G2 Goldfields INC.

(Formerly Sandy Lake Gold Inc.)

"Interim Management's Discussion and Analysis – Quarterly Highlights"

Third Quarter Report 2019

For the three and nine months ended February 2019

GTWO TSXV **www.G2GOLDFIELDS.com**

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Introduction

The following interim Management's Discussion & Analysis ("Interim MD&A") of G2 Goldfields Inc. (the "Company") for the three and six months ended February 28, 2019 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended May 31, 2018. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended May 31, 2018 and May 31, 2017, together with the notes thereto, and unaudited condensed interim financial statements for the three and nine months ended February 28, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of April 24, 2019, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of The Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information relating to the Company is available free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR) website at **www.sedar.com.**

Description of Business

The Company was incorporated as 7177411 Canada Corporation on May 21, 2009 under the laws of Canada. The Company is a Canadian based exploration company focused on the acquisition of mineral exploration projects. On July 21, 2016, the Company filed articles of amendment to change its name from "Lago Dourado Minerals Ltd." to "Sandy Lake Gold Inc.". The common shares are publicly traded on the TSX Venture Exchange ("TSX-V") under the symbol GTWO.

The head office, principal address and records office of the Company are located at 141 Adelaide Street West, Suite 1101, Toronto, Ontario, Canada, M5H 3L5.

At February 28, 2019, the Company has no working capital deficit (May 31, 2018 – working capital deficit of $102,325). The Company had accumulated losses of $32,754,026 (May 31, 2018 - $32,418,506) and expects to incur further losses in the development of its business.

While the Company has been successful in securing financing to support past business activities, there is no assurance that it will be able to do so in the future. The Company will require additional financing in order to complete its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and financial position classifications that would be necessary were the going concern assumption inappropriate.

The Company currently controls approximately 51,000 hectares / 126,000 acres of contiguous mineral claim holdings in the Sandy Lake Greenstone Belt. In 2014, a limited drill program in the western part of the claim package returned high grade gold intercepts of 12.86 Au g/t over 6.85 meters and 12.17 Au g/t over 6.2 meters. (Goldeye Exploration Limited ("Goldeye") press release April 9, 2014 available at www.SEDAR.com).

The Company has completed a VTEM airborne and ground geophysics surveys over the Phase 1 target areas. In February 2018, the Company signed a 3,000-meter drill contract and has mobilized all necessary equipment for the project.

Operational Highlights

Corporate

During the three months ended February 28, 2019, the Company earned no revenue and reported a loss of $105,636 with basic and diluted loss per share of $0.001. This compares to loss of $161,845 with basic and diluted loss per share of $0.0015 for the three months ended February 28, 2018. On an ongoing basis, the Company will review and evaluate new opportunities to acquire other mineral properties.

On September 27, 2018, the Company closed a non-brokered private placement pursuant to which it issued 4,700,000 units at a price of $0.06 per unit for gross proceeds of $282,000. Each unit consists of one common share of the Company and one share purchase warrant, with each such warrant exercisable to acquire one additional common share at an exercise price of $0.10 for a period of 36 months. Insiders of the Company subscribed for an aggregate of 3,700,000 units in the offering. All securities issued in connection with the offering are subject to a statutory hold period expiring on January 28, 2019.

On November 9, 2018, the Company announced the appointment of Patrick Sheridan as Executive Chairman and Chief Executive Officer of the Company. Michele McCarthy, the former chair of the Company continued as an independent director of the Company. Dan Noone, the former Interim Chief Executive Officer continued his role as a director of the Company. The Company also announced the appointment of Peter Mullens to the Board.

On November 19, 2018, Yajian Wang was appointed as Chief Financial Officer of the Company.

On November 29, 2018, the Company announced that the Board passed a resolution to propose a corporate name change to Aremu Gold Inc (or any other name). The name change was approved at the annual general and special meeting, as well as by all authorized parties including approval of the TSX.

On January 2, 2019, the Company entered into a definitive agreement providing for the acquisition (the "Acquisition") of all the issued and outstanding shares of Bartica Investments Ltd. ("Bartica") in consideration of the issuance of an aggregate 100,000,000 common shares of the Company.
At the time of closing of the Acquisition, Bartica will own a 100% beneficial interest in a suite of mineral exploration properties totaling approximately 25,888 acres in Guyana, South America, other than the properties known as the OkO properties in respect of which Bartica will hold an option to acquire a 100% interest, subject to a 2.5% net smelter return royalty, in consideration of:

(i) a cash payment of US$50,000 (which has previously been paid);
(ii) additional aggregate cash payments of US$700,000 to be paid (US$100,000 paid on December 22, 2018) in tranches over a four-year period; and

(iii) the identification of a gold resource in excess of 250,000 ounces on the property and payment of advance net smelter return royalty of US$1,000,000.

On Feb 11, 2019, The Company announced an amending agreement dated effective February 11, 2019 (the "Amendment Agreement") in respect of its previously announced acquisition of all of the issued and outstanding shares of Bartica Investments Ltd. The Amending Agreement pursuant to which the consideration in respect of the Acquisition issuable to the Vendors (the "Share Consideration") was reduced from an aggregate of 100,000,000 common shares of the Company ("Common Shares") to an aggregate of 80,000,000 Common Shares.
On February 12, 2019 The company announced that Michele McCarthy and Jon Douglas resigned as directors.

On February 13, 2019 – The company announced that it intends to complete a non-brokered private placement financing of (i) up to 20,000,000 units (the "Units") at a price of $0.10 per Unit; and (ii) up to 10,000,000 flow-through common shares ("FT Shares") at a price of $0.16 per FT Share, for aggregate gross proceeds of up to $3,600,000.00 (the "Offering").

On February 19, 2019 – The company announced that it proposed to increase its previously announced non-brokered private placement financing, to now provide for the issuance of (i) up to 27,500,000 units (the "Units") at a price of $0.10 per Unit; and (ii) up to 10,000,000 flow-through common shares ("FT Shares") at a price of $0.16 per FT Share, for aggregate gross proceeds of up to $4,350,000.00 (the "Offering").

On February 25, 2019 - The Company appointed Mr. Gord McKinnon to its Technical Advisory Board to assist the Company.

On February 25, 2019 -- The Company closed the first tranche of its previously announced non-brokered private placement financing, pursuant to which it has issued an aggregate of 11,850,000 units (the "Units") at a price of $0.10 per Unit for aggregate gross proceeds of $1,185,000 (the "First Tranche Closing").

On Feb. 26, 2019 -- The Company announces the staking of an additional 315 Mining Claim Cells contiguous with the existing district scale land package for an aggregate total of approximately 51,000 ha. / 126,000 acres. The additional claims extend over an area of 6,122 hectares and cover a magnetic Formation with coincident VTEM chargeability anomalies; located on the southern boundary of the Company's contiguous 60 km. east-west claim package.

On March 4, 2019 -- The Company closed the second tranche of its previously announced non-brokered private placement financing, pursuant to which it has issued an aggregate of 9,041,000 units (the "Units") at a price of $0.10 per Unit for aggregate gross proceeds of $904,100 (the "Second Tranche Closing"). Each Unit is comprised of one common share in the capital of the Corporation (a "Share") and one-half of one (1/2) share purchase warrant. Each whole share purchase warrant is exercisable to purchase one additional Share at a price of $ 0.20 for a period of 24 months from the Second Tranche Closing, provided that if at any time after July 5, 2019, the closing price of the Shares on the principal market on which such Shares trade is at least $0.30 for more than 20 consecutive trading days, the expiry date will be accelerated to the date which is 30 days following the dissemination by the Corporation of a press release announcing such acceleration.

On March 28th, 2019 – The Company closed the third and final tranche of its previously announced non-brokered private placement financing, pursuant to which it has issued an aggregate of 6,609,000 units (the "Units") at a price of $0.10 per Unit for aggregate gross proceeds of $660,900 (the "Final Tranche Closing"). All securities issued and issuable in connection with the Final Tranche Closing are subject to a statutory hold period expiring on July 29, 2019. The Offering remains subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange.

On April 4, 2019 – The Company announced that it has filed articles of amendment to (i) change its name from "Sandy Lake Gold Inc." to "G2 Goldfields Inc." (the "Name Change"); and (ii) consolidate the Company's issued and outstanding common shares on the basis of one (1) new common share for every two (2) existing common shares (the "Consolidation"), all effective as of April 4, 2019. Shareholder approval of the Name Change and Consolidation was obtained at the Company's annual and special meeting of shareholders held on February 12, 2019.

Summary of Goldeye Arbitration

In July 2016, The Company declared an event of force majeure under the terms of the option agreement between GPM Metals Inc. and the Company ("Option Agreement") dated as of April 15, 2015 with Goldeye in respect of the The Company Project. The event of force majeure resulted from the positions taken by local First Nations and discussions with the Government of Ontario, which rendered it necessary for The Company to cease all work on the The Company Project until such time as appropriate consultation with the First Nations Bands in the region could be completed.

On or about September 14, 2016, Goldeye served The Company with a notice of arbitration (the "Notice"). The Company disputed the allegations made by Goldeye contained in the notice of arbitration and defended, its position accordingly. The arbitration was bifurcated into two hearings: (i) one which commenced on May 8, 2017, to deal only with the declaration of force majeure; and (ii) the other which commenced in December 2017 to deal with all other issues, including whether Goldeye met the conditions necessary to exercise the option on the additional interest, which consist of a 100% interest in the 1,421 contiguous claim units known as the East Block, and whether The Company incurred the required minimum expenditures under the Option Agreement.

The Arbitrators made an award with regard to the May 8, 2017 hearing as disclosed in the press release dated September 20, 2017. The Arbitral decision found that:

(a) A force majeure event under the Option Agreement occurred and was declared on July 27, 2016;
(b) The force majeure event existed continuously, without change, until June 7, 2017;
(c) The force majeure event was not within the control of Sandy Lake; and,
(d) The failure of The Company to comply with its obligations under the Option Agreement to incur the required exploration work expenditures of $1,000,000 by April 15, 2017 was caused by or arose out of the force majeure event.

On or about February 9, 2018, the Arbitration panel made a partial award in Sandy Lake's favour that: (a) the effective date of the Option Agreement is May 5, 2015; and, (b) that as a result of the force majeure, the date by which The Company is required to incur $1,000,000 in exploration work expenditures in accordance with the Option Agreement is June 28, 2018.

There were a number of findings in the reasons for the award that will assist the Company as it manages its operations, including that (a) The Company can unilaterally communicate and manage the issues on site with the First Nations; and (b) Goldeye has no basis under the Option Agreement to control or direct any of Sandy Lake's exploration work.

The Arbitration resumed its hearings in January and February 2018 on the remaining matters.

On July 9, 2018, the Company announced a partial award in the Arbitration Proceedings with Goldeye. The Arbitral Tribunal has ruled in favour of the Company on all substantive issues (see press release dated July 9, 2018).

The two main issues were the amount of first year expenditures and whether Goldeye exercised an option to participate as a 50% joint venture with the Company in the ownership a of a large group of claims staked around the original Weebigee project in 2015. Goldeye, which initiated the proceedings, had alleged that the Company had failed to incur minimum first year expenditures of $500,000 on the Weebigee property as required by the May 2015 option agreement. The Arbitral Tribunal panel ruled that in fact the Company had incurred expenditures of $1,292,130 in the first year (this was revised down to $973,770 on December 12, 2018 due to errors in the initial calculation).

Significantly, the Tribunal also ruled that Goldeye failed to fulfill the conditions for participating as a joint venture in the surrounding mineral claim land package of approximately 80,000 acres (2,210 claim units), and that Goldeye has no ownership or any other rights over or interests in these claims.

On January 21, 2019-- The Company has been awarded $926,960.03 in costs in the Arbitration Proceedings with Treasury Metals Inc. As noted in the press release of July 9, 2018 (available at www.sedar.com) the Arbitration Panel has ruled in favour of the Company (the Respondent) on all substantive issues.

Outlook

With the successful result in the arbitration proceedings to date, the Company is advancing the Sandy Lake Project through consultations with the First Nations groups in the project area. The Company has been conducting exploration drilling and other exploration activities on the Weebigee claim package since February, 2019.

The Company will fund these exploration activities by pursuing the recently (January 15, 2019) awarded $926,960 in legal and arbitration costs from Treasury Metals Inc. under the partial arbitration award. In addition, recent private placements closed on March 4th, 2019 total $2,089,100. The Company plans to pursue its outstanding counterclaim against Goldeye that is still pending before the arbitration panel.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. In 2017, 2018 and 2019, equity markets in the junior resource sector, particularly the TSX-V, showed signs of improvement, with mining equity values increasing significantly during this period. Strong equity markets generally provide favourable conditions for completing a public merger, financing or acquisition transaction.

Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Financial Highlights

The Company's net loss totaled $105,354 for the three months ended February 28, 2019, with basic and diluted loss per share of $0.001. This compares with a net loss of $120,481 with basic and diluted loss per share of $0.0015 for the three months ended February 28, 2018. The decrease in net loss of $14,845 was principally due to the following:

- Share-based compensation decreased by $13,559 compared to the three months ended February 28, 2018. The decrease is due to the timing of expensing the estimated fair value of stock options granted in prior periods. The Company expenses its stock options in accordance with the vesting terms of the options granted.
- Wages and employee benefits decreased by $3,248 compared to the three months ended February 28, 2018.

- Professional fees increased to $36,369 for the three months ended February 28, 2019 (three months ended February 28, 2018 - $8,180).

- Investor and community relations decreased by $11,573 compared to the three months ended February 28, 2018 $16,254. This was mainly due to less activities compared to the same period last year.
- All other expenses related to general working capital.

As at February 28, 2019, the Company had assets of $9,819,434 and a net equity position of $9,295,847. This compares with assets of $8,926,396 and a net equity position of $8,431,021 at May 31, 2018. At February 28, 2019, the Company had $523,587 of current liabilities (May 31, 2018 - $495,375).

At February 28, 2019, the Company has no working capital deficit (May 31, 2018 – working capital of deficit of $102,325). The Company had cash of $617,593 at February 28, 2019 (May 31, 2018 - $312,977). The decrease in working capital deficit from May 31, 2018 to February 28, 2019, is primarily due to proceeds from the private placements of $858,313 and proceeds from the exercise of warrants of $15,000.

Cash Flow – nine months ended February 28, 2019

At February 28, 2019, the Company had cash of $617,593. The increase in cash of $304,616 from the May 31, 2018 cash balance of $312,977 was a result of cash inflow from Financial activities of $1,154,519, cash outflow in investing activities of $611,837 and cash outflow from operating activities of $238,067. Operating activities were affected by adjustments of share-based compensation of $50,330, unrealized loss on marketable securities of $8,135 and net change in non-cash working capital balances of $28,986 because of a decrease in amounts receivable of $18,027, an increase in prepaid expenses and deposits of $2,749 and a decrease in accounts payable and accrued liabilities of $23,708. Investing activities consisted of mining interest expenditures of $611,837 and purchase of short-term investments of $10,000. The main portion of mining interest expenditures consist of fees related to the arbitration for a total of $243,634 and drilling fees for a total of $75,333. Financing activities consisted of the proceeds from private placement of $876,793 and proceeds of $140,217 from the exercise of warrants, which was offset by share issue costs of $7,491.

Cash Flow – three months ended February 28, 2019

At February 28, 2019, the Company had cash of $617,593. The increase in cash of $522,335 from the November 30, 2018 cash balance of $95,258 was a result of cash inflow from financing activities of $874,209, cash outflow in investing activities of $241,970 and cash outflow from operating activities of $109,904. Operating activities were affected by adjustments of share-based compensation of $12,434, unrealized gain on marketable securities of $288 and in non-cash working capital balances of $16,414 because of an amounts receivable of $1,863, in prepaid expenses and deposits of $13,571 and in accounts payable and accrued liabilities of $28,122. Investing activities consisted of mining interest expenditures of $241,969. The main portion of mining interest expenditures consist of fees related to the site work a total of $95,750 and drilling fees for a total of $25,000, geologists' service fee $36,495 and other professional service fee $35,000. Financing activities consisted of the proceeds from private placement of $722,370, which was offset by share issue costs of $801.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration, and development of properties prospective for base and precious minerals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants.
On February 25, and March 4, 2019, company closed first and second tranches of its private placement of total $2,089,100 and 100,000 warrants were exercised during the three months ended February 28, 2019 for gross proceeds of $10,000.

See "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors".

As at February 28, 2019, the Company has no working capital deficit (May 31, 2018 – working capital deficit of $102,325). The Company's continuing operations are dependent on its ability to secure equity and/or debt financing, with which it intends to identify, evaluate and acquire interests in mineral properties. The circumstances that could affect the Company's ability to secure equity and/or debt financing that are reasonably likely to occur are, without limitation, as follows:

- the state of capital markets generally;
- the prevailing market prices for base and precious minerals;
- changes in laws, regulations and political conditions.

Future exploration expenditure on the Company's Weebigee Project will be carried out in a manner consistent with the order of the Arbitration panel as described in the Company's press release dated September 20, 2017, the successful outcome in the arbitration as set out in the reasons of the Arbitration panel on July 9th, 2018 (see press release dated July 9, 2018) and January 21, 2019 (see press released dated January 21, 2019) the successful ongoing consultations with the First Nations including the resolution of force majeure issues described in the Company's press release dated April 23, 2018.

Related Party Transactions

(a) The Company entered into the following transactions with related parties:

	Three Months Ended February 28, 2019 ($)	Three Months Ended February 28, 2018 ($)	Nine Months Ended February 28, 2019 ($)	Nine Months Ended February 28, 2018 ($)
Marrelli Support Services Inc. ("Marrelli Support") (i)	1,500	4,537	1,500	13,648
Lenzner Slaght Royce Smith Griffin LLP (ii)	463,000	nil	463,000	nil
	464,500	**4,537**	**464,500**	**13,648**

(i) On July 8, 2015, the Company entered into an accounting support services agreement with Marrelli Support wherein Marrelli Support provided, beginning July 8, 2015, certain accounting support services to the Company. On July 8, 2015, in connection with such agreement with Marrelli Support, the Company retained Ms. Marie-Josee Audet, a senior employee of Marrelli Support, as its Chief Financial Officer ("CFO"). On November 19, 2018, Marie-Josee stepped down as the CFO of the Company. As at February 28, 2019, Marrelli Support was owed $1,500 (May 31, 2018 - $1,716). These amounts are included in accounts payable and accrued liabilities.

(ii) On February 28, 2019, the sum of $463,000 was owed to Lenzner Slaght Royce Smith Griffin LLP $463,000. These amounts are included in accrued liabilities.

(iii) In connection with the non-brokered private placement completed on September 27, 2018, the following transactions occurred:

- Patrick Sheridan, Executive Chairman and CEO of the Company subscribed for 3,110,000 units;
- Michele McCarthy, former director subscribed for 85,000 units;
- Daniel Noone, director of the Company, subscribed for 335,000 units; and
- Bruce Rosenberg, director of the Company, subscribed for 170,000 units.

(v) In connection with the non-brokered private placement completed on February 13, 2019, the following transactions occurred:

- Patrick Sheridan, Executive Chairman and CEO of the Company subscribed for 3,500,000 units;
- Daniel Noone, director of the Company, subscribed for 5,000,000 units; and
- Peter Mullens, director of the Company, subscribed for 1,500,000 units.

(b) The Company has identified its directors and certain senior officers as its key management personnel. The compensation cost for its directors as follows:

Salaries and fees	Three Months Ended February 28, 2019 ($)	Three Months Ended February 28, 2018 ($)	Nine Months Ended February 28, 2019 ($)	Nine Months Ended February 28, 2018 ($)
Michele McCarthy, former Director	5,000	2,500	7,500	7,500
Michael Desmeules	0	0	5,000	0
Bruce Rosenberg, Director	0	2,500	7,500	7,500
Daniel Noone, Director	0	2,500	7,500	7,500
Jon Douglas, former Director	0	2,500	7,500	7,500
	5,000	**10000**	**30,000**	**30,000**

Share-based compensation	Three Months Ended February 28, 2019 ($)	Three Months Ended February 28, 2018 ($)	Six Months Ended February 28, 2019 ($)	Nine Months Ended February 28, 2018 ($)
Daniel Noone, Director	nil	3,638	nil	19,314
Jon Douglas, former Director	nil	3,334	nil	17,704
Michele McCarthy, former Chair	nil	3,334	nil	17,704
Bruce Rosenberg, Director	nil	1,819	nil	9,657
Marie-Josee Audet, former CFO	nil	606	nil	3,219
	nil	**12,731**	**nil**	**67,598**

(c) Major shareholder

To the knowledge of the directors and senior officers of the Company, as at February 28, 2019, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than as set out below:

	Number of common shares	Percentage of outstanding common shares
Patrick Sheridan, Executive Chairman and CEO of the Company	32,378,148	37.9%

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended May 31, 2018, and information circular on date February 28, 2019 both available on SEDAR at www.sedar.com.

Disclosure Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward-Looking Statements

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of any mineral discovered	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favorable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favorable to the Company; the price of applicable minerals and applicable interest and exchange rates will be favorable to the Company; no title disputes exist with to the Company's properties	Price volatility of any mineral discovered; uncertainties involved in interpreting geological data and confirming title to, and interests in, properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; 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; the Company's ability to retain and attract skilled staff; availability of permits
While the Company has no source of revenue, it believes that it has sufficient cash resources to meet its expected general and administrative	The operating activities of the Company for the next twelve months and beyond, starting from February 28, 2019, and the costs associated therewith, will be	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; changes in the operations currently planned for 2019;

expenses for the twelve months, starting February 28, 2019, depending on future events The Company expects to incur further losses in the development of its business	consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to the Company	increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
The Company's ability to carry out anticipated exploration and maintenance on its property interests and its anticipated use of cash	The exploration and maintenance activities of the Company for the six months ended May 31, 2019, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favorable to the Company; satisfactory resolution of force majeure and arbitration matters concerning the Weebigee Project	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; changes in the operations currently planned for 2019; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits; uncertainties relating to applicable First Nations matters and arbitration concerning the Weebigee Project
Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of any applicable mineral will be favourable to the Company; no title disputes exist with respect to the Company's properties; satisfactory resolution of force majeure and arbitration matters concerning the Weebigee Project	Price volatility of any mineral discovered, 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 acquired properties; the possibility that future exploration results will not be consistent with the Company'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; the Company's ability to retain and attract skilled staff; availability of permits; market competition; uncertainties relating to applicable First Nations matters and arbitration concerning the Weebigee Project

Management's outlook regarding future trends, including the future price of any mineral discovered and availability of future financing	Financing will be available for the Company's exploration and operating activities; the price of applicable minerals will be favorable to the Company	Price volatility of any mineral discovered; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; availability of financing
Prices and price volatility for any mineral discovered	The price of any mineral discovered will be favorable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of any mineral discovered will be favorable	Changes in debt and equity markets and the spot price of any mineral discovered, if available; interest rate and exchange rate fluctuations; changes in economic and political conditions
Consultations with local First Nations for the Weebigee Project	The Company will continuing engage appropriate consultation with local First Nations and with the Government of Ontario which will result in the Company is working on the Weebigee Project	Consultations with local First Nations may result in significant additional costs to continuing work on the Weebigee Project

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Sandy Lake's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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 Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Sandy Lake's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Project Update

The Company currently controls 126,000 acres of contiguous mineral claim holdings in the Sandy Lake Greenstone Belt, located 220 km north of Red Lake, Ontario. In 2014, a limited drill program in the western part of the claim package returned high grade gold intercepts of 12.86 g/t Au over 6.85 meters and 12.17 g/t Au over 6.2 meters (see Goldeye Exploration press release, April 9, 2014 available at www.sedar.com). The Company has completed a VTEM airborne geophysical survey over most of the land package, and further ground geophysics and structural studies in the western part of the mineral claims. The Company has selected several areas for follow up drilling and is currently working with stakeholders to permit access to various drill locations.

Diamond drilling operations at the Weebigee Claims commenced on March 5, 2019. A minimum 2,000 meter drill program will be conducted at 8 drill pad locations in the NW Arm with the consent of Sandy Lake First Nation Council. Gold mineralisation at Sandy Lake is hosted within a greenstone sequence of Volcanics, Sediments and Banded Iron Formation analogous to the Musselwhite district located 150km to the SE. The drill program will commence in the NW Arm, where previous outcrop sampling has returned values of up to 113 g/t gold. Drilling will target zones of high chargeability within magnetic (iron rich) units around the closure of a regional scale, SE plunging fold. The Project comprises 363 claim units, covering approximately 6,000 hectares in the highly prospective and underexplored Sandy Lake greenstone belt. The Company Inc. has the right and option (the "50.1% Option") to earn an undivided 50.1% legal and beneficial interest in the Weebigee Project ("Weebigee" or the "Project") and the right and option (the "70% Option") to acquire a further 19.9% legal and beneficial interest in the Project for an aggregate undivided 70% legal and beneficial interest in the Project.

Subsequent Events

On April 8, 2019, the Company announced the appointment of Mr. Stephen Stow as an Independent Director of the Company.

On April 15, 2019, the Board of Directors granted of 2,700,000 stock options to various officers, directors and consultants of the Corporation. The option is at an exercise price of $0.40 per share and expiring on April 12, 2022, and total 36 months. The fair value of these options at the date of grant of $0.285 was estimated using Black-Scholes valuation model with the following inputs and assumptions: a 3-year expected term: 190.52% expected volatility based on historical trends: risk free interest rate of 1.64% and an expected dividend yield of 0%. The grant date fair value assigned to these options was $770,813. These options, which will vest by 25% on the date of grant and on each of the 6, 12 and 18-month anniversaries of the date of grant, will expire on April 12, 2022. For the year ended May 31, 2019 the impact on salaries and benefits would be $192,703.25.