



MANAGEMENT'S DISCUSSION AND ANALYSIS

**FOR YEARS ENDED
JUNE 30, 2020 AND 2019**

(Expressed in Canadian dollars)

SOUTHERN ARC MINERALS INC.
Management’s Discussion and Analysis
For the year ended June 30, 2020 and 2019

This Management’s Discussion and Analysis (“MD&A”), prepared as of October 26, 2020, should be read in conjunction with the consolidated financial statements of Southern Arc Minerals Inc. (“Southern Arc” or the “Company”) for the year ended June 30, 2020 and related notes thereto, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated. Additional information related to the Company can be found on SEDAR at www.sedar.com and on the Company’s website at www.southernarcminerals.com.

Statements in this MD&A that are not historical facts are “forward-looking statements” that are subject to risk factors set out in a cautionary note contained herein. Readers are cautioned not to put undue reliance on forward-looking statements.

COMPANY OVERVIEW

Southern Arc, through its subsidiaries (“the Company”), is a Canadian company focused on enhancing shareholder value through strategic investments in mineral resource companies with a focus on gold and copper-gold. Southern Arc’s management team identifies highly prospective assets in politically safe jurisdictions and seeks to unlock their value by providing strategic investments, proven technical skills, global knowledge, and increased access to industry relationships. Southern Arc was incorporated in British Columbia on August 19, 2004. The Company’s portfolio of investments and projects at June 30, 2020 included:

- An investment in Japan Gold Corp. (23.08%), a Canadian junior company exploring for gold in Japan;
- An investment in Tethyan Resources Corp. (12.54%), a junior exploration company listed on the TSX-V exploring for copper, gold and other base metals within the Tethyan mineral belt in Eastern Europe;
- An investment in PT Ancora Indonesia Resources, Tbk (“PT Ancora”) (5.66%), an Indonesian company engaged in the field of natural resources and listed on the Indonesia Stock Exchange.
- An investment in Rise Gold Corp. (12.47%), an exploration company listed on the Canadian Securities Exchange, which owns the historic past producing Idaho-Maryland gold mine located in Nevada County, California, USA.

The Company is listed on the TSX Venture Exchange under the symbol “SA”. To date, the Company has not generated revenues from operations and is focused on creating value through project generation and strategic investments in mineral resource companies with a focus on gold and copper-gold.

On March 11, 2020, the novel coronavirus outbreak (“COVID-19”) outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the Company’s business are not known at this time. These impacts could include an impact on the Company’s ability to obtain debt and equity financing to fund ongoing investing activities as well as our ability to conduct business. These conditions result in significant uncertainties that may cast substantial doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

FINANCIAL SNAPSHOT

	June 30, 2020	June 30, 2019	June 30, 2018
Total assets	\$ 15,328,170	\$ 17,455,389	\$ 11,933,836
Exploration properties	-	-	4,076,676
Working capital	1,393,436	471,347	2,803,197
Total liabilities	169,515	1,589,773	509,334
Net income (loss)	53,467	4,622,204	(3,580,703)
Net income (loss) attributable to the Company	53,467	5,442,472	(1,841,413)
Basic income (loss) per share	\$ 0.00	\$ 0.38	\$ (0.14)
Diluted income (loss) per share	\$ 0.00	\$ 0.35	\$ (0.14)

At the date of this MD&A, the Company had approximately \$2,400,000 in working capital, which amount includes the Company’s investment in shares of PT Ancora and its investment in warrants of Rise Gold and Adriatic Metals.

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RECENT EVENTS

In October 2020, the Company completed a return of capital transaction (the "Transaction") by way of a court approved plan of arrangement under the Business Corporations Act (British Columbia). Pursuant to the plan of arrangement, the Company exchanged each of its outstanding common shares for one new Class A common share and one redeemable share of the Company. The Class A common shares have similar rights as the old common shares and will continue to be listed on the TSX Venture Exchange. The redeemable shares were immediately redeemed in exchange for the distribution of the following securities to the shareholders of the Company on a pro-rata basis:

	# of securities	Carrying value – June 30, 2020
Common shares of Japan Gold Corp.	40,250,000	\$ 7,628,221
Common shares of Rise Gold Corp.	2,750,000	2,585,000
Common shares of Adriatic Metals Plc	1,664,668	2,156,045
		\$12,369,266

On March 9, 2020, the Company advanced an unsecured, non-interest-bearing loan to Japan Gold in the principal amount of \$1,000,000. This loan had a six-month term maturing on September 9, 2020. In consideration for the loan, the Company received a cash fee of 5% of the amount of the loan (\$50,000) and 500,000 non-transferable share purchase warrants of Japan Gold. Each warrant entitles the Company to purchase one common share of Japan Gold at \$0.40 per share until March 9, 2021. The fair value of these warrants was determined to be \$35,609 using the Black-Scholes pricing model and the following weighted average assumptions: Risk-free interest rate – 1.58%; expected volatility – 75%; share price of \$0.32 and strike price – \$0.40; expected life of warrants – 1 year.

On May 22, 2020 and June 1, 2020, Japan Gold completed private placements of a total of 34,278,000 units at a price of \$0.25 per unit. Each unit consisted of one common share of Japan Gold and one half of a transferable common share purchase warrant exercisable at \$0.40 per share for a period of 24 months. Of the units issued by Japan Gold, 4,000,000 units were issued to the Company in exchange for the settlement of the \$1,000,000 loan. The Company recognized a gain on the settlement of the loan of \$156,813 as the fair value of the shares and warrants received exceeded the carrying value of the loan.

On January 6, 2020, the Company closed the second and final tranche of a non-brokered private placement. The Company sold 850,000 common shares at a price of \$0.35 per share for gross proceeds of \$297,500 which were all purchased by John Proust, the Company's CEO and Chairman.

On November 1, 2019, the Company closed a non-brokered private placement through the issuance of 2,150,000 common shares at a price of \$0.35 per share for gross proceeds of \$752,500. No finder's fees were paid in connection with the financing and proceeds were used for working capital. An Individual/entities related to John Proust, the Company's Chairman and CEO, purchased 1,150,000 shares (\$402,500) of the private placement. Morris Kid, a director of the Company, purchased 155,050 shares (\$54,268) of the private placement.

Investment in Japan Gold Corp.

On August 22, 2019, Japan Gold completed a private placement of \$7,141,166 which resulted in an issuance of 26,448,763 units at a price of \$0.27 per unit. Each unit consisted of one common share of Japan Gold and one-half of a transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of Japan gold at a price of \$0.42 per common share for a period of 24 months from closing. The Company purchased 1,648,200 units under this offering and concurrently effected a private sale of 1,648,200 Japan Gold shares at \$0.27 per share. The Company retained the 824,100 warrants that it purchased. As a result of the private placement and concurrent sale, the Company's ownership in Japan Gold decreased from 31.90% to 25.87%,

On May 22, 2020 and June 1, 2020, Japan Gold completed private placements of a total of 34,278,000 units at a price of \$0.25 per unit. Each unit consisted of one common share of Japan Gold and one half of a transferable common share purchase warrant exercisable at \$0.40 per share for a period of 24 months. Of the units issued by Japan Gold, 4,000,000 units were issued to the Company in exchange for the settlement of the \$1,000,000 loan. The Company also purchased an additional 4,520,000 units

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under the above offering and concurrently effected a private sale of 4,520,000 Japan Gold common shares at \$0.25 per share. As a result of the private placement, settlement of the loan and concurrent sale of Japan Gold shares, the Company's ownership in Japan Gold decreased from 25.87% to 23.08%.

Investment in Tethyan Resources Corp. (formerly Tethyan Resources PLC)

On January 31, 2019, the Company has granted an exclusive call option to Augusta Investments Inc. ("Augusta") to purchase up to 5,000,000 of Southern Arc's ordinary shares in Tethyan. The call option was valid for a period of 18 months and is exercisable at a price of \$0.25 per share for a total purchase price of up to \$1,250,000. In addition to the call option and at the request of Augusta, the Company also deposited all of its 10,028,119 common shares of Tethyan (including the 5,000,000 shares subject to the call option) into escrow for a period of 18 months. On May 6, 2020, the Company and Augusta agreed to terminate the call option.

The Company owned 12.54% of Tethyan as at June 30, 2020.

On October 7, 2020, Tethyan announced the completion of a business combination with Adriatic Metals plc ("Adriatic") where Adriatic has acquired all of the common shares of Tethyan by way of a court approved plan of arrangement. The Company received 0.166 of one ordinary share of Adriatic for each common share of Tethyan held or 1,664,668 shares. The Company also received 0.166 of one share purchase warrant of Adriatic for each share purchase warrant of Tethyan or 125,322 warrants.

Investment in Rise Gold Corp.

The Company owned 12.47% of Rise Gold Corp as at June 30, 2020.

PROPERTY REVIEW AND OUTLOOK

Japan – Japan Gold Corp.

Pursuant to its diversification strategy, Southern Arc seeks to identify and invest in undervalued mineral exploration opportunities in politically safe jurisdictions. Japan is one of the most stable and corruption-free jurisdictions in the world and is regarded by Southern Arc's management as highly prospective yet largely underexplored, despite a history of significant gold production and known mineral occurrences.

When the Japan Mining Act was amended in 2012 for the first time allowing foreign mineral companies the ability to hold exploration and mining permits, the Company's then wholly owned subsidiary, Japan Gold KK (formerly Southern Arc Minerals Japan KK), began reviewing Japan's extensive geoscientific database and historical gold production data to pinpoint areas with good exploration potential. On September 15, 2016, the Company sold its interest in Japan Gold KK to Japan Gold in exchange for 23,750,000 common shares of Japan Gold.

Since September 2016, Japan Gold has expanded its project portfolio which now comprises of 74 Prospecting Rights and 492 prospecting rights applications accepted for a combined area of 176,370 hectares over 30 separate gold projects. Twenty-nine of the Projects, in Hokkaido, Honshu and Kyushu, cover areas with known historic gold occurrences and a history of mining and are prospective for high-grade epithermal gold mineralization.

Having prospecting rights applications accepted by the Ministry of Economy, Trade and Industry ("METI"), reserves the land for Japan Gold and allows for active surface exploration programs such as mapping, surface sampling and geophysics. Granting of Prospecting Rights by the METI allows for more advanced forms of exploration, such as drilling.

Japan Gold has entered into a country wide alliance with Barrick Gold Corporation ("Barrick") to jointly explore, develop and mine certain gold mineral properties in Japan (the "Barrick Alliance"). The Barrick Alliance covers 28 out of 30 projects currently held by Japan Gold KK. The Barrick Alliance does not include the Japan Gold's main two projects, Ikutahara Project in Hokkaido and the Ohta-Takamine Project in Kyushu. Japan Gold will continue to advance these two projects independently. Barrick will fund a 2-year Initial Evaluation Phase of each project (minimum funding of US\$3 million per year) as well as a subsequent 3-year Second Evaluation Phase on projects (minimum funding of US\$4 million per year) which meet Barrick's criteria.

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More details, including project details and exploration progress, can be found on the company's website at www.japangold.com.

Serbia - Tethyan Resources PLC Investment

As at June 30, 2020, The Company held a total of 10,028,119 common shares of Tethyan, which represents 12.54% of Tethyan's issued share capital, at an average price of \$0.25 per share. Tethyan is a junior exploration company listed on the TSX-V and is an active explorer for gold and base metals within Eastern Europe, more specifically Serbia. The Company's exploration projects are located in the Raska Municipality of Southern Serbia and include the "Rudnica" project (a copper and gold porphyry target) and the "Kizevak" project (a silver-zinc-lead vein-type target). The Company has early-stage grassroots exploration projects including the "Bucje" and "Zukovac" projects in Eastern Serbia and the "Cernac" and "Bistrice" projects in Kosovo.

On October 7, 2020, Tethyan announced the completion of a business combination with Adriatic Metals plc ("Adriatic") where Adriatic has acquired all of the common shares of Tethyan by way of a court approved plan of arrangement.

More details, including project details and exploration progress, can be found on the company's website at www.tethyan-resources.com.

California - Rise Gold Corp.

Rise Gold is an exploration-stage mining company with its principal asset being the Idaho-Maryland Gold Mine located near Grass Valley, California USA. The Idaho-Maryland Gold Mine is a major past producing high grade gold mine with total past production of 2,414,000 oz of gold at an average mill head grade of 17 gpt gold from 1866-1955. It was producing up to 129,000 oz gold per year before being forced to shut down in 1942 by the U.S. government in WWII. Details of historic production disclosure in Rise press release dated April 4th 2017 and available at www.sedar.com

Rise Gold owns 175 acres of industrial zoned fee-simple land in Nevada County, California along with 2,800 acres of private mineral rights which encompasses the Idaho-Maryland Gold Project.

On April 29, 2020, Rise Gold announced a critical milestone in the processing of a Use Permit application to Nevada County for the re-opening of the Idaho-Maryland Gold Mine. Rise Gold receive a vote of 5-0 from the Nevada County Board of Supervisors to approve a contract to prepare the Environmental Impact Report and conduct contract planning services on behalf of the County for the proposed Idaho-Maryland Mine project.

More details, including project details, can be found on the company's website at www.risegoldcorp.com.

Indonesia – PT Ancora Indonesia Resources, Tbk

On December 12, 2017, the Company completed the sale of its 90% owned West Lombok Property (the "Property") to PT Ancora Indonesia Resources, Tbk ("PT Ancora"), in consideration for a cash payment of US\$2,000,000 and a granting of a 3% Net Smelter Return royalty. Under the terms of the agreement, PT Ancora has the right to buy back the NSR from the Company at any time by paying an additional US\$2 million. The Company used the cash proceeds from the sale to acquire 100 million shares of PT Ancora (5.66% of PT Ancora's issued and outstanding) from third parties in a private transaction.

PT Ancora is an Indonesian company listed on the Indonesia Stock Exchange (OKAS:IJ).

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SUMMARY OF QUARTERLY RESULTS

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
Total assets	\$ 15,328,170	\$ 12,930,662	\$ 15,656,601	\$ 16,896,929
Working capital	1,393,436	2,035,814	3,340,517	1,846,582
Net income (loss)	(54,536)	(703,993)	(980,680)	1,792,676
Net income (loss) attributable to the Company	(54,536)	(703,993)	(980,680)	1,792,676
Basic income (loss) per share	(0.00)	(0.04)	(0.06)	0.12
Diluted income (loss) per share	(0.00)	(0.04)	(0.06)	0.12

	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
Total assets	\$17,455,389	\$ 23,223,746	\$ 18,672,678	\$ 10,306,370
Exploration properties	-	-	5,069,217	4,221,704
Working capital	471,347	9,956,132	9,750,113	2,560,037
Net income (loss)	275,120	5,209,720	645,739	(1,508,375)
Net income (loss) attributable to the Company	169,455	5,209,720	1,156,804	(1,093,507)
Basic income (loss) per share	0.02	0.36	0.08	(0.08)
Diluted income (loss) per share	0.01	0.26	0.06	(0.08)

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2020

During the three-month period ended June 30, 2020, the Company had a net loss of \$54,536 compared to a net income of \$275,120 for the three-month period ended June 30, 2019. Significant fluctuations occurred in the following categories:

- During the quarter ended June 30, 2020, the Company recorded a realized and unrealized gain on its investments of \$389,064 (June 30, 2019: loss of \$738,978).
- The Company also recorded its share of the loss in its investment in Japan Gold of \$309,436 (June 30, 2019: \$348,878).
- During the quarter ended June 30, 2020, the Company recorded a gain on fair value adjustment on derivative liability of \$410 (June 30, 2019: gain of \$1,262,787). This gain resulted from the reversal of the derivative liability upon the termination of the call option Augusta had on 5,000,000 of the Company's common shares of Tethyan.
- During the three-month period ended June 30, 2020, the Company recorded a gain of \$Nil on disposition of subsidiary (June 30, 2019: \$6,700,991).
- During the three-month period ended June 30, 2020, the Company recognized a gain on dilution of its interest in Japan Gold of \$297,353 (June 30, 2019: \$Nil)

RESULTS OF OPERATIONS FOR THE YEAR ENDED JUNE 30, 2020

During the year ended June 30, 2020, the Company had a net income of \$53,467 compared to a net income of \$4,622,204 for the year ended June 30, 2019. Significant fluctuations occurred in the following categories:

- During the year ended June 30, 2020, the Company recorded a realized and unrealized loss on its investments of \$236,613 (June 30, 2019: loss of \$392,131).
- The Company also recorded its share of the loss in its equity investment in Japan Gold of \$1,200,903 (June 30, 2019: loss on investment in Tethyan of \$460,683 and loss on investment in Japan Gold of \$688,959).
- During the year ended June 30, 2020, the Company recorded a gain on fair value adjustment on derivative liability of \$1,539,137 (June 30, 2019: loss of \$1,246,848). This gain resulted from the change in fair value of and the reversal of the

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derivative liability upon the termination of the call option that Augusta had on 5,000,000 of the Company's common shares of Tethyan.

- i) During the year ended June 30, 2020, the Company recorded a gain of \$Nil on disposition of subsidiary (June 30, 2019: \$7,420,102).
- j) During the year ended June 30, 2020, the Company recorded a gain on dilution on its investment in Japan Gold of \$901,293 (June 30, 2019: Gain on dilution on investment in Tethyan of \$148,032).

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position at June 30, 2020 was \$349,773 compared to \$435,968 at June 30, 2019. As at June 30, 2020, the Company's working capital was \$1,393,436 compared to a working capital of \$471,347 at June 30, 2019.

Net cash used in operating activities for the year ended June 30, 2020 was \$592,586 compared to cash provided by used in operating activities of \$2,044,090 during the year ended June 30, 2019.

During the year ended June 30, 2020, the Company advanced \$1,000,000 to Japan Gold as a loan. During the year ended June 30, 2019, the Company received \$1,305,696 from Japan Gold as a repayment of advances, redeemed \$600,000 of cash from short-term investment by a former subsidiary of the Company, and spent \$750,000 in acquisition of additional investment in Rise Gold, offset by \$1,629,375 in exploration and evaluation expenditures.

Net cash provided by financing activities during the year ended June 30, 2020 was \$1,506,391 (June 30, 2019: \$Nil). This included lease payments of \$104,243 for the Company's office lease, net cash raised through private placement of \$1,036,434, cash received from the exercise of options and warrants exercise of \$574,200.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company does not currently generate any revenues or have operations that generate cash flows. Accordingly, the Company relies on funding received from the sale of investments and financing received from the issuance of common shares or loans and borrowings to finance its strategic investment activities and general and administrative costs. Subsequent to June 30, 2020, 1,012,000 options and 2,581,667 warrants were exercised for total proceeds of \$1,156,713 to the Company. Also subsequent to June 30, 2020, the Company distributed certain of its investment securities with a carrying value at June 30, 2020 of \$12,369,266 to the shareholders of the Company. Subsequent to the distribution, the Company's business plan is to continue making strategic investments in resource companies with a focus on gold and copper-gold. Based on current plans, budgeted general and administration expenditures and funds received after June 30, 2020 on exercise of options and warrants, the Company has sufficient cash to finance its general and administrative expenses and other current obligations for the twelve-month period to June 30, 2021. However, the Company will be required to obtaining additional financing in order to fund additional investments or exploration projects. While the Company has been successful at securing financing in the past, there can be no assurance that it will be able to do so in the future.

RELATED PARTY TRANSACTIONS

Key management and personnel compensation

Key management personnel include the directors and officers of the Company. Key management compensation consists of the following:

	Year ended June 30,	Year ended June 30,
	2020	2019
Management fees	\$ 430,000	\$ 747,000
Share-based compensation	-	161,659

During the year ended June 30, 2020, the Company paid \$430,000 (June 30, 2019: \$747,000) in management fees to J. Proust & Associates Inc., a private company controlled by John Proust, the Chief Executive Officer and Chairman of the Company.

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Of this amount, \$Nil (June 30, 2019: \$282,000) relates to management fees incurred by the previous subsidiary, Japan Gold. Management fees include administrative, finance, accounting, investor relations and consulting services. The above transactions occurred in the normal course of operations and are recorded at the consideration established and agreed to by the related parties.

During the year ended June 30, 2020, the Company charged Japan Gold \$138,515 (June 30, 2019: \$138,374) for rent and certain other office expenses. As at June 30, 2020, \$37,836 (June 30, 2019: \$47,059) of these fees were included in accounts receivable.

On April 24, 2020, the Company advanced additional \$100,000 to Japan Gold. This balance was repaid shortly thereafter. The Company received a cash financing fee of \$5,000 on this advance.

During the year ended June 30, 2020, an individual/entities related to John Proust, the Company's CEO and Chairman, purchased 2,000,000 shares of the private placement. Morris Klid, a director of the Company, purchases 155,050 shares of the private placement.

CURRENT SHARE DATA

As at the date of this MD&A, the Company has 22,898,283 common shares issued, of which 22,768,283 are outstanding and 130,000 are treasury shares.

As at October 26, 2020, the Company has no share options or share purchase warrants outstanding.

COMMITMENTS

The Company entered into a lease agreement for office space in Vancouver with an annual rent expense of approximately \$206,000. During the year, the Company opted to terminate its lease agreement for its office space effective on September 30, 2020.

SUBSEQUENT EVENTS

In October 2020, the Company completed a return of capital transaction (the "Transaction") by way of a court approved plan of arrangement under the Business Corporations Act (British Columbia). Pursuant to the plan of arrangement, the Company exchanged each of its outstanding common shares for one new Class A common share and one redeemable share of the Company. The Class A common shares have similar rights as the old common shares and will continue to be listed on the TSX Venture Exchange. The redeemable shares were immediately redeemed in exchange for the distribution of the following securities to the shareholders of the Company on a pro-rata basis:

	# of securities	Carrying value – June 30, 2020
Common shares of Japan Gold Corp.	40,250,000	\$ 7,627,221
Common shares of Rise Gold Corp.	2,750,000	2,585,000
Common shares of Adriatic Metals Plc	1,664,668	2,156,045
		\$12,369,266

Subsequent to the year ended June 30, 2020, 1,012,000 options and 2,581,667 warrants were exercised for total proceeds of \$1,156,713. Options totaling 124,000 expired unexercised.

RISKS AND UNCERTAINTIES

The Company's business could be significantly adversely affected by the effects of any widespread global outbreak of contagious diseases. A significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn

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that could affect demand for the Company's products and likely impact operating results. In particular, the recent outbreak of COVID-19 has had a negative impact on global financial conditions. The Company cannot accurately predict the impact COVID-19 will have on the Company's business, including its ability to obtain financing or third parties' ability to meet their obligations with the Company, as well as due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries.

The nature of the Company's operations exposes the Company to credit risk, liquidity risk, market risk and geopolitical risk, which may have a material effect on cash flows, operations and comprehensive income.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and to monitor market conditions and the Company's activities. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and policies.

Credit risk

Credit risk is the risk of financial loss associated with a counterparty's inability to fulfil its payment obligations and arises primarily from the Company's financial assets. The Company is primarily exposed to credit risk on its cash and cash equivalents and accounts receivable. Credit risk exposure is limited through maintaining its cash with high-credit quality financial institutions. The carrying value of these financial assets represents the maximum exposure to credit risk.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short term business requirements after taking into account the Company's cash and cash equivalents. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on the Company's cash is minimal.

Foreign exchange risk

The Company currently has investments in companies who operate in Japan, Serbia, United States and Indonesia. As the Company does not directly operate in these countries, the Company's exposure to foreign currency fluctuations is limited.

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CRITICAL ACCOUNTING POLICIES

Reference should be made to the Company's significant accounting policies contained in Note 2 of the Company's audited consolidated financial statements as at June 30, 2020 and 2019. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

Significant accounting judgements and estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated interim financial statements include estimates which, by their nature, are uncertain. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future conditions and other factors, including expectations of future events that are believed to be reasonable under the current circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited, to the following:

- i) The calculation of share-based compensation requires estimates of volatility, forfeiture rates and market prices related to the issuance of share options, if any. These estimates impact share-based compensation expense and share-based payment reserve.
- ii) The determination of fair value of investments in non-tradable warrants and call option issued on certain shares of Tethyan Resources Plc, which are derivative instruments, requires assumptions with respect to volatility, expected life and discount rates. Changes in these assumptions impact mark to market gains and losses recognized in profit or loss.

Critical accounting judgements

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgements or assessments.

- i) The Company's assessment of its ability to continue as a going concern requires judgements about whether sufficient financing will be obtained as required. See Note 1.
- ii) The classification of the Company's investments as an investment in associate or financial assets through other comprehensive income is determined by reviewing whether the Company has significant influence based on the percentage of holdings and other qualitative factors. The Company's investments held as investment in associate is subject to evaluation of significant and prolonged declines in value. The Company considers an investment to be impaired if there is a decline of 20% or more of an investment's quoted market price that persists for period of nine months or more.

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Changes in accounting policies and disclosures

Effective July 1, 2019, the Company adopted IFRS 16, Leases, which replaces IAS 17 and introduces a single lessee accounting model. IFRS 16 requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

IFRS 16 was applied using the modified retrospective approach, where the cumulative effect of initial application is recognized in deficit on July 1, 2019, with no restatement of comparative figures.

As permitted by IFRS 16, on transition, the Company elected not to apply IFRS 16 to leases whose term end within 12 months of the date of initial application. Judgment was applied on adoption of IFRS 16 in evaluating lease renewal and termination options and determining the discount rate used to measure the lease liability. On transition, lease liabilities were measured at present value of the remaining lease payments under the agreement term. The Company elected to measure the right-of-use assets at an amount equal to the corresponding lease liabilities on the transition date which resulted in no adjustment to deficit on transition.

On adoption of IFRS 16, the Company recognized an increase in right-of-use assets and lease liabilities of \$336,164 related to its office lease. The incremental borrowing rate used to measure the lease liabilities recognized on adoption of IFRS 16 was 10%. On adoption of IFRS 16, the Company's payments related to arrangements that meet the definition of a lease under IFRS 16 are no longer recognized as an expense in office and miscellaneous but rather are recognized as a reduction in the lease obligation and as finance expense for interest on the lease obligation. Depreciation expense is now recognized on the right of use assets.

LIMITATIONS OF CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, the Company's management cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the fact that judgements in decision-making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, through collusion of two or more people, or by unauthorized override of the control. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. The Company's officers are not required to certify the design and evaluation of the Company's disclosure controls and procedures and internal controls over financial reporting and have not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective basis disclosure controls and procedures and internal controls over financial reporting for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

SOUTHERN ARC MINERALS INC.
Management's Discussion and Analysis
For the year ended June 30, 2020 and 2019

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by readers, as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company and its joint venture partners on its properties and work plans to be conducted.

With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving mining, exploration and other permits in Indonesia;
- unknown impact related to potential business disruptions stemming from the COVID-19 outbreak, or another infectious illness;
- the impact of increasing competition;
- unpredictable changes to the market prices for gold, copper and other commodities;
- availability of additional financing and farm-in or joint-venture partners;
- anticipated results of exploration and development activities;
- the Company's ability to sell the securities in its investments for a profit, or at all;
- the Company's ability to obtain additional financing on satisfactory terms or at all.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A: volatility in the market price for minerals; uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.