



(formerly Copper Reef Mining Corporation)

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED NOVEMBER 30, 2020

DESCRIPTION OF BUSINESS .....	2
EXPLORATION AND EVALUATION ACTIVITIES .....	3
EXPLORATION AND EVALUATION EXPENDITURES .....	6
OUTLOOK .....	6
RESULTS OF OPERATIONS.....	7
QUARTERLY FINANCIAL INFORMATION.....	7
LIQUIDITY AND CAPITAL RESOURCES.....	8
SIGNIFICANT ACCOUNTING POLICIES .....	9
CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS .....	10
ACCOUNTING ISSUES .....	11
OUTSTANDING SHARE DATA.....	12
OTHER INFORMATION .....	13

*The following management's discussion and analysis ("MD&A") is management's assessment of the results and financial condition of Voyageur Mineral Explorers Corp. ("Voyageur" or the "Company") and should be read in conjunction with the financial statements for the year ended November 30, 2020 ("YE 2020"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is February 19, 2021. Voyageur's common shares trade on the Canadian Securities Exchange ("CSE") under the symbol "VOY". Its most recent filings, including the Company's audited annual financial statements for the fiscal year ended November 30, 2020, are available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") [www.sedar.com](http://www.sedar.com).*

## 1. DESCRIPTION OF BUSINESS & HIGHLIGHTS

### *Name Change*

On August 15, 2020, the Copper Reef Mining Corporation announced that it had changed its name to Voyageur Mineral Explorers Corp. ("Voyageur" or the "Company"). The Company's common shares commenced trading on the Canadian Securities Exchange under a new symbol (VOY) at the opening of trading on August 19, 2020.

### *About the Company*

Voyageur is a Canadian junior mineral exploration company engaged in the acquisition, exploration and development of mineral concessions with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada. All of the Company's properties are currently at the exploration stage. The Company has no long-term debt and has assembled a portfolio of base metal and precious metal prospects, including strategic locations in the provinces of Manitoba and Saskatchewan. The Company also owns a package of royalties discussed in Section 4 of this MD&A.

Since its incorporation, mineral exploration activities have been the Company's sole business and the Company has not conducted any revenue generating operations to date. As at November 30, 2020, Voyageur had working capital of \$0.8 million (including cash of \$1.0 million) and trade liabilities of \$0.1 million. As at November 30, 2020 the Company has no remaining flow-through expenditure commitments.

### *Private Placements*

On January 30, 2020, the Company closed a private placement through the issuance of 2,083,334 flow-through shares at a price of \$0.48 per flow-through share, representing proceeds of \$1.0 million and 1,666,667 class "A" shares at a price of \$0.30 per share representing proceeds of \$0.5 million for an aggregate total raised of \$1.5 million. Share issue costs in relation to the financing were \$0.04 million.

On July 20, 2020, the Company completed a non-brokered private placement consisting of 4,083,401 units of the Company (the "Units") at a price of \$0.30 per Unit for aggregate gross proceeds of \$1,225,020 (the "Offering"). Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrants, a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at \$0.40 per common share until January 20, 2022. Share issues costs in relation to the financing were \$0.08 million.

### *Covid-19*

During the year, there was a global outbreak of COVID-19 ("Coronavirus"), which has had a significant impact on businesses through the restrictions put in place by the Canadian governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause supply chain disruptions, and staff shortages, all of which may negatively impact the Company's business and financial condition.

### *Accounting Policy Change*

During the year ended November 30, 2020, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The financial statements for the year ended November 30, 2019 and December 1, 2018 have been restated to reflect adjustments made as a result of this change in accounting policy.

## 2. EXPLORATION AND EVALUATION ACTIVITIES

The Company holds interest in several mineral exploration properties within the prolific Flin Flon-Snow Lake greenstone belt that extends across Saskatchewan and Manitoba (Figure 1). The belt contains several world-class sized copper-zinc-gold past-producing and active mines. The largest deposit, at the Flin Flon Mine, contained a resource of 62.5 million tonnes of sulphide ore at 2.2% Cu, 4.1% Zn, 2.7 g/t Au, and 41.3 g/t Ag. Currently, the Triple 7 and Lalor mines are in production as well as several advanced exploration projects are in progress. The Company also holds properties in this greenstone belt that are highly prospective for vein-hosted gold resources and have previously been under-explored. Other properties containing copper-zinc-gold are also held within Manitoba, but no exploration work has been completed recently. Individual properties where recent exploration activity has been completed are discussed below.

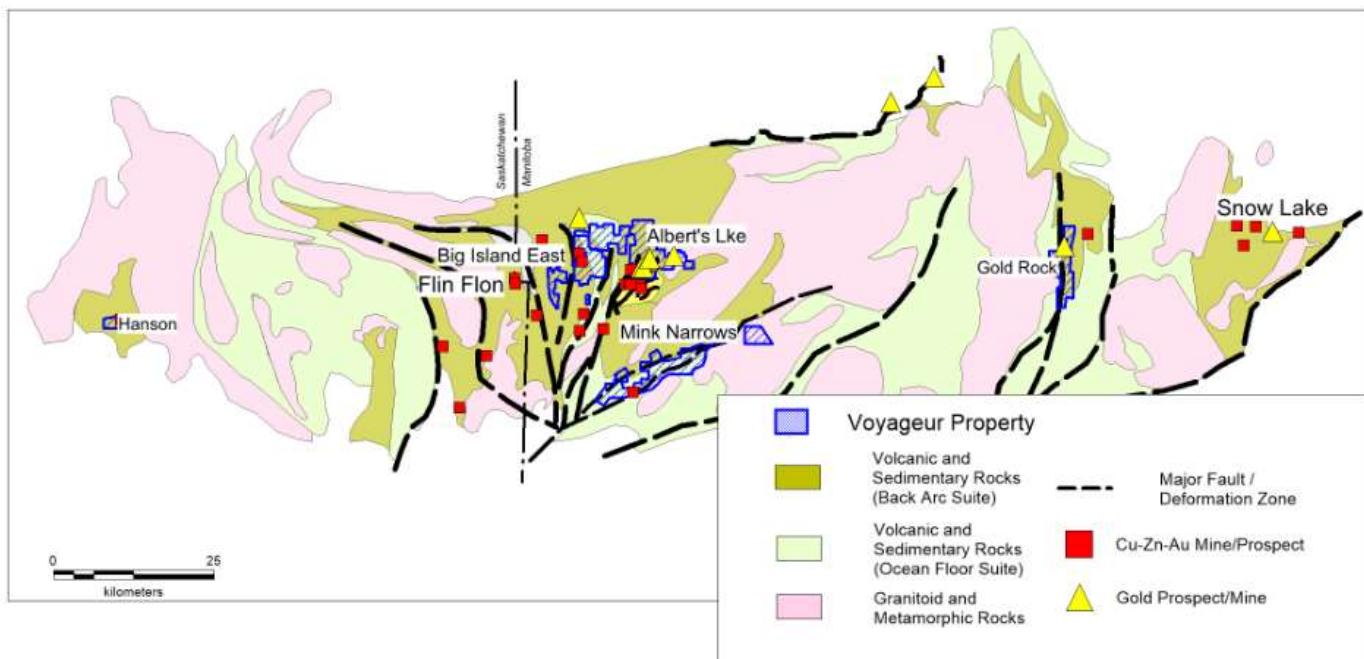


Figure 1. Simplified bedrock geology map of the Flin Flon-Snow Lake greenstone belt and Voyageur property locations

### BIG ISLAND GROUP, TARA PROSPECT, MANITOBA

The Big Island properties are spatially sub-divided into East and West contiguous claim blocks. Both blocks cover volcanic rock sequences equivalent to those hosting copper-zinc-gold mineralization at the Flin Flon and Triple 7 Mines. The Tara prospect in the eastern claim block was previously explored extensively in 1987-1988, but more recent work in 2017-2018 had shown that potential for further copper-zinc-gold mineralization remains high.

In March 2020, Voyageur completed five diamond drill holes for a total of 1,081m. One hole was drilled near the outcrop exposure of the original discovery to characterize the mineralization and the host rocks to improve exploration targeting methods for future work since drill core from the previous programs is not available. Assay results from this hole demonstrate the high grade, zinc-rich nature of mineralization comparable to the upper portions of the Flin Flon orebodies (Table 1).

Zone	From (m)	To (m)	Core Length* (m)	Zinc (%)	Copper (%)	Silver g/t	Gold g/t
<b>Zinc Stringer</b>	29.5	36.5	7.0	2.30	0.13	10.5	0.65
<b>Copper Stringer</b>	40.6	47.2	6.6	0.77	1.07	32.3	0.80
<i>including</i>	46.1	46.6	0.5	1.72	1.49	98.3	2.21
<b>Massive Sulphide 1</b>	57.0	72.3	15.3	21.10	0.99	142.4	5.45
<i>including</i>	60.9	61.5	0.6	37.88	0.45	127.5	24.14
<b>Massive Sulphide 2</b>	75.2	76.9	1.7	20.50	0.36	53.7	1.35

Note: Core length does not represent true thickness of mineralization.

Other holes drilled in 2020 showed the rocks nearby are consistently altered and contain sulphide mineralization indicative of further potential in the immediate area. Borehole geophysical surveying of one of the 2020 drill holes was completed and interpretation of the results is ongoing. A compilation of previous exploration data including bedrock mapping, geophysical surveys and drilling was completed in July 2020 and a 3D geological interpretation is also ongoing.

A borehole geophysical survey of historic drill holes has been designed to generate new targets for follow-up to test the down-plunge extension of the Tara mineralization exposed at surface that has not been adequately explored. Surveying is expected to be conducted in early 2021.

Drilling in the western claim block in 2020 targeted airborne geophysical anomalies and intersected sulphide mineralization. Follow-up geophysical data revealed new targets prompting the need to re-assess the immediate area.

#### **ALBERTS LAKE GROUP, MANITOBA**

The Albert's Lake Property is extensive in size and contains several prospects hosting both copper-zinc-gold mineralization as well vein-hosted gold. Most recently, vein-hosted gold has been targeted for exploration near the Albert's Lake gold prospect and along the strike extent of the structure hosting mineralization that has been traced by drilling for over 2km. The Albert's Lake gold prospect is the largest of the prospects, where mineralization has been drilled over a +300m strike extent to below 100m and remains open at depth. Voyageur drilling in 2011 confirmed grades of mineralization up 3.19 g/t Au over 27.9m; including 10.76 g/t Au over 4.5m. Gold mineralization is exposed at surface along the structure.

In February 2020, five holes were drilled for a total of 1,658m over 1km south of the Albert's Lake gold prospect targeting the main structure as well as geophysical anomalies in favourable geological settings. Encouraging gold, silver and copper results were returned demonstrating the main structure is mineralized beyond the Albert's Lake gold prospect and the area requires more thorough follow-up. Ground geophysical surveys were completed in spring 2020 in the area and results are being integrated within a regional geological data compilation initialized in September 2020 to generate an exploration program in 2021. A detailed structural bedrock mapping program to compliment a planned airborne magnetic geophysical survey is being considered to generate new target areas for drilling.

Base metal mineralization is also known at several prospects on the property. Most notable are the Amulet, Leo Lake, and the 159 prospects. All three have been explored historically by diamond drilling returning high grades of Cu, Zn and Au although resources are presently considered to be un-economic. Recent third-party work to the south at the Pine Bay Cu-Zn-Au prospect hosted within the same sequence of volcanic rocks has found new zones of mineralization prompting further review of the Voyageur prospects. Compilation of historic maps and drilling in these areas has been included in the regional work to cover the entire Alberts Lake Property.

#### **MINK NARROWS GROUP, MANITOBA**

The Mink Narrows property covers an extensive strike length of prospective volcanic rocks along the exposed southern margin of the Flin Flon – Snow Lake greenstone belt. The volcanic rock sequence hosts the Copper Reef copper-zinc-gold prospect in the southwest portion of the property.

Geological mapping and airborne geophysical survey interpretations have indicated that the mineralized host rock sequence extends to the northeast portion of the property that has been under-explored. Further work has been recommended to include an airborne electromagnetic and magnetic survey over the property to potentially generate new targets for drilling.

In September 2020, new staking was started for claims to adequately cover the northeast portion of the prospective volcanic rock sequence.

#### **GOLD ROCK – NORTH STAR PROPERTY, MANITOBA**

The Gold Rock property is proximal to the Dickinson Mine, a former copper-zinc-gold producer. Work over the past 10 years has shown gold mineralization is extensive occurring at several prospects on the property along north-south trending structures. Bulk sampling at surface and underground at the North Star prospect have shown high potential for sizeable resources exist.

A review of drillhole data at Gold Rock and North Star has shown the continuity of gold mineralization exists at each prospect, but the area between has not been tested, although are interpreted to lie along the same structural zone. Gold mineralization at Gold Rock remains open at depth below 100m at surface, but narrow widths may preclude a sizeable resource; therefore, has not been prioritized for immediate follow-up.

#### HANSON LAKE MINE AREA, SASKATCHEWAN

The historic Hanson Lake Mine was a high-grade producer from 1967 to 1969 with production of 162,000 tons at 10% Zn, 5.8% Pb, 0.5% Cu and 125 g/t Ag. Mining was only developed to 170 metres below surface and according to records, the deepest hole below development workings was drilled to 213 metres. Mineralization is considered to be open at depth and preliminary geological interpretations suggest other horizons within the volcanic rock sequence may be mineralized.

In February 2020, three holes, totaling 557 metres, were drilled to test geological targets along the other horizon of mineralization and results were encouraging, but overall mineralization widths are relatively narrow. Follow-up ground geophysical surveys have been conducted and results will be integrated within the compilation of all drilling in this area. of the SMDC intersection:

The potential for a sizeable resource at the Hanson Lake property is deemed relatively lower compared to the Big Island and the Mink Narrows Properties, therefore further exploration work has not been immediately prioritized. The 2020 diamond drilling program targeted the southern portion of the Hanson Lake Mine area to test possible extensions to mineralization. The results returned Zn-rich mineralization over a narrow width below the mine as well as an intersection of Ag-rich stringer mineralization in the footwall rocks as outlined in the table below:

HOLEID	From (m)	To (m)	Length (m)	Zn (%)	Ag (g/t)	Pb (%)	Cu (%)
HCR-20-24A	133.83	136.36	2.43	1.75	23.0	0.38	0.08
HCR-20-25	106.08	111.15	5.07	0.37	52.7	0.42	0.07

Following the 2020 drill program, bore hole and ground electromagnetic surveys were completed over the Hanson Lake Mine mineralized horizon. Results from these surveys have provided better resolution to the anomalies identified by the previous airborne survey highlighting new potential for mineralization along this horizon.

A re-evaluation of historic work has shown the Hanson Lake North Zone that was not mined is open below 300m and may be targeted for future drilling. In addition, electromagnetic anomalies from previous surveys along the South Bay horizon, representing a separate zone of mineralization apart from Hanson Lake Mine, remain to be tested.

Interest in the property remains high due to the recent activity by Foran Mining Co. to advance the McIlvenna Bay Zn-Pb-Cu-Au-Ag project approximately 10km south of the Hanson Lake Mine within a similar sequence of volcanic host rocks. Foran also continues to develop their Bigstone deposit in the same area.

#### OTHER PROPERTIES

Drilling and geophysical surveys were completed in 2020 at other properties within the Flin Flon – Snow Lake greenstone belt, such as Aimee Lake, but results were not encouraging to warrant immediate follow-up.

Other properties within the Sherridon copper-zinc-gold mining district and within the Lynn Lake greenstone belts, both within Manitoba, remain in active status for 2020, but are not targeted for immediate future work.

### 3. EXPLORATION AND EVALUATION EXPENDITURES

The following table identifies the breakdown of Voyageur's exploration and evaluation expenditures by major claim blocks for the year ended November 30, 2020:

	Gold Rock Group	Alberts Lake Group	Mink Narrows	Smelter/Barclay Group	Big Island Group	Hanson Lake	Other Properties	Total Exploration Expenditures
Claim acquisition & holding	\$2,660	\$4,977	\$12,298	\$260	\$1,560	\$234	(\$13,958)	\$8,031
Assay	3,191	29,364	2,800	-	15,194	6,331	5,207	62,087
Geological	5,600	108,395	13,512	-	106,303	41,519	66,251	341,580
Field labour costs	1,100	108,008	825	-	60,660	22,150	50,098	242,841
Other fields costs	-	24,542	1,546	-	19,038	4,837	30,400	80,363
Drilling	-	303,981	-	-	250,746	136,945	73,843	765,515
Government Grants	-	-	-	-	-	(39,197)	-	(39,197)
<b>Total - Nov. 30, 2020</b>	<b>\$12,551</b>	<b>\$579,267</b>	<b>\$30,981</b>	<b>\$260</b>	<b>\$453,501</b>	<b>\$172,819</b>	<b>\$211,841</b>	<b>\$1,461,220</b>

During the year ended November 30, 2020, exploration costs of \$1.5 million were incurred and primarily related to the two diamond drill programs (Manitoba and Saskatchewan), which both began in late January 2020 (year ended November 30, 2019, exploration costs of \$0.06 million were incurred). For further details of the program, see Section 2 – Exploration and Evaluation Activities.

### 4. ROYALTIES

The Company owns a package of royalty assets in the Flin Flon camp in addition to the exploration properties. Most of the royalties are on exploration properties, with the exception of the royalty on the McIlvenna property which is at the Pre-Feasibility Study ("PFS") level. A summary of the royalties is as follows:

Property owner	Property	Royalty	Stage
Foran Mining Corp.	McIlvenna Bay	\$0.75/tonne ore extracted	PFS
Foran Mining Corp.	Bigstone	2% NSR	Exploration
Callinex Mines Inc.	Pine Bay Mine	1% NSR	Exploration
Foran Mining Corp.	Hanson Property	2% NSR	Exploration
Rockcliff Metal Corp.	Morgan Woolsey Property	2% NSR	Exploration
Rockcliff Metal Corp.	Cook Property	1% NSR	Exploration
Foran Mining Corp.	Balsam	2% NSR	Exploration
Foran Mining Corp.	Reed Property	2% NSR + 6% NPI	Exploration

For more information on the royalties, refer to the Company's website at [www.voyageurexplorers.com](http://www.voyageurexplorers.com).

### 5. OUTLOOK

Voyageur is committed to the discovery and advancement of properties with high copper-zinc-gold-silver resource potential. Consistent discovery of new orebodies coupled with the number of advanced exploration and development projects within the Flin Flon – Snow Lake greenstone belt in both Manitoba and Saskatchewan make this area highly favourable and will be the primary focus for future exploration work. In 2020, a review of all Voyageur properties in the belt to evaluate the prospectivity of copper-zinc-gold sulphide mineralization as well as gold-silver mineralization has generated a new prioritization for further exploration.

Voyageur is also considering partnership or acquisition of additional properties within the belt to leverage the current prospectivity of existing properties.

Other Voyageur properties are held within highly prospective greenstone belts within Manitoba and plans to expand these are not immediately forthcoming. Each of these is being evaluated for future opportunities to farm-out, sell or explore if compelling new interpretations or new data are available.

## 6. RESULTS OF OPERATIONS

Operations	Year Ended November 30,	
	2020	2019
Salaries and consulting fees	\$202,213	\$121,001
Exploration expenses	1,461,220	322,372
Professional fees	100,243	67,450
Office and administration	103,404	52,119
Regulatory	45,940	39,422
Shareholder communication and marketing	28,226	4,456
Travel	5,225	-
Stock based compensation	522,840	-
Flow-through share premium	375,000	-
Unrealized gain (loss) on investment	-	(107,336)
Realized gain (loss) on marketable securities	150	(32,705)
 Net loss and comprehensive loss for the period	 <b>(2,094,161)</b>	 <b>(746,861)</b>
 Net loss and comprehensive loss per share –		
 Basic and diluted	 <b>\$ 0.087<sup>(1)</sup></b>	 <b>\$ 0.046<sup>(1)</sup></b>

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

### 6.1 Year Ended November 30, 2020

Voyageur's results of operations for the year ended November 30, 2020 resulted in a loss of 2.1 million, compared to a loss of \$0.7 million for the year ended November 30, 2019. The variance between the two years is primarily due to the following:

- Increase in exploration expenses to \$1.5 million from \$0.3 million;
- Increase in salaries and consulting fees due of approximately \$0.08 million to an increase in fees paid to the President & CEO and additional finance resources;
- Increase in professional fees of approximately \$0.03 million due to financings completed during the fiscal year; and
- Office and administration increased by approximately \$0.05 million due to an increase in rent expense.

## 7. QUARTERLY FINANCIAL INFORMATION

The following selected financial data for the past eight quarters has been prepared in accordance with IFRS and should be read in conjunction with Voyageur's financial statements:

Operations	Quarter Ended 29-Feb-20	Quarter Ended 31-May-20	Quarter Ended 31-Aug-20	Quarter Ended 30-Nov-20
Operating expenses	\$1,090,773	\$682,444	\$212,581	\$483,513
Flow-through share premium	—	—	—	(375,000)
Unrealized gain/(loss) on securities	(200)	(50)	300	100
<b>Net loss and comprehensive loss</b>	<b>\$1,090,973</b>	<b>\$682,494</b>	<b>\$212,281</b>	<b>\$108,413</b>
<b>Net loss and comprehensive loss per share</b>	<b>(\$0.05)<sup>(1)</sup></b>	<b>(\$0.03)<sup>(1)</sup></b>	<b>(\$0.01)<sup>(1)</sup></b>	<b>(\$0.005)<sup>(1)</sup></b>
Cash and cash equivalents	\$898,955	\$300,405	1,251,264	991,934
Other current assets	60,974	38,038	18,281	19,844
<b>Total Assets</b>	<b>\$ 959,929</b>	<b>\$ 338,443</b>	<b>\$ 1,269,545</b>	<b>\$ 1,011,778</b>
Flow-through share premium liability	\$ 375,000	\$ 375,000	\$ 375,000	\$ —
Accounts payable and accrued liabilities	76,898	141,425	137,971	184,277
Operations	Quarter Ended 28-Feb-19	Quarter Ended 31-May-19	Quarter Ended 31-Aug-19	Quarter Ended 30-Nov-19
Operating expenses	\$135,320	\$167,564	\$117,153	\$186,783
Unrealized gain/(loss) on securities	(127,375)	(10,720)	(1,846)	(100)
<b>Net loss and comprehensive loss</b>	<b>\$262,695</b>	<b>\$178,284</b>	<b>\$118,999</b>	<b>\$186,784</b>
<b>Net loss and comprehensive loss per share</b>	<b>(\$0.02)<sup>(1)</sup></b>	<b>(\$0.00)<sup>(1)</sup></b>	<b>(\$0.01)<sup>(1)</sup></b>	<b>(\$0.00)<sup>(1)</sup></b>
Cash and cash equivalents	\$37,319	\$8,423	3,657	\$303,185
Other current assets	83,875	42,396	5,838	8,405
<b>Total Assets</b>	<b>\$ 121,194</b>	<b>\$ 50,189</b>	<b>\$ 9,495</b>	<b>\$ 311,590</b>
Accounts payable and accrued liabilities	\$ 314,725	\$ 279,134	\$ 356,809	\$ 145,787

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

The Company has not paid any dividends, nor does it expect to in the near future.

Operating expenses include exploration expenses, salaries and consulting fees, shareholder communication and marketing, travel, office and administrative costs, regulatory and professional fees. Variances in operating expenses over the previous quarters related to office and administrative costs, professional and consulting fees, which varied based upon the scope of each exploration season and as well as timing of financing activities. Moving forward over the next year, it is expected that monthly operating expenses will be approximately \$0.05 million, before considering certain one-time costs and optional marketing costs, as exploration activities will focus on the drilling programs.

Stock-based compensation expense is a result of the timing of vested stock options fair valued using the Black-Scholes option pricing model. The deferred income tax provision (recovery) recorded through the periods is mainly a result of differences between the accounting and tax values of assets recognized on the consolidated statement of financial position.

The major variances in cash and cash equivalents and total assets are mainly attributable to equity and debt placements and the funding of exploration activities as well as professional fees, consulting fees, travel and office and administrative expenses. The Company is in the exploration stage and therefore does not generate any operating revenue.

The variance in exploration and evaluation expenses is primarily a result drilling, geological assay and other exploration expenses incurred.

The major variances in non-current liabilities are mainly attributable to the change in the deferred tax liability.

## 8. LIQUIDITY AND CAPITAL RESOURCES

The Company is wholly dependent on equity or debt financing to complete the exploration and development of its mineral properties. There can be no assurance that financing, whether debt or equity, will be available to Voyageur in the amounts required at any particular time or for any particular period, or, if available, that such financing can be obtained on terms

satisfactory to Voyageur (see Section 13.7 – Risk Factors). Voyageur has not generated any revenue from operations and does not expect to generate any such revenue in its next fiscal year.

The working capital balance at November 30, 2020 was \$0.8 million (including cash of \$1.0 million). At November 30, 2020, current liabilities includes \$0.2 million of accounts payable and accrued liabilities. The Company did not have any non-current liabilities. At November 30, 2020 the Company has no flow-through expenditure commitments remaining.

The Company had no off-balance sheet arrangements at November 30, 2020.

## **9. SIGNIFICANT ACCOUNTING POLICIES**

These financial statements are presented in Canadian dollars and have been prepared in accordance with IFRS and International Financial Reporting Interpretations Committee (“**IFRIC**”) interpretations as issued by the International Accounting Standards Board (“**IASB**”) and have been consistently applied to all the periods presented. Voyageur is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that Voyageur's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The Company's significant accounting policies are summarized in note 3 to the audited annual financial statements for the fiscal year ended November 30, 2020. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Voyageur's consolidated financial statements.

### **9.1 Evaluation and Exploration**

Direct property acquisition costs, certain exploration and evaluation costs such as drilling, geotechnical analysis and mapping relating to specific properties are expensed as incurred. Costs include the cash consideration paid and the fair market value of shares issued, if any, on the acquisition of exploration properties. Properties acquired under option agreements whereby payments are made at the sole discretion of the Company are recorded in the accounts at such time as the payments are made. The proceeds received from options granted are applied to the cost of the related property and any excess is included in operations for the year.

Costs incurred for administration and general exploration that are not project specific, are charged to operations. Government assistance is recorded when it is more likely than not to be received. Amounts received from government assistance are credited against the deferred exploration expenditures to which they relate.

Ownership in exploration and evaluation properties involve certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts expensed for the evaluation and exploration properties is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its evaluation and exploration assets have been based on current and expected conditions.

### **9.2 Share-Based Payment Transactions**

Employees (including directors and senior executives) of the Company, and individuals providing similar services to those performed by direct employees, receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments (“equity-settled transactions”). The costs of equity-settled transactions with employees are measured by reference to the estimated fair value at the date on which they are granted.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the estimated fair value of the share-

based payment. Otherwise, share-based payments issued to non-employees are measured at the estimated fair value of goods or services received.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the year in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a year represents the movement in cumulative expense recognized as at the beginning and end of that year and the corresponding amount is represented in stock option reserve. No expense is recognized for awards that do not ultimately vest. For those awards that expire after vesting, the recorded value is transferred to deficit.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

### **9.3 Warrants Reserve**

The warrants reserve records the grant date estimated fair value of the warrants issued until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to deficit.

### **9.4 Stock Options Reserve**

The stock options reserve records items recognized as share-based payments expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded is transferred to deficit.

### **9.5 Rehabilitation Provisions**

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the year in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

### **9.6 Flow-through Shares**

Flow-through shares are a unique Canadian tax incentive. Flow-through proceeds are allocated between the offering of the common shares and the sale of tax benefits when the common shares are offered. The allocation is made based on the difference between the quoted market price of the common shares and the amount the investor pays for the flow-through shares. Flow-through share premium liability is recognized for the premium paid by the investors and is then reversed through the statement of loss in the period of renunciation. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

## **10. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS**

The preparation of the financial statements requires management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

### **10.1 Assets' Carrying Values and Impairment Charges**

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence of the significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

### **10.2 Estimation of Decommissioning and Restoration Costs and The Timing of Expenditures**

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

As at November 30, 2020 the Company does not have any material decommissioning obligations due to the early stage of exploration of its properties.

### **10.3 Income Taxes and Recoverability of Potential Deferred Tax Assets**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement.

Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses income tax assets at each reporting period.

### **10.4 Share-based Payments**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

### **10.5 Contingencies**

Refer to Section 13.

## **11. ACCOUNTING ISSUES**

### **11.1 Management of Capital Risk**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the evaluation and exploration of its mineral exploration properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of share capital as well as cash. There were no changes to the Company policy for capital management during the year ended November 30, 2020.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, acquire or dispose of assets, or adjust the amount of cash and marketable securities. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company is not subject to any externally imposed capital requirements. The Company's investment policy is to invest its excess cash in highly liquid investments that are readily convertible into cash with maturities of three months or less from the original date of acquisition or when it is needed, selected with regards to the expected timing of expenditures from continuing operations. The Company expects that its current capital resources will be sufficient to fund its present operational commitments and working capital needs for the coming twelve months. However, additional funding will be required to meet any new operational commitments if further drilling programs are to be carried out.

The working capital balance at November 30, 2020 was \$0.8 million (including cash of \$1.0 million). The timing and extent of the future drill programs may depend on its ability to further access the capital markets in order to raise the necessary funds required to carry out such a program. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when the Company needs to raise capital, there will be access to funds at that time and there is no assurance that funding initiatives will continue to be successful to fund its future exploration activities.

### **11.2 Management of Financial Risk**

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include fair value of financial instruments and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 13 to the financial statements for the year ended November 30, 2020.

### **11.3 Changes in Accounting Policies**

The Company did not adopt any new accounting policies during the year ended November 30, 2020:

## **12. OUTSTANDING SHARE DATA**

All share, option and warrant information have been adjusted to reflect the consolidation completed on November 15, 2019. The Company had the following common shares, stock options and warrants outstanding:

	<b>Number of Shares</b>
<b>Common shares outstanding – November 30, 2019</b>	<b>19,436,630</b>
Private placement financing – January 2020 (see Section 1 for details)	3,750,001
Private placement financing – July 2020 (see Section 1 for details)	4,083,401
<b>Common shares outstanding – November 30, 2020</b>	<b>27,270,032</b>
Unexercised stock options issued and outstanding (avg exercise \$0.45) <sup>(1)</sup>	2,430,000
Unexercised warrants (avg exercise \$0.35)	5,736,198
<b>Fully diluted common shares outstanding – February 19, 2021</b>	<b>35,436,230</b>

(1) On October 5, 2020, the Company granted an aggregate of 625,000 incentive stock options to directors, officers, and consultants of the Company under the terms of the Company's incentive stock option plan. The options are exercisable at a price of \$0.40 per common share for a period of five years, vest immediately, and are subject to a four month hold period from the date of issuance thereof.

### **12.1 Common Shares**

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

### **12.2 Stock Options**

Voyageur has a stock option plan (the "Plan") under which stock options may be granted to Directors, Officers, employees, consultants, and consultant companies. The Plan: (i) provides that the number of common shares reserved

for issuance, within a one year period, to any one optionee, shall not exceed 5% of the outstanding common shares; (ii) provides the maximum number of common shares reserved for issuance pursuant to options granted to insiders may not exceed 10%; (iii) and contains other provisions to ensure the Plan is compliant with stock exchange regulations. The options granted vest immediately or as otherwise determined by the Board of Directors.

During the year ended November 30, 2020, 1,550,000 options were granted and 175,000 were options cancelled. The following stock options remained outstanding at February 19, 2021:

Grant date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining life (Years)
1-Aug-17	830,000	830,000	\$0.50	1.9
18-Jan-18	100,000	100,000	\$0.50	2.4
7-Feb-20	875,000	875,000	\$0.40	4.4
5-Oct-20	625,000	625,000	\$0.40	4.8
	2,430,000	2,430,000	\$0.44	3.4

### 12.3 Warrants

The following warrants remained outstanding at February 19, 2021:

Grant date	Warrants outstanding	Exercise price	Original Expiry date	Expiry date
31-Dec-18	84,500	\$0.35	31-Dec-20	31-Dec-21 <sup>(1)</sup>
22-Mar-19	110,000	\$0.35	22-Mar-21	22-Mar-21
8-Oct-19	1,675,000	\$0.35	7-Oct-20	7-Oct-21 <sup>(1)</sup>
18-Oct-19	1,825,000	\$0.35	17-Oct-20	17-Oct-21 <sup>(1)</sup>
20-Jul-20	2,041,698	\$0.40	22-Jan-22	22-Jan-22
	<b>5,736,198</b>			

(1) On September 28, 2020, the Company announced that it extended the expiry date to October 7, October 17 and December 31, 2020, respectively for these common share purchase warrants.

During the year ended November 30, 2020, 930,000 warrants expired unexercised.

## 13. OTHER INFORMATION

### 13.1 Contractual Commitments

Voyageur does not have any commitments for material exploration expenditures, although it may acquire other properties and enter into other joint venture agreements in accordance with its business plan.

#### Consulting Agreement

The Company entered into an exploration management services agreement dated December 31, 2010, with M'Ore Exploration Services Ltd. ("M'Ore") and the President and significant shareholder of M'Ore, who is an officer, director and shareholder of the Company. Pursuant to the agreement, M'Ore provides consulting and management services to the Company and incurs various administrative expenses, including administrative salaries and office and vehicle rentals on behalf of the Company. The term of the agreement was for a period of two years ended December 31, 2012, and has been subsequently amended to automatically renew every year unless prior notice is provided by either party no later than 90 days prior to the end of the calendar year.

This would result in management fees and salaries incurred by M'Ore being capped at \$200,000 per annum. Additional charges to the Company in prior years consisted of a lease with M'Ore whereby the Company would pay \$30,000, plus

operating expenses, per annum for rental of office and storage space. The lease also specifies rates to be charged for the use of various items of equipment if and when utilized by the Company.

### **13.2 Disclosure Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of disclosure controls and procedures as of November 30, 2020. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted under Canadian securities legislation are reported within the time periods specified in those rules.

### **13.3 Internal Control Over Financial Reporting**

The Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There has been no change in internal control procedures during the year ended November 30, 2020 that would materially affect, or reasonably likely to materially affect, the internal control over financial reporting.

### **13.4 Limitations of Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

### **13.5 Related Party Transactions**

Transactions for the year ended November 30, 2020 are disclosed and explained in note 13 to the financial statements for the year ended November 30, 2020, which accompanies this MD&A.

During the year ended November 30, 2020, Voyageur paid the following to M’Ore Exploration Services Ltd., a company controlled by Stephen Masson, the former President, Chief Executive Officer, and presently the V.P. Exploration and a Director of Voyageur: management fees of \$81,898 (2019 - \$93,805); exploration costs of \$306,128 (2019 - \$190,820); office, rent and general expenses of \$166,621 (2019 - \$98,380).

During the year ended November 30, 2020, Voyageur paid consulting fees of \$59,063 (2019 - \$nil) to BMH & Associates Inc., a company controlled by Brian Howlett, the Chief Executive Officer and a Director of Voyageur.

### **13.6 Risk Factors**

Voyageur is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage. Other than the risks relating to reliance on financing previously discussed, as well as those discussed elsewhere in this MD&A, the Company is subject to a number of risks and uncertainties which are not discussed in this MD&A. To properly understand such risks, readers are directed to the Company’s MD&A for the year ended November 30, 2020 (Note 14). The MD&A is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **13.7 Corporate Governance**

The Board of Directors follow corporate governance policies to ensure transparency and accountability to shareholders. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and annual financial statements prior to their submission to the Board of Directors for approval.

### **13.8 Additional Information**

Additional information regarding the Company, can be found at [www.voyageurexplorers.com](http://www.voyageurexplorers.com) and [www.sedar.com](http://www.sedar.com).

### **13.9 Forward-Looking Information**

This report may contain "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information including predictions, projections and forecasts, includes, but is not limited to, information with respect to the Company's continued exploration programs (including size and budget) and the ability to advance targets and conduct enough drilling to produce NI 43-101 compliant resource estimates, and the timing and results thereof; preparing an internal scoping study and utilizing its findings as a basis for any future preliminary economic assessment and the timing surrounding such a project; the ability to raise the necessary capital on acceptable terms in order to conduct exploration programs including mapping, prospecting and drilling activities and identify new targets in future years, as well as any intention to expand these programs in the future.

This report may contain forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to information with respect to Voyageur's financings, the return and timing of return of the Security funds, exploration results, the future price of gold, the estimation of mineral resources, the realization of mineral resource estimates, anticipated budgets and exploration expenditures, capital expenditures the success of exploration activities generally, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of exploration and mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of any pending litigation. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, prediction, projection, forecast, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the actual results of current exploration activities; actual results and interpretation of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold; possible variations in ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, development or construction activities, as well as those factors disclosed in the Voyageur's publicly filed documents. Although Voyageur has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.