



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED  
MARCH 31, 2020 AND 2019**

*(Unaudited- Expressed in Canadian dollars)*

**SOUTHERN ARC MINERALS INC.**  
**Management’s Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

*This Management’s Discussion and Analysis (“MD&A”), prepared as of May 29, 2020, should be read in conjunction with the unaudited condensed consolidated interim financial statements of Southern Arc Minerals Inc. (“Southern Arc” or the “Company”) for the nine months ended March 31, 2020 and the audited financial statements for the year ended June 30, 2019 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](http://www.sedar.com) and on the Company’s website at [www.southernarcminerals.com](http://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 current portfolio of investments and projects includes:

- An investment in Japan Gold Corp. (23.08%), a Canadian junior company exploring for gold in Japan;
- An investment in Tethyan Resources Corp. (12.47%), 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. The Company conducts its activities through wholly owned subsidiaries, limited liability companies, partnerships and joint ventures.

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 exploration activities as well as our ability to explore and 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**

	<b>March 31, 2020</b>	June 30, 2019	June 30, 2018
Total assets	\$ <b>12,930,662</b>	\$ 17,455,389	\$ 11,933,836
Exploration properties	-	-	4,076,676
Working capital	<b>2,035,814</b>	471,347	2,803,197
Net income (loss)	<b>108,003</b>	4,622,204	(3,580,703)
Net income (loss) attributable to the Company	<b>108,003</b>	5,442,472	(1,841,413)
Basic income (loss) per share	\$ <b>0.01</b>	\$ 0.38	\$ (0.14)
Diluted income (loss) per share	\$ <b>0.01</b>	\$ 0.35	\$ (0.14)

At the date of this MD&A, the Company had approximately \$375,000 in working capital.

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

**Supplemental information**

For the purpose of providing additional information regarding the investments available to Southern Arc, below is a summary of the standalone net assets of the Company as at March 31, 2020 and May 29, 2020. For the purposes of this supplementary information, the Company has provided its investment in Japan Gold Corp. at quoted market price rather than on equity basis.

	<b>March 31, 2020</b>	<b>May 29, 2020</b>
Cash	\$ 495,023	\$ 416,769
Investment in PT Ancora.	574,200	675,000
Investment in Rise Gold Corp. shares	1,787,500	2,255,000
Investment in Rise Gold Corp. warrants	118,702	87,766
Investment in Tethyan Resources Plc. shares	802,250	1,905,343
Investment in Tethyan Resources Plc. Warrants	1,630	1,110
Investment in Japan Gold Corp. shares (at quoted market price)	9,062,500	10,465,000
Investment in Japan Gold Corp warrants	1,046,241	1,144,551
<b>Total investment assets</b>	<b>\$ 13,888,046</b>	<b>\$ 16,950,539</b>
<b>Total derivative liability</b>	<b>\$ (410)</b>	<b>\$ -</b>
<b>Net investment assets</b>	<b>\$ 13,887,636</b>	<b>\$ 16,950,539</b>

As at the date of this MD&A, the Company has 19,224,616 common shares issued, of which 19,094,616 are outstanding and 130,000 are treasury shares.

**RECENT EVENTS**

On March 9, 2020, the Company announced that it has agreed to the terms of an unsecured loan to Japan gold in the principal amount of \$1,000,000 for a 6 month term ending on September 9, 2020. On May 8, 2020, the Company converted the principal amount of the \$1,000,000 bridge loan provided to Japan Gold Corp into subscription proceeds under a non-brokered private placement of Japan Gold that closed on Friday, May 8, 2020.

The Company converted this loan into 4,000,000 units of Japan Gold (each, a "Unit") and subscribed for an additional 1,000,000 Units (the "Additional Units") under the Private Placement at a price of \$0.25 per Unit for gross proceeds to Japan Gold of \$250,000, pursuant to the terms of the Private Placement previously announced by Japan Gold on April 20, 2020. Each Unit consists of one common share of Japan Gold (each, a "Common Share") and one half of one transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the Company to purchase one Common Share at an exercise price of C\$0.40 per Common Share until May 8, 2022, subject to acceleration in certain circumstances. The Company funded the acquisition of the Additional Units through the sale of an equal number of Common Share through the facilities of the TSX Venture Exchange.

On January 6, 2020, the Company closed the second and final tranche of its previously announced 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 was 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 will be used for working capital. John Proust, the Company's Chairman and CEO, purchased 1,150,000 shares (\$402,500) of the private placement.

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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Investment in Japan Gold Corp.

On December 21, 2018, Japan Gold, completed a private placement of \$6,650,000 which resulted in an issuance of 44,333,334 common shares at a price of \$0.15 per share. The Company purchased 10,000,000 shares under this offering and concurrently effected a private sale of its 10,000,000 freely tradeable shares to funds managed by a global investment manager.

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 has retained the 824,100 warrants that it purchased.

On April 20, 2020, the Japan Gold announced a non-brokered private placement (the "Private Placement") at a price of \$0.25 per unit. Each unit will consist of one common share of Japan Gold and one half of one transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.40 per common share for a period of 24 months from the date of closing of the private placement. On May 11, 2020, Japan Gold closed the first tranche of the private placement by issuing 14,278,000 units for gross proceeds of \$3,569,500. The first closing included the conversion of the Company's \$1,000,000 loan into units of the private placement. On June 1, 2020, Japan Gold closed the second and final tranche of the Private Placement by issuing 20,000,000 units for gross proceeds of \$5,000,000.

As a result of the financings in Japan Gold, the Company now owns 23.08% of the issued and outstanding common shares of Japan Gold.

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

On April 17, 2019, Tethyan Resources Corp closed an underwritten private placement by issuing 6,250,000 ordinary shares at a price of \$0.80 per share for gross proceeds of \$5,000,000. The Company did not participate in this financing.

On January 31, 2019, Tethyan closed a non-brokered private placement by issuing 16,580,000 units at a price of \$0.20 per unit for gross proceeds of \$3,316,000. Each unit is comprised of one ordinary share of Tethyan and one transferable share purchase warrant of Tethyan, which is exercisable into one ordinary share of Tethyan at an exercise price of \$0.25 per share for a period of five years from the closing date. In connection with the financing by Tethyan, 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 is 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 ordinary shares of Tethyan (including the 5,000,000 shares subject to the call option) into escrow for a period of 18 months.

Investment in Rise Gold Corp.

On August 20, 2019, Rise Gold Corp. completed two tranches of a non-brokered private placement totalling \$3,933,619 through the sale of 5,619,456 units. Each unit comprises of one common share and one half of one share purchase warrant entitling the holder to acquire one common share of Rise Gold Corp. at an exercise price of \$1.00 for a period of three years from the date of issuance. The Company did not participate in this financing and currently holds 12.47% of Rise Gold Corp.

On November 6, 2018, the Company purchased 750,000 units in Rise Gold at a price of \$1.00 per unit for a purchase price of \$750,000 by way of a private placement. Each unit consists of one share of Rise Gold's common stock and one-half of one share purchase warrant. Each whole warrant is exercisable into one additional share of Rise Gold's common stock at an exercise price of \$1.30 per share until November 6, 2020. Along with this purchase, the Company also received 87,500 share purchase warrants as finder's fee. These finder's fee warrants have an exercise price of \$1.30 per warrant and expire on October 16, 2020.

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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**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 Ohra-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.

More details, including project details and exploration progress, can be found on the company's website at [www.japangold.com](http://www.japangold.com).

**Serbia - Tethyan Resources PLC Investment**

The Company holds a total of 10,028,119 common shares of Tethyan, which represents 13.81% 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 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 is 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 ordinary shares of Tethyan (including the 5,000,000 shares subject to the call option) into escrow for a period of 18 months. If the call option is exercise in full or in part, the optioned shares will be released to Augusta against payment to the Company for such shares.

More details, including project details and exploration progress, can be found on the company's website at [www.tethyan-resources.com](http://www.tethyan-resources.com).

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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**California - Rise Gold Corp.**

On April 18, 2018, Southern Arc announced that it has participated in the non-brokered private placement of Rise Gold Corp. ("Rise Gold"), a company listed on the Canadian Securities Exchange. The Company purchased 2,000,000 units of Rise Gold at a price of \$1.00 per unit for the aggregate amount of \$2,000,000.

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](http://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 November 6, 2018, the Company purchased 750,000 units in Rise Gold at a price of C\$1.00 per unit for a purchase price of C\$750,000 by way of a private placement. Each unit consists of one share of Rise Gold's common stock and one-half of one share purchase warrant. Each whole warrant is exercisable into one additional share of Rise Gold's common stock at an exercise price of C\$1.30 per share until November 6, 2020. Following the investment, the Company owned approximately 18.84% of Rise Gold's issued and outstanding shares of common stock.

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](http://www.risegoldcorp.com).

**Indonesia**

On December 12, 2017, the Company completed the sale of the 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, an Indonesian company listed on the Indonesia Stock Exchange (OKAS:IJ), acquired all of the issued and outstanding shares of the Company's Singaporean subsidiary Indotan Lombok Pte Ltd ("IL"). IL owns 90% of PT Indotan Lombok Barat Bangkit, an Indonesian company, which holds the IUP.

On October 26, 2018, the Company received US\$750,000 from the sale of its Taliwang project in 2014. A provision for impairment for this amount was recognized in a prior year. The Company also disposed of its 5% net smelter royalties in connection with the Taliwang project for an additional US\$500,000. In total, the Company received cash proceeds of US\$1,250,000 (\$1,629,375).

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

**SUMMARY OF QUARTERLY RESULTS**

	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Total assets	\$ 12,930,662	\$ 15,656,601	\$ 16,896,929	\$ 17,455,389
Working capital	2,035,814	3,340,517	1,846,582	471,347
Net income (loss)	(703,993)	(980,680)	1,792,676	275,120
Net income (loss) attributable to the Company	(703,993)	(980,680)	1,792,676	169,455
Basic income (loss) per share	(0.04)	(0.06)	0.12	0.02
Diluted income (loss) per share	(0.04)	(0.06)	0.12	0.01

	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Total assets	\$ 23,223,746	\$ 18,672,678	\$ 10,306,370	\$ 11,933,836
Exploration properties	-	5,069,217	4,221,704	4,076,676
Working capital	9,956,132	9,750,113	2,560,037	2,803,197
Net income (loss)	5,209,720	645,739	(1,508,375)	(503,573)
Net income (loss) attributable to the Company	5,209,720	1,156,804	(1,093,507)	(297,011)
Basic income (loss) per share	0.36	0.08	(0.08)	(0.03)
Diluted income (loss) per share	0.26	0.06	(0.08)	(0.03)

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2020**

During the three-month period ended March 31, 2020, the Company had a net loss of \$703,993 compared to a net income of \$5,209,720 for the three-month period ended March 31, 2019. Significant fluctuations occurred in the following categories:

- a) During the quarter ended March 31, 2020, the Company recorded a realized and unrealized loss on its investments of \$347,949 (March 31, 2019: gain of \$645,612).
- b) The Company also recorded its share of the loss in its investment in Japan Gold of \$273,432 (March 31, 2019: loss on investment in Tethyan of \$373,064).
- c) During the quarter ended March 31, 2020, the Company recorded a gain on fair value adjustment on derivative liability of \$43,088 (March 31, 2019: loss of \$2,509,634). This gain resulted from a decrease in the fair value of the derivative liability the Company recorded relating to the call option that Augusta has on 5,000,000 of the Company's common shares of Tethyan.
- d) During the three-month period ended March 31, 2020, the Company recorded a gain of \$Nil on disposition of subsidiary (March 31, 2020: \$6,700,991).

**RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED MARCH 31, 2020**

During the nine-month period ended March 31, 2020, the Company had a net income of \$108,003 compared to a net income of \$4,347,084 for the nine-month period ended March 31, 2019. Significant fluctuations occurred in the following categories:

- e) During the period ended March 31, 2020, the Company recorded a realized and unrealized loss on its investments of \$590,069 (March 31, 2019: gain of \$346,847).
- f) The Company also recorded its share of the loss in its investment in Japan Gold of \$891,467 (December 31, 2018: loss on investment in Tethyan of \$460,683 and loss on investment in Japan Gold of \$340,081).
- g) During the period ended March 31, 2020, the Company recorded a gain on fair value adjustment on derivative liability of \$1,538,727 (March 31, 2019: loss of \$2,509,634). This gain resulted from a decrease in the fair value of the derivative

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

liability the Company recorded relating to the call option that Augusta has on 5,000,000 of the Company's common shares of Tethyan.

- h) During the nine-month period ended March 31, 2020, the company recorded a gain of \$Nil on disposition of subsidiary (March 31, 2020: \$6,700,991).
- i) During the period ended March 31, 2020, the Company recorded a gain on dilution on its investment in Japan Gold of \$603,940 (March 31, 2019: Gain on dilution on investment in Tethyan of \$148,032).

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's cash position at March 31, 2020 was \$495,023 compared to \$435,968 from June 30, 2019. As at March 31, 2020, the Company's working capital was \$2,035,814 compared to a working capital of \$471,347 at June 30, 2019.

Net cash used in operating activities for the period ended March 31, 2020 was \$374,845 compared to cash provided by used in operating activities of \$284,604 during the period ended March 31, 2019.

During the period ended March 31, 2020, the Company advanced \$1,000,000 to Japan Gold as a loan. During the period ended March 31, 2019, the Company received \$1,174,446 from Japan Gold as a repayment of advances, redeemed \$600,000 of cash from short-term investment by a former subsidiary of the Company, spent \$750,000 in acquisition of additional investment in Rise Gold, offset by \$1,278,854 in exploration and evaluation expenditures.

Net cash provided by financing activities during the period ended March 31, 2020 was \$1,433,990 (March 31, 2019: \$Nil). This included lease payments of \$151,133 for the Company's office lease, net cash raised through private placement of \$1,036,433, cash received from option and warrant exercise of \$548,600.

The accompanying 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 which generate cash flows. Accordingly, the Company relies on financing received from the issuances of common shares or loans and borrowings to finance its investing activities and general and administrative costs. Based on current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its planned activities for the twelve months from the date of this MD&A. As a result, the Company will require cash injections by way of selling its investments or obtaining additional financing in order to fund planned required general and administrative expenses. 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. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern. The condensed consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue business.

**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:

	Three months ended March 31, 2020	Three months ended March 31, 2019	Nine months ended March 31, 2020	Nine months ended March 31, 2019
Management fees	\$ 105,000	\$ 120,000	\$ 340,000	\$ 627,000
Share-based compensation	\$ -	\$ 161,659	\$ -	\$ 161,659

During the period ended March 31, 2020, the Company paid \$340,000 (March 31, 2019: \$627,000) in management fees to J. Proust & Associates Inc., a private company controlled by John Proust, the Chief Executive Officer and Chairman of the Company. Of this amount, \$Nil (March 31, 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.



**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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**CURRENT SHARE DATA**

As at the date of this MD&A, the Company has 19,224,616 common shares issued, of which 19,094,616 are outstanding and 130,000 are treasury shares.

As at May 29, 2020, the Company had share options outstanding as follows:

	<b>Number of Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
<b>Options</b>	659,000	\$ 0.32	November 26, 2020
	477,000	\$ 0.35	December 14, 2023
	<b>1,136,000</b>		

As at the date of this MD&A, the Company had 2,661,667 share purchase warrants outstanding exercisable at \$0.32 until January 26, 2021.

**COMMITMENTS**

The Company entered into a lease agreement for office space in Vancouver with a remaining lease term of 36 months and an annual rent expense of approximately \$206,000.

Subsequent to the period ended March 31, 2020, the Company opted to terminate its lease agreement for its office space with the duration of the lease ending on September 30, 2020.

**SUBSEQUENT EVENTS**

Subsequent to the period ended March 31, 2020, the Company converted the principal amount of the bridge loan provided to Japan Gold in the aggregate amount of \$1,000,000 into subscription proceeds under a non-brokered private placement of Japan Gold ("Private Placement") previously announced by Japan Gold on April 20, 2020. The Company converted this loan into 4,000,000 units of Japan Gold (each, a "Unit") and subscribed for an additional 1,000,000 Units (the "Additional Units") under the Private Placement at a price of \$0.25 per Unit for gross proceeds to Japan Gold of \$250,000. Each Unit consists of one common share of Japan Gold (each, a "Common Share") and one half of one transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the Company to purchase one Common Share at an exercise price of C\$0.40 per Common Share until May 8, 2022, subject to acceleration in certain circumstances. The Company funded the acquisition of the Additional Units through the sale of an equal number of Common Share through the facilities of the TSX Venture Exchange.

**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 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.

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

---

**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.

**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, 2019 and 2018. 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. These estimates impact share-based compensation expense and share-based payment reserve.
- ii) The determination of fair value of investments in non-tradable warrants, 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.

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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*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 in the near term. See Note 1.
- ii) The classification of the Company's investments as an investment in associate or financial assets through 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.

**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.

***QUALIFIED PERSON AND QUALITY CONTROL AND ASSURANCE***

*The technical information in this document has been reviewed by Dr. Michael Andrews, Southern Arc's Director, PhD, FAusIMM, who has sufficient experience relevant to the style of mineralization under consideration and qualifies as a Qualified Person as defined by National Instrument 43-101.*

**SOUTHERN ARC MINERALS INC.**  
**Management's Discussion and Analysis**  
**For the nine months ended March 31, 2020 and 2019**

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**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.