BRAVEHEART RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MAY 31, 2020

The following management's discussion and analysis ("**MD&A**") is management's assessment of the results and financial condition of Braveheart Resources Inc. ("**Braveheart**" or the "**Company**") and should be read in conjunction with the audited consolidated financial statements for the year ended May 31, 2020 ("**2020**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is September 24, 2020. Braveheart's most recent filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the Internet at www.sedar.com.

The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**") for Braveheart's exploration and mining projects as described in the following discussion and analysis is Ian Berzins, CEO of the Company and a Professional Engineer Registered in the Provinces of Alberta and British Columbia.

1. DESCRIPTION OF BUSINESS

Braveheart is a Canadian-based exploration company focused on acquiring, exploring and developing mineral properties throughout Canada, principally in British Columbia.

On November 27, 2012, the Company filed Articles of Amalgamation under the Business Corporations Act (Ontario), whereby the Company was amalgamated with Braveheart to form an amalgamated corporation operating under the name of "Braveheart Resources Inc." (the "Company"). All amounts herein reflect the financial effects of the amalgamation.

2. HIGHLIGHTS OF THE YEAR

Highlights for the year ended May 31, 2020 include:

- Initiated its first underground diamond drilling program at the Bull River Mine project. Drilling took place on 9 Level approximately 350 metres below the portal, representing the current lowest level of the underground workings. By the end of March 2020, 831 metres of drilling was completed in five holes. All drill holes intersected mineralized structures with grades and true widths that are consistent with the current NI 43-101 resource. The drill targets were down dip of the current workings in the previously untested central portion of the South Vein. All drill holes intersected mineralized structures approximately 50 to 115 metres below 9 Level. With additional drilling there is good potential to increase the size of the current indicated and inferred resource.

- Continued development of the Major Mines Permit Application with the Energy, Mines and Petroleum Resources of British Columbia for its 100% owned Bull River Mine property near Cranbrook, British Columbia. The underground mine is currently permitted for mining at a rate of 205 tonnes per day and management intends to increase the permitted mining rate to approximately 1,000 tonnes per day in order to optimize the capacity of the installed surface infrastructure. There is currently no permit to store tailings at the property either in the underground or on surface. Management plans to implement dry stack tailings technology for operation of the tailings storage facility on surface. Management maintains a groundwater monitoring program in support of the permit application cemented backfill.

- In support of its permit applications for a new permit to store tailings on surface, management has engaged Stantec Consulting Ltd. ("Stantec") to design a new Tailings Storage Facility ("TSF") at its 100% owned Bull River Mine property near Cranbrook, British Columbia. The TSF design will be used as part of the re-start plan, the mine requires the construction of a new TSF to manage tailings waste from the processing of an existing stockpile of mineralized material on surface and future underground mining at the site. Braveheart has identified a possible location for the TSF within the existing mine permit boundary and adjacent to the process plant. Filtered tailings (also referred to as dry stack tailings) has been identified as the preferred tailings deposition technology for the new TSF. Permitting of the new TSF will require completion of a Best Available Technology ("BAT") options assessment as per MEMPR regulations. Should the BAT assessment identify other technologies as better options for the project, Stantec and Braveheart will review the impacts on the regulatory application process. Stantec possesses global mining and extensive experience in the design and development of tailings storage facilities, waste rock storage facilities, and associated water management structures. Their expertise extends from feasibility level to detailed design, site construction, and supporting mines from operations through closure. They have successfully completed designs and obtained mine permits in British Columbia for tailings facilities, mine rock dumps and water management dams.

- Completed the purchase of a used transformer for future use at the Bull River Mine ore processing facilities at a cost of $265,000.

- Completed the following equity financings and warrants exercised for net proceeds of $2,340,505:

  -June 6, 2019 private placement of 2,941,177 common shares on a flow through basis at $0.17 per common share and for gross proceeds of $500,000.

  -June 18, 2019 private placement of 882,353 units on a flow-through basis at $0.17 per common share and for gross proceeds of $150,000. In addition, a private placement of 333,333 common shares issued at a price of $0.15 per share for gross proceeds of $50,000.

  -December 20, 2019 private placement of 5,200,00 flow-through units at $0.14 per unit and for gross proceeds of $728,000.

  -8,447,490 common share purchase warrants were exercised for gross proceeds of $1,049,747.

- Reviewed its exploration and development priorities and either sold or forfeited its non-core mineral claims. All non-core claims have in previous years been written down to $8. During the quarter ended February 29, 2020, the Company recorded an impairment of $365,000 on the Alpine property as it has not paid the $200,000 nor issued 400,000 common shares as per the option contract with the property owner. The Company continues to maintain the Purcell claims.

- The Company and renegotiated terms of its $6,000,000 Convertible Debenture where the maturity date of the Debenture was extended for an additional two years and will now mature on January 18, 2024. The Debenture will continue to accrue annual interest of 1% and 2% respectively in the second and third year of the debenture. The Debenture will accrue annual interest of 5% for each of the fourth and fifth years of the Debenture. The conversion price was amended such that immediately, up to 40% of the principal amount of the Debenture can be converted into shares of Braveheart at a price of $0.20 per share. On January 18, 2023, the balance of the principal amount of the Debenture can be converted into shares of Braveheart at a price of $0.30 per share. If the restructured Debenture is fully converted into common shares of Braveheart, an aggregate of 24,000,000 common shares would be issuable. Debenture holders were issued an aggregate of 10,000,000 warrants at an exercise price of $0.15 per share and with an expiry date of January 21, 2021.

Subsequent to May 31, 2020

- Management is encouraged by the recent 35% price increases of copper with spot market prices greater than $US3.00/pound while in March 2020 as low as $US 2.10/pound. These trends support our development and acquisition efforts.

- On August 6, 2020, Debenture holders exercised conversion of $2,400,000 of debenture principle into shares of the Company. The Company issued 12,000,000 million shares at a conversion price of $0.20 as settlement of $2,400,000 of its Convertible Debenture.

- The Company entered into a financing facility for up to $8,000,000. The investment agreement provides the Company with an at-will financing facility over a period of 24 months during which the company can draw down as equity private placement tranches of up to $250,000. Each tranche will compose of units with each unit consisting of one common share and one common share purchase warrant, at discounts between 5 and 25 percent of the closing price of the Company's shares on the day prior to company's drawdown notice. The exercise price of the warrants will be at a 25 per cent premium over market at the time of the issuance and the warrants will have a term of 60 months.

- Completed the following equity financings for gross proceeds of $978,000:

  -August 6, 2020 private placement of 2,000,000 units at $0.1015 per unit for $203,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1688 per share until August 6, 2025.
  -September 1, 2020 private placement of 2,222,222 units at $0.1125 per unit for $250,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1875 per share until September 1, 2025.
  -September 22, 2020 private placement of 7,000,000 units at $0.075 per unit for $525,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until September 22, 2023.

- The company entered into a letter of intent ("LOI") with Cadillac Ventures Inc. **(TSXV: CDC) (OTC: CADIF) ("Cadillac")** for the purchase of a 100% interest in the Thierry Mine Project ("**Thierry**") near Pickle Lake , Ontario during August 2020.

  Under the terms of the LOI, Braveheart will acquire Thierry from Cadillac for the following consideration: (i) $300,000 in cash; (ii) 13,500,000 common shares of Braveheart; and, (iii) a 2% net smelter royalty ("NSR") to be retained by Cadillac of which 1% of the NSR can be purchased by Braveheart for $1,000,000. Closing of the purchase of Thierry remains subject to the parties entering into a definitive purchase and sale agreement (the "Definitive Agreement"), satisfactory completion of due diligence by Braveheart and the approval of the TSX Venture Exchange. The intention of Braveheart and Cadillac is to finalize the Definitive Agreement, which will include customary terms and conditions including representations and warranties.

3. ACQUISITION OF PURCELL BASIN MINERALS INC.

3.1 Summary of Acquisition

On January 18, 2019 the Company completed a definitive agreement to acquire the shares of Purcell Basin Minerals Inc. (Purcell) pursuant to a plan of arrangement and made pursuant to the Companies' Creditors Arrangement Act (CCAA). This was an arm's length transaction. The acquisition of Purcell received approval from all required parties and the transaction closed on January 18, 2019.

The acquisition of Purcell provides the Company with an advanced stage development project with past production in a friendly Canadian mining jurisdiction. The Bull River project has approximately 22 kilometres of underground tunnels that provide access to a significant portion of the current NI 43-101 indicated resource of 1,511,000 tonnes. Based on a cut off grade of 1% copper equivalent the resource has a grade of 1.74% copper, 0.37 grams per tonne of gold and 14.18 grams per tonne of silver. The current indicated resource should support a mine life of approximately 6.5 years in addition to the surface stockpile of mineralized material which will provide the process facility with an initial feed for six months. The underground has been maintained in a dewatered condition thereby allowing for an expedited return to mining in the undergound. The surface infrastructure includes a 750 tonne per day mill that can be expanded to 1,000 tonnes per day. The mill will require replacement of the flotation circuit and installation of a filtration system in support of the filtered tailings operation. A used transformer has been purchased to allow for reconnection to the BC Hydro transmission grid. Total capital requirements to refurbish the mill and complete surface upgrades is approximately $5.0 million. The surface infrastructure also includes a maintenance facility, assay lab and administrative building containing drying facilities.

The Bull River project is a brownfields operation that previously operated from 1971 to 1974 producing 7,260 tonnes of copper, 6,354 kg of silver and 126 kg of gold from 471,900 tonne milled. The property is located approximately 35 kilometres from Cranbrook, British Columbia and connected by paved and all weather roads. Grid power from BC Hydro is connected to site. The property is located in proximity to several local mining communities including Cranbrook, Kimberly and Fernie.

The acquisition of historical non-capital loss and tax pools of an estimated $153,522,370 are available to reduce future income taxes. The future benefit of these tax pools have been reflected in the fair value estimates at $1.

4. MINERAL PROPERTY EXPLORATION ACTIVITIES

4.1 Bull River Mine Property

The Company has received assay results from its five diamond drill holes that were completed at the Bull River Mine project in February and March of 2020 as part of an 831 metre spring drilling program. All holes were drilled from underground workings on 9 Level and collared in 9E4 XC Ext Remuck. All five drill holes intersected mineralized structures in the central portion of the South Vein at depths below 9 Level, which represents the deepest level of the mine about 350 metres below the elevation of the mine portal. The best drill results were recorded in DDH BRU20-05 which intercepted mineralized structures over a length of 5.21 metres with an estimated true width of 4.24 metres and located approximately 114 metres below 9 Level. The composite grade of the intersection is 1.39% Cu, 1.33 gpt Au and 9.5 gpt Ag. Included within this intersection are higher grade intervals of 1.17 metres between 142.93 and 144.10 metres with a composite grade of 1.96% Cu, 1.55 gpt Au and 14.00 gpt Ag and 1.14 metres between 144.86 and 146.00 metres with a composite grade of grade of 2.57% Cu, 4.02 gpt Au and 17.00 gpt Ag. DDH BRU2003 and DDH BRU20-04 both intersected mineralized structures with width and grade values that are within the range commonly found at the mine. The gold and silver results from DDH BRU20-05 are higher than typically found in the mine.

The Company previously completed 14 drill holes and 3,085 metres of diamond drilling at the past producing Empire-Strathcona property which is located on the company's 100% owned Bull River land package. Mineralization at the property is primarily copper and silver. Prior to commencement of drilling the Company collected grab samples from adits and dumps with assay values ranging from 0.22% to 7.1% copper. The Empire-Strathcona property is located approximately 12 kilometres from the Bull River Mill facility. Depending on the results of the exploration drilling Empire-Strathcona could become a supplementary mill feed for the primary mill. All drill holes intersected narrow mineralized structures, but grades of the mineralized material to-date do not support further exploration at this location at this time. The Company intends to focus future exploration activities in closer proximity to the existing mineral resource at the Bull River Mine property, including targets that are best approached from existing underground working. Based on drilling activities completed during the quarter at the Bull River Mine property, mineral titles on-line expiry dates have been extended until May 2022, for the entire property.

Additionally, the Company received an amendment to its Mine Act Permit M-33 from British Columbia Energy, Mines and Petroleum Resources ("EMPR"). The amendment provides approval for exploration drilling and groundwater drilling at the permitted mine area. The approval will allow for condemnation drilling to ensure that the proposed location for the planned dry stack tailings storage facility is not underlain by economic mineralization. The amendment also provides for a groundwater drilling program to include the installation of water wells and monitoring of the wells. This information will supplement the surface water monitoring programs already in place at the mine property. Results of the drilling programs are critical components in support of the Company's continuing application to restart the operation.

4.2 Alpine Property

No significant exploration activities were completed at the Alpine Property during 2019.

On December 15, 2019, the Company did not satisfy the commitments in its option agreement with regards to the Alpine Mine property (issue $200,000 in cash and 400,000 common shares). The Company has received notice of default and has recorded an impairment of $365,000, its recorded historical costs.

5. MINERAL PROPERTY EXPENDITURES AND COMMITMENTS

5.1 Mineral Property Expenditures

Braveheart's option payments and acquisition costs on mineral properties through the year ended May 31, 2020 were as follows:

Mineral Property	Balance May 31, 2019	Acquisition costs	Impairment	Balance May 31, 2020
Alpine	$ 365,000	$ -	$ (365,000)	-
Purcell	2,000,000	158,000	-	2,158,000
Other	$ 8	$ -	$ (8)	-
Total	$ 2,365,008	$ 158,000	$ (365,008)	$ 2,158,000

Braveheart's expenditures on mineral properties during the year ended May 31, 2020 were as follows:

Mineral Property	Mining Exploration Expense May 31, 2020	May 31, 2019
Alpine	$ 21,053	$ 487,513
Purcell	1,126,835	112,469
Other	-	10,142
Total	$ 1,147,888	$ 610,124

6. RESULTS OF OPERATIONS

	Note		Year ended May 31 2020		May 31 2019
Expenses					
Marketing and advertising		$	**68,142**	$	75,445
Consulting fees			**611,622**		463,462
Amortization	7		**179,478**		57,075
Accretion	19		**22,908**		8,483
Administrative expenses			**202,659**		153,759
Professional fees			**196,632**		223,610
Rent			**1,000**		2,952
Salaries and wages			**389,875**		130,175
Supplies and maintenance			**425,122**		139,792
Equipment repairs			**37,286**		-
Acquisition transaction costs			**-**		561,909
Mining exploration and development expenses	8		**1,147,888**		610,124
Mining tax credit	8		**(147,778)**		-
Share based compensation	12		**989,675**		-
Interest expense	17, 20		**1,413,305**		494,112
Operating loss			**5,537,814**		**2,920,898**
Impairment of assets	8		**365,007**		-
Gain on sale of assets	8		**-**		(5,700)
Gain on extention of convertible debenture terms	20		**(592,749)**		-
Foreign Exchange loss			**531**		-
Interest income			**(26,433)**		(343)
Net loss		**$**	**(5,284,170)**		**(2,914,855)**
Flow-through share premium renunciation	13		**(113,840)**		-
Corporate income tax recovery	13		**(56,528)**		-
Net loss and comprehensive loss for the year		**$**	**(5,113,802)**	**$**	**(2,914,855)**
Net loss per share			**(0.048)**	$	**(0.049)**
Weighted average outstanding shares			**107,206,281**		**59,094,462**

6.2 *Analysis of Key Variances*

Results of operations for the year ended May 31, 2020 resulted in a net loss of $5,113,802, compared to a loss of $2,914,855 for the prior year.

The Purcell Project acquisition which occurred January 18, 2019 (representing 1/3 of the year ended May 31, 2019) and subsequent integration has had the following impact on operating results, notably:

- Consulting, amortization, accretion, administrative expenses, professional fees, salaries and wages, supplies and maintenance and mining, and interest expenses increases were largely new operating costs associated with the operations of the Purcell Project since acquisition. Salaries and wages, and supplies and maintenance, and mining expenses (including electricity) relate to the drilling operations and ongoing de-watering of the underground tunnels of the property to ensure success of future mining operations. Consulting fees included $77,500 fees incurred to source and secure capital development financing on a best efforts basis. During the year ended May 31, 2019 the company incurred one time acquisition costs of $561,909 associated with the purchase of the Purcell Bul River project.

- Mining exploration and development costs of $1,147,888 represent Company efforts to explore and achieve permitted operation of the Purcell acquisition mining properties. Mining tax credits of $147,778 were received related to 2018 and 2016 exploration activities.

- Share based compensation of $989,675 is the result of the Company having granted on June 5, 2019, 5,955,556 options at a strike price of $0.18 and an expiry date of four years to officers, directors, employees and consultants.

- Interest expense of $1,413,305 which is the sum of interest incurred on the related party loan and the effective interest on the convertible debenture assumed in the Purcell Project acquisition. The $663,146 convertible debenture interest is predominantly non-cash representing the amortization of the estimated fair value of the equity portion of the convertible debenture. Operating results also include a one-time gain as the result of two-year extension of payment terms of the convertible debentures of $592,748.

- During the year ended May 31, 2020, the Company recorded an impairment of $365,000, its previous historical cost of the Alpine Mine property. On December 15, 2019, the Company did not satisfy the commitments in its option agreement with regards to the Alpine Mine property (issue $200,000 in cash and 400,000 common shares). The Company has received notice of default.

- Flow-through share premium renunciation occurs of $113,840 is the result of exploration spending having occurred, consistent with flow-through share agreement requirements.

7. QUARTERLY FINANCIAL INFORMATION

The following is selected financial data from the quarterly interim consolidated financial statements of Braveheart for the last eight completed fiscal quarters ending May 31, 2020. This information should be read in conjunction with Braveheart's audited annual and unaudited interim consolidated financial statements for the periods below.

	May. 31, 2020	Feb. 29, 2020	Nov. 30, 2019	August 31, 2019	May 31 2019	Feb. 28 2019	Nov. 30, 2018	Aug. 31, 2018
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
(a) Revenue	$ (10,053)	$ 1,924	$ 16,251	$18,311	$123	-	-	$220
(b) Net income (loss) and comprehensive income (loss)	(365,106)	$(1,588,348)	$(1,221,558)	$(1,938,790)	$(1,703,489)	$(579,321)	$(507,518)	$(124,527)
(c) Net income (loss) per share –basic and fully diluted(1)	$(.000)	$(.014)	($0.012)	($0.019)	$(0.021)	$(.008)	$(0.011)	$(0.003)

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation.

Braveheart does not generate any significant operating revenue.

8. FINANCIAL CONDITION

Based on the May 31, 2020 working capital position, Braveheart does not have sufficient cash to continue significant exploration and development activities on its mineral properties without additional financings. Braveheart intends to obtain proceeds from additional equity financing or prospective lenders to finance capital development of the Purcell mining facilities for ore mining operations or ore processing and exploration expenditures, as well as general and administrative expenditures; however, there can be no assurance that additional capital or other types of financing will be available or that, if available, the terms of such financing will be favourable to Braveheart.

9. LIQUIDITY AND CAPITAL RESOURCES

Braveheart is wholly dependent on equity or debt financing to complete the development of its acquisition, exploration and evaluation, and development of assets. Braveheart does not expect to generate any significant revenues from operations in its next fiscal year.

Braveheart is dependent on external financing to fund its acquisitions and exploration activities. In order to carry out further exploration and pay for general and administrative costs, Braveheart may spend its existing working capital and attempt to raise additional funds as needed. Braveheart will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The ability of Braveheart to successfully acquire additional mineral properties and proceed with exploration activities on current properties is conditional on its ability to secure financing when required. Braveheart proposes to meet additional capital requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times or in the amounts required or desired by Braveheart, or upon terms acceptable to Braveheart or at all.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of Braveheart, is reasonable. There were no changes in Braveheart's approach to capital management during the year ended May 31, 2020. Braveheart is not subject to externally imposed capital requirements.

Braveheart had no off-balance sheet arrangements at May 31, 2020.

10. OUTLOOK AND FUTURE EXPLORATION WORK

Working capital from Braveheart's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

Braveheart intends to target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio. In conducting its search for additional mineral properties, Braveheart may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors.

Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that Braveheart's funding initiatives will continue to be successful to fund its planned exploration activities.

An investment in Braveheart's securities is speculative.

11. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The financial statements for the year ended May 31, 2020 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that Braveheart's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The preparation of these audited consolidated financial statements in accordance with International Accounting Standard as issued by the International Accounting Standards Board ("**IASB**"), requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These audited consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited consolidated financial statements, and may require accounting adjustments based on future occurrences. 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 economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, 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:

- Braveheart assesses the carrying value of exploration and evaluation assets each reporting period to determine whether any indication of impairment exists. The calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- Due to the complexity and nature of Braveheart's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on Braveheart's financial position or results of operations as at and for the year ended May 31, 2020; and
- Management's assessment of the going concern assumption requires judgment with respect to the funds to be available over the next twelve months.

12. SIGNIFICANT ACCOUNTING POLICIES

Braveheart's significant accounting policies are summarized in the notes to the audited annual consolidated financial statements for the year ended May 31, 2020. Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Braveheart's consolidated financial statements.

12.1 Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are charged to operations as incurred. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Exploration and evaluation costs incurred prior to determination of the feasibility of mining operations are charged to operations as incurred. Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

12.2 Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Fair values of share-based payments (including stock options and warrants) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which Braveheart receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by Braveheart.

13. ACCOUNTING ISSUES

13.1 Management of Capital Risk

The objective when managing capital is to safeguard Braveheart's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

Braveheart considers as capital its shareholders' equity and cash and equivalents. Braveheart manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, Braveheart may issue new common shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. Braveheart will require additional funds to carry out capital development and exploration on its mineral properties. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when Braveheart needs to raise capital, there will be access to funds at that time.

13.2 Management of Financial Risk

Braveheart is exposed to various property and financial risks and assesses the impact and likelihood of this exposure. These risks include property risk, credit risk, liquidity risk, market risk, interest rate risk and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 5 to the financial statements for the ended May 31, 2020.

14. OUTSTANDING SHARE DATA

	Number of Shares
Common shares outstanding – May 31, 2019	**93,803,134**
Share issue for cash	**351,743**
Shares issued on exercise of options	**800,000**
Shares issued for claim settlement	**750,000**
Shares issued for cash – flow-through shares	**9,023,531**
Shares issued on exercise of warrants	**8,447,491**
Common shares outstanding – May 31, 2020	**113,175,899**

Braveheart has an authorized share capital consisting of an unlimited number of common shares.

14.2 Warrants

	Number of Warrants
Warrants outstanding – May 31, 2019	**52,531,176**
Exercised for cash proceeds of $1,049,749	**(8,447,491)**
Expired	**(27,203,685)**
Issued	**10,787,569**
Warrants outstanding – May 31, 2020	**27,667,569**

14.3 Stock Options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is five years. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended May 31, 2020:

	Number of Options	Weighted Average Exercise Price	
Balance, May 31, 2019	3,000,000	$	0.06
Granted	5,955,556		0.18
Exercised	(800,000)		0.06
Balance, May 31, 2020	8,155,556	$	0.15

On June 5, 2019 the Company granted 5,955,556 options at a strike price of $0.18 and an expiry date of four years to officers, directors, employees and consultants. The fair value of $989,675 for the 5,955,556 stock options granted of $0.17 per option was calculated at the grant date using the Black-Scholes option pricing model. The assumptions for this calculation were a risk free interest rate of 1.38%, expected life of 4 years and historical volatility was used for calculation of expected volatility of 176%.

On October 31, 2019 300,000 stock options were exercised at $0.06 for gross proceeds of $18,000. On December 23, 2019 500,000 stock options were exercised at $0.06 for gross proceeds of $30,000.

15. OTHER INFORMATION

15.1 Contractual Commitments

The Company has a commitment to spend $295,000 from amounts raised through flow-through financing issued in December 31, 2018 on eligible Canadian exploration and development expenses. In June 2019 and December 2019 the Company has committed to spend $650,000 and $728,000 from amounts raised through flow-through financing on eligible Canadian exploration and development expenses prior to December 31, 2020. As at May 31, 2020 the Company estimates a $250,000 remaining commitment on eligible Canadian exploration and development expenses by December 31, 2020.

15.2 Limitations of Controls and Procedures

Braveheart's Chief Executive Officer and 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. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Braveheart have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is 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.

15.3 Corporate Governance

Braveheart's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the unaudited interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

15.4 Related Party Transactions

On January 4, 2019 the Company entered into a loan agreement with Matlock Farms Ltd., a company controlled by Aaron Matlock, a director of the Company. The loan has a principal amount of $5,000,000 and carries an interest rate of 14.8% for a term of four years and is secured by a General Security Agreement. Interest will accrue for the first two years, and commencing in the third year, the Company will be required to make blended payments comprised of principal and interest.

Under the terms of the loan agreement, $650,000 of the $5,000,000 was in an escrow account as security for certain third-party debts with Matlock Farms Ltd. On March 1, 2019, $172,785, on September 3, 2019, $172,784 and on March 3, 2020, $172,784 was paid from the escrow account against the Matlock loan.

		May 31 2020		**May 31 2019**
Loan due January 4, 2023, bears interest at 14.8%	$	5,000,000	$	4,800,000
Accrued interest at end of year		1,012,081		261,922
Principle Paid		(518,354)		-
	$	5,493,727	$	5,061,922

15.5 Subsequent Events

On August 6, 2020, Debenture holders (Note 20) exercised conversion of $2,400,000 into shares of the Company. The Company issued 12,000,000 million shares at a conversion price of $0.20 as settlement of $2,400,000 of its convertible debt.

Completed the following equity financings for gross proceeds of $978,000:

-August 6, 2020 private placement of 2,000,000 units at $0.1015 per unit for $203,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1688 per share until August 6, 2025.
-September 1, 2020 private placement of 2,222,222 units at $0.1125 per unit for $250,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.1875 per share until September 1, 2025.
-September 22, 2020 private placement of 7,000,000 units at $0.075 per unit for $525,000. Each unit is comprised of one common share and one warrant. Each warrant is exercisable into a common share at a price of $0.11 per share until September 22, 2023.

The company entered into a letter of intent ("LOI") with Cadillac Ventures Inc. **(TSXV: CDC) (OTC: CADIF) ("Cadillac")** for the purchase of a 100% interest in the Thierry Mine Project ("**Thierry**") near Pickle Lake , Ontario during August 2020.

Under the terms of the LOI, Braveheart will acquire Thierry from Cadillac for the following consideration: (i) $300,000 in cash; (ii) 13,500,000 common shares of Braveheart; and, (iii) a 2% net smelter royalty ("NSR") to be retained by Cadillac of which 1% of the NSR can be purchased by Braveheart for $1,000,000. Closing of the purchase of Thierry remains subject to the parties entering into a definitive purchase and sale agreement (the "Definitive Agreement"), satisfactory completion of due diligence by Braveheart and the approval of the TSX Venture Exchange. The intention of Braveheart and Cadillac is to finalize the Definitive Agreement, which will include customary terms and conditions including representations and warranties.

15.6 Changes in Accounting Policies

None

16. FORWARD-LOOKING STATEMENTS CAUTIONARY NOTE

This MD&A may contain forward-looking statements that are based on Braveheart's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of Braveheart are set out above under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Certain information included in this MD&A may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of Braveheart. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although Braveheart believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Braveheart to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to Braveheart's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic mineral deposits; management's assessment of future plans for its property interests (See "Mining Properties – Exploration Activities"); management's economic outlook regarding future trends; Braveheart's expected exploration budget and ability to meet its working capital needs at the current level in the short term (See "Liquidity and Capital Resources" and "Financial Conditions"); expectations with respect to raising capital (See "Liquidity and Capital Resources"); and management's proposed undertaking to attempt to renegotiate certain of its option agreements (See "Financial Conditions").

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Braveheart's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with Braveheart's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mineral exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for Braveheart's exploration and development activities; operating and exploration and development costs; Braveheart's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration properties and other operations; market competition; and general business and economic conditions.

For further discussion of certain risks and uncertainties that could contribute to a difference in results that those expressed in certain forward looking statements contained herein, please review those risks listed under the heading "Risks Factors" in this MD&A. Although Braveheart has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are not guarantees of future performance and there can be no assurance that forward-looking 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. These forward-looking statements are made as of the date hereof and Braveheart takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

16.1 Risk Factors

The Company's business is the exploration, development and production of mineral resources. As the Company's business is in an exploration phase, an investment in securities of the Company involves a high degree of risk. The risk factors discussed below do not necessarily include all risks associated with the business, operations and affairs of the Company.

Exploration Stage Operations

The Company's operations are subject to all of the risks normally incident to the exploration for and the development and operation of mineral properties. Mineral exploration is a business of high inherent risk. All exploration and mining programs face a risk of unknown and unanticipated geological conditions, and promising indications from early results may not be borne out in further exploration work. A mineral exploration program often requires substantial cash investment, which can be lost in its entirety if it does not result in the discovery of a commercially viable mineral resource.

The commercial viability of a mineral deposit is dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as mineral prices. Most of these factors are beyond the control of the Company. Mineral exploration involves risks which even a combination of careful evaluation, experience, and knowledge cannot eliminate. Development of a producing mine generally requires large capital investment and numerous permits from government regulatory agencies. There is no assurance that the funds required to exploit mineral resources discovered by the Company will be obtained on a timely basis or at all. There is also no assurance that the Company will be able to obtain the required government permits required. The costs and time involved in the permitting process may also delay the commencement of mining operations, or make the development of a producing mine uneconomic.

Financial Needs to Maintain Going Concern

To date, the Company has not had any revenues from operations. The ability of the Company to continue as a going concern is dependent on the Company's ability to obtain financing to continue exploration, development and commercialize of its properties. There is no certainty that the Company will be able to obtain the financing required to continue its exploration and development activities. Equity financing and related party loans have historically been the Company's source of financing its operations. There can be no assurance that additional financing will be available to the Company, or, if it is, that it will be available on terms acceptable to the Company. If the Company is unable to obtain the financing necessary to support its activities, it may be unable to continue as a going concern.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies, some of which have greater technical and financing resources than itself with respect to the ability to acquire properties of merit, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities and for financing from third party investors. Competition in the mining industry could adversely affect the Company's prospects for mineral resource exploration in the future and cause the Company to fail to obtain appropriate personnel to pursue its objectives, the financing required to continue its exploration activities or further claims or properties to grow its business and operations.

Title to Properties

While the Company has investigated its titles and all of its claims, the Company cannot guarantee that title to such property and claims will not be challenged or impugned. The Company can never be certain that it will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers are often complex.

Environmental Risk

Environmental regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation will not adversely affect the Company's operations or inhibit the Company's ability to successfully act to develop its mineral resources.

Dilution to the Company's existing shareholders

The Company will likely require additional equity financing to be raised in the future. The Company may issue securities at terms more favourable than those at which existing shareholders acquired common shares of the Company to raise sufficient capital to fund the Company's business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial dilution, to present and prospective holders of common shares.

Uninsured or Uninsurable

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at www.braveheartresourcesinc.com.