



BASELODE
ENERGY

Baselode Energy Corp.
(formerly Rider Investment Capital Corp. – A Capital Pool Company)

Management Discussion and Analysis
for the years ended December 31, 2021 and 2020

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Baselode Energy Corp. ("Baselode", the "Corporation", or the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the years ended December 31, 2021 and 2020. This MD&A has been prepared as at April 29, 2022 unless otherwise indicated. This MD&A should be read in conjunction with the condensed interim financial statements ("Financial Statements") and related notes for the year ended December 31, 2021, which have been prepared in and are in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monies are expressed in Canadian dollars ("C\$") unless otherwise indicated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements.

The head and principal office of the Company is located at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7. The Company has no subsidiaries. Additional information relevant to the activities of the Company, including press releases has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") – (www.sedar.com). The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange, symbol FIND-V.

Corporate Summary

On June 3, 2020, a transaction closed between Rider Investment Capital Corp. ("**Rider**", a Capital Pool Company) and QC Copper and Gold Inc. ("**QC Copper**", previously named PowerOre Inc.) wherein 100% interest in the Mann Silver-Cobalt Mine was purchased by Rider from QC Copper (the "**Purchase**") in exchange for the issuance of 17,857,143 Rider common shares to QC Copper at a deemed valuation of \$0.08 per share. The Purchase was part of Rider's Qualifying Transaction requirement for full listing on the TSX Venture Exchange. Rider changed its name to "Baselode Energy Corp." ("**Baselode**" or the "**Company**"), effecting the continuance of Rider under the Business Corporations Act (Ontario).

Concurrently, on June 10, 2020, Baselode commenced trading on the TSX Venture Exchange under the symbol "FIND", and announced the appointment of renowned Athabasca Basin uranium explorer, James Sykes, as CEO & President. On December 22, 2020, Baselode was qualified for upgraded trading on the OTCQB Venture Market in the United States under the symbol "BSENF". Since listing publicly, Baselode has issued 49,476,333 common shares and raised \$24,011,810.34 in a combination of Flow-Through and Hard Dollar funds through Non-Brokered and Bought Deal private placements.

Since inception, the Company has acquired 100% of the surface rights covering 226,927 hectares over three exploration projects; Catharsis, Hook, and Shadow, in the Athabasca Basin area ("**Athabasca**" or the "**Basin**") of northern Saskatchewan, Canada, by way of online staking between June 11, 2020, and October 4, 2021. All three projects are free of any option agreements or underlying royalties. Catharsis covers 119,055 hectares and is located approximately 75 km southeast of the edge of the Basin and the Key Lake uranium mill. Hook covers 61,892 hectares and is adjacent to the southeast edge of the Basin, located approximately 44 km east-northeast of the Key Lake uranium mill. Shadow covers 45,980 hectares and is located approximately 30 km south of the Basin along the Virgin River Shear Zone ("**VRSZ**").

Baselode announced a new near-surface, basement-hosted uranium discovery, ACKIO, on the Hook project on September 29, 2021, as part of the Company's first exploration drill program. As of April 4, 2022, a total of 6,365.6 metres have been completed in 19 drill holes, including one re-started drill hole. Geochemical assay results have been received from 4 completed drill holes in 2021. Highlights include

15.5 m of 0.13 wt% U_3O_8 starting at 134.3 m drill hole depth, including high-grade uranium (>0.5 wt% U_3O_8) of 1.29 wt% U_3O_8 over 0.5 m at 138.8 m and 0.66 wt% U_3O_8 over 0.5 m at 142.3 m from the discovery drill hole; AK21-001. Assay results from the other 15 drill holes are still pending. Baselode is actively drilling the ACKIO discovery and intends to complete a minimum 20,000 metres of diamond drilling in 2022.

15-Month Company Overview

March 8, 2021: Baselode announced the acquisition of its Catharsis uranium project ("**Catharsis**") in the Athabasca Basin area of northern Saskatchewan, Canada. Catharsis covers 83,009 hectares within the basement rocks located approximately 75 km southwest of the Key Lake mill and Athabasca Basin edge. Catharsis is 100% owned by Baselode and is free of any option agreement or underlying royalties.

March 18, 2021: the Company acquired an additional 12,000 hectares on Hook, bringing the project total to 41,928 hectares. The new project acquisitions cover interpreted structural corridors with potential indications for localized hydrothermal alteration and uraniferous boulder trains with grades ranging from 0.28 to 3.49 wt% U_3O_8 (SMDI #2037 and #2043).

April 26, 2021: the Company commenced a Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical surveys covering the entire Catharsis and Hook projects. The surveys were completed on May 11 and May 17, 2021, respectively. Both surveys identified numerous gravity low features coincident with magnetic features that share similarities with hydrothermal alteration systems associated with structurally-controlled Athabasca uranium deposits. The Hook survey identified numerous gravity low features associated with historic surface uranium occurrences. The surveys provided target areas for planned ground exploration follow-up and diamond drilling.

May 25, 2021: Baselode announced that it had received exploration permits from the Saskatchewan Ministry of Environment ("**SME**") for ground prospecting, mapping and sampling work for the Catharsis. The field crew started the groundwork on June 10, 2021, and had completed the work by July 13, 2021. The work identified favourable geology, including quartzite outcrops and Athabasca sandstone boulders, both of which are associated with a few Athabasca Basin high-grade uranium deposits, and provide new exploration models for the project.

June 21, 2021: Baselode received exploration permits from SME for prospecting, mapping and sampling work for Hook. The field crew started the groundwork on July 2, 2021, and had completed the work by July 13, 2021.

June 21, 2021: the Company also announced the start of a helicopter-borne VTEM™ Plus Time Domain EM and horizontal magnetic gradiometer geophysical survey on Catharsis. The survey is designed to locate discrete conductive trends which highlight the structures providing pathways for uranium-rich hydrothermal fluids. The survey will cover 3,260-line kilometres over the entire project with 400 m flight line-spacing. As of July 27, 2021, the survey has been put on hold due to mechanical problems with the equipment. Baselode will provide an update of the survey once it has been completed and results have been received. The survey is being carried out by Geotech Ltd. ("**Geotech**") of Aurora, Ontario. Geotech's VTEM™ survey is considered to be a superior geophysical survey with the industry's highest spatial resolution of conductors.

June 24, 2021: Baselode broadcast live to the public its first Annual General Meeting.

July 13, 2021: the Company announced that it had received diamond drilling permits for the Catharsis project from SME.

July 19, 2021: Baselode staked an additional 36,046 hectares of prospective ground contiguous with its existing land package at Catharsis. The new Catharsis acquisitions host ten historic high-grade uranium surface occurrences with grades ranging from 0.066 to 7.65 wt% U_3O_8 , many of which have been observed within fractures and shears, indicating structural controls for uranium deposition. Three of the showings are of particular interest because they have returned in excess of 1 wt% U_3O_8 , which Baselode considers to be high-grade uranium mineralization. The showing discoveries all date back to the mid- to late 1970's and haven't been revisited since. The acquisitions cover a geological corridor hosting rock types similar to Cameco Corp.'s (TSX: CCO) basement-hosted Eagle Point uranium mine.

July 19, 2021: the Company also announced that a high-resolution airborne radiometric and magnetic geophysical survey had begun over the Hook project. The survey was completed on August 9, 2021 and the results identified a high-priority target area consisting of a cluster of strong radiometric uranium anomalies occurring over a 2-kilometre strike length. The survey was flown by Special Projects Inc. ("SPI") from Calgary, AB. SPI is considered to be an industry-leading provider of high-resolution airborne radiometric surveying. SPI flew the radiometric survey that delineated Fission Uranium Corp's (TSX: FCU) PLS boulder field which eventually led to the discovery of the high-grade uranium Triple R deposit. The Hook geophysical survey consists of 12,115-line kilometres with 50 m flight line-spacing and low-level flying to maximize radiometric results

August 9, 2021: the Company announced that diamond drilling permits had been received from SME for Hook. The Company mobilized a field crew to Hook to follow-up the surface radiometric anomalies of interest defined by the SPI airborne survey, as well as to continue prospecting, mapping and sampling, and to prepare for the drill program.

August 17, 2021: the Company presented a webinar entitled '*Hook: Defining Drill Target Areas*', that provided detailed interpretations of the airborne magnetic, gravity and radiometric geophysical surveys to identify lithological corridors and structures of interest for diamond drill hole targeting. The results defined and prioritized the Beckett and South Geikie target areas.

August 23, 2021: Baselode announced that a drill crew was mobilizing to the Hook project and that drilling should start within the week. An update from the field prospecting crew included identifying anomalous radioactive occurrences in outcrops at both the Beckett and South Geikie targets. The anomalies occur at lithological contacts intersected by north-south structures and validates the geophysical interpretations and the Company's working structural model for Hook. The drill program was planned for between 10 to 15 drill holes for a total of 2,500 metres, with each drill hole ranging from 150 to 250 metres drill hole depth. Helicopter support was used to achieve broader target area coverage and to lessen any ground-induced environmental impacts within the project area

August 30, 2021: the Company closed the first tranche of a non-brokered flow-through private placement totaling \$3,661,928. A total of 7,627,704 flow-through units at a price of \$0.48 per unit were sold, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.75 for a period of 24 months from the date of issue.

The second and final tranche of the August 30, 2021, private placement was closed on September 28, 2021. Under the second tranche, a total of 5,669,795 flow-through units at a price of \$0.48, and a total of 2,548,684 non-flow-through units at a price of \$0.48 were sold for gross proceeds of \$3,944,869.92. Each flow-through and non-flow-through unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.75 for a period of 24 months from the date of issue. In aggregate of both tranches,

Baselode sold 13,297,499 flow-through units and 2,548,684 non-flow-through units for gross proceeds of \$7.6M.

September 29, 2021: Baselode announced the discovery of a new near-surface, basement-hosted uranium zone, ACKIO, on the Hook project. The Company drilled 16.2 metres of continuous elevated radioactivity* averaging 642 counts-per-second (“cps”) starting at 133.8 m drill hole depth in drill hole HK21-07 (later renamed AK21-001), which was the first drill hole within the ACKIO target area. Multiple intersections of greater than 1,000 cps were made, including i) an average of 3,900 cps over 0.5 m at 138.8 m, which includes a 0.1 m interval of 12,500 cps, ii) an average of 2,000 cps over 0.9 m at 142.0 m, and iii) an average of 2,200 cps over 0.2 m at 147.2 m. The ACKIO discovery is hosted within a massive structurally-controlled hydrothermal alteration envelope that exceeds 250 m drill hole thickness. Drill hole HK21-07 also intersected Athabasca sandstones outside of the previously known Basin margin which provides the Company with exploration targets for near-surface unconformity-style uranium mineralization. Based on the encouraging drill results, the drill program was expanded from 2,500 metres to a minimum of 3,500 metres. *NOTE: elevated radioactivity = >300 cps as measured with an RS-125 handheld scintillometer.

September 29, 2021: the Company also provided an update about the Beckett target area in which seven drill holes (HK21-01 through HK21-06A) were completed for a total of 2,069 metres. Drill holes HK21-01, HK21-03 and HK21-04 all intersected broad zones of elevated radioactivity within quartzo-feldspathic pegmatite rock types. Some of the radioactive intervals were directly associated with yellow secondary uranium-bearing hydrous minerals within fractures and/or voids. The Beckett target area remains open for uranium exploration at depths below 300 m.

October 13, 2021: Baselode announced the completion of the Hook/ACKIO drill program and highlighted multiple zones of elevated radioactivity being intersected in two additional holes on the ACKIO target, AK21-03 and AK21-04. Drill hole AK21-03 intersected two distinct zones of radioactivity; i) an average of 1,199 cps over 6.2 metres at 128.5 m drill hole depth (~90 m true vertical depth), and ii) an average of 876 cps over 3.75 m at 246.4 m drill hole depth (~170 m true vertical depth). Drill hole AK21-04 intersected an average of 474 cps over 9.95 m at 95.8 m drill hole depth. Drill hole AK21-04 was a vertically oriented drill hole. Drill hole AK21-02A failed to intersect any elevated radioactivity. A total of four drill holes for 1,611 metres were completed in the ACKIO discovery, and a total of 10 drill holes for 3,680 metres were completed during the Hook drill campaign. Two drill holes (HK21-06 and AK21-02) were abandoned after casing and re-started as HK21-06A and AK21-02A, respectively. *NOTE: drill hole HK21-07 was renamed AK21-001.

October 13, 2021: the Company also announced an additional 19,964 hectares of prospective ground was staked southwest and contiguous with the Hook project. The project shares regional magnetic geophysical features similar to those observed at ACKIO and present new target areas for exploration. The additional land acquisition is 100% owned by Baselode and is free of any option agreement or underlying royalties.

October 22, 2021: Baselode announced that CEO James Sykes was appointed to the Company’s Board of Directors, with the appointment being effective immediately. Concurrently, Mr. Alexander Stewart, one of the founders of the Company, announced his retirement from the Company’s Board of Directors.

November 10, 2021: Baselode announced that it had entered into an agreement with a syndicate of underwriters led by PI Financial Corp (the “**Underwriters**”), in which the Underwriters agreed to purchase an aggregate of 6,957,000 units of the Company at a price of \$1.15 per Unit on a bought deal private placement basis for gross proceeds of \$8.0 million. The Underwriters have the option to exercise an additional number of units at the same terms representing 15% of the placement in whole or in part any time prior to the closing of the placement. Each unit consists of one common share and one-half common

share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$1.60 for a period of 30 months from the closing date.

November 30, 2021: the Company closed the bought deal private placement with the Underwriters. The placement consisted of 8,000,550 units of the Company at a price of \$1.15 per Unit for aggregate proceeds of \$9,200,632.50, which included the full exercise of the 15% over-allotment option. Details of the Units are described immediately above.

December 6, 2021: the Company reported the first uranium assay results from the ACKIO discovery in drill hole AK21-001. A primary zone of uranium mineralization returned 0.13 wt% U_3O_8 over 15.5 m starting at 134.3 m drill hole depth. This zone included two high-grade occurrences of 1.29 wt% U_3O_8 over 0.5 m at 138.8 m and 0.66 wt% U_3O_8 over 0.5 m at 142.3 m. A total of 6 mineralized zones with greater than 0.05 wt% U_3O_8 over 0.4 m thickness were intersected over 240 metres of the drill hole length.

December 13, 2021: the Company announced that it had received Exploration Work Authorization permits from SME for diamond drilling on the Shadow project. Since October, 2020, Baselode has continued dialogue with the impacted Indigenous communities in the project area to ensure that mutually agreeable solutions and benefits with minimal disturbances to Indigenous Lands and Rights are addressed prior the commencement of any planned ground exploration activities.

December 15, 2021: Baselode appointed Cameron MacKay to Vice-President, Exploration & Development. Cameron joined Baselode in November, 2020.

December 30, 2021: the Company announced the results from the Catharsis and Hook field mapping and prospecting programs. A channel sample at Hook returned high-grade uranium and rare earth element (“**REE**”) concentrations with 1.33 wt% U_3O_8 and 1.84 wt% Total Rare Earth Oxide (“**TREO**”) over 0.4 m, including heavy REE enrichment, and four grab samples from Catharsis returned encouraging REE results between 0.54 wt% to 2.14 wt% TREO. The Hook channel sample had a critical REE concentration comprising 19% of the TREO and was enriched with heavy REE terbium (Tb_4O_7) and dysprosium (Dy_2O_3), both of which are the most valuable REE in terms of USD\$/kg. All four Catharsis samples had a critical REE concentration comprising between 23 to 26% of the TREO and were enriched with light REE neodymium (Nd_2O_3) and praseodymium (Pr_6O_{11}), both of which are most-widely used in powerful REE magnets.

January 6, 2022: Baselode reported uranium assay results from the remaining three drill holes from the 2021 drill campaign on the ACKIO discovery. Drill hole AK21-003 returned 0.24 wt% U_3O_8 over 5.5 m at 128.6 m, including a high-grade uranium intersection of 0.67 wt% U_3O_8 over 0.5 m at 131.6 m. A total of six mineralized zones with greater than 0.05 wt% U_3O_8 over 0.5 m thickness were intersected over 150 metres of the drill hole length, including a 2.0 m interval at 248.1 m returning 0.11 wt% U_3O_8 in a calc-silicate lithology. A total of six mineralized zones with greater than 0.05 wt% U_3O_8 over 0.5 m thickness were intersected over 160 metres of the drill hole length in hole AK21-004, the best intercept returning 0.24 wt% U_3O_8 over 2.0 at 99.0 m. Drill hole AK21-002A failed to intersect any uranium mineralization. The mineralization envelope from the three main uranium intersections in holes AK21-001, AK21-003 and AK21-004 occur between 90 and 125 m below surface and cover a lateral distance measuring approximately 45 m. Mineralization remains open in all directions.

January 17, 2022: the Company announced the start of winter drilling preparations for the follow-up drill exploration campaign on the basement-hosted uranium ACKIO discovery which included the receipt of a Temporary Work Camp permit from SME. The field crew was on site to start clearing the work camp and initial drill pad locations.

February 9, 2022: Baselode announced that the start of a planned 10,000 metre diamond drilling program on the ACKIO uranium discovery. The program was being operated with two diamond drills and helicopter support. The objective of the program is to 1) drill 50 m continuous step-out holes to the north and south along strike of known high-grade mineralization, 2) test the sandstone for unconformity-style mineralization potential, and 3) to test for sub-parallel trends of mineralization to the east.

March 7, 2022: Baselode provided radioactivity results from the first seven drill holes of the 2022 drilling campaign. Three drill holes (AK22-008, AK22-009, and AK22-011) intersected elevated radioactivity, whereas the remaining four drill holes (AK22-005 to AK22-007, and AK22-010) did not intersect any significant results. A new zone of mineralization, the Lower calc-silicate zone, was discovered and runs sub-parallel to the Upper zone. Mineralization in both zones was traced for over 150 m along strike. Highlights from each drill hole include; AK22-008 reported a radioactivity intersection of 911 cps over 6.4 m at 175.6 m, AK22-009 reported a radioactivity intersection of 1,052 cps over 10.05 m at 136.8 m, and AK22-011 reported two intersections of 1,583 cps over 6.5 m at 201.0 m and 1,286 cps over 11.9 m at 215.75 m which includes the highest concentration of radioactivity on the project to date with 25,000 cps over 0.1 m at 217.1 m.

March 22, 2022: the Company announced the receipt of an exploration permit from SME for an additional 50,000 metres of diamond drilling on the high-grade uranium ACKIO discovery. The 10,000 metre winter program was increased to a minimum 20,000 metre program to run through Spring breakup into the Summer months. The permit increase provided for a total of 60,000 metres of diamond drilling to be completed on ACKIO until December 31, 2023.

On April 4, 2022, Baselode provided radioactivity results from another eight drill holes of the 2022 drilling campaign (AK22-012 to AK22-019). Five drill holes (AK22-013 to AK22-015, AK22-018, and AK22-019) intersected elevated radioactivity, whereas the remaining three drill holes (AK22-012, AK22-016, AK22-017) did not intersect any significant results. Drill hole AK22-018 intersected the broadest zone of continuously elevated radioactivity summed over the entire drill hole length on the project as of the reported date. Twelve individual zones of elevated radioactivity were reported over a drill hole length of 165 m, including highlights of 2,130 cps over 2.6 m at 164.5 m, 539 cps over 7.0 m at 200.0 m, and 579 cps over 5.9 m at 218.75 m drill hole depths. Drill holes AK22-013 and AK22-014 are the southern-most drill holes on the ACKIO discovery at time of reporting and intersected 712 cps over 8.1 m at 166.1 m, and 1,152 cps over 2.9 m at 157.2 m drill hole depths, respectively. Drill hole AK22-015, the northern-most drill hole with radioactivity at time of reporting intersected two zones of elevated radioactivity and highlighted with 615 cps over 7.9 m at 178.3 m drill hole depth. Drill hole AK22-019 intersected five discrete zones of elevated radioactivity including a highlight of 699 cps over 15.1 m at 226.25 m drill hole depth.

At the time of reporting, Baselode has completed 15 drill holes (AK22-005 to AK22-019) for a total of 4,754.6 m during the 2022 drill campaign, bringing the ACKIO drilling total to 19 completed drill holes (AK21-001 to AK22-019) for a total of 6,365.6 m since 2021. The Upper zone of mineralization has been extended to over 200 metres along strike, and the Lower zone of mineralization has been extended to over 150 metres along strike. The Upper and Lower zones are between 90 to 125 m and 150 to 200 m beneath the surface, respectively. Both zones remain open in all directions.

Baselode remains fully funded to continue aggressive exploration in 2022 on its three projects; Catharsis, Hook, and Shadow. The Company committed to a 10,000 m drill campaign on the ACKIO discovery during Q1 2022, and given the results to date, the Company has expanded the drill program to 20,000 metres (minimum) into Q2 and Q3. Concurrently, a 400 m flight line-spaced airborne VTEM™ survey over the Catharsis project was completed in March and results will be announced when received by the Company. Exploration plans for Q2/Q3 include i) continuing the drill campaign on the ACKIO discovery, ii) 2,500 m diamond drilling geophysical targets on Hook, iii) a 2,500 to 5,000 m exploration diamond drilling program on Catharsis targeting areas coincident geophysical features while integrating favourable ground

reconnaissance exploration results, iv) four airborne geophysical surveys (MT, magnetics/radiometrics, and gravity) over the most recently staked parts of the Catharsis and Hook projects, and v) ground reconnaissance mapping, prospecting and sampling on Catharsis. The Company's objectives for the year end (Q4 2022) are i) to have sufficient drill hole results to start an NI 43-101 mineral resource calculation of the ACKIO discovery, and ii) discover additional zone(s) of mineralization on the Catharsis and Hook projects.

Core Business Strategy

Baselode is in the business of uranium exploration and its core business strategy is to create shareholder value exploring mineral projects, discovering and developing deposits. Baselode's Athabasca 2.0 exploration model focuses on the discovery potential of near-surface, basement-hosted, high-grade uranium deposits that are amenable to open pit mining outside the perimeter of the Athabasca Basin. The Company has identified these types of deposits as those that have historically gone into production (i.e., economic at low uranium spot prices) and efficiently (i.e., from discovery to production between 6 to 12 years). The Company's Saskatchewan exploration projects include the Catharsis, Hook, and Shadow uranium projects. The Company also holds ownership of the past-producing Mann Mines silver and cobalt assets located in Milner Township, Ontario within the Cobalt-Gowganda region.

Mineral Exploration Projects

Catharsis Project

On March 8, 2021, the Company announced the acquisition of 83,009 hectares by way of online staking for its Catharsis uranium project ("**Catharsis**") in the Athabasca Basin area of northern Saskatchewan, Canada. On July 19, 2021, an additional 36,046 hectares of prospective ground was staked to the east and contiguous with the original Catharsis land package (the "**East Claims**"), bringing the total land holding to 119,055 hectares.. Catharsis is located approximately 70 km southwest of the Key Lake mill and Athabasca Basin edge. Catharsis is 100% owned by Baselode and is free of any option agreement or underlying royalties.

Catharsis straddles the Western Wollaston and Mudjatik ("**WWM**") tectonic domains. The WWM is a geological terrane that hosts more than 2.0 billion pounds of Athabasca high-grade uranium. Minimal historical exploration has been completed on the project. However, showings discovered in the 1970s in the northeast tip of Catharsis include a grab sample that returned 1.38 wt% U_3O_8 , a hematite altered fracture hosting 3,200 ppm U, and outcrop float grab samples that returned 490 to 1,800 ppm U. The July 19 project acquisitions covered ten historic uranium showings in surface outcrops with grades ranging from 0.066 to 7.65 wt% U_3O_8 reported to be hosted within fractures and shears.

Baselode's geophysical coverage of the project includes an original project-size Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical survey with 400 m flight line-spacing which was completed on May 11, 2021. The survey results identified numerous gravity low features coincident with magnetic features that share similarities with hydrothermal alteration systems associated with structurally-controlled Athabasca uranium deposits.

A helicopter-borne VTEM™ Plus Time Domain EM and horizontal magnetic gradiometer geophysical survey was started on June 21, 2021, however, the survey was placed on-hold in July, 2021, due to prolonged mechanical issues with the equipment. The Survey was restarted in February, 2022, and completed in March, 2022. Results are still pending and will be released once received. The Survey was designed to locate discrete conductive trends which highlight structures that could provide pathways for uranium-rich hydrothermal fluids. The Survey was meant to cover 3,260-line kilometres over the original

project size with 400 m flight line-spacing. The Survey was carried out by Geotech Ltd. (“**Geotech**”) of Aurora, Ontario. Geotech’s Survey is considered to be a superior geophysical survey with the industry’s highest spatial resolution of conductors.

A field crew completed a ground prospecting, mapping and sampling program on Catharsis on July 13, 2021. The work identified favourable geology, including quartzite outcrops and Athabasca sandstone boulders, both of which are associated with a few Athabasca Basin high-grade uranium deposits. Geochemical sample results were announced on December 30, 2021, which included four grab samples that returned encouraging REE results between 0.54 wt% to 2.14 wt% TREO. The four samples had a critical REE concentration comprising between 23 to 26% of the TREO and were enriched with light REE neodymium (Nd_2O_3) and praseodymium (Pr_6O_{11}), both of which are most-widely used in powerful REE magnets.

Diamond drilling permits for Catharsis were received from SME on July 13, 2021, with an expiration date of December 31, 2022. Diamond drilling target generation requires receipt of the VTEM™ survey, and drill hole collar locations will be limited to the south part of the project.

The 2022 exploration plans for Catharsis include i) completion of a 400 m flight line-spaced airborne gravity survey between April and May over the East Claims, ii) completion of a high-resolution, 50 m flight line-spaced airborne magnetic and radiometric survey in May covering the high-grade uranium showings from the East Claims, iii) completion of a 400 m flight line-spaced airborne MT survey between April and May covering the East Claims and southern part of the project, iv) completion of a ground-based mapping, prospecting and sampling program between June to August over the East Claims, and v) planned 2,500 m to 5,000 m of diamond drilling targeting coincident airborne geophysical anomalies and areas of interest identified during ground reconnaissance exploration anticipated to start in June or July.

Hook Project (ACKIO Discovery)

On July 7, 2020, the Company announced the acquisition of 29,936 hectares for its Hook uranium project (“**Hook**”) in the Athabasca Basin area of northern Saskatchewan, Canada. An additional 11,992 hectares were staked contiguous to the project on March 18, 2021, bringing the project total size to 41,928 hectares. On October 13, 2021, the Company announced an additional 19,964 hectares of prospective ground staked southwest and contiguous with the Hook project. The newly acquired land brings the project total size to 61,892 hectares. The new acquisitions share regional magnetic geophysical features that have similarities with those observed at the ACKIO discovery and present new target areas for exploration. Hook is located adjacent to the southeast edge of the Basin, and approximately 60 km east-northeast of the Key Lake mill. Hook is 100% owned by Baselode and is free of any option agreement or underlying royalties.

The Hook project is strategically located along a northwest trending regional magnetic low feature that is proximal to Cameco’s McArthur River mine 40 km to the northwest. The Hook project covers uranium showings of interest; the Art Lake radioactive pegmatite with uraniferous stains at surface, and radioactive boulder trains and swamps with grades ranging from 0.28 to 3.49 wt% U_3O_8 (Saskatchewan Mineral Deposit Index #2037 and #2043).

A Falcon® Plus airborne gravity gradiometer, gravity and magnetics geophysical survey was completed on May 17, 2021. The survey covered the project with 400 m flight line-spacing, including an additional 200 m flight line-spaced grid over the Beckett target area. The airborne gravity survey results were instrumental discovering the ACKIO uranium zone.

In addition, a high-resolution airborne radiometric and magnetic survey over Hook was completed on August 9, 2021. The survey results identified a high-priority target area consisting of a cluster of strong

radiometric uranium anomalies occurring over a 2-kilometre strike length, known as the South Geikie target area. The survey was completed by Special Projects Inc. (“**SPI**”) from Calgary, AB. SPI is considered to be an industry-leading provider of high-resolution airborne radiometric surveying. SPI flew the radiometric survey that delineated Fission Uranium’s PLS boulder field which eventually led to the discovery of the high-grade uranium Triple R deposit. The Hook geophysical survey consisted of 12,115-line kilometres with 50 m flight line-spacing and low-level flying to maximize radiometric results.

A field prospecting and mapping crew mobilized to the project August 9, 2021, and identified anomalous radioactive occurrences in outcrops at both the Beckett and South Geikie targets as identified by SPI’s airborne radiometric survey. These anomalies occur at lithological contacts intersected by north-south structures and validate the geophysical interpretations used to define the working structural model for Hook. A channel sample at Hook returned high-grade uranium and REE concentrations with 1.33 wt% U_3O_8 and 1.84 wt% TREO over 0.4 m, including heavy REE enrichment. The channel sample had a critical REE concentration comprising 19% of the TREO and was enriched with heavy REE terbium (Tb_4O_7) and dysprosium (Dy_2O_3), both of which are the most valuable REE in terms of USD\$/kg.

A diamond drill crew mobilized to Hook on August 23, 2021, and the drill program was completed by October 13, 2021. A total of 10 drill holes, including two abandoned drill holes, were completed for a total of 3,680 m. Seven drill holes (HK21-01 through HK21-06A) were completed in the Beckett target area for a total of 2,069 metres, and five drill holes (AK21-01 through AK21-04) were completed in the ACKIO uranium discovery for a total of 1,611 metres. The drill program was completed with helicopter-support to achieve broader target area coverage and to lessen any ground-induced environmental impacts within the project area.

On September 29, 2021, Baselode announced a new near-surface, basement-hosted uranium discovery: ACKIO. The ACKIO high-grade uranium discovery is hosted within a massive structurally-controlled hydrothermal alteration envelope that exceeds 250 m drill hole thickness. In addition, numerous drill holes have intersected Athabasca sandstones outside of the previously known Basin margin which provides the Company with exploration targets for near-surface unconformity-style uranium mineralization.

As of April 4, 2022, a total of 6,365.6 metres have been completed in 19 drill holes, including one re-started drill hole. Geochemical assay results have been received from the four completed drill holes in 2021. Highlights include 15.5 m of 0.13 wt% U_3O_8 starting at 134.3 m drill hole depth, including high-grade uranium (>0.5 wt% U_3O_8) of 1.29 wt% U_3O_8 over 0.5 m at 138.8 m and 0.66 wt% U_3O_8 over 0.5 m at 142.3 m from the discovery drill hole; AK21-001. Assay results from the 15 completed drill holes of the 2022 campaign are still pending.

As of April 4, 2022, a total of 11 drill holes have intersected elevated radioactivity. Highlight radioactivity results include; 1,230 cps over 11.9 m at 215.75 m and 1,583 cps over 6.5 m at 201.0 m drill hole depths in AK22-011; 1,052 cps over 10.05 m at 136.8 m drill hole depth in AK22-009; 699 cps over 15.1 m at 226.25 m drill hole depth in AK22-019; and 642 cps over 16.2 m at 133.8 m drill hole depth in AK21-001.

Drill holes HK21-01, HK21-03 and HK21-04 within the Beckett target area intersected broad zones of elevated radioactivity associated with quartzo-feldspathic pegmatite rock types. Some of the radioactive intervals were directly associated with yellow secondary uranium-bearing hydrous minerals within fractures and/or voids. The Beckett target area remains open for uranium exploration at depths below 300 m.

The 2022 exploration plans for Hook/ACKIO include i) continuation of a minimum 20,000 metres diamond drilling campaign on ACKIO, ii) completion of a 400 m flight line-spaced airborne MT survey between April and May covering the northwest and southwest parts of the project, iii) completion of a 400 m flight line-spaced airborne gravity survey between April and May covering the most recent southwest land

acquisitions, and iv) a minimum 2,500 metres of exploration diamond drilling targeting coincident geophysical anomalies within the overall Hook project anticipated to start in July. Baselode remains intent working towards an NI 43-101 mineral resource estimate for the ACKIO discovery by the end of the year.

Shadow Project

On June 11, 2020, the Company announced the acquisition 41,885 hectares for its Shadow uranium project ("**Shadow**") in the Athabasca Basin area of northern Saskatchewan, Canada. Additional mineral dispositions were staked contiguous with Shadow on August 28, 2020, bringing the project total 45,980 hectares to maximize discovery potential. Shadow is located south of the Basin along the Virgin River Shear Zone ("**VRSZ**"). The Shadow project was selected based on its favourable characteristics for basement-hosted uranium mineralization potential. The VRSZ is one of the largest structural trends observed in northern Saskatchewan and hosts other uranium deposits, most notably Cameco Corp's (TSX: CCO) Centennial uranium deposit, located 55 km north of Shadow. Shadow is 100% owned by Baselode and is free of any option agreement or underlying royalties.

In August, 2020, Baselode commissioned a project-wide, 2,600 line-km, heli-borne, mobile magnetotellurics ("**Mobile MT**") geophysical survey. Mobile MT acquires high-spatial resolution geoelectrical information from near-surface to depths greater than 1 kilometer. This technology can assist in identifying structures of interest and dilation zones that could possibly host uranium deposits.

On November 2, 2020, the Company announced that it had completed a comprehensive review of new 3D resistivity depth inversion results of the Mobile MT survey. The geophysical interpretations depicted prospective structural corridors over ~12 km strike-length at the Key target area, ~12 km in the Eagle/SUE target area, and ~7 km in the Arrow target area. Each of the structural corridors penetrate deeper than 1 km from surface. Numerous shear fault architectures were recognized, such as bifurcating and sub-parallel structures, oblique-slip dilations, flower-structures and horsetail splays, all indicative of dilation structures required to draw in hydrothermal fluids and provide the necessary traps for uranium deposition.

In February, 2021, Baselode had mobilized a field crew to complete a ground gravity geophysical survey over the Key, Eagle/SUE and Arrow target areas, however, the survey was never initiated due to a road block and impedance of right of way access to the project by the local Indigenous community. The Company removed the field crew from the project area immediately.

Baselode's follow-up exploration plans include: i) a project-wide airborne gravity survey, and ii) a first-pass, 2,500 m diamond drilling program. The Company has remained engaged in consultation efforts with the local Indigenous community(s) since October, 2020, to ensure that exploration can proceed in a manner that does not affect Indigenous Rights or Lands, and to benefit the local community(s).

Mann Mine Project

The Mann Mines ("**Mann**" or the "**Mines**") are silver and cobalt assets located in Milner Township, Ontario within the Cobalt- Gowganda region. The project hosts 9 historic shafts and a ramp driven to the 210-foot (64 m) level. They were in production at various times in the 20th century and have recorded historic production prior to 1987 of over 330,000 oz of silver. The Mann Mines consist of 852.5 hectares in 18 contiguous mining claims, approximately 80 km west of Cobalt, Ontario, the renowned Temiskaming Silver district, from which 570,000,000 ounces of silver and over 28,000,000 pounds of cobalt have been produced. There is excellent road access to the Mines and local infrastructure is readily available.

There has been no drilling performed by QC Copper or its spin-out former parent Orefinders Resources Inc. on the Mann project. However, Creso Exploration Inc carried out a diamond drilling program during 2011 and 2012 when the company collared 15 diamond core drill holes totalling 1,458 metres, with an

average depth of 97 metres. All of this work was done to high standards, including assaying procedures that included standards and blanks in all batches and verification assays in a second laboratory and was validated by QC Copper's consultant, M. Spahoe, an Independent Qualified Person as defined by NI43-101, and who was involved in the original drilling program by Creso (see QC Copper's NI43-101 Technical Report on the Mann project at www.sedar.ca).

Diamond drilling from 2011 and 2012 confirmed high grade silver and cobalt mineralization which are listed in table 2 below. The reader should note that the average true widths of the mineralized intervals shown above are approximately 70% of the intervals shown.

Table 2: Mann Mine Drill Results by Creso (2011-2012): High Grade Silver & Cobalt Intersections (From MNMDF AFRI 20011567)

Hole Number	From Meters	To Meters	Length Meters	Grade	Cobalt
MN11-01	111.5	117.3	5.8	0.34%	
including	112.9	114.3	1.4	1.12%	
MN11-03	11	11.4	0.4	0.20%	

Hole Number	From Meters	To Meters	Length Meters	Grade Silver (g/t)
MN11-01	29	58.3	29.3	131
including	37	38	1	2,320
including	52.2	52.7	0.5	1,210

MN11-02	27.8	34.3	6.5	17.9
and	95	144.5	49.5	14.3
	47.8	48.4	0.6	141

MN11-03	21.3	50	28.8	181
including	35.9	41	5.2	978.5
including	39.8	40.5	0.7	5,130

MN12-06	16.6	38.3	21.7	58.7
including	23.3	24.7	1.4	695

The veins in the vicinity of the Mann Project can, in general, be assigned to either of two sets: east-strike ("Easterly") and north-strike. Thomson (1968) notes: "Ore mined to date has come exclusively from Easterly set and all the known but unmined ore occurrences (on the A, B, C and D vein zones) are also on the Easterly set of veins. In the view of the above, the writer feels the Easterly set should remain the main target of the exploration."

Silver-bearing veins are common over the entire length of the project. The veins are usually narrow, widening in places to several inches and then pinching to a crack rather abruptly. The ore occurs in short shoots or bunches in the veins, with portions of the vein completely barren. Some veins may be followed in a fairly straight course for several hundreds of feet. In a few places a diabase was intersected with fine cracks which are filled with native silver. The principal vein is No. 3 which McIlwaine (1978) citing Burrows (1926) describes as follows:

"The (No. 3) vein has been traced 1,300 feet (400 m) by trenching, while open-cuts and underground operations indicated several ore shoots. No. 3 shaft has been sunk to a depth of 200 feet (61 m), while No. 4 shaft was sunk to the level 80-foot (24 m) level and connected on this level with No. 3 shaft. The ore

shoot rakes west at 45 degrees. The vein is about one to 5.5 inches (14 cm) in width. On the Mann project, there are two pronounced north-south oriented ridges. On the west ridge, all of the veins have a strike of a few degrees north of east, whereas on the east ridge there are a number of veins which strike nearly north, in addition to a number which strike east. This has suggested the possibility of faulting."

Minerals found in the veins include:

- native silver, argentite, native bismuth, smaltite, niccolite, chalcopyrite, bornite, galena, pyrite, specularite (Collins 1913, Thomson 1968).
- Non-metallic minerals in the veins include: various carbonate minerals, quartz, and chlorite.

Wall rock alteration is present. Next to the vein proper is a chloritic zone and outside of this a thin feldspar rich zone may be present. Sometimes, the zone has a reddish colour and is similar in appearance to granophyre. An important part of the wall rock alteration is carbonatization, which weathers rocks on surface and produces cavities.

In July 2018, QC Copper published the results of its detailed compilation of historical data on the Mann Mine Project. This compilation which focused mainly on results of surface and underground exploration in the 1980's and more recently in 2011-2012, highlights the very high grades of silver obtained at the bottom of the ramp excavated in the late 1980's. The ramp could be rehabilitated easily to provide access to the D Zone as well as some high-grade cobalt intersections located a few tens of metres to the south that were obtained in drilling in 2011-2012. The work suggests that the high-grade mineralized shoot on the D Zone is approximately striking E-W, dips vertically and might plunge towards the west at a moderate angle. Other targets that have been identified in the compilation include the No3 Zone beneath the deepest level (200ft or 60m) of the No3 shaft and beneath the A and C Zones.

In September 2018, QC Copper published results of a super high-resolution drone airborne air photo and magnetic survey over the Mann Mine and immediate surroundings. The air photos were assembled into a mosaic at two resolutions, a high resolution covering about 1.5 square kilometre and a super high-resolution image covering the Mines area. The imagery was used to locate left over ore stock piles and waste dumps, and was used to guide prospecting and sampling undertaken in September. The magnetic survey was flown on 50 metre-spaced, north-south oriented lines and provided clear evidence that the historic mining occurred on veins located on the most magnetic part of the Nipissing diabase sill but that the mineralization led to attenuation of the magnetics as a result of alteration of the primary magnetite. The magnetic survey also showed that the mineralized veins correspond to ENE trending magnetic lineaments and that several additional structures were identified that do not occur near historic workings. These remain high-priority prospecting targets requiring follow-up investigations.

On February 7, 2019, QC Copper was issued an exploration work permit for the Mann project to allow for trenching, stripping and diamond drilling on various targets. The permit is valid for a period of three years. The Company maintains an active consultative process with First Nations Communities that would be impacted by an eventual mining operation on the project.

No field work was carried out on the project during the period of this report.

Selected Annual Information

	Year Ended		
	December 31, 2021	December 31, 2020	December 31, 2019
Cash and short-term investments	\$ 20,197,903	\$ 6,240,023	\$ 220,265
Total assets	20,756,894	6,480,871	220,265
Total liabilities	206,560	579,080	11,859
Shareholders' equity	20,550,334	5,901,791	208,406
Total revenue	-	-	-
Total expenses	7,288,786	2,631,216	28,803
Loss and Comprehensive for the year	\$ (6,992,332)	\$ (2,585,303)	\$ (28,803)

There are no known trends in the expenditures incurred by the Company. The net loss and comprehensive loss for the year increased since 2019 on account of increasing exploration activity at the Company's Shadow, Hook and Catharsis projects.

Results of Operations

During the years ended December 31, 2021 and 2020, the Company recorded a net loss of \$6,992,332 (2020 - \$2,485,303). The loss in the year increased primarily due to exploration spending, share based compensation costs and external consulting costs.

<i>For the years ended</i>	December 31, 2021	December 31, 2020
EXPENSES		
Exploration expenses	\$ 3,947,421	\$ 1,853,780
Share-based compensation	2,411,391	198,000
Consulting and management fees	400,522	111,242
Transfer agent, filing fees and shareholder communications	363,165	290,747
Professional fees	92,924	142,107
Office, rent and general	32,078	21,081
Amortization	41,285	14,259
TOTAL EXPENSES	\$ 7,288,786	\$ 2,631,216
(Loss) from operations for the year	(7,288,786)	(2,631,216)
Deferred income tax recovery		
Flow-through share premium liability renunciation	296,454	45,913
NET (LOSS) FOR THE YEAR	\$ (6,992,332)	\$ (2,585,303)

- Share-based compensation expenditures were \$2,411,392 in 2021 and \$198,000 in 2020 due to issuance of stock options in June and December 2021.
- Consulting and management fees were \$400,522 in 2021 and \$111,242 in 2020. The increase was due to increased activity on the Company's exploration programs in 2021.
- Transfer agent, filing fees and shareholder information was \$72,418 higher in 2021 increasing from \$290,747 to \$363,165. The increase was attributed primarily to additional investor relation initiatives in

- 2021, advisory fees and TSX-V filing fees for financing and other activities.
- Exploration expenses increased by \$2,093,641 from \$1,853,780 in 2020 to \$3,947,421 in 2021 due to spending on the ongoing drill campaign at Shadow, Hook and Catharsis. Exploration and evaluation expenses in 2021 consisted of the following:

	Mann Project	Shadow, Hook and Catharsis Project	Total
Acquisition and staking costs	-	-	-
Geological and aerial surveying	-	1,460,719	1,460,719
Geological consulting	-	700,044	700,044
Drilling expenses	-	674,565	674,565
Aerial transportation	-	618,315	618,315
Field expenses, equipment rental and supplies	-	243,114	243,114
Geophysical consulting	-	-	-
Camp costs	-	250,663	250,663
	-	\$ 3,947,421	\$ 3,947,421

Summary of Quarterly Results

	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Total assets	\$ 20,756,894	\$ 11,601,109	\$ 4,807,878	\$ 6,245,752
Total liabilities	206,560	1,084,700	239,071	297,428
Total shareholders' equity	20,550,334	10,516,409	4,568,807	5,948,324
Total revenue	-	-	-	-
Total expenses	2,251,910	1,560,547	3,036,357	439,972
Net loss	(2,251,910)	(1,532,546)	(2,802,448)	(405,428)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.03)	\$ (0.05)	\$ (0.01)

	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Total assets	\$ 6,480,871	\$ 525,366	\$ 765,778	\$ 199,733
Total liabilities	579,080	120,497	183,612	38,947
Total shareholders' equity	5,901,791	404,869	582,166	160,786
Total revenue	-	-	-	-
Total expenses	609,335	328,796	1,673,233	19,853
Net loss	(604,089)	(288,129)	(1,673,233)	(19,853)
Basic and diluted net loss per share	\$ (0.03)	\$ (0.01)	\$ (0.08)	-

Liquidity and Financial Condition

Due to the nature of the junior mineral exploration business, the Company relies upon external financing to fund its ongoing business activities. Financing options are continually being evaluated and pursued by the Company, such as the issuance of share capital and/or debt financing. The Company's ability to continue as a going concern is dependent upon financing arrangements for its business activities. As with any business in this industry, there are uncertainties associated with its ability to raise additional financing

through private placements, or other sources to fund these activities. As such, the Company is subject to liquidity risks.

As at December 31, 2021, the Company had working capital of \$20,346,019 (December 31, 2020 - \$5,781,181), and an accumulated deficit of \$9,698,075 (December 31, 2020 - \$2,705,743). As at December 31, 2021, the Company had \$20,756,894 in current assets, being an increase of \$14,276,023 from December 31, 2020 when its current assets totaled \$6,360,871, largely due to additional financing raised in 2021. As at December 31, 2021, the Company's current liabilities totaled \$206,560 and as at December 31, 2020 current liabilities totaled \$579,080 decreasing primarily due to renunciation of flow-through funds spent against the flow-through share premium.

The Company had a cash balance of \$6,240,023 as at December 31, 2020 and increased by \$13,957,880, to \$20,197,903 as at December 31, 2021. In 2021, cash used in operating activities was \$5,010,798 compared to cash used in operations of \$753,802 in 2020. In 2021, cash provided by financing activities totaled \$19,111,483 (2020 - \$6,924,027). It was comprised of \$16,806,801 (2020 - \$7,205,010) cash received from a private placement, cash received from the exercise of warrants, \$3,224,415 (2020 - \$97,880) and cash received from the exercise of stock options and \$308,000 (2020 - \$37,000). This was offset by \$1,227,733 (2020 - \$415,863) cash used for share issue costs. In 2021, cash used in investing activities totaled \$142,805 (2020 - \$150,467) It was comprised of \$124,991 (2020 - \$134,869) of cash used for equipment purchases and \$17,814 (2020 - \$15,598) cash advanced to a related party.

Financing

(a) On November 30, 2021, the Company completed a hard-dollar private placement consisting of 8,000,550 units at a price of \$1.15 per unit for gross proceeds of \$9,200,633, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$1.60 until May 30, 2024. In connection with the financing, the Company has issued 480,033 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$1.15 until November 30, 2023. The valuation of the finders' warrants was estimated in the amount of \$218,963 using the Black-Scholes option pricing model. Also, in connection with financing the Company incurred cash finders' fees and other financing costs of \$653,426.

(b) On September 28, 2021, the Company completed a private placement totaling \$3,944,870. It consisted of 5,669,795 flow-through units at a price of \$0.48 per unit for gross proceeds of \$2,721,502, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.75 until September 28, 2023. The valuation of the warrants was estimated in the amount of \$429,000 using the Black-Scholes option pricing model. In addition, the Company received subscriptions for 2,548,684 hard-dollar units at a price of \$0.48 per unit for gross proceeds of \$1,223,368, where each unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.75 until September 28, 2023. The valuation of the warrants was estimated in the amount of \$193,000 using the Black-Scholes option pricing model. In connection with the financing, the Company has issued 500,453 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.48 until September 28, 2023. The valuation of the finders' warrants was estimated in the amount of \$77,737 using the Black-Scholes option pricing model. Also, in connection with financing the Company incurred cash finders' fees and other financing costs of \$246,293.

(c) On August 30, 2021, the Company completed a private placement totaling \$3,661,298. It consisted of 7,627,704 flow-through units at a price of \$0.48 per unit for gross proceeds of \$3,661,298, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.75 until August 30, 2023. The valuation of the warrants was estimated in the amount of \$760,000 using the Black-Scholes option pricing model. In connection with the financing, the Company has issued

533,939 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.48 until August 30, 2022. The valuation of the finders' warrants was estimated in the amount of \$106,345 using the Black-Scholes option pricing model. Also, in connection with financing the Company incurred cash finders' fees of \$256,291.

(d) On December 14, 2020, the Company completed a private placement totaling \$3,505,000. It consisted of 8,445,000 flow-through units at a price of \$0.40 per unit for gross proceeds of \$3,378,000, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.60 until December 14, 2022. In addition, the Company received subscriptions for 317,500 hard-dollar units at a price of \$0.40 per unit for gross proceeds of \$127,000, where each unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.60 until December 14, 2022. In connection with financing the Company incurred cash finders' fees, legal expenses and other financing costs of \$220,512.

(e) On October 16, 2020, the Company completed a private placement totaling \$3,000,010. It consisted of:

(i) 8,076,664 flow-through units at a price of \$0.26 per unit for gross proceeds of \$2,099,933, where each unit consists of one flow through common share and one half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.40 for a period of 30 months from the date of issue.

(ii) 3,461,836 hard-dollar units at a price of \$0.26 per unit for gross proceeds of \$900,077, where each unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at a price of \$0.40 for a period of 30 months from the date of issue.

In connection with the financing, the Company has issued certain arm's length parties 698,588 finders' warrants. Each finder's warrant entitles the holder, on exercise thereof, to purchase one common share at a price of \$0.26 for a period of 24 months. Also, in connection with financing the Company incurred cash finders' fees, legal expenses and other financing costs of \$182,632.

(f) On June 10, 2020, the Company closed a \$700,000 private placement financing. The financing included of a hard dollar placement of 4,560,000 units at \$0.10 for a total of \$456,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.15 until June 3, 2022. The financing also included a flow-through dollar placement of 2,033,333 units at \$0.12 for a total of \$244,000 with each unit consisting of one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase one additional common share at \$0.17 until June 3, 2022. In connection with the private placements, the Company incurred cash finder's fees, legal fees and corporate finance fees of \$12,720 and issued 102,833 finder's warrants. Each finder's warrant entitles the holder, to purchase one common share at a price of \$0.10 until December 3, 2021.

Related Party Transactions

Key management personnel compensation

Key management includes directors and officers. Unless disclosed elsewhere, related party transactions for the period ended December 31, include:

	December 31, 2021	December 31, 2020
Geological consulting included in exploration expenses	\$ 231,500	\$ 77,799
Management and consulting fees	334,431	100,458
Share-based payments	1,859,764	198,000
	\$ 2,425,695	\$ 376,257

	December 31, 2021	December 31, 2020
Due from Standard Ore Corporation	\$ 44,104	\$ 15,598

Standard Ore Corporation (“Standard Ore”) is controlled by a director of the Company. Standard Ore provides corporate, consulting and premises rental services to the Company. The Company incurred \$8,742 (2020 - \$5,055) in rental expenses, \$35,000 (2020 - \$Nil) in expenses for consulting and management fee services and \$27,930 (2020 - \$12,500) in expenses for CFO services during the period ended December 31, 2021. The balance receivable is unsecured, non-interest bearing and due on demand.

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Fair value of financial instruments

The fair value of financial instruments approximates their carrying value due to the short-term maturity of these instruments. As at December 31, 2021 and December 31, 2020, the Company has no financial instruments to classify in the fair value hierarchy. The fair value of the Company’s financial instruments approximates their carrying amount given their short-term nature.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. GST/HST receivable is due from the Government of Canada and the Company believes the risk of loss related to these is remote. The Company’s exposure to credit risk is on its cash held in bank accounts. Cash is held with major banks in Canada. Management assesses credit risk of cash as remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. The Company’s accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. In the long-term, the Company may have to issue additional equity to ensure there is sufficient capital to meet long-term objectives.

Capital Management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern, so that it can provide returns to shareholders and benefits to other stakeholders.

The Company considers the items included in equity as capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the

underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or return capital to shareholders.

There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

Equity Securities Issued and Outstanding

As at April 29, 2022:

85,264,707 common shares issued and outstanding
8,690,050 incentive stock options outstanding
19,753,491 warrants outstanding

Corporate Governance Matters

The Company has an independent audit committee and a compensation committee that meets periodically as required to review and approve financial statements and to approve management compensation.

Commitments and Contingencies

(i) During 2021, the Company received \$6,382,800 (2020 - \$5,681,266) from the issue of flow-through shares. Through December 31, 2021, the Company expended \$3,982,708 in eligible exploration expenditures and, as a result is committed to spend a further \$2,400,092 by December 31, 2022.

The Company has indemnified the subscribers of the flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

(ii) The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made and expects to make in the future, expenditures to comply with such laws and regulations.

(iii) Since March 31, 2020, the COVID-19 pandemic is causing a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations or financial results, including the Company's ability to secure financing; however, the impact could be material. The Company has not had any material impact from COVID-19 to-date.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Risks and Uncertainties

Baselode's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future.

Capital Requirements

The Company will require significant capital in order to fund its operating costs and to explore and develop any project. Baselode has no revenues and is wholly reliant upon external financing to fund all of its capital requirements. Baselode will require additional financing from external sources to meet such requirements. There can be no assurance that such financing will be available to Baselode or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible debt securities of Baselode, the interests of shareholders in the net assets of Baselode may be diluted. Any failure of Baselode to obtain financing on acceptable terms could have a material adverse effect on Baselode's financial condition, prospects, results of operations and liquidity and require Baselode to cancel or postpone planned capital investments.

Dependence on Mineral Exploration Projects

Any adverse development affecting the progress of Company's exploration projects such as, but not limited to, obtaining financing on commercially suitable terms, hiring suitable personnel and contractors, or securing supply agreements on commercially suitable terms, may have a material adverse effect on the Company and its business or prospects.

Metal Prices

The development and success of any project of the Company will be primarily dependent on the future spot price of uranium (and other metals). The uranium spot price, like any other commodity, is subject to significant fluctuation and is affected by a number of factors, which are beyond the control of the Company. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major uranium-producing countries throughout the world. Future serious uranium price declines could cause any future development of and commercial production from the Company's projects to be impracticable.

Government Regulation, Permits and Licenses

The Company's mineral exploration and potential development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral projects.

Where required, obtaining necessary permits and licenses can be a complex, time consuming process and the Company cannot assure that required permits will be obtainable on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could

result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral projects may be required to compensate those suffering loss or damage by reason of such mining activities, and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing projects or require abandonment or delays in development of new mining projects.

Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other exploration and mining companies in connection with the acquisition of projects producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than Baselode. As a result of this competition, Baselode may be unable to maintain or acquire attractive mining projects on terms it considers acceptable or at all. Consequently, the financial condition and any future revenues and operations of Baselode could be materially adversely affected.

Exploration, Development and Operational Risk

The exploration for, and development of, mineral deposits involve significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few projects, which are explored, are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices which are highly cyclical, and government regulations including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Baselode not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its projects. There is no certainty that the expenditures made by Baselode towards the search for, and evaluation of, mineral deposits will result in discoveries of commercial quantities of ore. Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of uranium. Such hazards and risks include unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or project, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

Reliance on Management and Key Employees

The success of the operations and activities of Baselode is dependent to a significant extent on the efforts and abilities of its management, a relatively small number of key employees, outside contractors, experts and other advisors. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of its key employees, outside contractors, experts and other advisors. Baselode does not have in place formal programs for succession of management and training of management nor does it have key person insurance on its key employees. The loss of one or more of these persons, if not replaced, could adversely affect Baselode's operations and financial performance.

No Assurance of Titles, Boundaries or Approvals

Titles to Baselode's projects may be challenged or impugned, and title insurance is generally not available. Baselode's mineral projects may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, Baselode may be unable to operate its projects as permitted or to enforce its rights with respect to its projects. Baselode cannot assure that it will receive the necessary approval or permits to exploit any or all of its mineral projects in the future. The failure to obtain such permits could adversely affect Baselode's operations.

Environmental Risks and Hazards

All phases of Baselode's operations are subject to environmental regulation in the jurisdiction in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Baselode's operations. Environmental hazards may exist on the projects in which Baselode holds interests which are unknown to Baselode at present and which have been caused by previous or existing owners or operators of the projects.

Uninsured Risks

Baselode's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral projects or production facilities, personal injury or death, environmental damage to Baselode's projects or the projects of others, delays in development or mining, monetary losses and possible legal liability. Although Baselode maintains insurance to protect against certain risks in such amounts as it considers commercially reasonable, its insurance will not cover all of the potential risks associated with its operations. Baselode may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to Baselode on affordable and acceptable terms. Baselode might also become subject to liability for pollution or other hazards which may not be insured against or which Baselode may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Baselode to incur significant costs that could have a material adverse effect upon its financial condition and results of operations.

COVID-19

The COVID-19 pandemic is causing a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector

and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, as well as a deterioration of general economic conditions including a possible national or global recession. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible to estimate its impact on the Company's business, operations or financial results, including the Company's ability to secure financing; however, the impact could be material. There has been no material impact to the Company's operations due to COVID-19 to-date.

Evaluation of Disclosure Controls and Procedures

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officers. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2021, and have concluded that these controls and procedures are effective.

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 Venture Issuer Basic Certificate 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 financial statements for external purposes in accordance with IFRS. The issuer'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 the 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.

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information". These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates", "plans", "budget", "scheduled", "continue", "estimates", "forecasts", "expect", "is expected", "project", "propose", "potential", "targeting", "intends", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved" or the negative connotation thereof. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment

under governmental and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company on its projects and work plans to be conducted by the Company. With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

- uncertainties relating to receiving exploration permits;
- the impact of increasing competition;
- unpredictable changes to the market prices for minerals;
- exploration and developments costs for its projects;
- availability of additional financing and opportunities for acquisitions or joint-venture partners;
- anticipated results of exploration and development activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A and Condensed Interim Financial Statements and Notes to the Financial Statements as at December 31, 2021 uncertainties associated with estimating resources; geological, technical, drilling and processing problems; liabilities and risks, including environmental liabilities and risks, inherent in mineral and oil and gas operations; fluctuations in currencies and interest rates; incorrect assessments of the value of acquisitions; unanticipated results of exploration activities; competition for, amongst other things, capital, undeveloped lands and skilled personnel; lack of availability of additional financing and farm-in or joint venture partners and unpredictable weather conditions. Although the Company has attempted to identify important factors that could cause results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that the foregoing lists of factors are not exhaustive. Forward looking statements are made as of the date hereof and accordingly are subject to change after such date. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

"Stephen Stewart"

On behalf of Baselode's Board of Directors