

MOSAIC MINERALS CORP.
Form 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended December 31, 2020

1. BACKGROUND

This management's discussion and analysis of the financial condition and results of operations ("MD&A") of Mosaic Minerals Corp. (the "Company" or "Mosaic"), is dated April 22, 2021 and provides an analysis of the Company's financial results and progress which will enable the reader to evaluate important variations in our financial situation for the year ended December 31, 2020 and December 31, 2019. This MD&A should be read together with the Company's audited financial statements for the period ended December 31, 2020 and related notes thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration results, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. The information contained herein is subject to change and the Company does not assume the obligation to revise or update these forward-looking statements, except as may be required under applicable securities laws.

2. OVERVIEW AND DESCRIPTION OF BUSINESS

Mosaic was incorporated under the British Columbia *Business Corporations Act* on June 21, 2018. Mosaic is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties in Canada, primarily in Quebec, and either joint venturing or exploring and developing these properties further or disposing of them when the evaluation has been completed.

The exploration and development of mineral deposits involves significant financial risks. The Company's success will depend on several factors, including, risks related to the exploration and extraction issues, regarding environmental and other regulations. As at the date of this MD&A, the Company has not earned any production revenue, its Quebec property is at the exploration stage. The Company's primary asset is its 100% owned Opawica gold exploration property in Quebec, Canada.

3. COMPANY HIGHLIGHTS FOR THE PERIOD

General Corporate

- During Q1 - No corporate activity
- During Q2 - No corporate activity
- During Q3 - No corporate activity
- During Q4 - Mosaic completed the listing of its shares on the Canadian Securities Exchange. Mosaic added Michel Lebeuf and Eric Allard replacing Jacques Trottier and Piers VanZiffle. Mosaic entered into a marketing services agreement with Hybrid financial Ltd.

Financing Activities

- Q1 - No financing activities during the period.
- Q2 - No financing activities during the period.
- Q3 - No financing activities during the period
- Q4 - No financing activity during the period

Opawica Gold Project

- No exploration activity during Q1.
- No exploration activity during Q2.
- No exploration activity during Q3.
- During Q4 the Company incurred \$35,557 in exploration.

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4. OUTLOOK

The Company's principal asset is the Opawica gold project in Quebec. The Company intended to obtain additional mineral property interests by staking, option, purchase or joint venture and subsequent to December 31, 2020 acquired the Chrisafy and Canalask gold projects, see item 5 below.

During the year the Company completed the Phase I exploration program recommended in the NI43-101 geological report on the Opawica gold project and began data compilation focussed on future acquisitions.

Shareholders are cautioned that the Opawica gold project is without a known body of commercial ore, that there is no NI43-101 resource estimate, nor is there a feasibility study to support predictions of future profitability.

For the year ended December, 2020, the Company recorded a net loss of \$133,153. Besides the usual requirements of working capital, the Company must obtain funds for any exploration programs it elects to undertake and to pay its general and administrative costs for the next twelve months. To date management has obtained financing through the issuance of equity securities. However, notwithstanding that management has been successful in the past, there is no guarantee of future financing success. If management is unable to secure ongoing funding, the Company may be unable to continue operations and the proceeds realized from the sale of the Company's assets may be less than the amounts reflected in these financial statements.

5. RESOURCE PROPERTIES

(Refer also to Note 6 *Exploration and Evaluation Expenditures* in the financial statements.)

The following properties are owned by the Company

Opawica Gold Project, Québec

The Opawica Gold Project consists of 2 claim blocks totalling 17 claims covering 952 hectares. It is divided into two discrete claim blocks which are: the Philibert 1 block of 4 claims totalling 223.9 hectares and the Opawica North block of 13 claims totalling 728.1 hectares. The Opawica Gold Project is located in the Gamache and Rohault townships at 55 kilometers south of Chibougamau city and 10 kilometers south-west of the Joe Mann mine.

Pursuant to a June 28, 2018 Purchase Agreement and a July 27, 2018 Modification Agreement the Company acquired the Opawica gold project, Quebec from Stellar for 7,200,000 shares. Stellar retained a 2% net smelter returns royalty ("NSR") from production and sale of all minerals from the Opawica gold project. One-half of the NSR may be purchased by Mosaic for \$1,000,000.

Recent historical exploration work by Stellar include an airborne magnetic/VLF survey (2014), geological compilation and interpretation (2015, 2016) and ground reconnaissance (2017). Several areas were identified as warranting further exploration including six channels that were sampled on Philibert 1 block with best assay results being: 2.58 g/t Au over 1.65 m and 7.84 g/t Au over 1 m. Aggregate exploration expenditures by Stellar were \$364,513.

During the period ended December 31, 2018 the Company commissioned a NI43-101 geological report on the Opawica gold project and conducted a comprehensive data compilation and a limited data validation sampling program. The NI43-101 geological report, prepared by GoldMinds Geoservices Inc. and Laurentia Exploration Inc. and dated October 16, 2018 recommended a two-phase exploration program as follows:

Phase 1	
Step 1 (before winter):	
• Improve accessibility of Philibert-I Showing:	\$ 10,000
• Testing different geophysical methods on Philibert-I Showing:	\$ 5,000
• Line cutting on Philibert block (23km @ 700\$/km all included):	\$ 16,100
• Line cutting on a part of Opawica North block (24.5 km @ 700\$/km all included):	\$ 17,150
Step 2 (winter):	
• IP survey on Philibert block (20 km @ 1700\$/km all included):	\$ 34,000
• IP survey on a part of Opawica North block (23.2 km @ 1700\$/km all included):	\$ 39,440
• Targeting for a stripping and drilling campaign:	<u>\$ 5,000</u>
Phase 1 total budget estimate:	<u>\$126,690</u>
Phase 2 (if warranted)	
• 3000 metre drilling campaign (\$200 per metre all included):	<u>\$600,000</u>
Phase 2 total budget estimate:	<u>\$600,000</u>

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Total exploration costs incurred by the Company during the year ended December 31, 2018 were \$143,312 comprised of geophysics, trenching and sampling \$92,967, geologist and related professional fees of \$45,300 and general exploration and campsite expenses of \$5,045.

Total exploration costs incurred by the Company during the year ended December 31, 2019 were \$107,238.

Total exploration costs incurred by the Company during the year ended December 31, 2020 were \$35,557.

Benoit M. Violette, P. Geo., an independent geological consultant and Qualified Person as defined in NI 43-101 has reviewed and approved the technical information presented herein.

Chrisafy Gold Project, Québec (acquired after December 31, 2020)

On January 5, 2021 Mosaic agreed to the strategic acquisition of the Crisafy Gold Property in the Chibougamau area of Northern Quebec, the same region that hosts Iamgold's expanding Nelligan and Monster Lake gold deposits and also Northern Superior's recent Lac Surprise discoveries, a few kilometers to the north.

The acquisition price for the 22-claim block covering 1,235 hectares was 300,000 shares and \$15,000 of which \$10,000 has been paid with a final instalment of \$5,000 to be paid on February 23, 2022. The Vendor retained a 1.5% Net Smelter Return royalty which may be purchased by Mosaic for Five Hundred Thousand (\$500,000) dollars at any time.

On January 21, 2021 Mosaic expanded the Crisafy Project, adding 5 claims to the South for an extra 280 hectares. The Crisafy Property, which was originally 22 claims covering 1,235 hectares, now comprises 27 mineral claims covering 1,515 hectares.

Canalask Gold Project, Québec (acquired after December 31, 2020)

On January 13, 2021 Mosaic announced the completion of the land assembly of the Canalask multi-metallic mineral project in Northern Quebec. The Canalask property is made up of 16 mining claims covering 770 hectares to the North West shore of Lake Dunphy located 150 km NNW of Shefferville in SNRC 24B04. The claims are 100% owned by Mosaic Minerals. The Canalask Property assembly was undertaken following an extensive compilation by Mosaic Minerals of all available mineral showings listed in the Quebec Ministère de l'Énergie et Ressources data base in Quebec.

The Canalask Property encloses 2 well documented multi-metallic showings namely, the Canalask and the Lac Dunphy surface showing of copper, zinc, silver and gold.

The mineralization of the Canalask showing is described in the Ministère de l'Énergie et des Ressources Naturelles of Québec's archive as being of veins type at the contact of a gabbro and a mudstone unit and consist of chalcopryite, malachite, and minor bornite. Historically, a surface chipped channel sample grading 8% Zn, 0.90% Cu, 62.0g/t Ag and 1.25 g/t Au over 30 metres is reported and well documented.

The mineralization of the Lac Dunphy showing is described as of stratiform type, oriented N1950-2100. It is characterized by mineralized bands of massive calcite of centimetric to decametric width. The main horizon can be observed on as long as 45 metres over width of 0.25 up to 1.0 metre. On that structure, a chosen grab sample reported 18.25% Cu and a drill hole reported grades of 10.45% Cu, 0.17g/t Au, 18.5 g/t Ag over 0.5 metre. In addition, the Lac Dunphy showings returned grades of 3.63% Cu, 8.4 g / t Ag over 1 m, (trench); 4.99% Cu, 17.6 g / t Ag

The polymetallic type mineralization is of particular interest because the mineralized showings of this type found so far indicate that this is a regional phenomenon with the potential to host appreciable quantities of metals. The available data suggests that the property appears to have potential for discovery and that further investigation is warranted.

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6. SELECTED ANNUAL INFORMATION

The following table sets out selected annual financial information from the Company's annual audited consolidated financial statements for the years ended:

	December 31, 2020	December 31, 2019	December 31, 2018*
From Statement of Financial Position	\$	\$	\$
Total assets	543,332	724,914	520,859
Total liabilities	129,590	178,019	102,068
Working capital	53,742	186,895	58,791
From Statement of loss and comprehensive loss			
Net loss for the year	(133,153)	(143,096)	(235,219)
Total comprehensive loss for the year	(133,153)	(143,096)	(235,219)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)

* The Company was incorporated on June 21, 2018. Therefore, the year ending December 31, 2018 is only a partial year.

7. RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2020

The following information has been extracted from the Company's audited financial statements year ended December 31, 2020 and the comparative period ending December 31, 2019.

The Company had a net loss of \$133,153 for the year ended December 31, 2020 compared to a net loss of \$143,096 for the year ended December 31, 2019.

STATEMENTS OF COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019
(Expressed in Canadian Dollars)

	December 31, 2020	December 31, 2019
Expenses		
Administration (Note 8)	\$ -	\$ 10,715
Consulting and management fees (Note 8)	-	21,000
Filing fees	12,500	
Exploration and evaluation expenditures (Note 6 & 8)	35,557	107,238
Finance fees	35,753	1,565
Office and general	15,435	23,268
Professional fees	29,895	32,877
	\$ (129,140)	\$ (196,663)
Other items		
Recovery of flow through premium (Note 11)	4,012	37,567
Gain on settlement of accounts payable (Note 8)	-	16,000
Part XII.6 taxes (Note 11)	(1,070)	
Indemnification expense (note 11)	(6,955)	
Loss and comprehensive loss for the year	\$ (133,153)	\$ (143,096)
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding	23,708,500	18,696,694

Administration, consulting and management fees were reduced significantly due to the reduction in corporate activity due to Covid 19 restrictions. Filing fees were up due to completion of the Company's stock exchange listing. Exploration fees were down, again due to covid restrictions. Finance fees were up due to marketing costs related to the stock exchange listing.

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8. SUMMARY OF QUARTERLY RESULTS

The following table presents selected financial information for the quarters ended:

	Dec 31	Sept 30	June 30	Mar 31	Dec31	Sept 30	June 30	Mar 31
	2020	2020	2020	2020	2019	2019	2019	2019
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (loss)	(119,533)	(3,647)	(28,637)	18,664	(22,094)	(9,077)	(31,740)	(80,185)
Basic and diluted loss per share	(0.01)	(0.00)	(0.001)	(0.00)	(0.002)	(0.001)	(0.004)	0.01

9. LIQUIDITY AND CAPITAL RESOURCES

	Dec 31, 2020	Dec 31, 19\$
	\$	
Working capital (deficit)	53,742	186,895
Deficit	(511,468)	(378,315)

At December 31, 2020 the Company had working capital of \$53,742 (2019 - \$186,895).

Historically the Company has financed its acquisition and exploration of mineral properties and operating costs with proceeds from equity subscriptions. The Company is dependent on receiving additional funding through the issuance of equity securities to fund future exploration programs and to meet its ongoing general and administrative requirements and while management has been successful in obtaining funding in the past there can be no assurance that it will be able to do so in the future. The reader should refer to the "Going Concern" disclosure in the **Risks and Uncertainties** section of this MD&A.

On November 28, 2019 the Company issued a) 1,416,000 flow-through common shares at \$0.10 per share for total proceeds of \$141,600, b) 4,188,000 common shares at \$0.05 per share for total proceeds of \$290,400 and c) granted 2,802,000 share purchase warrants exercisable at \$0.10 per share expiring November 28, 2021. The Company paid \$4,000 in share issuance costs in connection with the financing.

On November 28, 2019 the Company cancelled one investor's share subscription, return the subscription amount of \$5,000 and returned to treasury 31,250 common shares previously issued at \$0.04/share and 62,500 flow-through shares previously issued at \$0.06/share.

No shares were issued during the 2020 fiscal year.

10. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and include officers and non-executive directors. During the years ended December 31, 2020 and 2019, key management remuneration consisted of the following:

During the year ended December 31, 2020 the Company paid \$nil (2019 - \$25,000) to a director of the Company for management fees, of which \$4,000 was related to share issuance costs and capitalized to share capital, paid a director \$nil (2019 - \$10,000) for administrative services and paid a director of the Company \$nil (2019 - \$107,238) in project management fees (included in exploration and evaluation expenditures).

As at December 31, 2020 amounts due to key management personnel or their companies was \$43,730 (2019 - \$43,232).

During the year ended December 31, 2020 the Company owed John Cumming, a director of the Company \$1,228 (2019 \$704) for expenses paid on behalf of the Company.

Related party transactions include executive remuneration, shareholder loans to the Company and interest paid or accrued on shareholder loans and unpaid remuneration.

During the year ended December 31, 2020 the Company paid \$0.00 (2019 - \$25,000) to a John Cumming, director of the Company for management fees, of which \$4,000 was related to share issuance costs and capitalized to share capital, paid John Cumming, a director

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\$0.00 (2019 - \$10,000) for administrative services and paid a to a company controlled by Maurice Giroux, a director of the Company \$0.00 (2019 - \$54,092) in project management fees (included in exploration and evaluation expenditures).

During the year ended December 31, 2019 Piers VanZiffle, a director of the Company agreed to write off \$16,000 in payables owing to them resulting in a gain for the Company on the settlement of debt.

At December 31, 2020 amounts due to key management personnel or their companies was \$43,730 (2019 - \$43,232).

Transactions with key management personnel

The transactions with related parties during the period include:

- a) John Cumming, as a matter of convenience, paid certain expenses of the Company directly; and
- b) A company controlled by Maurice Giroux was paid fees for exploration work on the Opawica gold project.

Other related party transactions

There were no other related party transactions except as disclosed in this MD&A.

11. Discussion of Fourth Quarter Events

There was no financing activity during the fourth quarter. Mosaic completed its Canadian Securities Exchange listing. There were exceptional one-time legal, accounting and marketing expenses related to that listing. Two new directors were appointed in November and two incumbent directors did not stand for re-election at the Annual General Meeting in December. Mosaic reduced the Opawica gold Project to 2 claim blocks totalling 17 claims covering 952 hectares and incurred \$35,557 in exploration on the Opawica project.

12. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. The recorded values of the Company's financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below.

The Company has no significant credit risk arising from operations. The Company is not exposed to major credit risks attributable to customers and does not engage in any sales activities. The Company's credit risk is primarily attributable to cash. The Company holds its cash with a Canadian chartered bank and the risk of default is considered remote. Management believes the risk of loss from the related party receivable is limited based on historical experience.

Liquidity risk is the risk that the Company will be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due. The Company's accounts payable to trade creditors are due within one year. The Company needs to raise financing to settle accounts payable and is relying on vendor credit until financing has been arranged.

Interest rate risk is the risk that the value of the Company's assets and liabilities can change due to a change in interest rates. The Company considers interest rate risk related to cash and cash equivalents to be low because of their short-term nature.

The Company's functional currency is the Canadian dollar. The Company has no foreign currency risk.

13. CONTRACTUAL OBLIGATIONS

The Company has no continuing contractual obligations.

14. OFF-BALANCE SHEET ARRANGEMENTS

At December 31, 2020 the Company had no off-balance sheet arrangements.

15. CHANGES IN ACCOUNTING POLICIES

New Standards not yet adopted

The Company is not aware of any upcoming accounting pronouncements or standards which are expected to have a material impact on its financial statements.

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16. OUTSTANDING SHARE DATA

Issued Capital

At December 31, 2020 the Company had authorized capital of an unlimited number of common shares without par value and an issued capital of 23,708,500 common shares.

On January 27, 2021 the Company issuing 3,575,000 shares for gross cash proceeds of \$286,000.

On February 23, 2021 the Company issued 300,000 shares for the Chrisafy mineral property.

As of the date of this report an issued capital of 27,583,500 common shares.

Warrants outstanding at December 31, 2020:

Date Granted	Expiration date	Number	Exercise price
October 28, 2019	October 28, 2021	2,802,000	\$ 0.10
	Total	2,802,200	

On January 27, 2021 the Company granted 3,575,000 two-year share purchase warrants exercisable until February 23, 2023 at \$0.15 per share and 321,000 finder's warrants on the same terms, all pursuant to a private placement.

Stock options outstanding at December 31, 2020:

There are no stock options outstanding at December 31, 2020 or 2019 and had no stock option activity during the years then ended.

17. RISK AND UNCERTAINTIES

The Company is in the business of acquiring and exploring mineral properties, a business with numerous inherent risks and uncertainties common to other junior mineral exploration companies. Management has identified the following potentially significant inherent risks and uncertainties specific to its operations and plans in the coming years.

Funding Requirements

The Company and its mineral exploration programs are at an early stage and the Company is not profitable and has no source of revenues. The Company relies upon the placement of equity and the exercise of stock options for its financing. Whilst it has been successful at raising equity in the past, there can be no assurance that it will be able to do so in the future.

Exploration and Development

There can be no assurance that the activities of the Company will result in the discovery of a mineral deposit or that any such discovery will be of sufficient size and grade to warrant production. Each of the mineral claims and exploration permits which the Company holds or has a right to acquire an interest in is the exploration stage only and without a known body of commercial ore. After discovery of mineralization, significant stages of exploration and assessment are required before economic viability can be determined and development is dependent upon success at every stage. Very few precious or base metal properties that are explored are ultimately developed into production.

Exploration Risks

Mineral resource exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. The activities in which the Company is directly or indirectly involved will be subject to the hazards normally incidental to exploration activities which could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability for some or all of such injury, damage or impact. The Company maintains some liability insurance; however, any exposure may be outside the coverage of or exceed the limit of the insurance policy in which case the Company could be exposed to significant defence costs and ultimate financial liability.

Reliance on Personnel

The Company is highly dependent on its key executive and operating officers, the loss of any of which could have an adverse effect on the Company. Recent increases in resource exploration activity worldwide have resulted in increased demand for and a resulting shortage of experienced technical field personnel and in increased costs of field personnel and related goods and services. The inability of the Company to secure such personnel when required or at affordable prices could have an adverse effect on the Company's performance.

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Title Risks

The Company's exploration properties are in Canada which is generally considered politically stable with respect to the laws governing mining tenure and mining activities. Nevertheless, the possibility of political instability or changes to mining regulations could result in the impairment or loss of mining title or impairment of the value of interests held. The Company exercises usual due diligence with respect to determining title to properties in which it has a material interest. However, the Company's property interests may be subject to prior unregistered agreements, or transfers or native land claims and title may be affected by undetected defects. There is no guarantee that property titles will not be challenged or impugned.

Foreign Currency Exchange Rate Risk

The Company does not have any foreign currency exposure.

Political Instability

The Company does not operate in any jurisdictions considered to be politically unstable.

COVID-19

The Covid-19 pandemic has created a slowdown in the global economy and uncertainty in the global financial markets which is expected to continue for the next twelve months or longer and which may adversely impact the Issuer's equity financing capability in turn slowing down or stopping altogether the Issuer's exploration activity. Travel and business operation restrictions imposed as COVID-19 pandemic remediation measures may restrict access by key management personnel to exploration sites until restrictions are moderated or lifted.

18. SUBSEQUENT EVENTS

On January 5, 2021 Mosaic agreed to the strategic acquisition of the Crisafy Gold Property in the Chibougamau area of Northern Quebec. The acquisition price for the 22-claim block covering 1,235 hectares was 300,000 shares and \$15,000 to be paid \$5,000 on closing (paid) plus two additional payments of \$5,000 each to be made May 23, 2021 (prepaid) and February 23, 2022. The Vendor retained a 1.5% Net Smelter Return royalty which may be purchased by Mosaic for Five Hundred Thousand (\$500,000) dollars at any time. On January 21, 2021 Mosaic expanded the Crisafy Project, adding 5 claims to the South for an extra 280 hectares. The Crisafy Property, which was originally 22 claims covering 1,235 hectares, now comprises 27 mineral claims covering 1,515 hectares.

On January 13, 2021 Mosaic announced the completion of the land assembly of the Canalask multi-metallic mineral project in Northern Quebec. The Canalask property is made up of 16 mining claims covering 770 hectares to the North West shore of Lake Dunphy located 150 km NNW of Shefferville in SNRC 24B04. The claims are 100% owned by Mosaic Minerals.

On February 23, 2021 the Company closed a non-brokered private placement issuing 3,575,000 units for gross proceeds of \$286,000. Each unit is comprised of one common share and one two-year share purchase warrant exercisable until February 23, 2023 at \$0.15 per share. Finder's fees of \$18,440 were paid and 321,000 finder's warrants were issued to three arm's length parties. The finder's warrants are exercisable at \$0.15 per share for two years. All securities issued are subject to an investment hold period expiring June 23, 2021.

19. ADDITIONAL INFORMATION

At December 31, 2020, the Company had a spending shortfall of \$10,700 on previously issued flow-through shares. The resulting obligation to flow-through subscribers is recognized as an indemnification liability of \$6,955. The Company incurred Part XII.6 tax as a result of the shortfall totalling \$1,070 which was calculated at a rate of 10% of the shortfall.

The financial statements and additional information regarding the Company, including the Company's certificates of annual and interim filings, news releases and technical reports referred to herein, are available on SEDAR at www.sedar.com.

20. ADDITIONAL DISCLOSURE FOR ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosures concerning the Company's expenses are provided in the Company's statement of loss and comprehensive loss and note disclosures contained in its Financial Statements for the period ended December 31, 2019. These statements are available on Mosaic's SEDAR page and may be accessed through www.sedar.com.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

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Management's Responsibility for 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 accompanying Financial Statements.

In contrast to the certificate required under National Instrument 52-109 Certificate 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 Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

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

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 this 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.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the Financial Statements and related financial reporting and internal control matters before the Financial Statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the Financial Statements and the disclosure contained in this MD&A.

A copy of this MD&A will be provided to anyone who requests it.