



## **GOLDEN VALLEY MINES LTD.**

### **Management's Discussion and Analysis For the three and six months ended June 30, 2020 Dated: August 21, 2020**

#### **INTRODUCTION**

The following is Management's Discussion and Analysis of the financial condition and results of operations of Golden Valley Mines Ltd. (the "**Company**" or "**Golden Valley**") for the three and six months ended June 30, 2020 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and Interpretations of the International Financial Reporting Interpretations Committee. This discussion and analysis should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2020 and the audited consolidated financial statements of the Company for the year ended December 31, 2019, and the related notes thereto. All figures are in Canadian dollars unless otherwise specified.

The technical content in this Management's Discussion & Analysis has been prepared under the supervision of Glenn J. Mullan P. Geo., the President and Chief Executive Officer of Golden Valley, and Michael P. Rosatelli P. Geo., the Vice-President Exploration of Golden Valley, who are the Qualified Persons as such term is defined in National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*. All technical disclosure regarding the Company's joint venture properties has been derived solely from the public disclosure of the Company's various joint venture partners, without independent verification.

This MD&A has been reviewed by the audit committee and approved by the Company's Board of Directors on August 21, 2020.

#### **FORWARD-LOOKING STATEMENTS**

This document contains certain forward-looking statements. In some cases, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", "be achieved" or "continue", have been used to identify these forward-looking statements. These forward-looking statements are subject to a variety of risks and uncertainties beyond the Company's ability to control or predict and are not to be interpreted as guarantees for future performance. These forward-looking statements could cause actual events or results to differ materially from those anticipated in such forward-looking statements. All forward-looking statements speak only as of the date hereof and, except as required by law, the Company

does not undertake any obligation to update or publicly release any revisions to such forward-looking statements to reflect events, circumstances, or changes in expectations after the date hereof. Accordingly, readers should not place undue reliance on such forward-looking statements.

## COMPANY OVERVIEW

Golden Valley is a mineral exploration company whose assets include 16 exploration properties located in the following areas: (i) the Abitibi Greenstone Belt (Ontario and Québec); (ii) the James Bay region of mid-north Québec; and (iii) the Nunavik (Ungava) region of northern Québec. Refer below to “Properties and Interests”, “Option and Joint Venture Properties” and “Property Interests Assigned to the Reporting Subsidiaries” for further details.

Golden Valley has the following subsidiaries: Abitibi Royalties Inc. (“Abitibi Royalties”) and Calone Mining Ltd (“Calone Mining”). The subsidiaries have all been incorporated under the *Business Corporations Act* (British Columbia). As at June 30, 2020, Golden Valley owns 5,605,246 common shares of Abitibi Royalties, representing an equity interest of approximately 44.85% and owns 100% equity interest in Calone Mining.

As Golden Valley holds the single largest equity interest in Abitibi Royalties and additional equity interest is being held by Golden Valley’s management and board of directors, Golden Valley is considered to control Abitibi Royalties. Accordingly, the financial and operating results of Abitibi Royalties are consolidated 100% within Golden Valley and a non-controlling interest is recognized on the net assets and net income of Abitibi Royalties. Refer to the MD&A section “*Supplementary Information on Operating Results*” and “*Financial Condition Review*” which provides detailed financial and operational information with respect to the separate legal entities.

The Company’s investments in associates include International Prospect Ventures Ltd. (“International Prospect”) and Val-d’Or Mining Corporation (“Val-d’Or Mining”).

Golden Valley’s shares trade on the TSX Venture Exchange (the “Exchange”) under the symbol “GZZ”. As a result of the Company’s ten for one common share consolidation as discussed below, the Company’s common shares will trade on the OTCQX under the symbol “GLVMD” for 30 days before resuming the original “GLVMF” symbol.

The Company’s other significant assets are the shares that it holds in other mining or exploration companies, the fair market value of which has a continuing impact on the Company’s financial condition:

### a) *Abitibi Royalties Inc. (“Abitibi Royalties”)*

Abitibi Royalties, a company listed on the Exchange under symbol “RZZ”, owns various 1.5% to 3% Net Smelter Returns (“NSR”) and 15% Net Profit Interests (“NPI”) in areas located at or near the Canadian Malartic Mine, a partnership jointly operated by Agnico Eagle Mines Limited (“Agnico Eagle”) and Yamana Gold Inc. (“Yamana”).

As announced on January 20, 2020, Abitibi Royalties’ Board of Directors approved a 25% dividend increase from \$0.12 to \$0.15 per common share on an annualized basis. The payment of dividends also

changed from quarterly to monthly. The increased dividend amount and the payment of dividends from quarterly to monthly began in April 2020. For the three and six months ended June 30, 2020, Golden Valley received dividends of \$210,197 and \$378,354, respectively from its equity interest in Abitibi Royalties.

Refer below to “Property Interests Assigned to Reporting Subsidiaries” for further details.

*b) Val-d’Or Mining Corporation (“Val-d’Or Mining”)*

As at June 30, 2020, Golden Valley holds a 38.29% (December 31, 2019 – 37.15%) equity interest in Val-d’Or Mining, a company listed on the Exchange under symbol “VZZ”, whose 100%-owned assets include 56 actively operated properties located in the Abitibi Greenstone Belt (Québec), the Nunavik Region (Ungava Belt) in northern Québec, and in north-central (James Bay) Québec.

Refer below to “Investment in Associates” for further details.

*c) International Prospect Ventures Ltd. (“International Prospect”),*

As at June 30, 2020, Golden Valley holds a 13.44% (December 31, 2019 -16.50%) equity interest in International Prospect, a company listed on the Exchange under symbol “IZZ”, whose assets include a 100% interest on eight tenements in the Pilbara region in Western Australia, Porcupine Miracle Prospect (Ontario), and a 40% interest in the Beartooth Island Prospect (Saskatchewan).

Refer below to “Investment in Associates” for further details.

## **CORPORATE DEVELOPMENTS**

### ***Share Consolidation***

On July 27, 2020, the Company announced that it has received conditional approval from the TSX Venture Exchange regarding a security consolidation on the basis of ten old shares for one new share. The common shares of Golden Valley have commenced trading on a consolidated basis at open of market on July 31, 2020. The consolidation was approved by the shareholders of Golden Valley at the annual and special meeting of shareholders held on June 26, 2020.

Following the consolidation, a total of approximately 13,518,459 common shares of Golden Valley are issued and outstanding, and incentive stock options to acquire an aggregate of approximately 1,423,691 common shares will be outstanding. The number of common shares entitled to be purchased pursuant to the terms of the outstanding options and the per share exercise price for such shares were adjusted accordingly, in accordance with the terms of the respective options. All fractional common shares remaining as a result of the proposed consolidation have been cancelled.

### ***Trading on the OTCQX Market***

As announced on June 1, 2020, the Company has qualified to trade on the OTCQX Best Market via OTC Markets and has begun trading on OTCQX under the symbol "GLVMF." The OTCQX Market is designed for established, investor-focused U.S. and international companies.

### ***Update on COVID-19***

Following orders from the Governments of Québec and Ontario in response to the COVID-19 pandemic, from the period March 23, 2020 to May 11, 2020, the Company suspended its exploration activities and field operations in both provinces for the health and safety of the Company's workforce and its exploration partners. Corporate activity was limited to the Company continuing work on other commitments under existing third-party agreements and seeking partners to fund projects by way of option and joint venture agreements. On May 11, 2020, the Government of Québec announced and authorized the resumption of mineral exploration activities effective May 11, 2020.

At the Canadian Malartic Mine, where Abitibi Royalties owns various NSR and NPI, Agnico Eagle and Yamana reported on April 15, 2020 that the Canadian Malartic Mine had resumed operations following the Government of Québec's decision to authorize the resumption of mining activities. Canadian Malartic entered care and maintenance on March 24, 2020, in response to government restrictions related to COVID-19 that required mining companies to minimize operational activities.

At this time, the extent of the impact the COVID-19 pandemic may have on the Company is unknown as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place.

In the second quarter of 2020, the Company made only minor changes to its portfolio of mineral properties. Activity related to staking and dropping claims was reduced as a direct result of COVID-19 measures implemented by the *Ministère de l'Énergie et des Ressources naturelles* ("MERN") in Québec and the *Ministry of Energy, Northern Development and Mines* ("MNDM") in Ontario, whereby claim owners were granted an automatic extension of time (Québec) or could apply for an exclusion of time through the *Mining Lands Administration System* ("MLAS") (Ontario).

In Québec, due to the exceptional circumstances surrounding the COVID-19 pandemic, the MERN has announced the term suspension of all claims currently in force for a 12-month period effective immediately on April 9th, 2020.

### **PROPERTIES AND INTERESTS**

The Company's exploration activities for the second quarter of 2020 focused primarily on managing and/or monitoring joint venture and/or option project exploration programs, and project generation activities directed to identifying and evaluating new opportunities and business development purposes.

### ***Abitibi Greenstone Belt (“AGB”) Grassroots Exploration Project***

The 16 AGB properties are comprised of gold (14), copper-zinc-silver (1), and nickel-copper-PGE (1) prospects located in Québec (8) and Ontario (8).

Golden Valley’s exploration strategy consists of a systematic approach designed to reduce grassroots exploration risk, and increase the possibility of exploration success, through the sequential exploration of a large number of grassroots properties. Preliminary fieldwork conducted over the Company’s properties typically includes grid establishment, geophysical and/or geochemical surveys, prospecting, reconnaissance and grid mapping and sampling, with the objective of upgrading and advancing each property to the group of “drill-ready” prospects.

### **OPTION AND JOINT VENTURE PROPERTIES**

#### **Abitibi Greenstone Belt (“AGB”) Programs**

##### ***a) Amended Mining Option Agreement with Val-d’Or Mining Corporation***

On April 18, 2017, the Company granted to Val-d’Or Mining an option to acquire a 100% interest in 61 of its grassroots properties, which option was exercised on December 5, 2019.

Pursuant to the option, Val-d’Or Mining is to issue 4,166,667 shares on or before June 30, 2020 (issued) and 4,166,667 on or before December 31, 2020. In addition, Golden Valley is eligible to receive 20% of the proceeds of all third-party transactions pertaining to the properties that Val-d’Or Mining enters into and announces on or before December 31, 2022.

Further, the properties are subject to a royalty in favour of Golden Valley equal to 1.25% of the net smelter returns, whereby Val-d’Or Mining has a partial buyback right. The partial buyback right pertains to each individual property, whereby 1% may be bought for \$500,000 on a property by property basis with a maximum total consideration of \$5,000,000 at which point in time the NSR royalty on all the properties would be reduced by 1.0%

For additional details with respect to the exploration and field work completed to date by Val-d’Or Mining, please refer to Val-d’Or Mining’s continuous disclosure documents available at the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing Val-d’Or Mining’s issuer profile).

##### ***b) Mining Option Agreement with BonTerra Resources Inc. – Lac Barry, Québec***

On March 16, 2016, the Company granted an option to BonTerra Resources Inc. (“BonTerra”) on the Lac Barry Prospect located in the Abitibi Greenstone Belt, northeast of Val-d’Or, Québec. BonTerra issued to Golden Valley 519,480 common shares in the capital of BonTerra having an aggregate value of \$200,000, and incurred expenditures in an aggregate amount of \$2,000,000 over a three-year period. Upon BonTerra exercising the option on June 4, 2019, it earned an 85% interest in the property and, the Company retained a 15% free carried interest and a 3% NSR, with 1% of the NSR being subject to a buyback in favour of BonTerra for \$1.0 million payable by BonTerra to Golden Valley.

For additional details with respect to the exploration and fieldwork programs completed to date on the Lac Barry Prospect, as well as for the details on the expenditures made to date by BonTerra on the project, please refer to BonTerra's continuous disclosure documents available for viewing by the public through the internet at the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing BonTerra's issuer profile.

***c) Centremaque Prospect – Alexandria Minerals Corporation - Val-d'Or Québec***

On April 13, 2017, the Company granted an option to Alexandria Minerals Corporation (“Alexandria”) on the Centremaque Prospect located in the AGB, northeast of Val-d'Or, Québec. In order to acquire an 80% interest in the property, Alexandria must: (i) issue, over a four -year period from the date of signing, to Golden Valley such number of common shares in its capital having an aggregate value of \$250,000 based on the closing price of Alexandria's shares on the Exchange the day prior to the date of issuance of each tranche of payment shares, of which shares and/or cash in the amount of \$150,000 have been received to date; and, (ii) incur exploration expenditures in an aggregate amount of \$4,000,000 over the same four-year period. Once the option is exercised, the Company will retain a 20% free carried interest and a 1.5% NSR, with 0.5% of the NSR being subject to a buyback in favour of Alexandria for \$1.0 million payable to Golden Valley.

In accordance with the terms of the option agreement, Alexandria agreed to a \$2,000,000 work commitment on or before April 20, 2020. On April 3, 2020, Alexandria provided a notice of force majeure and extension of delay as a result of the government of Québec's decision, relating to COVID-19, to close all non-essential businesses. The time for the performance of Alexandria's obligations under the option agreement was extended for a period equivalent to the total length of the force majeure, which ended on May 11, 2020.

For additional details with respect to the exploration and fieldwork programs completed to date on the Centremaque Prospect, as well as for the details on the expenditures made to date on the project by O3 Mining Inc (“O3 Mining”), which acquired Alexandria in 2019, please refer to O3 Mining's continuous disclosure documents available for viewing by the public through the internet at the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing O3 Mining's issuer profile.

***d) Sharks and Cheechoo Joint Venture - Sirios Resources Ltd. - James Bay Northern Quebec***

On October 23, 2013, Golden Valley granted Sirios Resources Ltd. (“Sirios”) an option to acquire Golden Valley's remaining 55% interest in the Cheechoo prospect. Sirios completed all its obligations under the agreement to earn a 100% interest in the Cheechoo prospect and therefore holds 100% of the Cheechoo prospect, subject to the royalty described below.

As additional consideration for the grant of the option, Sirios granted to Golden Valley a royalty equal to 4% of the net returns from all mineral products mined or removed from the Cheechoo gold project. Notwithstanding the foregoing, the royalty relevant to gold mineral products mined or removed from the Cheechoo gold prospect may vary between 2.5% and 3.5% depending on the market price of gold at the time of the payment.

For additional details with respect to the exploration and field work completed to date on the Cheechoo gold project, as well as for the details on the expenditures made to date by Sirios on the project, please

refer to Sirios' continuous disclosure documents available for viewing by the public through the internet at the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing Sirios' issuer profile.

***e) AGB Properties – Eldorado Gold Corporation – Québec and Ontario***

The Company earned a 70% interest in the group of 9 properties (8 gold and 1 copper-zinc-silver) located in the AGB (Québec and Ontario) and a 70:30 joint venture (the “GZZ-I JV”) was formed between Golden Valley and Eldorado Gold Corporation, with the latter having acquired its interest through the acquisition of Integra Gold Corporation. Golden Valley is the operator for the joint venture. The GZZ-I JV is subject to underlying royalties ranging between 3.0% and 3.5% in favour of the original vendors, one of whom is a director and an officer of the Company. No exploration work was completed on the joint venture properties for the three months ended June 30, 2020.

**PROPERTY INTERESTS ASSIGNED TO THE REPORTING SUBSIDIARIES**

**ABITIBI ROYALTIES INC.**

Abitibi Royalties holds interests amongst others, in the following assets:

The Canadian Malartic Mine, where Abitibi Royalties owns various Net Smelter Returns (“NSR”) and Net Profit Interests (“NPI”), is jointly operated by Agnico Eagle Mines Limited (“Agnico Eagle”) and Yamana Gold Inc. (“Yamana”) (the “Partnership”). Abitibi Royalties' NSRs and NPIs cover portions of the Odyssey (3% NSR), East Malartic (3% NSR), Sladen (3% NSR), Sheehan (3% NSR), Jeffrey (3% NSR), Barnat Extension (3% NSR), Gouldie (2% NSR) and all of the Charlie Zone (2% NSR). In 2018, Abitibi Royalties acquired a 1.5% NSR on the Midway Project and a 15% NPI on the Radium Property, all operated and located at the Canadian Malartic Mine. With the exception of two zones (Jeffrey and Barnat) at the Canadian Malartic Mine, Abitibi Royalties' core royalties are not yet in production.

Abitibi Royalties also owns the following early stage exploration royalties near producing mines throughout the Abitibi region in Québec: 2% NSR on the Revillard property, 1.0% NSR on the New Alger Project, and various 1.5% NSR on projects owned by Agnico Eagle and additional royalties in Canada and Turkey.

At the time of the sale of the Malartic CHL Prospect (the “Prospect”) in 2015 to Canadian Malartic GP whereby Abitibi Royalties received as consideration a 3% NSR on the Prospect, no cost for accounting purposes has been assigned to the 3% NSR as the Prospect was still at its early stage of exploration and future cash flows could not be reliably estimated. Similarly, at the time of the purchase of Abitibi Royalties' other royalty interests, the properties associated with the royalty interest were either: (a) in the early stages, (b) considered to be speculative, (c) expected to require more than two years to generate revenues, if ever, and/or (d) were currently not active. As such, acquisition costs of the royalty interest were recorded in the consolidated profit or loss and thus royalty interests of Abitibi Royalties do not appear on the Company's consolidated Statement of Financial Position.

### **Main royalty interests**

#### *Malartic CHL 3% NSR Royalty - Malartic, Québec*

The area covered by the 3% NSR is located immediately east of the current Canadian Malartic Mine open pit. The 3% NSR covers a number of known mineralized zones; the eastern part of the Barnat Extension, the Jeffrey Zone and portions of the East Malartic Odyssey, Sladen and Sheehan.

For the three and six months ended June 30, 2020, Abitibi Royalties earned royalties in the amount of \$93,633 (or US\$68,707) and \$167,918 (or US\$121,068) (for the three and six months ended June 30, 2019 - \$814,621 (or US\$624,470) and \$1,203,749 (or US\$915,668) from this royalty interest, respectively.

#### *Canadian Malartic 2% NSR Royalty – Malartic, Québec*

The area covered by the 2% NSR is on a single claim located just to the south of the Canadian Malartic open pit and covers the eastern portion of the Gouldie Zone and the historic Charlie Zone.

### **Other royalty interests**

#### *Revillard Property 2% NSR – Malartic, Québec*

The area covered by the 2.0% NSR is located approximately 10 kilometres northwest of the Canadian Malartic Mine and forms part of a larger set of claims known as the Malartic Project.

#### *Radium 15% NPI – Malartic, Québec*

The area covered by the 15% NPI is located immediately west of the Canadian Malartic Mine open pit. The 15% NPI covers the historic Radium Zone.

#### *Midway Project 1.5% NSR*

The area covered by the 1.5% NSR is located east and south of the Canadian Malartic Mine open pit. The 1.5% NSR covers a number of known mineralized zones; Piche-Harvey, Briar and Chabela. A total of 1.0% of the NSR can be repurchased by the Canadian Malartic Mine by paying US\$1.0 million to Abitibi Royalties.

#### *1.5% NSR in the Abitibi region, Québec*

The areas covered by the various 1.5% NSRs are on projects owned by Agnico Eagle throughout the Abitibi region in Québec. These projects include 1) Callahan (6.5 km northeast and northwest of the Canadian Malartic Mine and Agnico Eagle's Goldex Mine and 1.5 km north of the Wesdome Gold Mines' Kiena Deep discovery), 2) Cadillac (part of the LaRonde Mine), 3) Thompson River (part of the Goldex Mine) and 4) Malartic Break (6 km northwest of the Canadian Malartic Mine). A total of 1.0% of the NSR royalties can be repurchased by Agnico Eagle by paying US\$1.0 million to Abitibi Royalties.

### *1.0% NSR on the New Alger Project*

The area covered by the 1.0% NSR is located in the Abitibi region of northwest Québec. The New Alger project contains the historic Thompson-Cadillac Mine and adjoins Agnico Eagle's LaRonde mine.

## **INVESTMENTS IN ASSOCIATES**

### **International Prospect Ventures**

International Prospect is involved in the process of exploring, evaluating and promoting its mineral property interests in Australia and in Canada.

In Australia, International Prospect owns 100% interest in eight tenements in the Marble Bar and Nullagine areas of the Pilbara Region, Western Australia (Fortescue Basin), covering a total area of approximately 1,026.10 square kilometres.

In Canada, International Prospect owns a 100% interest in the Porcupine Miracle Prospect located in Langmuir Township in Ontario; a 40% interest in the Beartooth Island Prospect located in the Athabasca Basin in Saskatchewan, which is the subject of an agreement with Ditem Explorations Inc. ("Ditem") and of which Ditem is the operator; and a 100% interest in the Otish and Mistassini Prospects located in the North central region of Québec

### **Val-d'Or Mining Corporation**

In addition to the 61 properties recently acquired from Golden Valley, Val-d'Or Mining also owns the following assets and subject to market condition, is in the process of exploring, evaluating and promoting its mineral property interest and holds interests:

- a) The Boston Bulldog Prospect is comprised of 14 claim cells (14 single cell covering an area of 302 ha), located in Kirkland Lake, Ontario. Val-d'Or Mining was granted an option to acquire a 100% interest in the property. An exploration program for the property is currently at the planning stage.
- b) The Shoot-Out Prospect is the combination of three former properties (East Shoot-Out, West Shoot-Out and Donnybrook prospects), located southwest of Glencore's Raglan Mine, in northern Québec. Val-d'Or Mining has a 100% ownership interest in 182 contiguous mining cells covering 7,405 hectares, and is subject to a 3% NSR. Presently no immediate exploration fieldwork is planned on the property; and,
- c) The Fortin Prospect is located in the central part of Ducros Township, located approximately 80 kilometres northeast of the City of Val-d'Or, Québec. The property consists of 5 contiguous mining claims 200 hectares, which Val-d'Or Mining holds a 100% interest in this property that is subject to a 1.5% NSR. Presently no immediate exploration fieldwork is planned on the property.

For additional details with respect to the exploration and field work completed to date at Val-d'Or Mining, please refer to Val-d'Or Mining's continuous disclosure documents available at the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing Val-d'Or Mining's issuer profile.

## SELECTED INFORMATION

This table represents selected consolidated information for the Company for the three and six months ended June 30, 2020 and 2019:

	For the three months ended		For the six months ended	
	June 30,		June 30,	
	2020	2019	2020	2019
Total Revenue	\$ 313,033	\$ 974,553	\$ 450,483	\$ 1,455,873
Net income (loss) and total comprehensive income (loss)	16,055,986	1,006,922	10,923,883	3,447,409
Net income (loss) and total comprehensive income (loss) attributable to shareholders of Golden Valley Mines Ltd.	5,748,019	(215,758)	3,058,703	791,315
Net income (loss) and total comprehensive income (loss) attributable to the non-controlling interest	10,307,967	1,222,680	7,865,180	2,656,094
Basic earnings (loss) per share (\$)	\$ 0.043	\$ (0.002)	\$ 0.023	\$ 0.006
Diluted earnings (loss) per share	0.041	(0.002)	0.023	0.006
		As at June 30, 2020	As at December 31, 2019	As at December 31, 2018
Total Assets	\$ 68,289,022	\$ 58,461,158	\$ 41,066,815	
Total Liabilities	12,361,549	12,975,347	4,604,430	

## DISCUSSION AND RESULTS OF OPERATIONS

### Revenues

For the three and six months ended June 30, 2020, the Company recognized consolidated revenues of \$313,033 and \$450,483 compared to \$974,553 and \$1,455,873 for the same periods in 2019, respectively.

Consolidated revenues for the three and six months ended June 30, 2020 were lower compared to the same period in 2019, as Abitibi Royalties earned royalties of \$93,633 and \$167,918 (compared to \$814,621 and \$1,203,750 for the same periods in 2019) from its Malartic CHL 3% NSR royalty interest at the Canadian Malartic Mine near Val-d'Or Québec, respectively.

For the three and six months ended June 30, 2020, dividends of \$169,400 and \$232,565 (compared to \$91,923 and \$184,114 for the same periods in 2019), earned by Abitibi Royalties from its investments in the common shares of Agnico Eagle and Yamana, were higher from the increase in the dividend rate from Agnico Eagle and Yamana and from favourable foreign exchange rates as the dividends are denominated in US dollars.

Other revenues for the three and six months ended June 30, 2020 included option revenues of \$50,000 and \$50,000 (\$67,505 and \$67,505 for the same period in 2019) earned from the Company's mining option agreement with O3 Mining.

## **Operating Expenses**

For the three and six months ended June 30, 2020, the Company recorded consolidated operating expenses of \$863,663 and \$1,815,829 compared to \$805,565 and \$1,693,232 for the same periods in 2019, respectively.

Significant variances in operating expenses were as follows:

### *a) Salaries and other employee benefits*

For the three and six months ended June 30, 2020, salaries and other employee benefits amounted to \$354,064 and \$764,571 compared to \$279,113 and \$555,655 for the same periods in 2019, respectively.

The higher salaries and other employee benefits expense in 2020 reflected primarily increases in management's base salary compensation and payroll benefits at Abitibi Royalties, and from government payroll levies on taxable benefits of incentive stock options exercised at Golden Valley.

### *b) Share-based compensation*

For the three and six months ended June 30, 2020, share-based compensation expense has decreased to \$126,326 and \$224,291 compared to \$158,494 and \$277,694 for the same periods for 2019, respectively.

The share-based compensation for 2020 mainly related to the Company's March 2020 grant of 764,750 incentive stock option at an exercise price of \$0.50 per share and June 2020 grant of 250,000 incentive stock options at an exercise price of \$0.68 per share. The share-based compensation for 2020 was lower as 2019 included share-based compensation relating to the September 2016 grant of 9,305,934 incentive stock options, which fair value was allocated over the vesting period of three years ending in September 2019.

### *c) General and administrative expenses*

For the three and six months ended June 30, 2020, General and Administrative expenses, consisting of office expenses, advertising, exhibitions and travelling, were \$55,445 and \$222,274 compared to \$75,619 and \$137,494 for the same periods in 2019. The increase for the six months ended June 30, 2020 relates to higher advertising, exhibition and travel expenses as the Company has either attended or hosted events to generate new business opportunities and create ways to enhance shareholder value while assisting its subsidiaries and associates in enhancing their own corporate development in Canada and internationally.

*d) Impairment of exploration and evaluation assets*

No impairment on exploration and evaluation assets was recognized for the three and six months ended June 30, 2020 compared to \$nil and \$170,698 for the same periods in 2019. The impairment charge for 2019 relates to the Company's Island 27 property whereby on May 8, 2019, the Company received notice from Battery Minerals Resources Limited terminating their participation on the Island 27 property.

***Other Income (loss)***

For the three and six months ended June 30, 2020, the Company recognized consolidated other income of \$18,643,948 and \$13,955,184 compared to consolidated other income of \$1,121,359 and \$4,344,843 for the same periods in 2019.

Significant variances to other income (loss) were as follows:

*a) Change in fair of investments*

Change in the fair value of investments primarily accounts for the changes in the market value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana, changes to the fair value in Abitibi Royalties' outstanding derivative financial instruments (plus revenues earned associated from these derivative financial instruments) and changes in the market value of the Company's investments in shares of publicly traded mining exploration companies.

As the investments held by Abitibi Royalties and its derivative financial instrument relating to covered call and put options on the Agnico Eagle and Yamana shares, plus the investments held by the Company, are marked-to-market at each reporting period, the fair market value of which has a continuing impact on the Company's consolidated financial condition and results for the periods presented.

For the three ended June 30, 2020, Change in fair value of investments of \$19,202,568 mainly consisted of favourable change of \$22,413,711 (compared to \$3,171,528 for 2019) in the market value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana, net of unfavourable change of \$3,400,849 (compared to unfavourable change of \$1,798,025 for 2019) in the fair value of Abitibi Royalties' outstanding derivative financial instrument. In addition, the Company has unrealized gains of \$189,705, compared to unrealized losses of \$176,086 on its marketable securities representing shares of publicly traded mining exploration companies.

For the six months ended June 30, 2020, Change in fair value of investments of \$11,828,436 mainly consisted of favourable change of \$8,603,278 (compared to \$5,362,064 for 2019) in the market value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana and of favourable change of \$3,214,865 (compared to unfavourable change of \$1,032,059 for 2019) in the fair value of Abitibi Royalties' outstanding derivative financial instrument. In addition, the Company has unrealized gains of \$10,344, compared to unrealized gains of \$181,919 on its marketable securities representing shares of publicly traded mining exploration companies.

*b) Foreign exchange (gain (loss))*

For the three and six months ended June 30, 2020, foreign exchange gains (losses) amounted to (\$221,240) and \$2,584,905 compared to foreign exchange losses of \$630 and \$17,850 for the same periods in 2019, respectively.

Abitibi Royalties is subject to fluctuation in the exchange rate with the US dollar as its derivative financial instruments are in US dollars. In January 2020, Abitibi Royalties received net proceeds of US\$19,851,613 from being called to deliver 350,800 common shares of Agnico Eagle and 751,600 common shares of Yamana as discussed above. Due to the strengthening of the US dollar relative to the Canadian dollar during the first quarter, Abitibi Royalties was recognizing unrealized gains on foreign exchange on its US dollar denominated cash balances, which foreign exchange gains becoming realized, in March 2020, when the Company was called to purchase 361,400 common shares of Agnico Eagle and paid, including commissions, US\$16,320,416 from put options it had sold

In addition, as at June 30, 2020, cash on hand included US\$3,584,347 (December 31, 2019 - US\$1,737,268), representing \$4,884,749 (December 31, 2019 - \$ 2,256,363) of the total cash on hand of \$7,644,281 (December 31, 2018 - \$ 2,457,178) at Abitibi Royalties. As at June 30, 2020, a fluctuation of 1% in the U.S dollar value relative to the Canadian dollar has an impact of \$48,847 (December 31, 2019 - \$22,564) on the Company's cash on hand.

*c) Share of loss on associates*

As at June 30, 2020, the investments in associates relate to the Company's investments in International Prospect (ownership interest of 13.44%) and Val-d'Or Mining (ownership interest of 38.29 %).

The Company accounted for its investments in International Prospect and Val-d'Or Mining using the equity method using the results of their most recent annual financial statements or interim financial statements, as applicable. Losses from associates are recognized in the consolidated financial statements until the interest in the associate is written down to nil. Thereafter, losses are recognized only to the extent that the Company is committed to providing financial support to such associates.

For the three and six months ended June 30, 2020, the Company's share of loss on associates amounted to \$403,229 and \$451,348 compared to \$58,967 and \$115,172 for the same periods in 2019, respectively. The Company has no contingent liabilities relating to its interest in the associates.

***Income Tax Expense***

For the three months ended June 30, 2020, the Company recognized income tax expense of \$2,037,332 (compared to \$283,425 in 2019) consisting of current income tax recovery of \$371,701 (compared to \$nil for 2019) and deferred tax expense of \$2,409,033 (compared to deferred tax expense of \$283,425 for 2019).

Deferred income tax is impacted by the change in the fair value of the common shares in Agnico Eagle and Yamana, whereby an increase in the market value of these investments has a corresponding increase in the deferred tax liability as the tax cost on these investments is significantly lower compared to the

market value of those common shares. The deferred tax expense of \$2,409,033 for 2020 mainly relates to the increase in the market value in Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana, which deferred tax impact amounted to \$2,969,711, net of offset by the deferred tax recovery of \$560,678 associated with the increase in the fair value of the derivative financial instrument liability.

For the six months ended June 30, 2020, the Company recognized income tax expense of \$1,665,955 (compared to \$660,075 in 2019) consisting of current income tax expense of \$1,965,913 (compared to \$nil in 2019) and deferred tax recovery of \$299,958 (compared to deferred tax expense of \$650,075 in 2019). The current income tax expense for 2020 mainly relates to the taxable gain from the net proceeds of \$26,037,375 (or US\$19,851,613) received by Abitibi Royalties from being called to deliver 350,800 common shares of Agnico Eagle and 751,600 common shares of Yamana as discussed above, net of utilization of non-capital losses and resource expense deductions available to Abitibi Royalties to offset the taxable gain.

## SUPPLEMENTARY INFORMATION ON OPERATING RESULTS

	For the three months ended June 30, 2020				For the six months ended June 30, 2020			
	Golden Valley	Abitibi Royalties	Calone Mining	Total	Golden Valley	Abitibi Royalties	Calone Mining	Total
<b>Revenues</b>								
Royalties	\$ -	\$ 93,633	\$ -	\$ 93,633	\$ -	\$ 167,918	\$ -	\$ 167,918
Dividends	-	169,400	-	169,400	-	232,565	-	232,565
Option revenue	50,000	-	-	50,000	50,000	-	-	50,000
	50,000	263,033	-	313,033	50,000	400,483	-	450,483
<b>Operating Expenses</b>								
Salaries and other employee benefits	73,188	280,876	-	354,064	174,352	590,219	-	764,571
Professional and legal fees	121,065	109,032	366	230,463	193,763	238,155	366	432,284
Share-based compensation	126,326	-	-	126,326	224,291	-	-	224,291
General and administrative expenses	39,498	15,947	-	55,445	191,869	30,405	-	222,274
Management fees	41,550	-	-	41,550	83,100	-	-	83,100
Exploration and evaluation	18,114	-	-	18,114	50,580	-	-	50,580
Royalties	-	37,701	-	37,701	-	37,701	-	37,701
Depreciation of property and equipment	-	-	-	-	1,028	-	-	1,028
Impairment of exploration and evaluation assets	-	-	-	-	-	-	-	-
	419,741	443,556	366	863,663	918,983	896,480	366	1,815,829
<b>Operating loss</b>	(369,741)	(180,523)	(366)	(550,630)	(868,983)	(495,997)	(366)	(1,365,346)
<b>Other income (loss)</b>								
Change in fair value of investments	189,705	19,012,863	-	19,202,568	10,344	11,818,092	-	11,828,436
Finance income	144	1,971	-	2,115	1,185	68,449	-	69,634
Foreign exchange loss	-	(221,240)	-	(221,240)	-	2,584,905	-	2,584,905
Finance cost	(1,731)	65,573	(108)	63,734	(2,933)	(73,254)	(256)	(76,443)
Share of loss of associates	(403,229)	-	-	(403,229)	(451,348)	-	-	(451,348)
	(215,111)	18,859,167	(108)	18,643,948	(442,752)	14,398,192	(256)	13,955,184
<b>Net income (loss) before income taxes</b>	(584,852)	18,678,644	(474)	18,093,318	(1,311,735)	13,902,195	(622)	12,589,838
Income tax expense	-	2,037,332	-	2,037,332	-	1,665,955	-	1,665,955
<b>Net income (loss) and total comprehensive income (loss) for the period</b>	\$ (584,852)	\$ 16,641,312	\$ (474)	\$ 16,055,986	\$ (1,311,735)	\$ 12,236,240	\$ (622)	\$ 10,923,883

## SUPPLEMENTARY INFORMATION ON OPERATING RESULTS (continued)

	For the three months ended June 30, 2019				For the six months ended June 30, 2019			
	Golden Valley	Abitibi Royalties	Calone Mining	Total	Golden Valley	Abitibi Royalties	Calone Mining	Total
<b>Revenues</b>								
Royalties	\$ -	\$ 814,621	\$ -	\$ 814,621	\$ -	\$ 1,203,750	\$ -	\$ 1,203,750
Dividends	-	91,923	-	91,923	-	184,114	-	184,114
Option revenue	67,505	-	-	67,505	67,505	-	-	67,505
Geological fees	504	-	-	504	504	-	-	504
	68,009	906,544	-	974,553	68,009	1,387,864	-	1,455,873
<b>Operating Expenses</b>								
Salaries and other employee benefits	39,690	239,423	-	279,113	87,649	468,006	-	555,655
Share-based compensation	158,494	-	-	158,494	277,694	-	-	277,694
Professional and legal fees	78,122	157,027	-	235,149	125,068	303,805	350	429,223
Impairment of exploration and evaluation assets	-	-	-	-	170,698	-	-	170,698
General and administrative expenses	46,245	29,374	-	75,619	61,648	75,846	-	137,494
Management fees	41,550	-	-	41,550	83,100	-	-	83,100
Exploration and evaluation	14,751	-	-	14,751	37,591	-	-	37,591
Depreciation of property and equipment	889	-	-	889	1,777	-	-	1,777
	379,741	425,824	-	805,565	845,225	847,657	350	1,693,232
<b>Operating loss</b>	(311,732)	480,720	-	168,988	(777,216)	540,207	(350)	(237,359)
<b>Other income (loss)</b>								
Change in fair value of investments	(176,086)	1,373,504	-	1,197,418	181,919	4,330,004	-	4,511,923
Finance income	2,044	2,710	-	4,754	3,338	6,009	-	9,347
Foreign exchange loss	-	(630)	-	(630)	-	(17,850)	-	(17,850)
Finance cost	(880)	(20,318)	(18)	(21,216)	(1,746)	(41,583)	(76)	(43,405)
Share of loss of associates	(58,967)	-	-	(58,967)	(115,172)	-	-	(115,172)
	(233,889)	1,355,266	(18)	1,121,359	68,339	4,276,580	(76)	4,344,843
<b>Net income (loss) before income taxes</b>	(545,621)	1,835,986	(18)	1,290,347	(708,877)	4,816,787	(426)	4,107,484
Deferred tax expense	-	283,425	-	283,425	-	660,075	-	660,075
<b>Net income (loss) and total comprehensive income (loss) for the period</b>	\$ (545,621)	\$ 1,552,561	\$ (18)	\$ 1,006,922	\$ (708,877)	\$ 4,156,712	\$ (426)	\$ 3,447,409

## DISCUSSION AND RESULTS OF OPERATIONS

### FINANCIAL CONDITION REVIEW

	Golden Valley <sup>(1)</sup>	Abitibi Royalties	Calone Mining	As at June 30, 2020	As at December 31, 2019
<i>Current Assets</i>					
Cash and cash equivalents	\$ 593,226	\$ 7,644,281	\$ 1,759	\$ <b>8,239,266</b>	\$ 3,003,083
Accounts receivable	-	-	-	-	268,195
Financial assets	438,204	-	-	<b>438,204</b>	534,774
Royalty receivable	-	93,633	-	<b>93,633</b>	999,252
Other assets	101,415	87,017	168	<b>188,600</b>	167,886
<i>Non-current assets</i>					
Investments	-	56,762,301	-	<b>56,762,301</b>	50,636,738
Exploration and evaluation assets	747,170	71,250	-	<b>818,420</b>	1,497,170
Investments in associates	1,641,685	-	-	<b>1,641,685</b>	1,343,033
Financial assets	106,913	-	-	<b>106,913</b>	-
Property and equipment	-	-	-	-	1,027
<b>Total Assets</b>	<b>3,628,613</b>	<b>64,658,482</b>	<b>1,927</b>	<b>68,289,022</b>	<b>58,451,158</b>
<i>Current liabilities</i>					
Accounts payable and accrued liabilities	149,942	97,902	-	<b>247,844</b>	750,515
Income taxes payable	-	1,965,913	-	<b>1,965,913</b>	-
Derivative financial instruments	-	7,161,965	-	<b>7,161,965</b>	8,979,047
<i>Non-current liabilities</i>					
Deferred taxes	-	2,945,827	-	<b>2,945,827</b>	3,245,785
Loan	40,000	-	-	<b>40,000</b>	-
<b>Total Liabilities</b>	<b>189,942</b>	<b>12,171,607</b>	<b>-</b>	<b>12,361,549</b>	<b>12,975,347</b>

Note (1): Golden Valley's equity interest in Abitibi Royalties, a subsidiary of the Company, is eliminated for financial reporting purposes of the supplementary consolidated financial information.

#### *Cash and cash equivalents*

The Company ended the second quarter of 2020 with consolidated cash and cash equivalents of \$8,239,266 compared to \$3,003,083 as at December 31, 2019. The Company holds cash balances in both Canadian and U.S. dollars.

Refer to *Liquidity and Capital Resources* section below for further discussion on the Company's cash position and its changes thereof for the six months ended June 30, 2020.

### *Current and Non-Current Financial assets*

The Company holds publicly traded securities comprised of common shares of third party optionees issued to the Company in accordance with the terms of certain property option agreements having a market value of \$545,117 as at June 30, 2020 compared to \$534,774 as at December 31, 2019.

### *Royalty receivable*

Royalty receivable \$93,633 (or US\$68,707) as at June 30, 2020 represents the royalty contribution earned by Abitibi Royalties from its Malartic CHL 3% NSR royalty for the three months ended June 30, 2020.

### *Other assets*

Consolidated Other assets of \$188,600 is mainly comprised of amounts due from International Prospect of \$63,696 (December 31, 2019 - \$68,520), dividends receivable of \$57,325 (December 31, 2019 - 44,729) from Abitibi Royalties' investments in Agnico Eagle and Yamana shares and sales taxes recoverable of \$45,098 (December 31, 2019 - \$21,570).

### *Investments*

The following tables summarizes Abitibi Royalties' investments in Yamana and Agnico Eagle:

	As at June 30, 2020		As at December 31, 2019	
	Number of Shares	Fair Value	Number of Shares	Fair Value
Yamana Gold Inc.	2,692,095	\$ 19,867,661	3,443,895	\$ 17,701,620
Agnico Eagle Mines Limited	419,197	36,440,795	408,597	32,679,588
		\$ 56,308,456		\$ 50,381,208
Other investments		453,845		255,530
		\$ 56,762,301		\$ 50,636,738

### *Sale and Purchase of Agnico Eagle shares*

In January 2020, Abitibi Royalties was called to deliver 350,800 common shares of Agnico Eagle at share prices ranging from US\$43.00 to US\$55.00 per share and received, net of commissions, \$22,887,329 (or US\$17,449,931) from covered call options it had sold.

In March 2020, Abitibi Royalties was called to purchase 361,400 common shares of Agnico Eagle at a share price of US\$45.00 per share and paid, including commissions, \$23,649,915 (or US\$16,320,416) from put options it had sold.

### *Sale of Yamana Gold shares*

In January 2020, Abitibi Royalties was called to deliver 751,600 common shares of Yamana at share prices ranging from US\$2.50 to US\$3.50 per share and received, net of commissions, \$3,150,046 (or US\$2,401,682) from covered call options it had sold.

In June 2020, Abitibi Royalties was also called to deliver 200 common shares of Yamana at a share price of US\$3.00 per share and received, net of commissions, \$780 (or US\$570).

As of the date of this report, Abitibi Royalties is holding 2,692,095 shares of Yamana and 419,197 shares of Agnico Eagle.

### *Exploration and evaluation assets*

Exploration and evaluation assets totaled \$818,420 as at June 30, 2020 compared to \$1,497,170 as at December 31, 2019.

	As at January 1, 2020	Additions	Credit	As at June 30, 2020
Golden Valley Mines	\$ 1,497,170	-	(750,000)	\$ 747,170
Abitibi Royalties	-	71,250	-	71,250
Balance, end of the period	\$ 1,497,170	71,250	(750,000)	\$ 818,420

The decrease in Exploration and evaluation assets relates to the assigned value of \$750,000 of the 4,166,667 common shares received under the Amended Mining Option Agreement with Val-d'Or Mining, which amount has been applied against the carrying value of exploration and evaluation assets, and Abitibi Royalties' acquisition of the Hammond Reef prospect, a property consisting of 49 claims located in Ontario.

### *Investment in Associates*

As discussed above, the investments in associates relate to the Company's investments in International Prospect and Val-d'Or Mining. The Company accounts for its investments in International Prospect and Val-d'Or Mining using the equity method. For the three and six months ended June 30, 2020, the Company recognized a loss of \$403,229 and \$451,348 from its share in associates, compared to \$58,967 and \$115,172 for the same periods in 2019. The Company has no contingent liabilities relating to its interest in the associates.

#### *a) International Prospect*

As at June 30, 2020, the Company has 4,470,910 common shares or 13.44% interest in International Prospect. The Company's ownership interest in International Prospect has decreased from 16.50% as at December 31, 2019 to 13.44% as at June 30, 2020 as a result of International Prospect issuing 6,161,109 of its common shares in June 2020 relating to its non-brokered private placement for gross proceeds of \$554,500.

*b) Val-d'Or Mining*

As at June 30, 2020, the Company has 21,520,777 common shares or 38.29% interest in Val-d'Or Mining. The Company's ownership interest in Val-d'Or Mining has increased from 37.15% as at December 31, 2019 to 38.29% as at June 30, 2020 as a result of the share consideration of 4,166,667 common shares received by the Company from Val-d'Or Mining in accordance with the Option Agreement as described above. Val-d'Or Mining has also issued 5,333,332 of its common shares in May 2020 relating to its non-brokered private placement for gross proceeds of \$400,000.

***Accounts payable and accrued liabilities***

Consolidated accounts payable and accrued liabilities of \$247,844 (December 31, 2019 -\$750,515) mainly consist of trade payables of \$156,389 (December 31, 2019 - \$106,676), director fees of \$nil (December 31, 2019 - \$102,500), payroll accruals of \$72,753 (December 31, 2019 - \$25,335), cash and share performance bonus payable of \$nil (December 31, 2019 -\$491,951) and amounts due from a related parties of \$18,702 (December 31, 2019 – \$24,053).

***Income taxes payable***

As described above, the income tax payable of \$1,965,913 as at June 30, 2020 mainly relates to the income tax impact from the net proceeds of \$26,037,375 (or US\$19,851,613) received by Abitibi Royalties from being called to deliver 350,800 common shares of Agnico Eagle and 751,600 common shares of Yamana, net of utilization of non-capital losses and resource expenses deductions available to Abitibi Royalties.

***Derivative Financial Instruments***

The status of the Abitibi Royalties' call option contracts as of August 17, 2020, the date of Abitibi Royalties' Management's Discussion and Analysis for the three and six months ended June 30, 2020, is presented in the table below:

<b>Yamana Gold</b>	<b>Price in US Dollars</b>	<b>Number of shares</b>	<b>Option Expiry Date</b>	<b>% of shares held</b>
<b>Calls</b>	\$ 3.00	156,300	January 15, 2021	5.81%
	\$ 4.00	558,100	January 15, 2021	20.73%
	\$ 4.50	245,000	January 15, 2021	9.10%
	\$ 5.00	736,200	January 15, 2021	27.35%
	\$ 5.50	109,600	January 15, 2021	4.07%
	\$ 7.00	30,000	January 15, 2021	1.11%
	\$ 8.00	170,000	January 15, 2021	6.31%
	\$ 9.00	20,000	January 15, 2021	0.74%
	\$ 4.50	67,700	January 21, 2022	2.51%
	\$ 5.00	71,000	January 21, 2022	2.64%
	\$ 5.50	9,000	January 21, 2022	0.33%
	\$ 7.00	100,000	January 21, 2022	3.71%
	\$ 10.00	40,000	January 21, 2022	1.49%
			<u>2,312,900</u>	

<b>Agnico Eagle</b>	<b>Price in US Dollars</b>	<b>Number of shares</b>	<b>Option Expiry Date</b>	<b>% of shares held</b>
<b>Calls</b>	\$ 42	7,600	January 15, 2021	1.81%
	\$ 47	200	January 15, 2021	0.05%
	\$ 50	49,900	January 15, 2021	11.90%
	\$ 55	2,000	January 15, 2021	0.48%
	\$ 60	13,100	January 15, 2021	3.13%
	\$ 65	8,200	January 15, 2021	1.96%
	\$ 70	16,000	January 15, 2021	3.82%
	\$ 75	5,400	January 15, 2021	1.29%
	\$ 80	43,000	January 15, 2021	10.26%
	\$ 85	16,200	January 15, 2021	3.86%
	\$ 90	16,200	February 19, 2021	3.86%
	\$ 95	5,400	February 19, 2021	1.29%
	\$ 85	10,800	February 19, 2021	2.58%
	\$ 60	4,000	February 19, 2021	0.95%
	\$ 65	4,000	January 21, 2022	0.95%
	\$ 70	18,100	January 21, 2022	4.32%
	\$ 80	9,000	January 21, 2022	2.15%
	\$ 85	16,000	January 21, 2022	3.82%
	\$ 100	2,700	January 21, 2022	0.64%
			<u>247,800</u>	
<b>Puts</b>	\$ 40	31,000	August 21, 2020	7.40%
	\$ 45	25,000	August 21, 2020	5.96%
		<u>56,000</u>		<u>13.36%</u>

For the three months ended June 30, 2020, Abitibi Royalties sold 3,630 call contracts (1,134 calls on Agnico Eagle shares and 2,496 calls on Yamana Gold shares) and sold 810 put contracts on Agnico Eagle shares for total cash proceeds of \$830,685 (or US\$601,440). In addition, 810 put option contracts on Agnico Eagle shares expired and 2 call contracts on Yamana shares were exercised before expiration.

For the six months ended June 30, 2020, Abitibi Royalties sold 10,703 call contracts (1,307 calls on Agnico Eagle shares and 9,396 calls on Yamana Gold shares) and sold 4,984 put contracts on Agnico Eagle shares for total cash proceeds of \$1,426,901 (or US\$1,051,105). In addition, 11,087 call option contracts on Yamana shares expired, 2 call contracts on Yamana shares were exercised before expiration and 3,600 call contracts on Yamana shares were repurchased before expiration for \$29,119 (or US\$22,250).

Abitibi Royalties only sells call options when it owns the underlying shares. Should covered calls be sold, it is Abitibi Royalties' objective to use strike prices that are anticipated to be well above the share price of Agnico Eagle and Yamana at the time the contract is written, with contracts generally expiring between 1 month and 2 years. Abitibi Royalties only writes put contracts when it has the required funds (in the currency which the contract was written) to purchase the underlying shares should the put contract be exercised.

### ***Deferred tax liability***

The deferred tax liability totaled \$2,945,827 as at June 30, 2020 compared to \$3,245,785 as at December 31, 2019. The deferred tax liability consists of the potential tax liability of \$4,238,114 on the capital gain to be realized on the eventual sale of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana, net of the tax deferred tax asset of \$948,959 and \$337,042 in respect of temporary differences between the carrying amounts for financial reporting purposes and the amounts used for taxation purposes of the Company's derivative financial instruments and Exploration and evaluation assets, respectively

## SUMMARY OF QUARTERLY RESULTS

The following selected financial information is for the 8 most recently completed quarters as derived from the Company's respective financial statements and notes thereto. The following information should be read in conjunction with the referenced financial statements, the notes to those statements and "Results of Operations" herein.

	Jun-20	Mar-20	Dec-19	Sep-19	Jun-19	Mar-19	Dec-18	Sep-18
Total revenues (\$)	313,033	137,450	1,138,221	949,836	974,553	481,320	100,307	78,552
Net income (loss) and total comprehensive income (loss) for the period (\$)	16,055,986	(5,132,103)	2,522,854	3,529,570	1,006,922	2,440,487	2,070,974	(9,173,837)
Net income (loss) and total comprehensive income (loss) attributable to shareholders of Golden Valley (\$)	5,748,019	(2,689,316)	1,070,434	1,420,903	(215,758)	1,007,073	654,757	(4,587,186)
Net income (loss) and total comprehensive income (loss) attributable to the non-controlling interest (\$)	10,307,967	(2,442,787)	1,452,480	2,108,607	1,222,680	1,433,414	1,416,217	(4,586,651)
Net earnings (loss) per share (\$)								
Basic	0.043	(0.020)	0.019	0.011	(0.002)	0.008	0.015	(0.034)
Diluted	0.041	(0.020)	0.018	0.010	(0.002)	0.007	0.015	(0.034)

- For the three months ended June 30, 2020, the Company reported consolidated net income of \$16,055,986 resulting from the favourable change in the fair value of investments amounting to \$19,202,568, net of income tax expense of \$2,037,332.
- For the three months ended March 31, 2020, the Company reported consolidated net loss of \$5,132,103 resulting from the unfavourable change in the fair value of investments amounting to \$7,374,132 and foreign exchange gains of \$2,806,145.
- For the three months ended December 31, 2019, the Company reported consolidated net income of \$2,522,854 mainly from a royalty contribution of \$999,252 (or US\$769,366) received from Abitibi Royalties' Malartic CHL 3% NSR royalty interest and favourable change in the fair value of investments and derivative instruments in the amount of \$3,414,025, offset by salaries through performance bonuses and employee benefits, and professional and legal fees.
- For the three months ended September 30, 2019, the Company reported consolidated net income of \$3,529,570 mainly from a royalty contribution of \$834,258 (or US\$630,056) received from Abitibi Royalties' Malartic CHL 3% NSR royalty interest and favourable change in the fair value of investments and derivative instruments in the amount of \$3,936,780, offset by salaries and employee benefits, and professional and legal fees.

- For the three months ended June 30, 2019, the Company reported consolidated net income of \$1,006,922 mainly from a royalty contribution of \$814,621 (or US\$624,470) received from Abitibi Royalties' Malartic CHL 3% NSR royalty interest and favourable change in the fair value of investments and derivative instruments in the amount of \$1,189,918, offset by salaries and employee benefits, share-based compensation expense and professional and legal fees.
- For the three months ended March 31, 2019, the Company reported consolidated net income of \$2,440,487, resulting mainly from a royalty contribution of \$389,129 (2018-\$nil) received from Abitibi Royalties' Malartic CHL 3% NSR royalty interest and from the increase of \$2,202,209 (2018-decrease of \$2,733,239) in the market value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana since the beginning of the year.
- For the three months ended December 31, 2018, the Company reported consolidated net income of \$2,070,974 compared to a net income of \$1,506,461 for the same period in 2017. The net income for the three months ended December 31, 2018 is mainly from the increase of \$4,400,722 in the market value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana, and royalty expense of \$192,500 relating to the NSR acquired by Abitibi Royalties in November 2018, net of unrealized losses of \$991,499 in the fair value of the liability associated with its derivative instruments.
- For the three months ended September 30, 2018, the Company reported consolidated net loss of \$9,173,837 compared to a net loss of \$1,854,520 for the same period in 2017. The net loss for the three months ended September 30, 2018 is mainly from the unfavourable change in the fair value of Abitibi Royalties' investments in the common shares of Agnico Eagle and Yamana in the amount of \$8,286,116 and royalty expense of \$1,972,750 relating to the NSR and NPI interests acquired by Abitibi Royalties in July 2018, net of deferred tax recovery of \$1,681,377.

## **EXPLORATION ACTIVITIES**

The Company's and its subsidiaries' property interests in Québec, Ontario and Saskatchewan are considered to be prospective for precious metals (i.e. gold, silver and platinum group metals), base-metals (i.e. nickel, copper, zinc, and cobalt), and energy minerals (i.e. uranium).

The Company's exploration activities for the second quarter of 2020 focused primarily on managing and/or monitoring joint venture and/or option project exploration programs, and project generation activities directed to identifying and evaluating new opportunities and business development purposes.

## **LIQUIDITY AND CAPITAL RESOURCES**

Consolidated total assets of the Company as at June 30, 2020 totaled \$68,289,022 (December 31, 2019 - \$58,451,158), which mainly included cash and cash equivalents of \$8,239,266 (December 31, 2019 - \$3,003,083), financial assets consisting of marketable securities totaling \$545,117 (December 31, 2019 - \$534,774), royalty receivable of \$93,633 (December 31, 2019 - \$999,252) and long-term investments mainly consisting of common shares in Agnico Eagle and Yamana totaling \$56,762,301 (December 31, 2019 - \$50,636,738).

Cash inflows from operating activities for the six months ended June 30, 2020 totaled \$2,120,512 compared to cash outflows of \$864,703 for the same period in 2019. The improvement in cash inflows for the six months ended June 30, 2020 relate to royalty contributions of \$999,252 received on January 15, 2020 from Abitibi Royalties' Malartic CHL 3% NSR royalty interest and foreign exchange gains realized as discussed above.

Cash inflow from investing activities for the six months ended June 30, 2020 totaled \$3,804,197 compared to cash inflows of \$723,005 for the same period in 2019. The cash inflows for the six months ended June 30, 2020 include cash proceeds of \$26,056,311 from Abitibi Royalties being called to deliver 350,800 common shares of Agnico Eagle at share prices ranging from US\$43.00 to US\$55.00 per share and received, before commissions, \$22,892,404 (or US\$17,453,800) and being called to deliver 751,600 common shares of Yamana at share prices ranging from US\$2.50 to US\$3.50 per share and received, before commissions, \$3,163,907 (or US\$2,412,250) from covered call options it had sold. These proceeds were offset by the Abitibi Royalties being called to purchase 361,400 common shares of Agnico Eagle at US\$45.00 per share and paid, before commissions, \$23,566,713 (or US\$16,263,000) from put options it had sold. Additionally, proceeds from the options amounted to \$1,426,901 in 2020 compared to \$852,647 in 2019.

Cash outflows from financing activities for the six months ended June 30, 2020 totaled \$781,725 for the six months ended June 30, 2020 compared with cash outflows of \$236,645 for the same period in 2019. Cash flows from financing activities were related primarily to the change in the Company's interest in Abitibi Royalties, which consist of repurchase and cancellation of its 25,700 common shares amounting to \$481,415 and net payment of dividends of \$465,940.

## **OUTLOOK**

The Company is evaluating certain strategic business opportunities in the exploration/mining industry. A number of internal reviews and assessments have been completed, or are in progress, for distressed companies and assets, both in Canada and abroad. Additionally, various property submittals are routinely considered for acquisitions.

## CAPITAL STOCK INFORMATION

### *Authorized*

The Company is authorized to issue an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value, issuable in one or more series with restrictions as determined by the Company's Board of Directors. The holders of the common shares of the Company are entitled to vote at all shareholder meetings and to receive such dividends as the Board of Directors of the Company in their discretion shall declare.

### *Issued and Outstanding*

The following details the issued and outstanding securities of the Company as at August 21, 2020:

	Total Outstanding	Escrowed
Common shares	13,518,460	Nil
Preferred shares	Nil	Nil
Warrants	Nil	Nil
Incentive stock options	1,423,689	Nil

### *Incentive Stock Options:*

Expiry Date	Number of Options	Weighted Average Exercise Price
January 1, 2021	10,000	\$ 1.00
June 27, 2021	225,000	\$ 3.00
February 3, 2022	10,000	\$ 4.65
June 21, 2023	222,000	\$ 2.80
June 18, 2024	33,300	\$ 3.40
March 3, 2025	76,474	\$ 5.00
June 26, 2025	25,000	\$ 6.80
September 30, 2026	821,915	\$ 3.50
	1,423,689	\$ 3.44

## CAPITAL STOCK INFORMATION OF REPORTING SUBSIDIARY

### *Abitibi Royalties Inc.*

### Issued and Outstanding

The following details the issued and outstanding securities of Abitibi Royalties as of August 17, 2020, the date of Abitibi Royalties' Management's Discussion and Analysis for the three and six months ended June 30, 2020:

	<b>Total Outstanding</b>	<b>Escrowed</b>
Common shares	12,486,811	Nil
Preferred shares	Nil	Nil
Warrants	Nil	Nil
Incentive stock options	Nil	Nil
Restricted share units	Nil	Nil

## **RELATED PARTY TRANSACTIONS**

The information pertaining to related party transactions are disclosed in Note 20 of the unaudited condensed consolidated interim financial statements as at June 30, 2020.

## **OFF BALANCE SHEET ARRANGEMENTS**

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

## **CONTRACTUAL COMMITMENTS AND OBLIGATIONS**

The Company has entered into agreements with officers and consultants that include termination and change of control clauses. In the case of termination, the officers and consultants are entitled to an amount equal to a multiple (ranging from one to two times) the annual base fee. In the case of a change of control, the officers and consultants are entitled to an amount equal to a multiple (ranging from one to three times) the sum of the annual base fee. As at June 30, 2020, the total annual base fee of the officers and consultants under the agreements is \$765,000. As a triggering event has not taken place, the contingent payments have not been reflected in the consolidated financial statements.

## **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

Any changes in accounting policies including those that have not been adopted are explained in note 3 of the unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2020.

## **JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The judgements, estimates and assumptions used by management are described in note 5 of the audited consolidated financial statements for the year ended December 31, 2019.

## **RISK AND UNCERTAINTIES**

### **Climate Change**

The Company has properties, joint venture agreements and/or royalties in various regions and jurisdictions where environmental laws are evolving and are not consistent. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate change, such as regulation relating to emission levels. If the current regulatory trend continues, this may result in increased costs directly or indirectly affecting the Company. In addition, the physical effect of climate change, such as extreme weather conditions, natural disasters, resource shortages, changing sea levels and changing temperatures, could have an adverse financial impact on operations

located in the regions where these conditions occur, directly or indirectly impacting the business of the Company.

### **Nature of Mineral Exploration and Mining**

There is no known mineral resource on any of the Company's property interests. Mineral exploration and development involve a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

### **Mineral Deposits and Production Costs; Metal Prices**

The economics of developing mineral deposits are affected by many factors including variations in the grade of ore mined, the cost of operations, and fluctuations in the sales price of products. The value of the Company's mineral property interests is heavily influenced by metal prices. There can be no assurance that the prices of mineral products will be sufficient to ensure that the Company's properties can be mined profitably.

### **Exploration and Development Risks**

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

### **Additional Financing**

Future exploration and development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development of the property interests of the Company.

### **Stress in the Global Economy and Financial Condition**

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the operators of properties where Abitibi Royalties royalty and other interests are dependent upon the capital markets to raise financing. Adverse effects of coronavirus developments (COVID-19) on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where Abitibi Royalties holds royalty interests.

### **Competition**

The mineral exploration and mining business are competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company's, in the search for and the acquisition of attractive mineral properties. There is no assurance that the Company will continue to be able to compete successfully with the competition in acquiring such properties or prospects.

### **Dependence on Key Individuals**

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. The Company does not maintain key-person insurance on the lives of any of its key personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, the Company will remain highly dependent upon contractors and third parties in the performance of their exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

### **Political Regulatory Risks**

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

### **Currency Risk**

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in U.S. dollars. The Company's costs are incurred primarily in Canadian dollars.

### **Conflicts of Interest**

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company.

### **Insurance**

The Company does not have insurance to adequately protect itself against certain risks associated with mineral exploration. Even if they were to obtain insurance, the Company will remain at risk and will be potentially subject to liability for hazards which it cannot insure against or which it may elect not to insure against because of premium costs or other reasons.

### **Influence of Third-Party Stakeholders**

The lands in which the Company holds interests, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out work programs or general exploration mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the work programs of the Company may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

### **Fluctuation in Market Value of Shares**

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity, including the market in which it is traded, the strength of the economy

in general, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The future effect of these and other factors on the market price of the Company's shares on the Exchange cannot be predicted.

### **Derivatives instruments**

Due to the complex nature and market volatility that may influence the market value of the shares, selling of call and put options is subject to risk including limiting the potential upside gains and being obligated to purchase the underlying shares above the current market value. Although all risks cannot be eliminated, the Company is mitigating these risks by owning the underlying shares or having the cash requirement to meet its obligations.

### **ADDITIONAL INFORMATION**

Additional information about Golden Valley Mines Ltd. may be obtained from the Company's website ([www.goldenvalleymines.com](http://www.goldenvalleymines.com)) or through the SEDAR website ([www.sedar.com](http://www.sedar.com)) by accessing the Company's issuer profile.