WINSHEAR GOLD
VALUE DISCOVERY

MANAGEMENT'S DISCUSSION AND ANALYSIS

Three Months Ended June 30, 2021

DATE OF THE REPORT: AUGUST 27, 2021

This Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Winshear Gold Corp. ("Winshear" or the "Company") together with its subsidiaries as of the date of the report. The MD&A is intended to supplement and complement the Company's condensed consolidated interim financial statements for the three months ended June 30, 2021 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of interim financial statements including International Accounting Standard 34 – Interim Financial Reporting. Readers are encouraged to consult the Company's audited consolidated financial statements for the year ended March 31, 2021, and the corresponding notes to the financial statements, which are available on SEDAR at www.sedar.com. The information contained within this MD&A is current to the date of the report and all figures are stated in Canadian dollars unless otherwise noted.

OVERVIEW

The Company's principal business activities include the identification, acquisition and exploration of mineral properties, with a current focus on gold and base metal properties in Peru.

In addition, the Company is pursuing an arbitration claim against the government of Tanzania with The International Centre for Settlement of Investment Disputes (the "ICSID"), a part of the World Bank group, concerning the expropriation of its properties in that country.

The Company's outstanding common shares are listed on the Toronto Venture Stock Exchange (the "TSXV") under the symbol "WINS-V".

HIGHLIGHTS AND DEVELOPMENTS

- *On June 10, 2021, the Company submitted its drill permit application for the first ever drill program at the Coritiri gold anomaly on the Gaban gold project*
- *On July 5, 2021, the Company announced the results of a further 199 bedrock channel samples from the Gaban gold project that revealed a new emerging gold anomaly and refined definition of the existing Coritiri anomaly.*
- *On July 15, 2021, the Company filed its Memorial with ICSID outlining the nature and quantum of its claims against the Government of Tanzania for the expropriation of the Company's retention licenses in the amount of $124,781,945, including interest which continues to accrue*

PERU PROPERTIES: GABAN AND TINKA

Overview

On September 19, 2019, the Company acquired the Gaban gold project and the Tinka iron oxide copper-gold project, both located in Peru, from Palamina Corp. ("Palamina"). In exchange, the Company issued 5,000,000 common shares during the year ended March 31, 2020 and 5,000,000 common shares during the year ended March 31, 2021. The Company will pay annual royalty payments to Palamina, commencing at $25,000 USD on September 19, 2019. The payment amounts double every two years until the Company has completed 5,000 metres ("m") of drilling or has abandoned the properties.

Palamina retains a 2% net smelter royalty ("NSR") on each property. The Company has the right to purchase 50% of each royalty by making a cash payment of $1,000,000 USD to Palamina at any time prior to the commencement of commercial production.

Location

The Gaban Property covers an area of 18,234 hectares surrounding the town of San Gaban in the Puno orogenic gold belt. San Gaban, sitting at an elevation of 550m above sea level, is served by excellent infrastructure; it is a four-hour drive via the Trans-Oceanic Highway to the Puerto Maldonado airport and a nearby 206 megawatt hydro-electric dam provides power to the town.

Historical Work

Palamina completed an initial aeromagnetic survey and acquired the concessions in 2018. Palamina conducted geological mapping, stream sediment sampling, and bedrock sampling that defined the coinciding aeromagnetic, stream sediment, and bedrock gold anomalies. Gold is hosted in auriferous quartz veins associated with shear zones in meta-sedimentary rocks.

During 2019 and 2020, Winshear conducted multiple field programs which focused on confirming and enlarging the Coritiri bedrock gold anomaly. By March 31, 2020, a total of 705 channel samples were collected with highlights including 15.75 gram per tonne ("g/t") Au over 1m, 5.72 g/t Au over 2.5m, and 5.7 g/t Au over 1m. Mineralized veins extend over an area of 900m by 2,000m, which is currently open especially to the south and east. The mineralized area correlates strongly with an east-southeast trending aeromagnetic anomaly.

Recent Sampling Program

During April and May 2021, the Company completed subsequent bedrock channel sampling programs. Of the 199 samples taken, 47 samples contain greater than 0.05 g/t Au. The greatest assay value returned 32.35 g/t Au and it is the highest Au assay collected from the Gaban property to date. An emerging new gold zone 500m northwest of the main Coritiri anomaly returned three anomalous gold values including 6.95 g/t Au. The 2021 sampling added important details about the gold-bearing shear zones at Gaban which will help to improve drill hole targeting. Further mapping and sampling programs are ongoing.

Drill Permit

On June 10, 2021, the Company submitted its Declaracion de Impacto Ambiental (the "DIA"), the suite of environmental and social studies required ahead of any drilling at the Gaban property. The DIA allows for the construction of up to 40 drill pads and covers the 900m by 2,000m Coritiri target. The Cortiri target has never been drill tested and Winshear aspires to commence a drill program as soon as the permits are received.

Tinka Property

The Tinka iron oxide-copper-gold project is an early-stage exploration target that covers an area of 1,800 hectares. It is located 45 kilometres ("km") southeast of the town of Ica at an elevation of 2,000m and is 300km southeast of Lima along the Pan-American highway. The Company has applied for licenses on ground recently opened for new concessions to augment its land position.

TANZANIA

SMP Project Background

From 2005 to 2017, the Company had acquired, explored, and owned a 100% interest in the Saza, Illunga, Gap and Kwaheri Retention Licenses, all within the Luna Goldfields in southwest Tanzania. The Tanzanian government has since expropriated all of the Retention License through a series of actions from 2017 to late 2019. Consequently, Winshear has initiated international arbitration proceedings in accordance with the 2013 Agreement for the Promotion and Reciprocal Protection of Investments between Canada and Tanzania. The Company is seeking compensation for the value lost to Winshear as a result from the expropriation.

Funding for legal proceedings

On December 7, 2020, the Company secured litigation funding in an agreement with an affiliate of Delta Capital Management LLC ("Delta"), a US-based global private equity and advisory firm specializing in litigation and legal finance (the "Funding Agreement"). Under the Funding Agreement, the Company can draw funds from the financing facility to meet all fees and expenses relating to the pursuit of certain claims against the Government of Tanzania. In exchange, Delta is entitled to a portion of any proceeds awarded to the Company.

Memorial

On July 15, 2021, the Company filed its Memorial with the ICSID, outlining the nature and quantum of its claims against the Government of Tanzania for the expropriation of the Company's retention licenses. The arbitration case will be heard by a three-person tribunal and is expected to conclude in

2023. The Memorial provides the basis for compensation to Winshear in the amount of $124,781,945, including interest which continues to accrue. There is no guarantee of a positive outcome in favour of the Company.

QUARTERLY RESULTS

Three Months Ended:	June 30, 2021	Mar. 31, 2021	Dec. 31, 2020	Sept. 30, 2020
Exploration expenses	$ 260,686	$ 92,281	$ 236,746	$ 251,124
Filing & transfer agent fees	6,276	1,569	2,734	6,475
Foreign exchange (gain) loss	(12,975)	4,323	15,475	1,660
Loss (gain) on investments	10,500	(12,700)	(43,760)	(12,500)
General & administration	11,797	15,917	7,735	8,359
Marketing	4,083	5,973	14,231	17,482
Professional fees	34,655	14,090	7,067	69,684
Provision for VAT receivable	17,560	46,032	(12,086)	-
Salaries and consulting	40,423	77,337	83,823	47,051
Share-based compensation	-	-	7,227	28,908
Loss and comprehensive loss	$ (373,005)	$ 70,222)	$ (319,192)	$ (418,243)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.01)
Cash	$ 337,298	$ 690,148	$ 937,699	$ 1,378,776
Total assets	$ 424,739	$ 800,242	$ 1,086,013	$ 1,436,837

Three Months Ended:	June 30, 2020	Mar. 31, 2020	Dec. 31, 2019	Sept. 30, 2019
Exploration expenses	$ 100,316	$ 782,244	$ 143,511	$ 164,073
Filing & transfer agent fees	1,888	6,350	7,073	2,418
Foreign exchange (gain) loss	(4,098)	(5,663)	(380)	1,262
(Gain) loss on revaluation of share payable	-	(375,000)	(25,000)	400,000
General & administration	6,625	9,927	9,607	14.479
(Gain) loss on investments	(5,000)	2,500	2,500	10,000
Marketing	3,440	8,035	24,316	6,453
Professional fees	36,827	57,783	12,710	(54,404)
Provision for VAT receivable	-	1,314	-	283
Salaries and consulting	17,383	19,161	22,316	(12,696)
Share-based compensation	28,594	15,162	34,799	-
Loss and comprehensive loss	$ (185,975)	$ (529,005)	$ (231,452)	$ (531,793)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.04)
Cash	$ 79,427	$ 232,933	$ 466,862	$ 777,061
Total assets	131,976	$ 304,035	$ 1,189,757	$ 1,487,649

During the three months ended June 30, 2021, the Company incurred a $373,005 loss, which was mainly due to annual mineral concession fees of $81,918 for its Peru properties.

During the three months ended March 31, 2021, the Company incurred a $270,222 loss, which was mainly due to administrative costs of being a public company.

During the three months ended December 31, 2020, the Company incurred a $319,192 loss, which was mainly due to field exploration programs conducted on its Peru properties.

During the three months ended September 30, 2020, the Company incurred a $418,243 loss, which was mainly due to the cost of field exploration programs conducted on its Peru properties.

During the three months ended June 30, 2020, the Company incurred a $185,975 loss, which was mainly due to administrative costs of being a public company.

During the three months ended March 31, 2020, the Company incurred a $529,005 loss, which was mainly due to acquisition payments for its Peru properties.

During the three months ended December 31, 2019, the Company incurred a $231,452 loss, which was mainly due to administrative costs of being a public company.

During the three months ended September 30, 2019, the Company incurred a $531,793 loss, which was mainly due to a loss on a revaluation of shares payable and commencement of exploration on its Peru properties acquired during this period.

During the three months ended June 30, 2019, the Company incurred a $80,350 loss, which was mainly due to limited expenditures to conserve cash.

Cash and total assets increased September 30, 2019 from June 30, 2019 due to the Company completing a private placement and raising gross proceeds of $900,000. The Company spent a portion of the proceeds raised on Peru exploration programs and general working capital.

Cash and total assets decreased June 30, 2020 from September 30, 2019 due to the Company's administrative and exploration costs incurred during this period.

Cash and total assets increased September 30, 2020 from June 30, 2020 due to the Company completing the Private Placement and raising gross proceeds of $1,320,000.

Cash and total assets decreased June 30, 2021 from September 30, 2020 due to the Company's administrative and exploration costs incurred during this period.

Details of the Company's exploration and evaluation expenditures are as follows:

	Tanzania	Peru: Gaban & Tinka	For the 3 months ended June 30, 2021
Field expenses & consumables	$ -	$ 74,051	$ 74,051
Geochemical analysis	-	3,233	3,233
License fees	-	81,918	81,918
Salaries & wages	-	51,784	51,784
Transportation & travel	-	18,808	18,808
Exploration office expenses	774	30,117	30,891
Total	$ 774	$ 259,911	$ 260,685

	TANZANIA		PERU	
	Saza & Saza West	Makongolosi	Gaban & Tinka	For the 3 months ended June 30, 2020
Field expenses & consumables	$ 1,203	$ 2,406	$ -	$ 3,609
License fees (recovery)	(6,480)	(11,490)	8,994	(8,976)
Salaries & wages	7,863	15,726	23,565	47,154
Share based compensation	366	912	3,989	5,267
Transportation & travel	402	804	-	1,206
Exploration office expenses	3,488	8,681	39,887	52,056
Total	$ 6,842	$ 17,039	$ 76,435	$ 100,316

LIQUIDITY AND CAPITAL RESOURCES

Summary of cash position and changes in cash

	3 months ended June 30, 2021	3 months ended June 30, 2020
Cash flow used in operating activities	$ (352,850)	$ (153,506)
Net change	(352,850)	(153,506)
Cash – beginning of period	690,148	232,933
Cash — end of period	$ 337,298	$ 79,427

As at June 30, 2021, the Company had a working capital of $336,811 compared to working capital of $709,816 as at March 31, 2021. The decrease in working capital resulted from administrative and exploration costs incurred during the period.

Cash flow used in operations was higher during the three months ended June 30, 2021 compared to 2020 due to the Company incurring a higher net loss during the three months ended June 30, 2021.

Going concern

The Financial Statements and financial results discussed herein of the Company were prepared assuming Winshear will continue on a going concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going concern depends upon its ability to raise adequate financing and to develop profitable operations. The Financial Statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

Capital Management

The Company manages its capital structure based on the funds available to the Company in order to support the acquisition and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as components of shareholders' equity.

The properties in which the Company currently has an interest are in the exploration stage and are not generating positive cash flow; as such, the Company has historically relied on the equity markets to fund its activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

There has been no significant change in the Company's objectives, policies, and processes for managing its capital during the three months ended June 30, 2021.

SHAREHOLDER'S EQUITY

The Company is authorized to issue an unlimited number of common shares without par value. As at June 30, 2021 and the date of this report the Company had 53,524,318 common shares outstanding.

Stock Options

The Company has adopted a stock option plan (the "Stock Option Plan"). The Company may grant share options to eligible employees, officers, directors and consultants at an exercise price, expiry date, and vesting conditions to be determined by the Company's board of directors. The maximum expiry date is ten years from the grant date. The Stock Option Plan permits the issuance of stock options, which may not exceed 10% of the Company's issued common shares as at the date of grant.

On October 24, 2019, the Company granted 2,250,000 stock options to employees and consultants. Each stock option has an exercise price of $0.20 and vested October 24, 2020. The stock options expire October 24, 2024. All 2,250,000 stock options remain issued and outstanding as of the Date of this Report.

On July 22, 2021, the Company granted 800,000 stock options to officers of the Company. Each stock option has an exercise price of $0.15 per share and will vest on July 22, 2022. The stock options expire July 22, 2026. All 800,000 stock options remain issued and outstanding as of the Date of this Report.

Share Purchase Warrants

A summary of the Company's warrants and the changes during the period are as follows:

	Number of warrants	Shares to be issued upon exercise of the warrants	Weighted-average exercise price ($)
Balance – March 31, 2020	7,500,000	7,500,000	0.10
Issued	5,500,000	5,500,000	0.18
Exercised	(5,075,000)	(5,075,000)	0.10
Expired	(2,425,000)	(2,425,000)	0.10
Balance – March 31, 2021 and Date of This Report	5,500,000	5,500,000	0.18

The outstanding warrants all expire August 12, 2022.

Related Party Transactions

The Company's related parties include its subsidiaries and key management personnel which include officers, directors, or companies with common directors of the Company. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

The Company incurred the following expenses with key management personnel as follows:

		3 months ended June 30, 2021		3 months ended June 30, 2020
Salaries and benefits	$	57,103	$	15,000
Share based compensation		-		40,633
Exploration costs – field work[1]		18,638		14,618

1. *The Company paid Palamina for exploration services. Palamina's Chief Executive Officer is Andrew Thomson, who is also a director of Winshear. Alistair Waddell also serves as a Director of both Winshear and Palamina.*

Exploration costs

As a result of acquiring the Gaban and Tinka mineral properties from Palamina and having directors in common with the Company, Palamina became a related party. At June 30, 2021, the Company owed Palamina $8,285 (March 31, 2021 - $2,893) as reimbursement for exploration expenditures incurred on the Gaban and Tinka mineral properties. The amounts due are non-interest bearing and unsecured.

FINANCIAL INSTRUMENTS

Financial Assets and Liabilities

The Company's financial assets are classified as follows:

Cash:	Amortized cost
Receivables:	Amortized cost
Investments:	FVTPL

The Company's financial liabilities, which consist of trade and other payables, are classified as amortized cost.

Fair Value Hierarchy

Financial instruments measured at fair value are classified into one of three levels in fair value hierarchy according to the relative reliability of inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1:	Unadjusted quote prices in active markets for identical assets or liabilities
Level 2:	Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly
Level 3:	Inputs that are not based on observable market data

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts receivable, investments, and trade and other payables. The fair value of investments is measured on the statement of financial position using Level 1 of the fair value hierarchy. The fair value of cash, receivables and trade and other payables approximate their book values due to the short-term nature of these instruments.

Credit risk

The Company is exposed to industry credit risks arising from its cash and receivables. The Company manages credit risk by holding the majority of its cash with major Canadian financial institutions. The Company's receivables are due from the Federal Government of Canada and Peru. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company has in place a planning and budgeting process to help determine the funds required to support the Company's operating requirements on an ongoing basis and assess available and required sources of additional capital and financing. As of June 30, 2021, the Company has working capital of $336,811 and negative cash flow from operations for the three months then ended of $352,850, indicating a high liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% change in interest rates would result in a nominal difference for the three months ended June 30, 2021.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and trade and other payables that are denominated in United States Dollars. Amounts subject to currency risk are primarily cash and receivables denominated in foreign currencies, which are offset by the trade and other payables denominated in that foreign currency.

Price risk

The Company has exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings or valuation of its investments due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors the price of precious metals.

RISKS TO WINSHEAR

The primary risk factors affecting the Company are set forth below.

Exploration Stage Company

The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, the determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

Mineral Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of processing facilities, mineral markets and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part, be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Substantial expenditures are required to establish ore reserves through exploration and drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results.

Short term factors relating to reserves, such as the need for the orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Competition and Mineral Exploration

The mineral exploration industry is intensely competitive in all of its phases, and the Company must compete in all aspects of its operations with a substantial number of large established mining companies with greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk management policies and procedures and/or greater ability than the Company to withstand losses. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies or devote greater resources to the expansion of their operations than the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Competition could adversely affect the Company's ability to acquire suitable new producing properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and development of its properties or to hire qualified personnel. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

Limited Operating History

The Company has a limited operating history, and its mineral properties are exploration stage properties. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Company's mineral properties requires significant additional expenditures before any cash flow may be generated. Although the Company possesses an experienced management team, there is no assurance that the Company will be successful in achieving a return on shareholders' investment, and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Negative Cash Flow from Operating Activities

The Company has no history of earnings and had negative cash flow from operating activities since inception. The Company's mineral properties are in the exploration stage, and there are no known mineral resources or reserves and the proposed exploration programs on the Company's mineral properties are exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that any of the Company's mineral properties will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing to meet its future cash commitments.

Going Concern Risk

The Financial Statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financings and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financings or in achieving profitability. The Financial Statements do not give effect to any adjustments relating to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Additional Funding

The exploration and development of the Company's mineral properties will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financings may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Company's status as a new enterprise with a limited history, the location of the Company's mineral properties, the price of commodities and/or the loss of key management personnel.

Government or Regulatory Approvals

Exploration and development activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or made subject to limitations. There is no guarantee that, upon completion of any exploration, a mining license will be granted with respect to exploration territory. There can also be no assurance that any exploration license will be renewed, or if so, on what terms. These licenses place a range of past, current and future obligations on the Company. In some cases, there could be adverse consequences for breach of these obligations, ranging from penalties to, in extreme cases, suspension or termination of the relevant license or related contract.

Permits and Government Regulation

The future operations of the Company may require permits from various federal, state, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protection, mine safety and other matters. Although Peru currently has a favourable legal and fiscal regime for exploration and mining, possible future government legislation, policies and controls relating to prospecting, development, production, government royalties, environmental protection, mining taxes and labour standards could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before development and production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance, with changes in governmental regulations, has the potential to reduce the profitability of operations. The Company is currently in compliance with all material regulations applicable to its exploration activities.

Laws and Regulation

The Company's exploration activities are subject to extensive federal, state, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and regulations are subject to change, can become more stringent, and compliance can, therefore, become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws.

COVID-19 Coronavirus Outbreak

The current global uncertainty with respect to the spread of the COVID-19 coronavirus ("COVID-19"), the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Company and its ability to continue exploration activities at its properties. While the precise impact of the COVID-19 outbreak on the Company remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resulted in travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct impacts on businesses in Canada and around the world and could result in travel bans, post-travel quarantines, closure of assay labs, work delays, difficulties for contractors and employees getting to site, and diversion of management attention all of which in turn could have a negative impact on the Company. In particular, the current pandemic spread of the COVID-19 virus and the current review of closing cross-country border crossings and the reduction in available international commercial flights has increased mobility and infrastructure risks for the Company to send its employees abroad to conduct exploration work. The Company may need to rely entirely on foreign contractors to complete the remaining exploration programs and meet minimum exploration expenditures, which may result in higher costs. The spread of COVID-19 may also have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could affect the business, financial condition, results of operations and other factors relevant to the Company, including its ability to raise additional financing.

Political Risk

Numerous governments around the world are looking at ways to secure additional benefits from mining companies, an approach recognized as "Resource Nationalism". Mechanisms used by governments include increases to royalty rates and corporate tax rates, implementation of windfall or super taxes, and rewriting mining laws retroactively to significantly reduce or eliminate the rights of mining companies, including by adding carried or free-carried interests to the benefit of the state. Extreme cases in Tanzania have resulted in the nationalization of active mining interests and exploration licenses. Such changes are viewed negatively by the investment community and can lead to share price erosion and difficulty accessing capital to advance projects.

Environmental Risks

The Company's exploration and/or development activities are subject to extensive laws and regulations governing environmental protection. The Company is also subject to various reclamation related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by non-governmental organizations has caused some governments to cancel or restrict the development of mining projects. Current publicized concern over climate change may lead to carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

The legal framework governing this area is constantly developing; therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact, which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within Peru.

Dependence on Management and Key Personnel

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that these efforts will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition.

Material Contract Obligations

The agreements pursuant to which the Company acquired its interest in its properties provide that the Company must make a variety of payments in cash over certain time periods and maintain the properties in good standing. If the Company fails to make such payments or expenditures in a timely fashion, the Company may lose its interest in one or more of the properties.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com and the Company's website at www.winshear.com.

CAUTIONARY STATEMENTS

Forward-looking Information

All statements in this MD&A, other than statements of historical fact, are "forward-looking statements" or "forward looking information" with respect to Tectonic within the meaning of applicable securities laws, including statements that address the impact of general business and economic conditions, the use of proceeds of any financings, and timing of exploration and development plans. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "planned", "expect", "project", "predict", "potential", "targeting", "intends", "believe", and similar expressions, or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "should", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made including, among others, assumptions regarding timing of exploration and development plans at the Company's mineral projects; timing and completion of proposed financings; the release of an initial resource report on any of our properties; assumptions about future prices of gold, copper, silver, and other metal prices; currency exchange rates and interest rates; metallurgical recoveries; favourable operating conditions; political stability; obtaining governmental approvals and financing on time; obtaining renewals for existing licenses and permits and obtaining required licenses and permits; labour stability; stability in market conditions; availability of equipment; accuracy of historical information; successful resolution of disputes and anticipated costs and expenditures. Many assumptions are based on factors and events that are not within the control of the Company, and there is no assurance they will prove to be correct.

Such forward-looking information involves known and unknown risks, which may cause the actual results to be materially different from any future results expressed or implied by such forward-looking information, including, but not limited to, the cost, timing and success of exploration activities generally, including the development of new deposits; possible variations in grade or recovery rates; failure of equipment or processes to operate as anticipated; the failure of contracted parties to perform; uses of funds in general including future capital expenditures, exploration expenditures and other expenses for specific operations; the timing, timeline and possible outcome of permitting or license renewal applications; government regulation of exploration and mining operations; environmental risks; the uncertainty of negotiating with foreign governments; expropriation or nationalization of property without fair compensation; adverse determination or rulings by governmental authorities; delays in obtaining governmental approvals; possible claims against the Company; the impact of archaeological, cultural or environmental studies within property areas; title disputes or claims; limitations on insurance coverage; the interpretation and actual results of historical operators at certain of our exploration properties; changes in project parameters as plans continue to be refined; current economic conditions; future prices of commodities; and delays in obtaining financing. The Company's forward-looking information reflect the beliefs, opinions and projections on the date the statements are made. The Company assumes no obligation to update forward-looking information or beliefs, opinions, projections, or other factors, should they change, except as required by law.

Scientific and Technical Information

Scientific and technical information presented in this MD&A above has been approved by Richard D. Williams, M.Sc., P. Geo., Winshear's CEO and a qualified person who by reason of education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, fulfills the requirements of a Qualified Person as defined in NI 43-101.