



# **Midland Exploration Inc.**

Management's Discussion and Analysis

For the year ended September 30, 2021

# Midland Exploration Inc.

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The following discussion and analysis (the “MD&A”) of the financial condition and results of the operations of Midland Exploration Inc. (“Midland” or “the Corporation”) constitutes management’s review of the factors that affected the Corporation’s financial and operating performance for the year ended September 30, 2021, as well as the performance of its wholly owned subsidiary Midland Base Metals Inc. This MD&A should be read in conjunction with the Corporation’s audited consolidated financial statements as at September 30, 2021 (the “Financial Statements”) prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All figures are in Canadian dollars unless otherwise noted.

Further information regarding the Corporation and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be obtained from [www.sedar.com](http://www.sedar.com).

<b>Abbreviation</b>	<b>Period</b>
Fiscal 19	October 1, 2018 to September 30, 2019
Q1-20	October 1, 2019 to December 31, 2019
Q2-20	January 1, 2020 to March 31, 2020
Q3-20	April 30, 2020 to June 30, 2020
Q4-20	July 1, 2020 to September 30, 2020
Fiscal 20	October 1, 2019 to September 30, 2020
Q1-21	October 1, 2020 to December 31, 2020
Q2-21	January 1, 2021 to March 31, 2021
Q3-21	April 30, 2021 to June 30, 2021
Q4-21	July 1, 2021 to September 30, 2021
Fiscal 21	October 1, 2020 to September 30, 2021
Fiscal 22	October 1, 2021 to September 30, 2022

## 1. NATURE OF ACTIVITIES

Midland, incorporated on October 2, 1995 and operating under the Business Corporations Act (Québec), is a company in the mining exploration business. The Corporation’s operations include the acquisition and exploration of mining properties. The Corporation’s shares are listed on the TSX Venture Exchange (the “Exchange”) under the MD ticker.

## 2. OVERALL PERFORMANCE

### 2.1 Highlights of exploration work in Fiscal 21

- New Syenite-Associated gold system identified on Samson
- New gold-bearing zone identified on Maritime-Cadillac
- New acquisition along the extension of Sunday Lake fault zone - Nomans project
- New acquisition for Ni-Cu in Grenville
- New strategic Alliance with SOQUEM in Labrador Trough
- New high-grade gold showing (Golden Nest) discovered on Lewis
- Drilling programs completed on Samson and Mythril
- Drilling programs commencing on Casault (5,000 m) and Gaudet-Fenelon JV (4,500 m)
- New VTEM anomalies identified on the BHP Nickel Alliance in Nunavik
- Several new biogeochem anomalies identified in Abitibi
- New Au-bearing zone on Casault returned 6.85 g/t Au over 2.0 metres in hole CAS-21-123
- 13 drill holes (5,295 metres) completed on the Casault project under option by Wallbridge
- 14 drill holes (4,483 metres) completed on the Gaudet-Fenelon JV project with Probe
- Two (2) new high-grade boulders discovered east of Mythril; 10.25 g/t Au, 8.0 g/t Ag and 7.99 g/t Au, 166 g/t Ag, 0.4% Cu, 0.07% Mo
- Prospecting programs completed in Nunavik under our Alliances with BHP and SOQUEM
- Stripping and channel sampling completed on the Golden Nest showing on Lewis
- More than 7,000 assay results pending

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- A total of 13,830 metres (41 holes) were drilled during Fiscal 21 (5,451 metres during Fiscal 20).

More details can be found in section 4.

## 2.2 Working capital

Midland has a working capital of \$7,505,431 as of September 30, 2021 (\$10,973,875 as of September 30, 2020) which will allow the Corporation to execute its exploration program for at least the following year.

## 2.3 Private placements

On November 5, 2020, the Corporation completed private placement of 1,827,800 flow-through shares at \$1.25 per share for total gross proceeds of \$2,284,750. In connection with the private placements, the Corporation incurred \$132,343 share issue expenses of which \$100,065 was paid as finder's fees. Directors and officers of the Corporation participated in the flow-through private placement for a total consideration of \$160,000 under the same terms as other investors.

On November 9, 2020, the Corporation completed a private placement of 96,209 shares at a price of \$1.00 per share for total gross proceeds of \$96,209. BHP Canada Inc. ("BHP") has exercised its right to maintain its ownership to 5.0% by acquiring 96,209 shares. This right had been granted to BHP on April 18, 2019 pursuant to an Investor Rights Agreement with the Corporation.

## 2.4 Outstanding share data:

	As at December 2, 2021	As at September 30, 2021
	Number	Number
Common shares	72,278,052	72,278,052
Options	5,245,000	5,245,000
Warrants	-	-
	<b>77,523,052</b>	<b>77,523,052</b>

## 2.5 Update on agreements with partners

On February 18, 2021, the Corporation signed a strategic alliance with SOQUEM Inc. ("SOQUEM") to jointly explore the Labrador Trough, for an amount of up to \$5,000,000 over 4 years. A joint annual budget of \$1,000,000 over a period of 4 years (firm commitment totalling \$2,000,000 for the first 2 years), for a total of up to \$4,000,000, will be provided under the SOQUEM alliance for the targeting and field reconnaissance phase. Midland will be project operator in charge of exploration work during the targeting and field reconnaissance phase. An additional, firmly committed, joint budget of \$1,000,000 for the 2nd year is provided under the agreement to explore the designated projects. The joint budgets for exploration work in years 3 and 4 on the designated projects shall be approved by the management committee. SOQUEM will become project operator on all designated projects.

As at September 30, 2021, the following properties are under agreements with partners:

- Casault Wallbridge Mining Company Ltd ("Wallbridge")
- Gaudet Probe Metals Inc. ("Probe")
- La Peltrie Probe
- Laflamme Abcourt Mines Inc. ("Abcourt")
- Maritime Cadillac Agnico Eagle Mines Ltd ("Agnico Eagle")
- Gatineau SOQUEM
- Eleonore JV Osisko Development Corp. ("Osisko")
- BHP Alliance Ni BHP Group (« BHP »)
- Labrador Through SOQUEM
- Soissons Nunavik Mineral Exploration Funds (« NMEF »)

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On December 1, 2021, the Corporation signed an option agreement with Rio Tinto Exploration Canada Inc. ("RTEC") for its Tete Nord property. Under this new agreement, RTEC may earn an initial 50% interest (First Option) in the Tete Nord property over a period of four years, by fulfilling the following conditions:

- Exploration expenditures totalling \$4,000,000, including a minimum of \$500,000 in the first year.
- Cash payments totalling \$500,000, including \$100,000 within 30 days of execution of the agreement

After earning an initial 50% interest, RTEC may elect to increase its interest to 70% (Second Option) over a period of four years by fulfilling the following conditions:

- Exploration expenditures totalling up to \$10,000,000 and cash payments totalling \$500,000, gaining interest on the following schedule:
- An additional 1% interest (for a total of 51%) by funding an additional \$250,000 of exploration expenditures;
- An additional 1% interest for each additional \$500,000 of exploration expenditures (for a total of up to 69%);
- An additional 1% (for a total of 70%) by funding an additional \$750,000 of exploration expenditures.

RTEC retains right to act as operator for the First and the Second Option; or at its discretion elects to have the Corporation act as operator on RTEC's behalf.

## 2.6 Covid update

In keeping with the health and safety guidelines, Midland, like most businesses, transitioned itself starting in March 2020 with its staff working remotely from home remaining operational. Following the announcement of the resumption of mining exploration works starting May 11, 2020, the Corporation implemented a protocol to return on the field which includes health prevention measures and communication plan with the communities.

## 2.7 Initiatives in sustainable development, certification, health and safety

### *Sustainable Development Policy*

The Corporation has a Sustainable Development Policy to create long-term value in mineral exploration, mineral resource extraction and metal production. The Corporation works in collaboration with all stakeholders to ensure that the principles of governance, health and safety, environment, human rights, community, and transparency are respected and exemplary in all our activities.

### *UL 2723 Certification*

In the last 2 years, the Corporation has been in the accreditation process to obtain the Ecologo® UL 2723 certification for mineral exploration. This certification helps to promote the application of best environmental, social, and economic practices in the mining exploration industry. All employees are continually working to review and improve exploration practices. Throughout 2021, training and documentation were provided to employees, officers and directors in order to integrate the new normative requirements. Work continues in order to be ready to pass the audit promptly.

### *Health and safety at work:*

Following the implementation in 2020 of the Emergency Measure Plan, the Prevention Program and the environmental and safety Field Guide, the external firm Urgence Industrielle Dan Ouellet Inc continued its mandate in order to carry out the necessary training for employees. During Q2-21 and Q3-21, the Corporation employees each completed 18 hours of training. In addition, a 3-hour block was also given to directors and officers.

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**3. RESULTS OF OPERATIONS**

As operator, Midland incurred exploration expenditures totalling \$8,579,585 (\$3,746,951 in Fiscal 20), on its properties of which \$3,210,281 was recharged to its partners (\$290,687 in Fiscal 20). The operating partners incurred \$2,784,334 of exploration expenses (\$412,253 in Fiscal 20). Also, the Corporation invested \$793,440 (\$487,767 in Fiscal 20) to complete several property acquisitions in Quebec or maintained them, of which \$169,977 was recharged to its partners (\$7,554 in Fiscal 20).

The Corporation reported a loss of \$1,023,800 in Fiscal 21 compared to \$1,345,977 for Fiscal 20.

Project management fees increased to \$202,218 (\$23,754 in Fiscal 20). The BHP alliance started in August 2020 and generated most of the project management fees. Also, the Labrador Trough SOQUEM alliance started in February 2021.

Operating expenses decreased at \$1,926,852 for Fiscal 21 compared to \$2,138,540 in Fiscal 20, and following are the explanations for the main variances:

- Conference and investors relations \$131,190 (\$318,054 in Fiscal 20). Several conferences were cancelled following the Covid.
- Professional fees: \$408,506 (\$340,509 in Fiscal 20). Fees of \$81,276 (\$42,728 in Fiscal 20) were incurred relating to the mandate given to an external firm to develop rules and procedures related to health and safety. Fees of \$21,544 were incurred (nil in Fiscal 20) relating to the analysis of management and directors' compensation, its comparison to market and recommendations from Perrault Consulting, the Corporation's external advisor. Finally, fees were incurred to set up and follow up the BHP alliance.

Interest income decreased to \$98,837 (\$253,080 in Fiscal 20). The weighted average interest rate earned on the investments is half of that earned in Fiscal 20. In addition, considering the magnitude of the executed exploration programs, the investments balance decreased from \$9,716,000 on September 30, 2020 to \$5,940,390 on September 30, 2021.

The Corporation recorded change in fair value – listed shares favorable of \$7,765 (favorable of \$90,061 in Fiscal 20).

- An unfavorable change of \$10,752 was recorded on the Niobay Metals Inc. ("Niobay") shares composed of a realized gain of \$87,248 (nil in Fiscal 20) following the sale of 100,000 shares of Niobay and an unfavorable change in fair value of \$98,000 (favorable of \$84,000 in Fiscal 20).
- A favorable change in fair value of \$18,517 was recorded on the share of Probe (\$6,061 in Fiscal 20).

Those shares were received as part of option agreement on properties.

A \$603,174 (\$435,903 in Fiscal 20) recovery of deferred income taxes (non-cash item) was recognized to record the amortization, in proportion of the work completed, of the premium related to flow-through shares following the November 2020 private placement (December 2019 in Fiscal 20). All exploration work imposed by the November 2020 flow-through financing was completed before June 30, 2021. Also, all the exploration work imposed by the December 2019 flow-through financings was completed before September 30, 2020.

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**4. EXPLORATION ACTIVITIES**

Deferred exploration expenses Fiscal 21	Balance Sept. 30, 2020	Geology	Geo-physics	Drilling	Geo-chemistry	Sub total	Stock-based comp.	Recharge	Tax credits	Option Payment	Write-off	Net change	Balance Sept. 30, 2021
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Abitibi</b>													
Adam	277,523	36,081	-	-	119,674	155,755	1,900	-	(19,490)	-	-	138,165	415,688
Casault Au	2,270,451	3,740	-	12,126	-	15,866	2,964	(15,866)	-	(109,190)	-	(106,226)	2,164,225
Coigny	1,066	-	-	-	-	-	-	-	-	-	(1,066)	(1,066)	-
Fleuribleu	-	3,915	-	-	-	3,915	-	-	-	-	-	3,915	3,915
Gaudet	152,523	10,312	192,470	502,266	73,383	778,431	-	(1,610)	(297,600)	-	-	479,221	631,744
Guyberry	1,238	8,778	55,166	-	-	63,944	-	-	-	-	-	63,944	65,182
Heva Au	277,022	786	-	700	-	1,486	-	-	-	-	-	1,486	278,508
Jeremie	92,875	17,009	-	-	20,127	37,136	-	-	(8,871)	-	-	28,265	121,140
Jouvex Au	678,490	8,714	-	-	-	8,714	-	-	(2,184)	-	-	6,530	685,020
La Peltrie Au	1,105,925	1,322	-	998	-	2,320	-	(998)	(576)	-	-	746	1,106,671
Lac Esther	5,671	14,822	32,374	-	46,355	93,551	-	-	(25,113)	-	-	68,438	74,109
Laflamme Au	3,111,173	7,716	-	1,929	301	9,946	735	-	(3,134)	-	-	7,547	3,118,720
Lewis	74,460	175,351	110,020	-	14,908	300,279	1,501	-	(69,938)	-	-	231,842	306,302
Mar.Cadillac Au	481,033	1,883	-	11,454	4,252	17,589	1,296	-	-	-	-	18,885	499,918
Mistaouac	253,865	46,303	63,138	-	95,231	204,672	1,339	-	(45,228)	-	-	160,783	414,648
Nomans	-	15,610	-	-	849	16,459	-	-	(5,247)	-	-	11,212	11,212
Noyelles	3,165	675	-	-	-	675	-	-	-	-	-	675	3,840
Patris Au	241,217	16,598	95,408	4,693	4,024	120,723	885	-	-	-	-	121,608	362,825
Samson	805,247	164,968	215,929	692,691	247,023	1,320,611	11,200	-	(177,331)	-	-	1,154,480	1,959,727
Turgeon	202,050	-	-	-	-	-	-	-	-	-	-	-	202,050
Wawagotic	32,949	-	-	-	-	-	-	-	-	-	-	-	32,949
<b>Grenville</b>													
Gatineau JV	80,215	198,913	-	704	-	199,617	-	(1,547)	(3,371)	-	-	194,699	274,914
Tete Nord	-	79,296	1,275	-	1,863	82,434	-	-	(1,160)	-	-	81,274	81,274
Weedon Cu Zn Au	755,893	21,138	111,232	-	11,799	144,169	1,339	-	-	-	-	145,508	901,401
<b>James Bay</b>													
BJ Eleonore Au	1,779,453	22,311	-	-	-	22,311	400	-	(8,996)	-	-	13,715	1,793,168
BJ Gold	474,613	41,706	-	-	-	41,706	494	-	(20,115)	-	-	22,085	496,698
Elrond	80,653	85,471	-	-	18,229	103,700	885	-	(44,353)	-	-	60,232	140,885
Fangorn	15,950	-	-	-	-	-	-	-	-	-	-	-	15,950
Helms	65,026	-	-	-	-	-	-	-	-	-	-	-	65,026
JV Eleonore Au	617,865	-	-	-	-	-	-	-	-	-	-	-	617,865
Komo	52,950	8,813	-	-	6,517	15,330	-	-	(4,037)	-	-	11,293	64,243
McDuff	34,138	1,575	-	-	-	1,575	-	-	(500)	-	-	1,075	35,213
Minas Tirith	41,895	-	-	-	-	-	-	-	-	-	(41,895)	(41,895)	-

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<b>Deferred exploration Expenses Fiscal 21</b>	<b>Balance Sept. 30, 2020</b>	<b>Geology</b>	<b>Geo-physics</b>	<b>Drilling</b>	<b>Geo-chemistry</b>	<b>Sub total</b>	<b>Stock-based comp.</b>	<b>Recharge</b>	<b>Tax credits</b>	<b>Option Payment</b>	<b>Write-off</b>	<b>Net change</b>	<b>Balance Sept. 30, 2021</b>
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Moria	133,830	1,087	-	-	-	<b>1,087</b>	-	-	(344)	-	-	<b>743</b>	<b>134,573</b>
Mythril	5,110,948	278,600	142,871	658,390	101,786	<b>1,181,647</b>	15,210	-	(464,000)	-	(1,706)	<b>731,151</b>	<b>5,842,099</b>
Shire	243,885	-	-	-	-	-	-	-	-	-	-	-	<b>243,885</b>
Wookie	22,202	4,500	-	-	1,616	<b>6,116</b>	-	-	(1,208)	-	-	<b>4,908</b>	<b>27,110</b>
<b>North</b>													
BHP Ni	-	430,720	2,497,849	-	24,320	<b>2,952,889</b>	-	(2,952,889)	-	-	-	-	-
Labrador Trough	-	404,050	138,881	-	4,383	<b>547,314</b>	-	(237,371)	(66,467)	-	-	<b>243,476</b>	<b>243,476</b>
Nachicapau	15,778	-	-	-	-	-	-	-	-	-	(15,778)	<b>(15,778)</b>	-
Pallas PGE	542,124	525	-	-	-	<b>525</b>	-	-	-	-	-	<b>525</b>	<b>542,649</b>
Soissons	106,746	-	-	-	-	-	-	-	-	-	-	-	<b>106,746</b>
Soissons NmeF	69,180	56,517	-	-	2,288	<b>58,805</b>	-	-	(25,987)	-	-	<b>32,818</b>	<b>101,998</b>
Willbob Au	3,196,684	33,529	-	34,708	51	<b>68,288</b>	-	-	(24,841)	-	-	<b>43,447</b>	<b>3,240,131</b>
<b>Generation</b>	37,318	-	-	-	-	-	-	-	-	-	-	-	<b>37,318</b>
<b>TOTAL</b>	<b>23,545,289</b>	<b>2,203,334</b>	<b>3,656,613</b>	<b>1,920,659</b>	<b>798,979</b>	<b>8,579,585</b>	<b>40,148</b>	<b>(3,210,281)</b>	<b>(1,320,091)</b>	<b>(109,190)</b>	<b>(60,445)</b>	<b>3,919,726</b>	<b>27,465,015</b>



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<b>Deferred exploration expenses Fiscal 20</b>	<b>Balance Sept. 30, 2019</b>	<b>Geology</b>	<b>Geo-physics</b>	<b>Drilling</b>	<b>Geo-chemistry</b>	<b>Sub total</b>	<b>Stock-based comp.</b>	<b>Recharge</b>	<b>Tax credits</b>	<b>Option Payment</b>	<b>Write-off</b>	<b>Net change</b>	<b>Balance Sept. 30, 2020</b>
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Abitibi</b>													
Abitibi Gold	9,945	5,626	-	-	-	<b>5,626</b>	-	-	-	-	(15,571)	<b>(9,945)</b>	-
Adam	273,436	4,062	-	-	-	<b>4,062</b>	1,510	-	(1,485)	-	-	<b>4,087</b>	<b>277,523</b>
Casault Au	2,188,205	109,454	14,420	19,611	1,976	<b>145,461</b>	11,780	(2,801)	(13,706)	(58,488)	-	<b>82,246</b>	<b>2,270,451</b>
Coigny	-	1,778	-	-	-	<b>1,778</b>	-	-	(712)	-	-	<b>1,066</b>	<b>1,066</b>
Gaudet	-	70	243,777	-	21,571	<b>265,418</b>	-	(67,570)	(45,325)	-	-	<b>152,523</b>	<b>152,523</b>
Guyberry	-	1,238	-	-	-	<b>1,238</b>	-	-	-	-	-	<b>1,238</b>	<b>1,238</b>
Heva Au	276,312	710	-	-	-	<b>710</b>	-	-	-	-	-	<b>710</b>	<b>277,022</b>
Jeremie	84,740	8,135	-	-	-	<b>8,135</b>	-	-	-	-	-	<b>8,135</b>	<b>92,875</b>
Jouvex Au	623,657	5,568	48,712	251	-	<b>54,531</b>	1,887	(125)	(1,460)	-	-	<b>54,833</b>	<b>678,490</b>
La Peltrie Au	1,098,627	7,060	-	589	-	<b>7,649</b>	-	-	(351)	-	-	<b>7,298</b>	<b>1,105,925</b>
Lac Esther	-	7,260	-	-	-	<b>7,260</b>	-	-	(1,589)	-	-	<b>5,671</b>	<b>5,671</b>
Laflamme Au	2,808,975	34,352	70,065	185,851	14,409	<b>304,677</b>	3,718	-	(6,197)	-	-	<b>302,198</b>	<b>3,111,173</b>
Lewis	-	78,493	-	-	7,148	<b>85,641</b>	-	-	(11,181)	-	-	<b>74,460</b>	<b>74,460</b>
Mar.Cadillac Au	404,866	7,260	-	65,421	-	<b>72,681</b>	3,486	-	-	-	-	<b>76,167</b>	<b>481,033</b>
Mistaouac	229,698	20,087	4,080	-	-	<b>24,167</b>	-	-	-	-	-	<b>24,167</b>	<b>253,865</b>
Noyelles	-	5,302	-	-	-	<b>5,302</b>	-	-	(2,137)	-	-	<b>3,165</b>	<b>3,165</b>
Patris Au	236,236	3,222	-	716	1,285	<b>5,223</b>	-	-	(242)	-	-	<b>4,981</b>	<b>241,217</b>
Samson	172,346	38,080	132,042	818,695	33,678	<b>1,022,495</b>	1,510	-	(391,104)	-	-	<b>632,901</b>	<b>805,247</b>
Turgeon	199,191	649	2,210	-	-	<b>2,859</b>	-	-	-	-	-	<b>2,859</b>	<b>202,050</b>
Wawagasic	32,949	-	-	-	-	<b>-</b>	-	-	-	-	-	<b>-</b>	<b>32,949</b>
<b>Grenville</b>													
Gatineau Zn	16,070	8,816	12,185	-	-	<b>21,001</b>	-	-	(7)	-	-	<b>20,994</b>	<b>37,064</b>
Gatineau JV	-	41,948	-	1,203	-	<b>43,151</b>	-	-	-	-	-	<b>43,151</b>	<b>43,151</b>
Weedon Cu Zn Au	703,918	60,033	-	-	-	<b>60,033</b>	-	-	(8,058)	-	-	<b>51,975</b>	<b>755,893</b>
<b>James Bay</b>													
BJ Eleonore Au	1,774,421	5,054	-	-	910	<b>5,964</b>	1,079	-	(2,011)	-	-	<b>5,032</b>	<b>1,779,453</b>
BJ Gold	441,537	35,142	935	2,100	-	<b>38,177</b>	1,330	-	(6,431)	-	-	<b>33,076</b>	<b>474,613</b>
Elrond	69,052	15,468	-	-	-	<b>15,468</b>	-	-	(3,867)	-	-	<b>11,601</b>	<b>80,653</b>
Fangorn	11,685	4,265	-	-	-	<b>4,265</b>	-	-	-	-	-	<b>4,265</b>	<b>15,950</b>
Helms	56,797	13,462	-	-	580	<b>14,042</b>	-	-	(5,813)	-	-	<b>8,229</b>	<b>65,026</b>
JV Eleonore Au	616,676	-	-	-	-	<b>-</b>	1,189	-	-	-	-	<b>1,189</b>	<b>617,865</b>
Komo	-	68,077	-	-	-	<b>68,077</b>	-	-	(15,127)	-	-	<b>52,950</b>	<b>52,950</b>
McDuff	4,778	47,568	-	-	4,991	<b>52,559</b>	-	-	(23,199)	-	-	<b>29,360</b>	<b>34,138</b>
Minas Tirith	37,631	4,264	-	-	-	<b>4,264</b>	-	-	-	-	-	<b>4,264</b>	<b>41,895</b>
Moria	129,564	4,266	-	-	-	<b>4,266</b>	-	-	-	-	-	<b>4,266</b>	<b>133,830</b>
Mythril	4,382,617	254,507	309,548	31,781	316,168	<b>912,004</b>	32,912	-	(216,585)	-	-	<b>728,331</b>	<b>5,110,948</b>

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<b>Deferred exploration expenses Fiscal 20</b>	<b>Balance beginning Fiscal 2020</b>	<b>Geology</b>	<b>Geo-physics</b>	<b>Drilling</b>	<b>Geo-chemistry</b>	<b>Sub total</b>	<b>Stock-based comp.</b>	<b>Recharge</b>	<b>Tax credits</b>	<b>Option Payment</b>	<b>Write-off</b>	<b>Net change</b>	<b>Balance end Fiscal 2020</b>
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Shire	239,620	4,265	-	-	-	<b>4,265</b>	-	-	-	-	-	<b>4,265</b>	<b>243,885</b>
Wookie	780	25,752	-	-	-	<b>25,752</b>	-	-	(4,330)	-	-	<b>21,422</b>	<b>22,202</b>
<b>North</b>													
BHP Ni	-	217,911	-	-	-	<b>217,911</b>	-	(217,911)	-	-	-	-	-
Nachicapau	14,258	1,520	-	-	-	<b>1,520</b>	-	-	-	-	-	<b>1,520</b>	<b>15,778</b>
Pallas PGE	542,124	-	-	-	-	-	-	-	-	-	-	-	<b>542,124</b>
Soissons	53,994	60,246	-	-	-	<b>60,246</b>	-	-	(7,494)	-	-	<b>52,752</b>	<b>106,746</b>
Soissons Nmef	47,710	35,150	-	-	-	<b>35,150</b>	-	(2,280)	(11,400)	-	-	<b>21,470</b>	<b>69,180</b>
Willbob Au	3,104,919	36,649	-	35,085	43,647	<b>115,381</b>	4,554	-	(28,170)	-	-	<b>91,765</b>	<b>3,196,684</b>
<b>Generation</b>	<b>23,232</b>	<b>18,542</b>	-	-	-	<b>18,542</b>	-	-	(4,456)	-	-	<b>14,086</b>	<b>37,318</b>
<b>TOTAL</b>	<b>20,910,566</b>	<b>1,301,311</b>	<b>837,974</b>	<b>1,161,303</b>	<b>446,363</b>	<b>3,746,951</b>	<b>64,955</b>	<b>(290,687)</b>	<b>(812,437)</b>	<b>(58,488)</b>	<b>(15,571)</b>	<b>2,634,723</b>	<b>23,545,289</b>

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Exploration and evaluation expenses	Actual Fiscal 20			Actual Fiscal 21			Budget Fiscal 21 – modified			Budget Fiscal 22		
	Midland	Partners	Total	Midland	Partners	Total	Midland	Partners	Total	Midland	Partners	Total
Properties	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>100 % Midland</b>												
Abitibi Gold	13,761	-	13,761	-	-	-	-	-	-	30,000	-	30,000
Adam	4,062	-	4,062	155,755	-	155,755	150,000	-	150,000	73,000	-	73,000
Casault	142,660	2,801	145,461	-	-	-	-	-	-	-	-	-
Coigny	1,778	-	1,778	-	-	-	-	-	-	-	-	-
Fleuribleu	-	-	-	3,915	-	3,915	5,000	-	5,000	143,000	-	143,000
Gaudet	156,857	67,570	224,427	-	-	-	-	-	-	-	-	-
Guyberry	1,238	-	1,238	63,944	-	63,944	40,000	-	40,000	6,000	-	6,000
Heva Au	710	-	710	1,486	-	1,486	2,000	-	2,000	8,000	-	8,000
Jeremie	-	-	-	37,136	-	37,136	30,000	-	30,000	8,000	-	8,000
Jouvex	54,406	125	54,531	8,714	-	8,714	5,000	-	5,000	-	-	-
La Peltrie	7,649	-	7,649	1,322	-	1,322	2,000	-	2,000	-	-	-
Lac Esther	7,260	-	7,260	93,551	-	93,551	80,000	-	80,000	48,000	-	48,000
Lewis	85,641	-	85,641	300,279	-	300,279	285,000	-	285,000	453,000	-	453,000
Mistaouac	24,167	-	24,167	204,672	-	204,672	200,000	-	200,000	19,000	-	19,000
Nomans	-	-	-	16,459	-	16,459	10,000	-	10,000	290,000	-	290,000
Noyelles	5,302	-	5,302	675	-	675	2,000	-	2,000	173,000	-	173,000
Patris	5,223	-	5,223	120,723	-	120,723	120,000	-	120,000	-	-	-
Samson	1,022,495	-	1,022,495	1,320,611	-	1,320,611	1,320,000	-	1,320,000	154,000	-	154,000
Turgeon	2,859	-	2,859	-	-	-	-	-	-	-	-	-
Valmond	-	-	-	-	-	-	-	-	-	17,000	-	17,000
Gatineau Zn	21,001	-	21,001	-	-	-	-	-	-	-	-	-
Ski	-	-	-	-	-	-	-	-	-	5,000	-	5,000
Tête Nord	-	-	-	82,434	-	82,434	85,000	-	85,000	-	-	-
Weedon Cu-Zn-Au	60,033	-	60,033	144,169	-	144,169	140,000	-	140,000	10,000	-	10,000
BJ Éléonore Au	5,964	-	5,964	22,311	-	22,311	95,000	-	95,000	107,000	-	107,000
BJ Gold	38,177	-	38,177	41,706	-	41,706	60,000	-	60,000	80,000	-	80,000
Elrond	15,468	-	15,468	103,700	-	103,700	110,000	-	110,000	132,000	-	132,000
Fangorn	4,265	-	4,265	-	-	-	-	-	-	-	-	-
Helms	14,042	-	14,042	-	-	-	-	-	-	5,000	-	5,000
Komo	68,077	-	68,077	15,330	-	15,330	20,000	-	20,000	83,000	-	83,000
McDuff	-	-	-	1,575	-	1,575	1,000	-	1,000	5,000	-	5,000
Minas Tirith	4,264	-	4,264	-	-	-	-	-	-	4,000	-	4,000
Moria	4,266	-	4,266	1,087	-	1,087	-	-	-	5,000	-	5,000
Mythril	964,563	-	964,563	1,181,647	-	1,181,647	1,250,000	-	1,250,000	280,000	-	280,000
Shire	4,265	-	4,265	-	-	-	-	-	-	55,000	-	55,000
Wookie	25,752	-	25,752	6,116	-	6,116	-	-	-	-	-	-
Nachicapau	1,520	-	1,520	-	-	-	-	-	-	-	-	-
Pallas EGP	-	-	-	525	-	525	1,000	-	1,000	10,000	-	10,000
Soissons	60,246	-	60,246	-	-	-	-	-	-	-	-	-
Willbob	115,381	-	115,381	68,288	-	68,288	50,000	-	50,000	42,000	-	42,000
Project generation	18,542	-	18,542	-	-	-	-	-	-	4,000	-	4,000
	<b>2,961,894</b>	<b>70,496</b>	<b>3,032,390</b>	<b>3,998,130</b>	<b>-</b>	<b>3,998,130</b>	<b>4,063,000</b>	<b>-</b>	<b>4,063,000</b>	<b>2,249,000</b>	<b>-</b>	<b>2,249,000</b>

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Exploration and evaluation expenses	Actual Fiscal 20			Actual Fiscal 21			Budget Fiscal 21 - modified			Budget Fiscal 22		
	Midland	Partners	Total	Midland	Partners	Total	Midland	Partners	Total	Midland	Partners	Total
Properties	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Option</b>												
Casault - Wallbridge	-	15,017	15,017	-	1,230,338	1,230,338	-	1,250,000	1,250,000	-	500,000	500,000
La Peltrie – Probe	-	206,855	206,855	-	447,245	447,245	-	500,000	500,000	-	700,000	700,000
Tête Nord – Rio Tinto	-	-	-	-	-	-	-	-	-	-	500,000	500,000
	-	<b>221,872</b>	<b>221,872</b>	-	<b>1,677,583</b>	<b>1,677,583</b>	-	<b>1,750,000</b>	<b>1,750,000</b>	-	<b>1,700,000</b>	<b>1,700,000</b>
<b>Joint venture</b>												
Gaudet-Fenelon – Probe 50%	40,991	40,992	81,983	776,821	779,019	1,555,840	800,000	800,000	1,600,000	250,000	250,000	500,000
Laflamme Au– Abcourt 22,1%	304,677	-	304,677	9,946	-	9,946	5,000	-	5,000	63,000	-	63,000
Maritime-Cadillac AEM 51%	72,681	75,648	148,329	17,589	18,306	35,895	17,000	18,000	35,000	9,000	10,000	19,000
Gatineau JV 50%	43,151	43,151	86,302	198,070	198,070	396,140	250,000	250,000	500,000	50,000	50,000	100,000
JV Eleonore Osisko 50%	-	-	-	-	-	-	-	-	-	-	-	-
BHP Ni - Alliance	-	217,911	217,911	-	2,952,889	2,952,889	-	1,950,000	1,950,000	-	1,600,000	1,600,000
Lab.Trought – SOQUEM 0%	-	-	-	309,943	309,943	619,886	500,000	500,000	1,000,000	500,000	500,000	1,000,000
Soissons NMEF 50%	32,870	32,870	65,740	58,805	58,805	117,610	60,000	60,000	120,000	30,000	30,000	60,000
	<b>494,370</b>	<b>410,572</b>	<b>904,942</b>	<b>1,371,174</b>	<b>4,317,032</b>	<b>5,688,206</b>	<b>1,632,000</b>	<b>3,578,000</b>	<b>5,210,000</b>	<b>902,000</b>	<b>2,440,000</b>	<b>3,342,000</b>
<b>Grand total</b>	<b>3,456,264</b>	<b>702,940</b>	<b>4,159,204</b>	<b>5,369,304</b>	<b>5,994,615</b>	<b>11,363,919</b>	<b>5,695,000</b>	<b>5,328,000</b>	<b>11,023,000</b>	<b>3,151,000</b>	<b>4,140,000</b>	<b>7,291,000</b>

Concerning the table in the previous page:

- When the work is done and paid by the partners, the expenses are not included in the Midland accounts. The previous table shows all the work being done on Midland's properties including work done and paid by operating partners.
- This table excludes stock-based compensation that has been capitalized.

Gino Roger, geological engineer, president and chief executive officer of Midland, qualified person under NI 43-101, has reviewed the following technical disclosure.

## **ABITIBI**

### **4.1 Abitibi Gold (Au)**

#### *Property Description*

On July 16, 2018, the Corporation signed a definitive agreement whereby it sold 17 claims for \$8,000 cash and a 1% NSR royalty. The Corporation wrote off the project included in Abitibi Gold for \$14,455 during Q1-20.

### **4.2 Adam (Cu-Au)**

#### *Property Description*

The Adam property is wholly owned by Midland and is located about 65 kilometres west of the town of Matagami. As at September 30, 2021, it consists of 188 claims covering a surface area of about 10,457 hectares in the Abitibi region of Quebec. Some claims were dropped therefore the Corporation impaired partially for \$3,804 in Fiscal 2020.

The Adam property has strong gold and copper potential located about 15 kilometres east of the B26 zone held by SOQUEM and about 20 kilometres east of the former Selbaie mine, which historically produced 56.5 Mt grading 1.9% Zn, 0.9% Cu, 38.0 g/t Ag and 0.6 g/t Au.

#### *Exploration work on the property*

In the spring of 2021, a black spruce bark biogeochemistry survey covering the entire Adam property was completed. The results highlighted several areas with anomalous Au, As, Cu and Zn values, some of which are located along the same stratigraphic level as the B26 deposit, i.e., just north of the regional fault marking the contact between the Enjalran and Brouillan groups. In addition, several of these anomalies coincide with new untested helicopter-borne VTEM-type electromagnetic anomalies.

### **4.3 Casault (Au), option agreement with Wallbridge, operated by Wallbridge**

#### *Property Description*

The Casault property is located about 40 kilometres to the east of the Detour Lake gold project located north of the city of La Sarre, Abitibi and as at September 30, 2021, this property consists in 322 claims covering an area of approximately 17,726 hectares.

On October 10, 2014, the Corporation signed a letter of intent with SOQUEM to grant SOQUEM the option to acquire a 50% undivided interest in its Casault and Jouvex properties. By October 10, 2016, SOQUEM completed the \$4,500,000 work commitment, acquired a 50% undivided interest in the Casault Jouvex property and is now in joint venture with Midland.

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On February 20, 2020, the Corporation signed a strategic alliance with SOQUEM, in which SOQUEM transferred to the Corporation its 50% interest in the Casault and Jouvex properties in exchange for:

- A 1% net smelter return (“NSR”) royalty; Midland may, at any time, buy back the royalty, in all or in part, by making a cash payment of \$1,000,000 per tranche of 0.5% NSR; and
- 50% undivided interest in a joint venture relating to seven existing mining properties forming the Gatineau project.

On June 16, 2020, the Corporation signed an option agreement with Wallbridge whereby Wallbridge may earn a 50% interest in the Casault property in consideration of the following:

	Cash payments		Exploration work	
	Commitment	Completed	Commitment	Completed
	\$	\$	\$	\$
Upon signature	100,000	100,000	-	-
On or before June 30, 2021	110,000	110,000	750,000	750,000
On or before June 30, 2022	110,000	-	1,000,000	479,489
On or before June 30, 2023	130,000	-	1,250,000	-
On or before June 30, 2024	150,000	-	2,000,000	-
<b>Total</b>	<b>600,000</b>	<b>210,000</b>	<b>5,000,000</b>	<b>1,229,489</b>

Wallbridge is the operator.

After exercising this first option to earn a 50% interest, Wallbridge may increase its interest to 65% (the second option) over a period of 2 years in consideration of exploration expenditures or cash payment totalling \$6,000,000.

*Exploration work on the property*

A drilling program consisting of thirteen (13) drill holes totalling 5,295 metres was recently completed to test a series of NW-SE-trending structures interpreted from the magnetic survey. These targets are located a few kilometres north of the Sunday Lake Fault and west of the Martiniere and Bug Lake deposits.

Hole CAS-21-123, the first drill hole of the program, was testing a prominent NW-SE oriented structure interpreted from airborne magnetics and intersected 6.85 g/t Au over 2.00 metres from 254.50 to 256.50 metres. This new intersection is associated with a mineralized zone consisting of chalcopyrite, pyrite, pyrrhotite, and electrum, a gold-silver mineral phase, within deformed and heavily carbonate-altered host rocks. This NW-SE structural orientation remains untested over more than 3 kilometres on the Casault property and is known to control gold mineralization at Fenelon and Martiniere. A series of large structures of this trend also transects the Casault property. Complete assay results are pending.

**4.4 Coigny (Au)**

*Property Description*

The new Coigny property (100% Midland) consists of 40 claims (2,225 hectares) is located about 20 km to the southeast of the Geant Dormant mine. On September 2021, the Corporation decided to drop the claims and wrote-off the property for \$4,183.

*Exploration work on the property*

No exploration work on the ground was conducted on Coigny during Fiscal 21.

#### **4.5 Fleuribleu (Au)**

##### *Property Description*

The new Fleuribleu property consists in one claim block totalling 196 claims (10,880 hectares) as at September 30, 2021. It covers, over a strike length of more than 15 kilometres, the interpreted eastward extension of the Sunday Lake Fault, approximately 40 kilometres east of the new Wallbridge discovery. The Fleuribleu property covers a major contact zone between the Manthet and Brouillan-Fenelon groups, marked by a series of electromagnetic Input anomalies.

##### *Exploration work on the property*

A compilation of historical works was completed at the property scale in preparation for a high-resolution magnetic survey to be conducted in 2022. Midland is currently looking for a new partner for this project.

#### **4.6 Gaudet (Au), in partnership avec Probe, operated by Probe**

##### *Property Description*

The new Gaudet-Fenelon property consists of one claim block totalling 226 claims (12,530 hectares ) as at September 30, 2021. The claim block is located less than 5 kilometres south of the Area 51-Fenelon discovery. This claim block is located south of the Sunday Lake Fault and mainly covers a volcano-sedimentary sequence of the Rivière Turgeon Formation, as well as a 10-kilometre-long segment of the Lower Detour Fault.

On March 18, 2020, the Corporation signed an agreement with Ingrid Martin CPA inc. ("IMCPA") (a company controlled by Ingrid Martin, officer of the Corporation) whereby it acquired a bloc of claims contiguous to the Gaudet property for \$5,000 and the Guyberry property for \$3,000, for a total amount of \$8,000. IMCPA acquired these claims from a third party for that same amount of \$8,000. The Gaudet claims are subject to a 1% NSR royalty relating to a prior third party agreement.

On July 29, 2020, the Corporation signed a joint venture agreement with Probe over the Gaudet and Samson North West properties from the Corporation as well as the Fenelon-Nantel property of Probe. Probe is the operator.

##### *Exploration work on the property*

The final results of a high-resolution magnetic survey that covered the Samson NW block of this partnership were received. During Q3-21, the results of the IP survey and the bark sampling were received.

Over the course of August and September 2021, fourteen (14) drill holes totalling 4,483 metres were completed to test induced polarization anomalies coinciding with biogeochemical anomalies and structures interpreted from the magnetic survey. Assay results are pending.

#### **4.7 Guyberry (Au)**

##### *Property Description*

The new Guyberry property consists of one claim block totaling 49 claims (1,931 hectares) as at September 30, 2021. See section 4.4 on the property acquisition agreement.

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*Exploration work on the property*

A magnetic survey (Drone Mag) was completed over the property during Q4-21. The high-resolution of this survey led to the identification of new structures.

**4.8 Heva (Au)**

*Property Description*

The Heva West block consists of 4 contiguous claims adjacent to the west of the Maritime-Cadillac property, currently a 49% Midland / 51% Agnico Eagle. The Heva East block is located about 4 kilometres to the southeast and consists of 30 contiguous claims largely covering sedimentary rocks of the Cadillac Group just north of the Piché Group. Some claims are subject to a 2% NSR royalty to the original holders, half of the royalty can be bought back for a payment of \$1,000,000.

*Exploration work on the property*

No exploration work on the ground was conducted on Heva during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.9 Jeremie (Au)**

*Property Description*

The Jeremie block now totals 42 claims (2,173 hectares), including 40 new cells, and covers a surface area of approximately 30 square kilometres. It is located approximately 10 kilometres northwest of Wallbridge's new Area 51-Fenelon gold discovery. The Jeremie property covers the northwest contact of the Jeremie Pluton. In October 2019, Wallbridge reported drill results from its Fenelon property (Tabasco zone), with grades reaching 27.0 g/t Au over 38.39 metres, 20.89 g/t Au over 8.54 metres, and 17.58 g/t Au over 11.04 metres (see press release by Wallbridge dated October 21, 2019).

*Exploration work on the property*

During Q3-21, Midland completed a biogeochemical survey covering a portion of the Jeremie property. The final results of the bark sampling were received but no obvious anomaly has been identified.

**4.10 Jouvex (Au)**

*Property Description*

The Jouvex property is located about 50 kilometres to the southwest of Matagami and as at September 30, 2021 is composed of 374 claims covering an area of approximately 20,871 hectares. See the Casault section for the details on the agreement signed with SOQUEM.

On April 7, 2021, the Corporation completed the acquisition from SOQUEM of two blocs of claims contiguous to the Jouvex property by paying \$60,000 and by issuing a 1% NSR royalty; the Corporation may, at any time, buy back the royalty, in all or in part, by making a cash payment of \$1,000,000 per tranche of 0.5% royalty.

*Exploration work on the property*

No exploration work on the ground was conducted on Jouvex during Fiscal 21. Midland is currently looking for a new partner for this project.



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**4.11 La Peltrie (Au), option agreement with Probe, operated by Probe**

*Property Description*

As at September 2021, the La Peltrie property comprises 482 claims covering a surface area of about 26,056 hectares and encompasses possible subsidiary faults to the south of the regional Lower Detour Fault over a distance of more than 10 kilometres. Some claims are subject to a 1% Gross Metal royalty.

On July 9, 2020, the Corporation signed an option agreement with Probe whereby Probe may earn a 50% interest in the La Peltrie property in consideration of the following:

	Cash payments		Exploration work	
	Commitment	Completed	Commitment	Completed
	\$	\$	\$	\$
Upon signature	50,000	50,000 <sup>1)</sup>	-	-
On or before July 31, 2021	55,000	55,000 <sup>2)</sup>	500,000	500,000
On or before July 31, 2022	70,000	-	700,000	153,102
On or before July 31, 2023	100,000	-	1,200,000	-
On or before July 31, 2024	125,000	-	1,100,000	-
<b>Total</b>	<b>400,000</b>	<b>105,000</b>	<b>3,500,000</b>	<b>653,102</b>

1) In July 2020, the Corporation received 37,879 shares of Probe based on a 5 days VWAP calculation to total \$50,000.

2) In July 2021, the Corporation received 32,544 shares of Probe based on a 5 days VWAP calculation to total \$55,000.

Probe is the operator.

After exercising this first option to earn a 50% interest, Probe may increase its interest to 65% (the second option) over a period of 2 years in consideration of exploration expenditures or cash payment totalling \$5,000,000.

*Exploration work on the property*

The final results of a high-resolution magnetic survey that covered the northern portion of the property were received. The final results of the bark sampling were received. At least four (4) Au and Cu anomalies were identified in the vicinity of the syntectonic pluton and were selected for IP surveys to be completed.

Three (3) induced polarization grids were surveyed this summer to cover biogeochemical anomalies identified along the perimeter of a syntectonic intrusion. The final results and interpretation of the three surveys are pending. A follow-up campaign, including a drilling program, is in preparation for 2022.

**4.12 Lac Esther (Au)**

*Property Description*

The Lac Esther property is located less than 30 kilometres to the north of the municipality of Lebel-sur-Quevillon, in Quebec and as at September 30, 2021 comprises 261 claims (14,634 hectares) . This important land position covers a strategic area straddling the southern contact of the syntectonic Waswanipi-South Pluton and the junction between two major regional faults, namely the Casa Berardi and Lamarck regional fault zones. These fault zones host several historical gold showings and deposits located near the Lac Esther property.

On May 11, 2020, the Corporation signed an agreement with Exiro Minerals Corp. whereby it acquired a bloc of claims contiguous to the Lac Esther property for a \$10,000 cash payment, \$35,000 work commitment to be completed before June 2021 and a 2% NSR royalty of which 1% can be bought back for a cash payment of \$1,000,000.

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On May 14, 2020, the Corporation signed an agreement with Goldseek Resources Inc. (“Goldseek”) whereby it swapped a bloc of claims of the Adam property with a bloc of claims contiguous to the lac Esther property. The Corporation received a 2% NSR royalty on Adam bloc of claims and this royalty can be bought back by Goldseek for a cash payment of \$1,000,000 to the Corporation. On the other hand, the Corporation assumes a 2% NSR royalty on the Lac Esther bloc of claims relating to a prior agreement and half of this royalty can be bought back by the Corporation for a cash payment of \$1,000,000. A \$14,328 value was estimated for the blocs of claims exchanged, based on the historical cost incurred on the Adam property.

### *Exploration work on the property*

During Q3-21, Midland completed a Mag Drone survey covering a small block of claims in the western portion of the Lac Esther property.

A soil survey (B-horizon) was completed during Q3-21 east of the former Lac Rose mine. A few new local gold anomalies were identified.

#### **4.13 Laflamme (Au-Ni-Cu-PGE)**, in partnership with Abcourt Mines Inc. and operated by Midland

### *Property Description*

The Laflamme property is located about 25 kilometres west of Lebel-sur-Quévillon in the Abitibi region. As at September 30, 2021, the Laflamme property consists of a total of 436 claims covering an area of approximately 23,411 hectares and Midland holds 77.9% of the property.

On August 17, 2009, the Corporation signed an agreement with Aurbec Mines Inc. (“Aurbec”), (previously a subsidiary of North American Palladium Ltd.) and on June 17, 2016, Abcourt Mines Inc. (“Abcourt”) acquired the interest in the property following the bankruptcy of Aurbec. Abcourt does not contribute to the exploration programs and is therefore being diluted.

Some claims were dropped in Fiscal 2021, therefore the Corporation impaired partially for \$12,865 the exploration property cost.

### *Exploration work on the property*

No exploration work on the ground was conducted on Laflamme during Fiscal 21.

#### **4.14 Lewis (Au)**

### *Property Description*

The Lewis property consists of 172 claims (9,593 hectares) and covers a strategic position characterized by a regional flexure proximal to the Guercheville-Opawica deformation zone. The Lewis project is located approximately 60 kilometres northwest of the Nelligan deposit, jointly held by Iamgold Corporation (75%) and Vanstar Mining Resources (25%). Some claims were dropped in Fiscal 2021, therefore the Corporation impaired partially for \$1,505 the exploration property cost.

### *Exploration work on the property*

In October 2020, a mechanical stripping program was conducted to further assess the Red Giant showing discovered by prospecting in the summer of 2020 in the northwest part of the Lewis project, approximately 8 kilometres northeast of the former Lac Shortt mine. These occurrences yielded several anomalous gold values in grab samples, with grades ranging from 0.2 g/t Au to 2.1 g/t Au.

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Stripping and channel sampling completed in October have confirmed the presence of a new gold-bearing structure over a width of more than 9 metres and a lateral distance of at least 25 metres. The gold-bearing zone is oriented east-west, shows increasing grade/thickness values westward, and remains completely open in this direction. Pyrite mineralization (3-5%) and quartz-carbonate veins are hosted in a mafic volcanic rock with strong ankerite and chlorite alteration. A total of four channel samples spaced 7 to 10 metres apart were collected on this structure over a lateral distance of 25 metres.

From west to east, the channel samples yielded the following results:

- Channel #1: 0.35 g/t Au over 9.0 metres, including 1.28 g/t Au over 1.0 metre
- Channel #2: 0.38 g/t Au over 8.0 metres, including 1.10 g/t Au over 1.0 metre
- Channel #3: 0.68 g/t Au over 3.0 metres, including 1.52 g/t Au over 1.0 metre
- Channel #5: 0.30 g/t Au over 2.0 metres

An IP survey totalling about 30 km was completed. Several anomalies were detected, mainly east of the new showing found in 2020.

The 2021 prospecting program was completed during Q3-21. A total of 76 samples were collected and led to the discovery of a new gold showing named Golden Nest. Grab samples from the new Golden Nest showing yielded gold grades of 10.2 g/t Au and 2.1 g/t Au. These values are located approximately 1.1 kilometres east of the Red Giant showing discovered by prospecting in 2020, where channel samples yielded values up to 0.35 g/t Au over 9.0 metres.

This new high-grade gold showing was discovered during prospecting work conducted in May 2021. The prospecting campaign was designed to cover high-priority induced polarization (IP) anomalies that were identified during the winter 2021 survey along the extensions of the Red Giant gold-bearing structure.

The Golden Nest showing is directly associated with a moderate chargeability anomaly (5-10 mv/V) coinciding with a sharp increase in resistivity. The gold-bearing zone corresponds to a small outcrop of approximately 10 square metres exhibiting 5 to 10% pyrite mineralization. The IP anomaly associated with this gold-bearing zone may be traced over a distance of at least 400 metres to the west. The gold-bearing zone is entirely new and has never been drill-tested.

Following the discovery made this past summer by prospecting at the Golden Nest showing, where grab samples yielded grades of 10.2 g/t Au and 2.1 g/t Au, mechanical stripping and channel sampling were completed in September. Approximately 50 samples are currently in the laboratory and assay results are pending.

#### **4.15 Maritime-Cadillac (Au)** in partnership with Agnico Eagle and operated by Agnico Eagle

##### *Property Description*

The property is located in the Abitibi region in Quebec, along the Cadillac-Larder break and is composed of 7 claims. The Corporation holds 49% of the Maritime-Cadillac property located south of the Lapa mine. This property is subject to a 2% net smelter return ("NSR") royalty; half of the royalty can be bought back for a payment of \$1,000,000.

As per the agreement signed in June 2009 and amended in November 2012 and May 2013, Agnico Eagle Mines Limited ("Agnico Eagle") and the Corporation are in a joint venture and future work are shared 51% Agnico Eagle - 49% the Corporation.

*Exploration work on the property*

During Q1-21, assays for two (2) drill holes totalling 1,311.0 metres that were completed during the month of September 2020 were received. Drill hole 141-20-41, totalling 879.0 metres and mainly designed to test the down-plunge extension of the Dyke East zone, intersected, near the end of the drill hole, a new gold-bearing zone associated with quartz veins and chlorite-biotite alteration in sediments of the Cadillac Group. This new gold zone yielded an interval grading 9.69 g/t Au over 1.0 metre from 847.3 to 848.3 metres. The Dyke East zone was also intersected, with an interval grading 0.33 g/t Au over 15.3 metres from 761.4 to 776.7 metres, including 1.44 g/t Au over 1.0 metre from 774.5 to 775.5 metres. In addition, a few gold values above 1 g/t Au were also intersected higher up in the drill hole.

The other drill hole (141-20-40) completed during this campaign totalled 432.0 metres and was drilled to test two parallel gold-bearing zones (the South and North zones). No significant results were intercepted.

Agnico Eagle and Midland are reviewing results to evaluate the possibility of conducting further drilling to test this new gold-bearing zone identified in Cadillac sediments in drill hole 141-20-41.

#### **4.16 Mistaouac (Au)**

*Property Description*

The Mistaouac property is located about 75 kilometres to the south-west of Matagami in Abitibi, Quebec and consists of 232 claims (11,579 hectares) as at September 30, 2021. This bloc is located less than 5 kilometres to the northeast of the Estrades Zn-Cu-Au deposit to the east of Casa Berardi.

Some claims were dropped therefore the Corporation impaired partially for \$5,673 in Fiscal 2021.

*Exploration work on the property*

A black spruce bark biogeochemistry survey was completed to cover the entire property. Several anomalies were identified, one of which is of particular interest along the contact of the Orvilliers pluton. This kilometre-scale anomaly is characterized by elevated values in Au, Ag, Cu, Mo, Sb and Te.

#### **4.17 Nomans (Au)**

*Property Description*

The Nomans property was acquired by map designation and consists of 776 claims (42,062 hectares) located approximately 60 kilometres east of the town of Matagami, Abitibi, Quebec, and adjacent to the west of the Chebistuan property held by Kenorland Minerals and currently optioned to Newmont Corporation.

This new gold project, named Nomans, consolidates a new strategic position acquired by Midland along the possible extension of the Sunday Lake Fault in northern Abitibi, approximately 130 kilometres east of the Fenelon and Tabasco deposits held by Wallbridge.

*Exploration work on the property*

During Q3-21, Midland completed a compilation of historical works conducted on this new property. A 3 -day prospecting campaign was completed during Q3-21. No significant anomaly was obtained.

A till survey (1 kg) is currently ongoing in the western portion of the property. These results will be received in early 2022 and will be used to prioritize the areas to be covered with additional till sampling and prospecting during the summer of 2022.

#### **4.18 Noyelles (Au)**

##### *Property Description*

The Noyelles property is located approximately 20 kilometres south of the town of Matagami, in Abitibi, Quebec and consists of 172 claims (9,616 hectares) as at September 30, 2021. This property provides control over more than 30 kilometres of structures with strong gold potential, within and proximal to the northern contact of the sedimentary Taibi Group along the Casa Berardi deformation zone.

##### *Exploration work on the property*

This new acquisition is located approximately 8 kilometres northeast of the Vezza gold deposit, held by Nottaway Resources Inc. and hosted in the southern part of the Taibi sediments, along the Douay-Cameron deformation zone. The latter also hosts the Douay deposit held by Maple Gold Mines Ltd. The Douay deposit is located approximately 25 kilometres west of Vezza and contains indicated resources estimated at 8.6 million tonnes grading 1.52 g/t Au (422,000 ounces of gold) and inferred resources of 71.2 million tonnes grading 1.03 g/t Au for 2.35 million ounces of gold (Source: NI 43-101 report by RPA dated December 6, 2019).

The Noyelles property covers, over a distance of more than 15 kilometres, the northern contact of the Taibi Group sediments along the Casa Berardi North deformation zone. A felsic intrusion, approximately 4 kilometres long, lies near this contact. The intrusion causes a structural complexity and potential gold traps associated with low-pressure zones along the lateral extensions of the intrusion. A few historical gold occurrences are reported near this contact, namely the historical Ludger gold showing, located approximately 3 kilometres east of Noyelles, where grades reaching 7.6 g/t Au over 2.3 metres in channel sample and up to 2.2 g/t Au over 3.9 metres in drill hole are reported (Source: MERN-SIGEOM NTS sheet 32F11; GM 57119).

A compilation of historical works has been completed and a high-resolution magnetic survey is currently in preparation to begin in early 2022.

#### **4.19 Patris (Au)**

##### *Property Description*

The Patris property is located about 30 kilometres to the north-east of Rouyn-Noranda and as at September 30, 2021 consists of 277 claims (11,289 hectares). Some claims are subject to the following NSR royalties:

- 1.5%, the Corporation can buy it back for \$500,000 per 0.5% tranche for a total of \$1,500,000;
- 1%, the Corporation can buy it back for \$500,000 per 0.5% tranche for a total of \$1,000,000;
- 2%, the Corporation can buy it back for \$1,000,000 per 1% tranche for a total of \$2,000,000;
- 2%, the Corporation can buy it back for \$500,000 the first 1% tranche and for \$1,000,000 for the second 1% tranche, for a total of \$1,500,000.

##### *Exploration work on the property*

During the spring of 2021, a Drone magnetic survey was completed in the southern half of the property. These results allowed to better define the structural pattern and to identify new folded structures never interpreted before.

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New exploration targets were identified following a new lithochemical interpretation of the entire property. These new targets include the depth extension of drill holes PAT-15-05 and PAT-16-08, which identified an extensive hydrothermal alteration zone (Au-Ag-Pb-Mo-Te) more than 80 metres wide. In addition, two new target areas associated with Camflo-type alkaline intrusions were identified near the La Pause Fault, where turbidites of the Kewagama Group are in contact with volcanic rocks of the Malartic Group.

### 4.20 Samson (Au)

#### *Property Description*

As at September 30, 2021, the Samson property consists of 280 claims covering a surface area of about 15,545 hectares about 50 kilometres west of the town of Matagami, in Abitibi.

#### *Exploration work on the property*

As a follow-up to the new gold discovery made in July 2020 at Golden Delilah on the Samson property, a second drilling campaign consisting of seven (7) drill holes totalling 1,810 metres was completed in September 2020.

Drill hole SAM-20-15, collared approximately 350 metres southeast of the Golden Delilah zone, intersected a new gold-bearing zone grading 23.0 g/t Au over 1.05 metre from 317.10 to 318.15 metres. This new zone is included within a wider interval with anomalous gold and arsenic over more than twenty metres, from 314.95 to 337.25 metres. This new zone, hosted at the contact of ultramafic rocks with pyrite and arsenopyrite mineralization, coincides with a fold nose clearly outlined by the magnetic survey and remains open in all directions.

Upon reception and interpretation of analytical results in early 2021, the geochemical affinity of numerous dykes and an intrusive stock was confirmed as being alkaline. Compositions range from monzonites to quartz monzonites, monzodiorites and monzogabbros. All of the main mineralized zones observed in 2020 drill holes are intimately associated with these dykes of alkaline affinity. The mineralized zones also exhibit brecciated textures and brittle faulting, typical of mineralization emplaced at shallow depths, in epithermal conditions. The Golden Delilah zone (see below) shows an uncommon metal assemblage with silver-gold-lead-antimony-arsenic, also typical of neutral epithermal mineral deposit types. These observations strongly suggest that mineral occurrences observed on Samson in 2020 represent the external parts of a magmatic-hydrothermal system associated with alkaline dykes, either of the syenite-associated disseminated gold (Robert, 2001) or of the intrusion-related gold (Hart et al., 2007) variety.

A biogeochemical and an IP survey were completed. The results of the IP survey were received as well as the results of the bark sampling. A new biogeochem anomaly (Au) was identified about 2 km to the south-east of Golden Delilah. This area has never been drilled. Moreover, a new IP anomaly was identified about 2 km north-east of Golden Delilah. This new area located along the Lower Detour fault has never been drilled either.

A seven (7) holes drilling program totalling 2,405 metres was completed during Q3-21. The best results came from a porphyry intrusion in hole SAM-21-18 to the north-east of Golden Delilah that returned 3.2 g/t Au over 0.50 metre from 65.05 to 65.55 metres. A new Au-bearing structure /breccia was identified near surface in hole SAM-21-22 and near the fold hinge. That zone returned 0.3 g/t Au over 5.05 metres from 101.95 to 107.00 metres. The other best results include 0.47 g/t Au over 0.45 metres in hole SAM-21-23 from 140.5 to 140.95 metres and 0.26 g/t Au over 3.0 metres from 245.0 to 248.0 metres in hole SAM-21-24.

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A black spruce bark biogeochemistry survey was conducted in the winter of 2021 in the vicinity of the new high-grade gold discovery at Golden Delilah, which graded up to 99.1 g/t Au over 0.40 metre (DDH SAM-20-10; 106.45-106.85 m) and 23.0 g/t Au over 1.05 metres (DDH SAM-20-15; 317.10-318.15 m). This biogeochemistry survey identified a new gold anomaly located approximately 2 kilometres southeast of the Golden Delilah showing. This new area has never been drill-tested and is located near the western contact of a felsic pluton, where identified gold anomalies are aligned along structures mainly trending NW-SE and N-S.

**4.21 Turgeon (Au)**

*Property Description*

The Turgeon property is wholly owned by Midland and is located 150 kilometres to the south-west of Matagami. As at September 30, 2021, it consists of 85 claims (4,730 hectares) in the Abitibi region of Quebec.

Some claims were dropped therefore the Corporation impaired partially for \$35,256 in Fiscal 2021.

*Exploration work on the property*

No exploration work on the ground was conducted on Turgeon during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.22 Valmond (Au)**

*Property Description*

The Corporation acquired claims by map staking about 50 kilometres to the west of the town of Matagami, Abitibi. As at September 30, 2021, this property consists in 48 claims covering an area of approximately 2,672 hectares.

*Exploration work on the property*

No exploration work on the ground was conducted on Valmond during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.23 Veza (Au)**

*Property Description*

The Veza property is wholly owned by Midland and is located 3 kilometres west of the Veza mine. As at September 30, 2021, it consists of 6 claims (2 blocks of 3 claims) covering a surface area of about 335 hectares in the Abitibi region of Quebec.

*Exploration work on the property*

No exploration work conducted on Veza during Fiscal 21. Midland is currently looking for a new partner for this project.

#### **4.24 Wawagotic (Au)**

*Property Description*

The Wawagotic property is wholly owned by Midland and is located 30 kilometres east of Detour Lake. As at September 30, 2021, it consists of 57 claims covering a surface area of about 3,162 hectares in the Abitibi region of Quebec.

*Exploration work on the property*

No exploration work conducted on Wawagotic during Fiscal 21. Midland is currently looking for a new partner for this project.

### **GRENVILLE-APPALACHES**

#### **4.25 Gatineau (Zn), in partnership with SOQUEM, operated by SOQUEM**

*Property Description*

The Gatineau property is a land position for zinc, including as at September 30, 2021, 259 claims (15,282 hectares) distributed in the Gatineau Area, approximately 200 kilometres northwest of the city of Montreal.

On February 20, 2020, the Corporation signed a strategic alliance with SOQUEM, in which SOQUEM transferred to the Corporation its 50% interest in the Casault and Jouvex properties in exchange for:

- A 1% NSR royalty; Midland may, at any time, buy back the royalty, in all or in part, by making a cash payment of \$1,000,000 per tranche of 0.5% NSR; and
- 50% undivided interest in a joint venture relating to seven existing mining properties forming the Gatineau project.

As part of this new strategic alliance:

- The projects acquired under the target generation program will be declared designated projects once the mining rights have been acquired.
- Each designated project will be the object of a distinct joint venture agreement, the terms of which will be similar to the joint venture agreements to be signed relating to the active properties.
- The parties are not subject to budgetary obligations under the target generation program.
- The target generation program will last for a period of 2 years, unless it is extended by mutual written consent of both parties.
- SOQUEM will be project manager under the target generation program and for all joint ventures formed on designated projects; the Corporation may assign up to 30% of personnel.

*Exploration work on the property*

A compilation of historical works within the area of interest and targeting was completed. Soil sampling and prospecting over the properties started during Q3-21 and the results are still pending.

#### **4.26 Ski**

*Property Description*

The Ski property staked, consists of 5 claims as of September 30, 2021 and is located in the 31J02 NTS sheet in the Vallee de la Gatineau.



#### **4.27 Tête Nord (Ni-Cu)**

##### *Property Description*

The Corporation assembled the Tête Nord property through map staking and acquisition. This property is located about 15 km east of the town of La Tuque and comprises a total of 935 claims forming five (5) separate blocks and covering approximately 52,261 hectares. 56 of these claims were acquired by purchase on November 13th, 2020 from Les Ressources Tectonic Inc. (\$100,000 of which \$30,000 is payable upon signature, \$35,000 on the first anniversary and \$35,000 on the second anniversary) and are subject to 2% NSR royalty, the Corporation can buy it back the royalty for \$1,500,000 per 1.0% tranche for a total of \$3,000,000.

In March 2021, the Corporation signed four agreements with different prospectors whereby it acquired blocs of claim for cash payments totalling \$41,050. The Corporation issued three 2% NSR royalties to the prospectors. The Corporation may, at any time, buy back each royalty, in all or in part, by making a cash payment of \$2,000,000 per royalty, \$1,000,000 per tranche of 1% royalty. For the fourth agreement, the Corporation agreed to make a \$25,000 payment if a resources estimate is completed on the bloc acquired or on the 40 contiguous claims owned by the Corporation.

See section 2.5 for option agreement signed with RTEC.

##### *Exploration work on the property*

Midland is compiling the historical works on the property. A one-week prospecting program took place in July 2021 in the vicinity of the Savane and Rochette showings. Several new Ni-Cu anomalies were identified in the vicinity of the Savane showing.

#### **4.28 Weedon (Cu-Zn-Au)**

##### *Property Description*

This property is located in the Eastern Townships, about 120 km south of Quebec City and as at September 30, 2021 is comprised of 149 claims covering an approximate area of 7,280 hectares. Some claims are subject to NSR royalties of:

- 1%, the Corporation can buy it back the royalty for \$500,000 per 0.5% tranche for a total of \$1,000,000;
- 0.5%, the Corporation can buy it back this royalty for \$500,000;
- 1.5% on all metals except gold and silver, the Corporation can buy it back for \$500,000 per 0.5% tranche for a total of \$1,500,000.

Some claims were dropped therefore the Corporation impaired partially for \$31,588 in Fiscal 2021 the exploration property cost.

##### *Exploration work on the property*

A till sampling survey was completed to the east of the Lingwick deposit during Q1-20. The area explored returned interesting values in gold, copper and zinc. The lack of high-quality information (geology, geochemistry, geophysics) do not help to define a precise target. However, the strong presence of quartz fragments and the gold value of 136 ppb Au in concentrate, could lead towards an IP anomaly in the vicinity of the Lingwick deposit. It is recommended to make a follow-up of these anomalies with a drilling program using a tight spacing.

During the summer of 2021, a Drone magnetic survey covered the most part of the property (Weedon and Lingwick sectors). These works led to the identification of a possible volcanic rock enclave within the intrusion that cuts the Weedon deposit. This newly identified area is also characterized by the presence of VTEM conductors from the 2008 survey that will have to be covered with additional geophysical and geochemical works.

**JAMES BAY**

**4.29 BJ Gold (Au)**

*Property Description*

Midland owns a 100% interest on 194 claims as at September 30, 2021 covering 9,961 hectares in the James Bay Area. Some claims were dropped therefore the Corporation impaired partially for \$6,960 (\$262,798 in Fiscal 20) the exploration property cost.

*Exploration work on the property*

Prospecting work carried out in August on the Galinée gold project identified several new gold-bearing boulders that yielded values in grab samples up to 1.43 g/t Au, 1.40 g/t Au and 1.08 g/t Au south of the Elsa showing. Other boulders were also discovered approximately 2 kilometres further west, grading up to 0.96 g/t Au and 0.50 g/t Au (grab samples). Several induced polarization anomalies remain unexplained to the north of these gold-bearing boulders.

**4.30 BJ Eleonore (Au)**

*Property Description*

The Eleonore new property is divided in three distinct blocks with two of them within 25 kilometres from the Eleonore gold discovery of Newmont and one southeast 30 km further along strike. It encompasses a group of 264 claims covering an area of approximately 13,846 hectares as at September 30, 2021.

*Exploration work on the property*

A soil survey was completed on the property during Q4-21 and the results are pending.

**4.31 Elrond (Au)**

*Property Description*

The Elrond property consists as at September 30, 2021 of 197 contiguous claims covering a total surface area of 10,175 hectares.

*Exploration work on the property*

The final results of the 80 till samples collected over the summer, southwest of Harfang Exploration Inc.'s Serpent gold project, have been recently received but the final interpretation is ongoing.

**4.32 Fangorn (Au)**

*Property Description*

The Fangorn property consists as at September 30, 2021 of 16 contiguous claims covering a total surface area of 816 hectares.

*Exploration work on the property*

No exploration work conducted on Fangorn during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.33 Helm's Deep (Au)**

*Property Description*

The Helm's Deep property consists as at September 30, 2021 of 70 contiguous claims covering a total surface area of 3,699 hectares.

*Exploration work on the property*

No exploration work conducted on Helm's Deep during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.34 JV Eleonore (Au), in partnership with Osisko, operated by Osisko**

*Property Description*

On June 13, 2016, a joint-venture agreement (50%-50%) was signed with Osisko Mining Inc. ("Osisko") whereby Osisko and the Corporation cooperate and combine their efforts to explore the JV Eleonore. The property is located 12 kilometres southeast and northwest of Newmont's Eleonore deposit. Osisko is the operator. Each partner obtained a 0.5% NSR royalty as a mutual consideration for the constitution of the joint venture.

The property is located 12 kilometres southeast and northwest of Newmont's Eleonore deposit. The property regroups several properties for a total of 578 claims covering a surface area of about 30,281 hectares.

*Exploration work on the property*

No exploration work conducted on JV Eleonore during Fiscal 21.

**4.35 Komo (Au)**

*Property Description*

The Corporation acquired by map designation the Komo project with strong gold potential totalling 393 claims (20,743 hectares), located near the recent Patwon gold discovery made by Azimut Exploration Inc. ("Azimut") on its Elmer project (Eeyou Istchee James Bay, Quebec). The western part of the project lies approximately 7 kilometres south of the Azimut discovery.

The Komo project covers, over nearly 40 kilometres, the same volcanic belt that hosts the Patwon discovery. Azimut recently announced several significant gold-bearing drill intercepts on Patwon, namely 3.15 g/t Au over 102.0 metres, including 10.1 g/t Au over 20.5 metres (press release by Azimut dated January 14, 2020).

The Komo project also covers, over approximately 30 kilometres, the highly prospective contact between the La Grande and Opinaca/Nemiscau geological subprovinces. This contact hosts most of the known gold deposits in the James Bay region, namely the Eleonore mine (Newmont) and the La Pointe and Cheechoo deposits. The portion of the project located nearest the Patwon discovery shows a structural setting highly favourable for gold, with a folded gabbro unit located in the pressure shadow of a large-scale intrusion. A historical molybdenum-copper occurrence on the project also indicates potential for porphyry-type mineralization on Komo.

Some claims were dropped therefore the Corporation impaired partially for \$9,369 in Fiscal 21 the exploration property cost.

*Exploration work on the property*

The highlight of the Q4-20 exploration program on Komo is the identification of a new area with anomalous gold based on the results of a prospecting campaign and a soil geochemistry survey conducted in the late summer of 2020.

This new gold-bearing area, which extends for approximately 500 metres along a northeast strike, is characterized by five (5) anomalous gold values in soils (B horizon) ranging from 24 ppb Au to 123 ppb Au, whereas background values in the area are generally below 10 ppb Au. This cluster of gold values in soils, combined with two (2) new gold values obtained in grab samples, at 0.15 g/t Au and 0.22 g/t Au, mark this area as a new unexplored high-priority exploration target. The gold occurrences are characterized by the presence of fractured felsic to mafic volcanoclastic host rocks altered to epidote and containing quartz veins and trace to 1% disseminated pyrite.

Less than 1 kilometre southwest of this anomalous area, another grab sample yielded values of 0.25 g/t Au and 0.1% Cu in rhyolites containing 1% disseminated pyrite-pyrrhotite with trace chalcopyrite. The rhyolites exhibit calc-silicate alteration with the presence of amphiboles, which may be indicative of a metamorphosed distal orogenic alteration.

**4.36 McDuff (Cu-Au-Mo-Ag)**

*Property Description*

The McDuff property consists as at September 30, 2021 of 159 (8,394 hectares).

*Exploration work on the property*

No exploration work conducted on McDuff during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.37 Minas Tirith**

*Property Description*

The Minas Tirith property consists as at September 30, 2021 of 4 claims (213 hectares).

*Exploration work on the property*

No exploration work conducted on Minas Tirith during Fiscal 21. Midland is currently looking for a new partner for this project.

**4.38 Moria (Ni-Cu)**

*Property Description*

The Moria property consists as at September 30, 2021 of 110 claims (5,812 hectares).

*Exploration work on the property*

No exploration work conducted on Moria during Fiscal 21. Midland is currently looking for a new partner for this project.

#### **4.39 Mythril (Au-Cu-Mo)**

##### *Property Description*

The Mythril property consists as at September 30, 2021 of 2,199 claims (112,035 hectares). The Corporation wrote off a project included in the Mythril property for \$6,096 (partial impairment for \$150,690 in Fiscal 20).

##### *Exploration work on the property*

During the winter of 2020, a pole-dipole (n=20) induced polarization survey, designed to test the deeper bedrock, was initiated in the vicinity of the fault hosting the Faramir showing, to identify chargeability (IP) anomalies indicative of the more mineralized parts of the Cu-Mo system. About 50% of the survey was completed before it had to be interrupted due to the COVID-19 crisis.

Within the survey grid, the IP line located furthest to the southeast shows a deep chargeability anomaly in the fault zone, which may represent a more strongly mineralized part of the system. The remainder of the IP survey, totalling approximately 20 kilometres, was completed during the winter of 2021, in preparation for a drilling program in the summer of 2021.

During the past year, a 3D geological model of mineralization in the main area of the Mythril project was built using Leapfrog, to improve our understanding of the controls of the mineralized system at Mythril. Modelling of the mineralized envelope was carried out to determine where additional Cu-Au-Mo-Ag mineralization may be discovered. In addition, new drilling targets were identified by studying relationships between geology, alteration and geophysics. Some of these targets consist of untested areas where a favourable geological and geophysical setting was identified. These settings include IP anomalies characterized by chargeability highs and/or magnetic anomalies near the southern contact with the conglomerate unit. Other targets consist of possible extensions of higher-grade mineralized zones.

During Q3-21, a drilling program consisting in seven (7) holes totalling 1,647 metres was completed. The program targeted mainly untested IP targets near the contact with the conglomerates in favorable areas highlighted by the 3D-Model.

Drill hole MYT-21-38, collared on line 5+00E, tested a lateral gap of approximately 300 metres between drill holes MYT-19-01 and MYT-19-03. Drill hole MYT-21-38 intersected a mineralized zone from 56.50 to 85.00 metres grading 0.59% Cu, 0.05 g/t Au, 1.87 g/t Ag and 0.025% Mo (0.74% CuEq\*) over 28.50 metres including 1.02% Cu, 0.09 g/t Au, 2.62 g/t Ag and 0.048% Mo (1.29% CuEq\*) over 10.50 metres from 56.50 to 67.00 metres. This interval includes two high-grade zones that returned values of 8.73% Cu, 1.29 g/t Au, 22.4 g/t Ag and 0.87% Mo (13.2% CuEq\*) over 0.50 metre from 57.80 to 58.30 metres, as well as 3.50% Cu, 0.11 g/t Au, 6.17 g/t Ag and 0.04% Mo (3.77% CuEq\*) over 1.20 metres from 59.80 to 61.00 metres. This zone is also included within a larger interval grading 0.25% CuEq\* over 104.6 metres from 18.0 to 122.6 metres.

Drill hole MYT-21-39, collared on line 6+00E, intersected a Cu-Au zone grading 1.34% Cu, 3.14 g/t Au, 10.14 g/t Ag and 0.005% Mo (3.55% CuEq\*) over 3.10 metres between 227.60 and 230.70 metres including 2.32% Cu, 13.75 g/t Au, 40.3 g/t Ag and 0.002% Mo (11.90% CuEq\*) over 0.70 metre, from 230.00 to 230.70 metres. This interval is included within a large interval that yielded 0.25% CuEq\* over 59.70 metres between 171.00 and 230.70 metres.

Drill hole MYT-21-40, collared on line 8+00E, intersected a zone grading 0.63% CuEq\* over 5.0 metres from 21.00 to 26.00 metres, while a second zone returned 0.53% CuEq\* over 3.75 metres from 96.75 to 100.50 metres. From 146.50 to 152.00 metres, another mineralized interval graded 0.25% CuEq\* over 5.50 metres. In addition, a gold-bearing interval was also intersected in the same drill hole, grading 5.95 g/t Au over 1.50 metres from 192.00 to 193.50 metres.

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Drill hole MYT-21-41 (line 10+50E) intersected an interval grading 0.40% CuEq\* over 5.0 metres from 72.00 to 77.00 metres, including a zone at 1.82% CuEq\* over 0.75 metre from 72.00 to 72.75 metres.

Over the course of August, a prospecting campaign led to the discovery of two new high-grade boulders on the Chisaayuu claim block of the Mythril Regional project. These gold-bearing boulders are located approximately 75 kilometres east of the Cu-Au-Ag-Mo Mythril zone, where the 3D model is currently being updated to include the results of the 2021 drilling program. Such as hole MYT-21-38 where 0.59% Cu, 0.05 g/t Au, 1.87 g/t Ag and 0.025% Mo over 28.50 metres from 56.50 to 85.00 metres, including 1.02% Cu, 0.09 g/t Au, 2.62 g/t Ag and 0.048% Mo over 10.50 metres from 56.50 to 67.00 metres, was obtained.

The two mineralized boulders discovered this summer on Chisaayuu yielded values of 10.25 g/t Au, 8.02 g/t Ag (in Boulder 1), and 7.99 g/t Au, 166 g/t Ag, 0.4% Cu and 0.07% Mo (in Boulder 2). A till sampling program is in preparation for the summer of 2022, as a follow-up and to locate the source of the boulders.

#### **4.40 Shire (Zn-Cu)**

##### *Property Description*

The Shire property consists as at September 30, 2021 of 148 contiguous claims covering a total surface area of 7,870 hectares.

##### *Exploration work on the property*

No exploration work conducted on Shire during Fiscal 21. Midland is currently looking for a new partner for this project.

#### **4.41 Wookie (Au)**

##### *Property Description*

The Corporation holds the Wookie project totalling 185 claims (12,881 hectares), located near the recent Patwon gold discovery made by Azimut Exploration Inc. ("Azimut") on its Elmer project (Eeyou Istchee James Bay, Quebec). The Corporation impaired partially the property for the claims that were dropped for \$9,656.

##### *Exploration work on the property*

No significant result was received for the Wookie prospecting program conducted during Q4-20.

#### **4.42 JV Altius (Au)**

On February 10, 2017, the Corporation had signed a letter of intent creating a strategic alliance with Altius Minerals Corporation ("Altius"), whereby Altius and the Corporation will combine their efforts to jointly explore the gold potential of the extensive James Bay region.

On February 12, 2019, the parties jointly decided to terminate the Alliance. The designated projects as per the Alliance (Elrond, Gondor, Helms Deep, Isengard, Minas Tirith, Moria, Shire, Mythril and Fangorn) maintain their 1% NSR royalty in favor of Altius, on the claims that were active at the time of their designation.

## **NORTHERN QUEBEC**

### **4.43 BHP Alliance (NI)**

#### *Alliance Description*

During 2021, a total of 1,194 claims (52 485 hectares) were map staked by Midland Base Metals (« MBM ») within the AOI of the strategic alliance with BHP.

On August 20, 2020, the Corporation signed an agreement with Rio Algom Limited, a wholly-owned subsidiary of BHP Group plc (“BHP”), for a new strategic alliance (“Alliance”) for the initial funding by BHP of a generative exploration phase and opportunities for joint contributions to advance nickel exploration within the Nunavik territory, Quebec.

#### *Generative Phase (I)*

During the first phase of the Alliance, BHP will fund at 100% up to \$1,400,000 on an annual basis for a minimum of two years. The Corporation is acting as operator and the main objective is to generate, identify and secure exploration projects to be advanced to a drill-ready stage through further exploration work. BHP may propose additional exploration work for up to 700,000 before advancing an identified project to the second phase.

Following the first phase, one or more specific exploration targets may be advanced to a second phase to be further developed as a separate designated project.

#### *Testing Phase (II)*

During this second phase, each designated project will have its own work program and budget with the objective, mainly through drilling, to test and further develop the identified targets. The Corporation will act as operator during the testing phase subject to BHP’s right to become the operator of any designated project.

For each designated project, the testing phase will last up to four years, with a total budget of up to \$4,000,000 with a minimum of \$700,000 to be spent during the first year. During this phase, BHP and the Corporation will fund 75% and 25%, respectively, for approved work programs.

In addition, for each designated project, BHP will pay to the Corporation a designated project fee, structured as follows: \$250,000 on or before the first anniversary, \$250,000 on or before the second anniversary and \$500,000 on or before the third anniversary, of the testing phase, for a maximum of \$1,000,000 per designated project.

BHP has the right to cease contributing its share of the funding of a designated project in which case the Corporation would have the right to retain a 100% interest of the designated project and BHP would receive a 1% NSR royalty. The Corporation would have a right to buy-back such royalty for a one-time cash payment of \$1,500,000. Total royalty payments would be capped at \$3,000,000 per designated project.

BHP may decide to advance any designated project to the third phase as a joint venture project (“JV Project”).

#### *Joint Venture Phase (III)*

For this third phase, a formal joint venture would be formed with initial participating interests being 70% BHP and 30% the Corporation. Both parties would contribute to the expenses pro-rata to their participating interests. BHP would be the operator for all JV Projects.

For each JV Project, BHP will pay to the Corporation a joint venture success fee of \$200,000 after the formation of the joint venture including transfer of tenements, data ownership and any other assets related to the JV Project to, or for the benefit of, the joint venture.

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If a party's participating interest in the joint venture is diluted below 10%, such interest would be converted into a 1.5% NSR royalty on the JV Project. The non-diluted party would have a right to buy-back such royalty for a one-time cash payment of \$2,500,000. Total royalty payments would be capped at \$5,000,000 per JV Project.

### *Exploration work in the area of interest*

During Q4-20, two weeks of prospecting were completed within the area of interest. The best grab samples results returned 0.61% Ni, 0.34% Cu, 0.11% Co and 82 ppb Pd. The sample is a massive 2-10 cm thick sulphide horizon injected in a fracture in a strongly rusted pyroxenite.

During Q3-31 a 5,000 km VTEM survey (2 blocks) was completed within the area of interest. Several new anomalies were identified and prioritized for the September prospecting program.

A three (3)-week prospecting program was completed in September and October under the Ni-Cu Alliance with BHP. This program was mainly designed as a ground follow-up of VTEM-type electromagnetic anomalies identified during the summer 2021 survey. More than 100 samples were collected, and assay results are pending.

#### **4.44 Labrador Trough alliance - SOQUEM**

##### *Alliance Description*

On February 18, 2021, the Corporation signed a strategic alliance with SOQUEM to jointly explore the Labrador Trough, for an amount of up to \$5,000,000 over 4 years. A joint annual budget of \$1,000,000 over a period of 4 years (firm commitment totalling \$2,000,000 for the first 2 years), for a total of up to \$4,000,000, will be provided under the alliance for the targeting and field reconnaissance phase. Midland will be the project operator in charge of exploration work during the targeting and field reconnaissance phase. An additional, firmly committed, joint budget of \$1,000,000 for the second year is provided under the agreement to explore the designated projects. The joint budgets for exploration work in the third and fourth years on the designated projects shall be approved by the project's management committee. SOQUEM will become project operator on all designated projects.

During 2021, a total of 138 claims (6,362 hectares) were map staked by Midland and SOQUEM (50%-50%) within the AOI of the strategic alliance with SOQUEM.

##### *Exploration work in the area of interest*

During Q3-21, compilation of historical data and targeting were initiated for the Labrador Trough alliance with SOQUEM. Several high priority targets were selected for the 2021 prospecting program.

During the summer of 2021, two phases of prospecting totalling three weeks each were conducted in partnership with SOQUEM under the Labrador Trough Alliance. More than 900 samples were collected, and assay results are pending.

#### **4.45 Nachicapau**

##### *Property Description*

As at September 30, 2021, the property totals 49 claims covering approximately 2,324. The Corporation dropped the claims and wrote off the property for \$25,042.

##### *Exploration work on the property*

No exploration work conducted on Nachicapau during Fiscal 21. Midland is currently looking for a new partner for this project.



#### **4.46 Pallas (PGE)**

##### *Property Description*

As at September 30, 2021, the property totals 330 claims covering approximately 15,822 hectares in the Labrador Trough («Trough») some 80 kilometres west of Kuujuaq, Québec. Some claims were dropped therefore the Corporation impaired partially for \$8,099 the exploration property cost (\$6,060 in Fiscal 20).

##### *Exploration work on the property*

No exploration work conducted on Pallas during Fiscal 21. Midland is currently looking for a new partner for this project.

#### **4.47 Soissons (Ni-Cu-Co)**

##### *Property description*

The Soissons property consists of a total of 175 claims (8,226 hectares) and is located approximately 150 kilometers southeast of the town of Kuujuaq, Quebec, in the geological province of Churchill.

##### *Exploration work on the property*

A ground EM survey ( SQUID-LT) was completed on the Papavoine showing during Q3-21. These works led to the identification of several conductors down to a depth of 600 metres including one that has never been drill tested.

#### **4.48 Soissons-NMEF (Ni-Cu-Co)**

##### *Property Description*

On July 27, 2018, the Corporation signed a partnership agreement (50%-50%) with the Nunavik Mineral Exploration Fund (“NMEF”), to explore an area of the Soissons property located between 50 and 100 kilometers southeast of Kuujuaq, Nunavik, Quebec. The NMEF will be the operator of the partnership. As at September 30, 2021, this project consists of a total of 51 claims (2,362 hectares).

##### *Exploration work on the property*

Prospecting works were carried out during Q4-21 and assay results and the final report from NMEF are pending.

#### **4.49 Willbob (Au)**

##### *Property Description*

The Willbob property in the Labrador Trough consists of 1,007 claims (46,097 hectares) as of September 30, 2021 and is located approximately 66 kilometres west-southwest of Kuujuaq (Québec), near and in a geological environment similar to Midland’s Pallas Project.

The Corporation owns the Willbob property and some claims are subject to the following royalties:

- 2% NSR royalty
- 2% NSR royalty of which 1% can be bought back for a payment of \$1,000,000.

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*Exploration work on the property*

No exploration work conducted on Willbob during Fiscal 21. Midland is currently looking for a new partner for this project.

**PROJECTS GENERATION**

Midland continued some geological compilation programs in Quebec for the acquisition of new strategic gold and base metal properties.

**Other Activities**

Midland is proactive in the acquisition of new mineral exploration properties in Quebec. Management is constantly reviewing other opportunities and other projects to improve the portfolio of the Corporation. Acquisition opportunities outside of Quebec will also be considered. Midland prefers to work in partnership and fully intends to secure new partnerships for its properties and its 100% owned properties.

**5. WORKING CAPITAL**

Management is of the opinion that it will be able to maintain the status of its current exploration obligations and to keep its properties in good standing for at least the next twelve months. Advanced exploration of some of the mineral properties would require substantially more financial resources. In the past, the Corporation has been able to rely on its ability to raise financing in privately negotiated equity offerings. There is no assurance that such financing will be available when required, or under terms that are favourable to the Corporation. The Corporation may also elect to advance the exploration and development of mineral properties through joint-venture participation.

	<b>Fiscal 22 forecast</b>
	\$
Working capital opening	7,505,000
Operating expenses, excluding non-cash items	(1,621,000)
Project management fees and interest income	259,000
Flow-through private placement	2,500,000
Private placement	90,000
Share issue expenses	(150,000)
Exploration budget paid by Midland	(3,151,000)
Mining credits of preceding years	1,320,000
Payments received – option agreements and alliances	280,000
Property maintenance	(579,000)
Cash used	(1,052,000)
<b>Working capital ending</b>	<b>6,453,000</b>

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**6. SELECTED ANNUAL INFORMATION**

	<b>Fiscal 21</b>	<b>Fiscal 20</b>	<b>Fiscal 19</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Project management fees	202,218	23,754	33,684
Loss	(1,023,800)	(1,345,977)	(1,142,784)
Loss per share, basic and diluted	(0.01)	(0.02)	(0.02)

  

	<b>As at September 30,</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Total assets	39,915,196	38,893,801	38,615,831

**7. SUMMARY OF RESULTS PER QUARTERS**

For the eight most recent quarters:

	<b>Q4-21</b>	<b>Q3-21</b>	<b>Q2-21</b>	<b>Q1-21</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Project management fees	29,086	110,898	56,574	5,660
Net earnings (loss)	(342,253)	(53,448)	(278,208)	(349,891)
Loss per share	(0.01)	-	-	(0.01)
Total assets	39,915,196	40,362,517	39,989,959	40,047,976

  

	<b>Q4-20</b>	<b>Q3-20</b>	<b>Q2-20</b>	<b>Q1-20</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Project management fees	23,230	-	159	365
Net earnings (loss)	(290,412)	(92,179)	(644,483)	(318,903)
Loss per share	-	-	(0.01)	(0.01)
Total assets	38,615,831	38,105,912	38,247,363	39,141,336

Highlights in Fiscal 21:

- Q4-21
  - Casault: 5,295 metres drilling
  - Gaudet: 4,483 metres drilling
- Q3-21
  - Samson: 2,405 metres drilling
  - Mythril: 1 647 metres drilling
- Q2-21
  - SOQUEM alliance agreement on the Fosse trough property
- Q1-21
  - \$2,284,750 flow-through financing and \$96,209 hard cash financing with BHP

**8. FOURTH QUARTER**

The Corporation reported a loss of \$342,253 for Q4-21 compared to a loss of \$290,412 for Q4-20.

Operating expenses decreased to \$369,354 in Q4-21 compared to \$472,074 in Q4-20:

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- Professional fees decreased to \$98,282 (\$178,796 in Q4-20). Legal fees decreased considering the negotiations of several partnership agreements that occurred in Q4-20. Also, a mandate was given to an external firm to develop rules and procedures in health and safety in Q4-20.

Interest income decreased to \$15,090 (\$55,153 in Q4-20). The weighted average interest rate earned on the investments is half of that earned in Fiscal 20. In addition, considering the magnitude of the executed exploration programs, the investments balance decreased from \$9,716,000 on September 30, 2020 to \$5,940,390 on September 30, 2021.

The Corporation recorded change in fair value – listed shares unfavorable of \$15,059 (favorable of \$56,061 in Q4-20).

- An unfavorable change in fair value of \$26,000 was recorded on the Niobay shares (favorable of \$50,000 in Q4-20);
- A favorable change in fair value of \$10,941 was recorded on the share of Probe (\$6,061 in Q4-20).

Those shares were received as part of option agreement on properties.

No recovery of deferred income taxes (non-cash item) was recognized to record the amortization (\$49,623 in Q4-20), in proportion of the work completed, of the premium related to flow-through shares following the November 2020 private placement (December 2019 in Fiscal 20). All exploration work imposed by the November 2020 flow-through financing was completed before June 30, 2021. The exploration work imposed by the December 2019 flow-through financings was completed in Q4-20.

The Corporation incurred \$1,909,477 (\$1,739,588 in Q4-20) in exploration expenses of which \$411,727 (\$287,761 in Q4-20) was recharged to the partners. The exploration expenses incurred in Q4-21 were incurred mainly on the BHP Alliance, Casault, Gauder and La Peltrie whereas in Q4-20 they were mostly executed on Samson, Mythril and as part of the BHP Alliance.

The Corporation acquired or maintained properties for \$59,263 net (\$26,915 net in Q4-20)

## 9. RELATED PARTY TRANSACTIONS

The following are the related party transactions that occurred in Fiscal 21, in the normal course of operations:

- A firm in which René Branchaud (director and corporate secretary) is a partner charged legal fees amounting to \$88,839 (\$146,834 in Fiscal 20) of which \$77,439 (\$121,446 in Fiscal 20) was expensed and \$11,400 (\$25,388 in Fiscal 20) was recorded as share issue expenses;
- A company controlled by Ingrid Martin (chief financial officer) charged accounting fees totaling \$140,857 (\$126,292 in Fiscal 20) of which \$49,619 (\$41,879 in Fiscal 20) relates to her staff. See also section 4.6;
- As at September 30, 2021, the balance due to the related parties amounted to \$12,772 (\$9,448 as at September 30, 2020).

## 10. EVENTS SUBSEQUENT TO YEAR END

See section 2.5 on the option agreement signed with RTEC.

## **11. STOCK OPTION PLAN**

The purpose of the stock option plan is to serve as an incentive for the directors, officers and service providers who will be motivated by the Corporation's success as well as to promote ownership of common shares of the Corporation by these people. There is no performance indicator relating to profitability or risk attached to the plan.

The number of common shares granted is determined by the Board of Directors. The number of common shares reserved for issuance under the Corporation's fixed number stock option plan is 5,790,000. The exercise price of any option granted under the plan shall be fixed by the Board of Directors at the time of grant and shall not be lower than the closing price on the day preceding the grant. The term of the option will not exceed ten years from the date of grant. The options normally vest 1/6 per 3 months from the grant date, or otherwise as determined by the Board of Directors.

## **12. OFF-BALANCE SHEET ARRANGEMENTS**

The Corporation does not have any off-balance sheet arrangements.

## **13. COMMITMENT**

In February 2016, the Corporation extended the lease for five years, from March 2017 to February 2022. The rent is \$31,432 for the first year and thereafter will be indexed annually at the highest of the increase of the consumer price index or 2.5%. The Corporation exercised its the option to renew the lease for an additional 3 year period under the same conditions. This lease is now capitalized as per IFRS 16.

## **14. CRITICAL ACCOUNTING ESTIMATES**

See note 4 of the Financial Statements.

## **15. NEW ACCOUNTING STANDARDS**

See note 3 of the Financial Statements.

## **16. FINANCIAL INSTRUMENTS**

See notes 2.6 and 13 of the Financial Statements.

## **17. RISK FACTORS**

The following discussions review a number of important risks which management believes could impact the Corporation's business. There are other risks, not identified below, which currently, or may in the future exist in the Corporation's operating environment.

### **17.1 Exploration and Mining Risks**

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

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Currently, there are no known bodies of commercial ore on the mineral properties of which the Corporation intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in the conduct of exploration programs. The Corporation, from time to time, increases its internal exploration and operating expertise with due advice from consultants and others as required.

The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Corporation's mineral properties.

### **17.2 Titles to Property**

While the Corporation has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

### **17.3 Permits and Licenses**

The Corporation's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

### **17.4 Metal Prices**

Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

### **17.5 Competition**

The mining industry is intensely competitive in all its phases. The Corporation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

### **17.6 Environmental Regulations**

The Corporation's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution.

A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

#### **17.7 Conflicts of Interest**

Certain directors and officers of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors or officers of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

#### **17.8 Stage of Exploration**

The Corporation's properties are in the exploration stage and to date none of them have a proven ore body. The Corporation does not have a history of earnings or return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

#### **17.9 Industry Conditions**

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax and mining duty increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Corporation, such as government regulations. The Corporation undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

#### **17.10 Option, Joint Venture and Strategic Alliance Agreements**

The Corporation has and may continue to enter into option, joint ventures and strategic alliance agreements as part of its business model. Any failure of any partner to meet its obligations or any disputes with respect to each partners' respective rights and obligations, could have a negative impact on the Corporation. The Corporation may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the value of these properties.

#### **17.11 Uninsured Hazard**

Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Corporation may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Corporation may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Corporation assets or the insolvency of the Corporation.

#### **17.12 Capital Needs**

The exploration, development, mining and processing of the Corporation's properties will require substantial additional financing. The only current source of future funds available to the Corporation is the sale of additional equity capital. There is no assurance that such funding will be available to the Corporation or that it will be obtained on terms favourable to the Corporation or will provide the Corporation with sufficient funds to meet its objectives, which may adversely affect the Corporation's business and financial position. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Corporation's properties or even a loss of property interest.

#### **17.13 Key Employees**

Management of the Corporation rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

#### **17.14 Canada Revenue Agency and provincial agencies**

No assurance can be made that Canada Revenue Agency and provincial agencies will agree with the Corporation's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the Income Tax Act (Canada) or any provincial equivalent.

#### **17.15 Uncertainty due to COVID-19**

The duration and full financial effect of the COVID-19 pandemic is unknown at this time, as are the measures taken by governments, companies and others to attempt to reduce the spread of COVID-19. Any estimate of the length and severity of these developments is therefore subject to significant uncertainty, and accordingly estimates of the extent to which the COVID-19 may materially and adversely affect the Corporation's operations, financial results and condition in future periods are also subject to significant uncertainty.

#### **17.16 Cyber Security**

The Corporation's operations depend upon information technology systems which may be subject to disruption, damage, or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks, and defects in design. Threats to information technology systems associated with cyber security risks and cyber incidents or attacks continue to grow, particularly as a result of remote work during the COVID-19 pandemic. The level of sophistication of such attacks has also increased. It is possible that the business, financial and other systems of the Corporation could be compromised, which could go unnoticed for some time. Risks associated with these threats include, among other things, loss of intellectual property, disruption of business operations and safety procedures, privacy and confidentiality breaches, and increased costs to prevent, respond to or mitigate cyber security incidents. The significance of any cyber security breach is difficult to quantify but may in certain circumstances be material and could have a material adverse effect on the Corporation's business, financial condition and results of operations.



**18. FORWARD-LOOKING INFORMATION**

Some statements contained in this MD&A, especially the opinions, the projects, the objectives, the strategies, the estimates, the intent and the expectations of Midland that are not historical data, are forward looking statements. Such statements can be recognized by the terms “forecast”, “anticipate”, “consider”, “foresee” and other terms and similar expressions. These statements are based on information available at the time they are made, on assumptions established by the management and on the management expectation, acting in good faith, concerning future events and concerning, by their nature, known and unknown risks and uncertainties mentioned herein (see the section 17 Risks factors). The real results for Midland could differ in an important way of those which state or that these forward-looking statements show the possibility for. Consequently, it is recommended not to trust unduly these statements. These statements do not reflect the potential incidence of special events which could be announced or take place after the date of this MD&A. These statements speak only as of the date of this MD&A. Midland undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable law.

December 2, 2021

*(s) Gino Roger*  
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Gino Roger  
President and CEO

*(s) Ingrid Martin*  
\_\_\_\_\_  
Ingrid Martin  
CFO

# Midland Exploration Inc.

## Corporate Information

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### Directors

Paul Archer <sup>2) 3)</sup>  
René Branchaud  
Jean des Rivières  
Annie Dutil <sup>1)</sup>  
Germain Carrière <sup>1) 2)</sup>  
Jean-Pierre Janson, Chairman of the board <sup>1) 2)</sup>  
Gino Roger <sup>3)</sup>  
Robert I. Valliant <sup>1) 3)</sup>

### Notes:

- 1) *Member of the Audit committee*
- 2) *Member of the Human Resources and Governance Committee*
- 3) *Member of the Technical Committee*

### Officers

Gino Roger, President and Chief Executive Officer  
Mario Masson, Vice-president Exploration  
Ingrid Martin, Chief Financial Officer  
René Branchaud, Secretary

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### Auditors

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### Legal counsel

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### Transfer Agent

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