          | 2021                           | 2020    | %<br>Change | 2021                         | 2020    | %<br>Change | 2021                  | 2020        |             |
| Gold<br>(US\$ per<br>oz) | \$1,815                        | \$1,711 | 6%          | \$1,806                      | \$1,646 | 10%         | \$1,829               | \$1,886     | (3)%        |

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.

---

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on labour availability and supply lines;
- Availability of government supplies, such as water and electricity;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

On April 6, 2020, the Company temporarily suspended its drilling program as it no longer felt that these activities could be carried out in a way that was safe to the Company's employees and contractors. Operations re-commenced on June 15, 2020. Aside from a temporary pause in exploration activities, the Company has not experienced a material impact related to the Covid-19 outbreak. At the date of this Interim MD&A, the Canadian federal government and the provincial governments of Ontario and Quebec have not introduced measures that have directly impeded the operational activities of the Company other than the Company had to bring new working procedures in place since resuming activities on June 16, 2020.

Management believes the business will continue and, accordingly, the current situation has not impacted management's going concern assumption. While the Company did take advantage of an interest free \$60,000 Covid-19 loan program extended by the Federal Government, it has been successful in raising capital during the pandemic and management believes it will continue to be able to do so. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

### **Events Occurring After the Reporting Period**

On August 5, 2021, the Company announced it had closed the first tranche of a non-brokered private placement of units for gross proceeds of \$1,572,220. The offering was comprised of 2,999,806 flow through units, for a total of \$929,940 and 2,293,856 non-flow through units, totalling \$642,280. The flow through units were priced at \$0.31 and comprised of one flow through common share and one-half of one non-flow through share purchase warrant. Each full warrant is exercisable for one non-flow through common at an exercise price of \$0.42 for a period of 24 months. The non-flow through units were priced at \$0.28 and were comprised of one common share and one-half of one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of \$0.42 for a period of 24 months. The Company paid a total of \$71,880 in finders fees associated with this offering, issued 298,239 finder warrants with exercise prices of \$0.28 and \$0.31 and expiring 24 months from the closing date of the offering and issued 150,000 common shares to a certain finder who assisted the Company as a financial advisor in connection with the offering.

On September 13, 2021, the Company closed the final tranche of a private placement comprised of 64,516 flow through units, for a total of \$20,000 and 300,000 non-flow through units, totalling \$84,000. The flow through units were priced at \$0.31 and comprised of one flow through common share and one-half of one non-flow through share purchase warrant. Each full warrant is exercisable for one non-flow through common at an exercise price of \$0.42 for a period of 24 months. The non-flow through units were priced at \$0.28 and were comprised of one common share and one-half of one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of \$0.42 for a period of 24 months.

---

### **Management's Responsibility for Financial Information**

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

### **Going Concern Assumption**

As at July 31, 2021, the Company had not yet commenced production and had accumulated losses of \$13,144,470 (April 30, 2021 - \$12,740,858). During the three months ended July 31, 2021, the Company incurred a loss of \$403,612 (three months ended July 31, 2020 - \$1,112,295). The ability of the Company to recover the costs it has incurred to date on the exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, and other constraints which may hinder the successful development of the assets. The Company's ability to continue as a going concern is dependent on its ability to obtain adequate financing on reasonable terms from lenders, shareholders and other investors and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in which case the Company may be unable to meet its obligations. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, adopt the going concern basis in preparing its financial statements which assumes the Company will be able to realize and discharge its liabilities in the normal course of business. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The accompanying condensed interim financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

### **Potential Dilution**

The issue of common shares of the Company upon the exercise of stock options and/or the warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

### **Dependence on Key Personnel**

The Company's business and operations are dependent on retaining the services of a small number of key personnel. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these people. The loss of one or more of these key people could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key people.

### **Transactions with Related Parties**

The Company has contracts for management and geological services plus costs incurred in providing these services with its key management, namely officers, administrators and directors and companies controlled by management. Transactions are recorded at their fair value, which is the agreed upon amount between the parties to provide the services.

---

During the three months ended July 31, 2021, the Company paid \$30,063 (three months ended July 31, 2020 - \$26,813) in fees to the Company's VP, exploration. Included in accounts payable is \$3,912 (April 30, 2021 - \$4,920) in relation to these fees and reimbursable expenses.

During the three months ended July 31, 2021, the Company paid \$43,125 (three months ended July 31, 2020 - \$34,500) to the Company's Chief Executive Officer. Included in accounts payable and accrued liabilities is \$nil (April 30, 2021 - \$12,496) in relation to these fees and reimbursable expenses.

As at July 31, 2021, \$35,000 (April 30, 2021 - \$35,000) was owed to a shareholder who is a director of the Company pertaining to working capital advances. These advances are unsecured, non-interest bearing and have no fixed terms for repayment.

During the three months ended July 31, 2021 the Company expensed \$11,207, (three months ended July 31, 2020 - \$8,976) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

- (i) Robert D.B. Suttie to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Bookkeeping and office support services;
- (iii) Corporate filing services
- (iv) Corporate secretarial services

The Marrelli Group is also reimbursed for out of pocket expenses.

Both Marrelli Support and DSA are private companies. Robert Suttie is the President of Marrelli Support.

As of July 31, 2021 the Marrelli Group was owed \$12,278 (April 30, 2021 - \$11,932) and these amounts were included in accounts payable and accrued liabilities.

### **New Standards and Interpretations**

There were no new accounting standards adopted during the period.

### **Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements pertaining to the Company.

### **Forward Looking Statements**

This MD&A contains forward-looking statements within the meaning of Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the closing of the Transaction, the future price of metals, the estimation of Mineral Reserves and Resources, the realization of Mineral Reserve and Resource estimates, the timing and amount of estimated future production, costs of production and capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, the possibility of title disputes or claims, limitations on insurance coverage, and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases or statements that certain actions, events or results "may," "could," "would," "might" or "will be taken," "occur" or "be achieved."

---

Forward-looking statements and other information contained in this MD&A concerning the mining industry and our general expectations concerning the mining industry are based on estimates prepared by us using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which we believe to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While we are not aware of any misstatements regarding any industry data presented in this MD&A, the mining industry involves risks and uncertainties and is subject to change based on various factors. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. We believe that the assumptions and expectations reflected in such forward-looking information are reasonable. Assumptions have been made regarding, among other things, our ability to carry on exploration and development activities, the timely receipt of required approvals, the price of zinc, lead and other metals, our ability to operate in a safe, efficient and effective manner and our ability to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions that may have been used.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to operations; risks associated with current exploration and development activities; uncertainties associated with conclusions of economic evaluations; changes in project parameters as plans continue to be refined; assumptions related to the future prices of metals; possible variations in Mineral Reserves or Mineral Resources, the grade of contained metals or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and risks related to joint venture operations. Although we have attempted to identify important factors that could affect us and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this MD&A to reflect the occurrence of unanticipated events save and except as required by applicable securities laws.