MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the nine months ended March 31, 2021

May 10, 2021

GENERAL

Benton Resources Inc. ("Benton" or the "Company") was incorporated on November 8, 2011 as 0924698 B.C. Ltd. (renamed Benton Resources Inc. on July 25, 2012) under the laws of British Columbia and is a development stage public company whose shares began trading on the TSX Venture Exchange on August 1, 2012 under the symbol "BEX". Its principal business activities are the acquisition, exploration and development of mineral properties.

The following discussion of the financial condition and results of operations of the Company constitutes management's review of the factors that affected the Company's financial and operating performance for the nine month period ended March 31, 2021. The discussion should be read in conjunction with the condensed interim financial statements of Benton Resources Inc. for the nine month period ended March 31, 2021, including the notes thereto.

Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars and all financial information (as derived from the Company's audited financial statements) has been prepared in accordance with International Financial Reporting Standards ("IFRS").

FORWARD-LOOKING INFORMATION

Certain information regarding the Company within Management's Discussion and Analysis (MD&A) may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements are subject to known and unknown risks and uncertainties that may cause actual results in the future to differ materially from those anticipated in forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, 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.

OVERVIEW OF BUSINESS

The focus of the Company is to seek out and explore mineral properties of potential economic significance and advance these projects through prospecting, sampling, geological mapping and geophysical surveying, trenching, and diamond drilling to enable management to determine if further work is justified. The Company's property portfolio consists of projects focusing on gold, base metals and platinum group metals.

IMPACT OF COVID-19

During the period ended March 31, 2021, the COVID-19 pandemic intensified not only in Canada but around the globe. The health and economic effects of this pandemic have been catastrophic. While the Company is a development stage enterprise and is not reliant on revenue streams to fund operations, the effects of the pandemic have and will no doubt continue to impact the Company's operations moving forward as the world's health authorities and governments navigate through these unprecedented times. Below is a discussion on key areas the Company has been impacted and how it intends to manage both the short and long-term challenges presented.

Health and Safety of Employees

The health and safety of the Company's employees is paramount. As such the Company, through the advice of Canadian health authorizes, adopted a work-from-home policy for all employees in order to adhere to social distancing recommendations and keep employees healthy. The Company will continue to follow these recommendations until such time as the Company feels, based on the guidance of health experts, it is safe to return to gathering within the office premises. In addition, the Company suspended field activities earlier this year in some cases and modified field work substantially in others in order to comply with recommendations. The Company continues to practice social distancing when conducting fieldwork and where not possible, employees and contractors wear personal protective equipment and practice sound hygiene to mitigate health risks. As things improve, the Company will re-evaluate its own policies on office re-opening and field activities in order to ensure continued health and safety of employees and the communities within which they operate.

Business and Supply Chain Interruption

The Company relies heavily on contracted services to complete certain field exploration activities such as diamond drilling. The companies that provide these services have also been significantly impacted by the COVID-19 crisis in the form of operational shutdowns. These companies operate crews that are often in close proximity to each other, which presents health risks to these individuals. In addition, the Company's employees are often in close contact with these service providers as work is carried out, compounding the risks. There are no alternatives to these services and therefore the risk does exist that the Company will not be able to conduct certain exploration initiatives for the foreseeable future. The Company will, however, endeavour to work closely with these service providers on safety protocols and distancing policies as restrictions are lifted to ensure the continued health and well-being of all personnel and to ensure that exploration related goals can be achieved safely.

Government Relief Measures

The government of Canada has introduced several relief measures aimed at fiscal easing for both employers and employees alike. Many of the business-related relief measures were designed for companies that have suffered catastrophic declines in revenues from operations. As the Company does not have revenue from operations, many of these measures do not apply but the Company continues to monitor these programs and will pursue relief if practical and beneficial to do so.

Capital Management

While the Company does not presently rely on revenues from operations given it is a development stage enterprise, it does rely solely on capital raised on the public equity markets in order to fund operations. The COVID-19 pandemic has created drastic volatility on the equity markets and as such will have a foreseeable negative impact on capital raising initiatives moving forward as economic growth projections have contracted significantly. While the Company feels it can effectively manage its capital in the short term, there is no guarantee that future fundraising attempts will be successful. In this case, the Company would look to alternative sources of capital such as disposition or option of non-core exploration assets to reduce exposure and preserve capital or through disposition of equity holdings at opportune times to replenish cash reserves.

Commodity Prices

The COVID-19 pandemic has sharply contracted world demand of many commodities and as a result prices for these commodities have declined significantly. It should be noted that gold prices have performed well during this time of uncertainty and as of late, copper prices have improved as well. While the Company does not currently operate any producing mines, this commodity price volatility still impacts the valuations of exploration companies.

It can hamper investor interest in capital raising scenarios if the underlying commodities of interest in the property portfolio of the Company are out of favour.

FINANCIAL & OPERATIONAL OVERVIEW

Overall Performance

Within the last decade, the global financial markets have experienced a significant amount of volatility and uncertainty. Share prices of junior exploration companies listed on the TSX Venture Exchange, including the Company, have experienced a significant impact as a result. Equity financing for the junior resource sector, its primary source of capital, can be difficult to obtain in such conditions.

While the Company has no long-term debt and has sufficient working capital to fund current operations, the sustainability of the financial markets related to the mineral exploration sector cannot be determined. This continually poses a challenge for the Company to effectively manage its capital. Management has and will continue to evaluate strategic opportunities to aggressively acquire favourable advanced assets at depressed prices.

Overall, the Company feels it can effectively balance its growth opportunities with its need to conserve capital at this time. Planned project expenditures are continually reviewed to ensure efficient and effective exploration is conducted and if needed, to reduce costs accordingly.

Financial Condition

The Company's cash balance as at March 31, 2021 was $629,039 (June 30, 2020 - $895,569) inclusive of $250,791 (June 30, 2020 - $749,2415) in cash restricted for qualified flow-through expenditures and $15,000 restricted as collateral for the Company's visa card (June 30, 2020 - $15,000). In addition, the Company held $1,247,594 in temporary investments compared to $1,218,078 as at June 30, 2020. Current assets of the Company as at March 31, 2021 were $1,998,818 compared to $2,196,058 as at June 30, 2020, a change related to two private placements completed during the current period. Total assets as at March 31, 2021 were $14,864,073 compared to $12,756,030 as at June 30, 2020, the increase related to the abovementioned private placements completed and a significant increase in the fair market value of the Company's long term investments during the current period. Current liabilities as at March 31, 2021 were $221,502 compared to $341,168 as at June 30, 2020, a decrease related to the timing of settlement of liabilities at or around the year end as well as a reduction in the deferred premium on flow-through shares from the flow-through private placement completed during the previous year. Total liabilities at March 31, 2021 were $400,515 compared to $530,524 at June 30, 2020, a decline related to the decrease in deferred premium on flow-through shares during the current period.

Results of Operations

The income and comprehensive income for the period ended March 31, 2021 was $608,453 ($0.01 income per common share) as compared a comprehensive loss of $2,212,049 ($0.02 loss per common share) in the previous year's comparative period.

Expenses incurred during the nine month period ended March 31, 2021 consist of:

i) Advertising and promotion expenses of $68,624 (March 31, 2020 - $86,177) (due to decreased promotional activity during the current year and the engagement of CHF Capital Markets Inc. for investor relations in the current year).
ii) Share-based payments of $359,148 (March 31, 2020 - $81,614) (recorded upon vesting of stock options to employees, directors and officers and is dependent upon vesting levels in a given year).
iii) General and administrative expenses of $384,333 (March 31, 2020 - $452,513) (includes salaries and benefits as well as office and related costs and decreased due to more personnel time charged to exploration and evaluation assets in the current period due to extensive activity at the Far Lake project).
iv) Professional fees of $44,973 (March 31, 2020 - $115,474) (varies upon timing of the provision of professional services and decreased in the year due to less legal counsel time related to the various parties involved in the ultimate agreement with Clean Air Metals Inc. on the Escape Lake and Thunder Bay North properties that was ongoing in the comparative period).
v) Consulting fees of $300 (March 31, 2020 – nil).

vi) Part XII.6 tax of $1,227 (March 31, 2020 nil) (related to interest paid on unspent flow through funds throughout 2020 and settled subsequently).
vii) Stock exchange and filing fees of $10,668 (March 31, 2020 - $11,085) (dependent upon transactions requiring exchange approval and their timing).
viii) Depreciation and amortization expense of $49,965 (March 31, 2020 - $45,934).
ix) Pre-acquisition exploration and evaluation expenses of $4,389 (March 31, 2020 - $72,233) (decreased due to a focus on the Far Lake property during the current period and lower level of generative activity).
x) Write-down of exploration and evaluation assets of $530 (March 31, 2020 - $1,277,667) (decrease related to the write-off of exploration and evaluation costs associated with the Bedivere and Panama projects during the previous year with no equivalent write down in the current period).
xi) Foreign currency translation adjustment of $38,226 (loss) (March 31, 2020 - $55,945 (gain)) (change based upon period-end value of US dollar relative to Cdn dollar for purposes of translating US investment holdings).

Cash Flows

The cash flows used in operating activities were $509,330 for the current period ended March 31, 2021 compared to cash used in operating activities of $495,824 for the previous year's comparative period, a marginal increase in cash used. Cash from financing activities was $1,296,333 for the period ended March 31, 2021 as compared to $160,348 in the previous year's comparative period, a change related to more significant private placement financing activity completed during the current period versus the previous year's comparative period. Cash flows used in investing activities were $1,024,017 for the period ended March 31, 2021 as compared to cash used in investing activities of $1,244,655 in the previous year, the change related to the previous year's acquisition of the Escape Lake option net of the $1,795,695 net cash proceeds associated with the previous year's disposition of the Matador Mining shares.

EXPLORATION AND EVALUATION ASSETS

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production, or written-down if the properties are allowed to lapse, are impaired, or are abandoned. It should be noted that unless otherwise stated in the discussion below, any quoted assay widths or intervals are core lengths and do not necessarily represent true thicknesses, generally because not enough technical information is available to estimate these. The deferred costs associated with each property for the period ended March 31, 2021 and year ended June 30, 2020 are summarized in the tables below:

For the nine months ended March 31, 2021

		Saganaga/Q9 (a)	Far Lake (e)	Other (f)	Total
June 30, 2020 - Acquisition Costs	$	-	77,550	20,986	98,536
Additions		-	-	7,250	7,250
Writedowns/Recoveries/Disposals		-	-	-	-
Subtotal	$	-	-	7,250	7,250
March 31, 2021 - Acquisition Costs	$	**-**	**77,550**	**28,236**	**105,786**
June 30, 2020 - Exploration and Evaluation Expenditures	$	31,445	201,582	89,234	322,261
Assaying		-	88,194	-	88,194
Prospecting		-	34,824	-	34,824
Geological		-	2,127	-	2,127
Geophysical		-	72,910	-	72,910
Soil Sampling		-	9,738	-	9,738
Line Cutting		-	-	-	-
Trenching		-	41,155	-	41,155
Diamond Drilling		-	886,699	3,720	890,419
Aboriginal Consultation		-	1,060	-	1,060
Miscellaneous		-	8,557	1,060	9,617
Writedowns/Recoveries/Disposals		(31,445)	-	(530)	(31,975)
Subtotal	$	(31,445)	1,145,264	4,250	1,118,069
March 31, 2021 - Exploration and Evaluation Expenditures	$	**-**	**1,346,846**	**93,484**	**1,440,330**
March 31, 2021 - Total	$	**-**	**1,424,396**	**121,720**	**1,546,116**

For the year ended June 30, 2020

		Saganaga/Q9 (a)	Bedivere (b)	Panama (c)	Escape Lake (d)	Far Lake (e)	Other (f)	Total
June 30, 2019 - Acquisition Costs	$	-	256,855	21,991		-	4,845	283,691
Additions		-	3,717	6,000	3,000,000	77,550	16,870	3,104,137
Writedowns/Recoveries/Disposals		-	(260,572)	(27,991)	(3,000,000)		(729)	(3,289,292)
Subtotal	$	-	(256,855)	(21,991)	-	77,550	16,141	(185,155)
June 30, 2020 - Acquisition Costs	$	**-**	**-**	**-**	**-**	**77,550**	**20,986**	**98,536**
June 30, 2019 - Exploration and Evaluation Expenditures	$	10,115	1,010,206	541,781		-	77,850	1,639,952
Assaying		-	-	1,075	-	262	-	1,337
Prospecting		-	-	9,825	-	12,515	1,111	23,451
Geological		-	-	2,563	-	6,728	900	10,191
Geophysical		-	-	-	-	155,101	-	155,101
Soil Sampling		-	-	-	-	19,542	-	19,542
Aboriginal Consultation		1,962	-	-	-	-	-	1,962
Miscellaneous		19,368	4,076	2,631	-	7,434	112,673	146,182
Writedowns/Recoveries/Disposals		-	(1,014,282)	(557,875)	-	-	(103,300)	(1,675,457)
Subtotal	$	21,330	(1,010,206)	(541,781)	-	201,582	11,384	(1,317,691)
June 30, 2020 - Exploration and Evaluation Expenditures	$	**31,445**	**-**	**-**	**-**	**201,582**	**89,234**	**322,261**
June 30, 2020 - Total	$	**31,445**	**-**	**-**	**-**	**279,132**	**110,220**	**420,797**

(a) Saganaga Property

Highlights:

- 100% owned by the Company subject to two underlying NSR agreements
- Properties consist of 27 multi-cell mining claims that cover a number of high-grade gold occurrences within a 20km segment of the southwestern section of the Shebandowan Greenstone belt.
- The property is located approximately 120km west of Thunder Bay and accessed by a well-maintained logging road.
- Contains four historical showing areas; the Powell Zone, Beaver Pond Zone, Minnow Pond Zone and the Starr Zone. With the exception of the Powell Zone, most gold showings occur along the western contact of a gabbro plug.
- In 2006, Teck Cominco completed a 2,003m (11 hole) drill program on the Saganaga property (focused on the Starr Zone) and found that highly anomalous gold values (up to 5.36gpt over 20m) were returned from areas where the host rock is strongly albitized with high percentages of clotted pyrite. The results of this program indicated a strong correlation between anomalous gold values and areas of weak to strong albite alteration.
- The Q9 portion of the property contains the historical Lake Shore showing, and a newer showing called the Megan zone, which was trenched with channel samples assaying up to 8.16gpt gold and 124.85gpt silver. Trenching in the vicinity of the Megan zone also uncovered an altered quartz vein that assayed 61.2gpt gold over 0.25m. The quartz vein was encountered again approximately 50m to the southwest and channel samples here assayed up to 4.4gpt gold over 2.5m.
- During the period ended December 31, 2020, the Company entered into an Option Agreement (the "Agreement") with 2752300 Ontario Inc., a private company, whereby 2752300 Ontario Inc. can earn up to a 100% interest in the Saganaga Property (the "Project"). During the period ended December 31, 2020, Cameo Industries Corp. ("Cameo") closed an arm's length acquisition of 2752300 Ontario Inc. In addition during the period ended December 31, 2020, Cameo completed a corporate name change to Metallica Metals Corp. ("Metallica") and has assumed all obligations contained within the Agreement below

  Metallica can acquire an initial 70% interest in the Project by:

  - paying the Company $50,000 in cash (received) and issuing the greater of 1,000,000 Metallica common shares or 3% of the issued and outstanding Metallica common shares to the Company upon execution of the Agreement (resulting in the issuance of 1,380,000 Metallica shares);
  - paying the Company $50,000 in cash and issuing the greater of 1,000,000 Metallica common shares or 2% of the then issued and outstanding Metallica common shares to the Company and incurring a minimum of $200,000 in qualified exploration expenditures on or before the first anniversary of the effective date of the Agreement; and,
  - paying the Company $50,000 in cash and issuing the greater of 1,000,000 Metallica common shares or 1.5% of the then issued and outstanding Metallica common shares to the Company and have completed a further $200,000 in qualified exploration expenditures on or before the second anniversary of the effective date of the Agreement.
  - Metallica, at its election, may then provide the Company notice that it intends to earn an additional 30% interest (taking interest to 100% subject to underlying NSRs) in the Project by:
  - paying the Company $50,000 cash and issuing 2,000,000 Metallica common shares to the Company and completing a further $400,000 in qualified exploration expenditures on the Project.

  In the event that Metallica completes a NI 43-101 compliant resource estimate for the Project, Metallica will issue to the Company 1,000,000 common shares.

(b) Bedivere

During the year ended June 30, 2017, the Company signed a binding Letter of Intent ("LOI") to enter into an option agreement with Traxxin Resources ("Traxxin"), a privately-owned company, to acquire a 100% interest in their Bedivere Property located 130km west of Thunder Bay, Ontario and 18km north of Highway 11 accessible by new logging roads in the area.

During the year ended June 30, 2020, the Company elected to terminate the option agreement and returned the Bedivere Property to the vendor. As a result, the Company wrote-off $260,572 in deferred acquisition costs and $1,014,282 in deferred exploration and evaluation expenses during the year ended June 30, 2020.

Panama Lake

The 100%-owned Panama Lake gold project is located in the Red Lake mining district, 55km northeast of the town of Ear Falls and is accessible by road. Historical work is minimal and prior to acquisition by the Company the last diamond drill campaign on the property was completed by Noranda Exploration Company, Ltd. in 1988 where eight widely-spaced diamond drill holes over a 1.4km strike-length yielded results of up to 2.8gpt Au over 4.5m within a 20-30m wide mineralized shear zone. In addition, a glacial till sampling survey (Geological Survey of Canada, 1999 - Open File 3038) collected a sample on the Panama Lake gold project, which contained 107 gold grains, the highest count in the survey.

In light of Great Bear Resources Ltd.'s ("Great Bear") discovery in the Red Lake district (see Great Bear's press release dated August 22, 2018 and subsequent releases), Benton completed prospecting at Panama Lake, which lies 60km east of Great Bear's Dixie Project. A total of 24 samples was collected across the project area, six of which show promising results in a previously underexplored area. Five samples collected from an altered and silicified sedimentary iron formation containing quartz veining, pyrite, pyrrhotite and arsenopyrite, graded between 0.17gpt Au and 6.17gpt Au. The sampling was completed in a poorly-exposed area over 20m long and located approximately 275m northwest of the above-mentioned Geological Survey of Canada ("GSC") till sample. Another sample containing 0.68gpt Au was collected 100m southwest of the GSC till sample. The new showings are associated with a distinct magnetic high (Ontario Geological Survey, 2003, Uchi-Bruce Lakes Area Airborne Survey), which extends for over 120km. Benton staked a number of cell claims enlarging the Panama project to 7,446 hectares.

During the year ended June 30, 2019, the Company carried out an approximately 1,000m-diamond drill program at Panama Lake. The drilling focused on the new surface sampling discovery from prospecting completed in 2018. A second series of holes tested the Panama Zone where the Noranda drilling was carried out. Each hole from the program returned anomalous gold values.

Highlights from the drilling program are as follows:

Hole	From (m)	To (m)	Interval (m)	Gold (gpt)
PL-19-01	79.6	87.2	7.6	1.58
incl	79.6	84.3	4.7	2.34
PL-19-02	148.5	155	6.5	1.23
PL-19-03	79.6	85.4	5.8	1.21
incl	82.4	84.4	2.0	2.55
PL-19-04	72.8	78.6	5.8	1.07
incl	75.8	78.6	2.8	1.67
PL-19-05B	77.5	93.6	16.1	0.57
incl	89.0	91.0	2.0	2.07
PL-19-06	82.0	83.0	1.0	0.427
PL-19-07	35.4	36.4	1.0	0.563
PL-19-08	270.5	279.0	8.4	0.18
PL-19-09	100.0	102.0	2.0	0.425

The Company completed a highly detailed, 50-metre spaced airborne magnetic survey over the entire project during the current year. The survey was conducted in order to aid in targeting favourable structures, folds and lithological contacts for summer prospecting and mapping. The survey identified several high priority targets for immediate follow up. Of particular interest was a distinct fold that extends over 600m west from the known mineralization at the Panama Zone. This fold zone had not been previously mapped and is one of many structural features identified by the geophysical survey.

During the year ended June 30, 2020, the Company signed a binding letter of intent ("BLOI") with Maxtech Ventures Inc. ("MVT") under the terms of which MVT will have the option to earn a 100% interest in the Panama project. Pursuant to the terms of the BLOI, MVT committed to the following:

- Issue 2,000,000 MVT common shares to Benton upon completion of due diligence review at an underlying price of $0.05 per share (completed);
- Pay Benton $100,000 in cash or share equivalent on the first anniversary, based upon a 10-day VWAP at the time of the payment and complete $200,000 in exploration expenditures on the property (MVT elected to issue shares in lieu of cash and issued 1,666,666 shares to the Company);
- Pay Benton $100,000 in cash or share equivalent on the second anniversary, based upon a 10-day VWAP at the time of the payment and complete an additional $250,000 in exploration expenditures on the property at which point a 50% ownership interest will vest to MVT; Are the next two steps obligations or optional? If optional we should specify that.
- At MVT's option, pay Benton $100,000 in cash or share equivalent on the third anniversary, based upon a 10-day VWAP at the time of the payment and complete an additional $250,000 in exploration expenditures on the property at which point a 70% ownership interest will vest to MVT; and
- At MVT's option, pay Benton $300,000 in cash or share equivalent on the fourth anniversary, based upon a 10-day VWAP at the time of the payment and complete an additional $300,000 in exploration expenditures on the property at which point a 100% ownership interest will vest to MVT.

The BLOI contains a 2km area of influence that surrounds the property boundary. Benton will retain a 2% NSR on the Project with MVT having the option to buy back a 1% NSR for $1 million in cash. In addition, MVT will issue to Benton an additional 1 million MVT common shares upon completion of its initial NI 43-101-compliant Mineral Resource estimate as defined in the BLOI.

During the year ended June 30, 2020, Maxtech completed their first phase, 2000m diamond drill program at the Panama project and results have yet to be released. Maxtech targeted a location that is up-ice from the GSC till sample as well as the area that is west of Benton's 2019 drilling that intersected 1.58 gpt Au over 7.6m. Maxtech's geological team also followed up on their fieldwork that was completed in October 2019.

(c) Escape Lake

During the year ended June 30, 2020, the Company executed separate binding purchase agreements with Rio Tinto Exploration Canada Inc. ('RTEC') (the 'RTEC Agreement', as replaced by an option agreement as described below) and Panoramic Resources Limited ('PAN') (the 'PAN Agreement', as amended as described below) (together the "PGM Project").

Pursuant to the RTEC Agreement, Benton had the right to purchase a 100% interest in RTEC's Escape Lake property for C$6 million (the "Escape Lake Purchase Price"), subject to a 1% NSR on the property being retained by RTEC, the obtaining of financing and receipt of regulatory approval. The Company was required to obtain commitments for C$4 million of the Escape Lake Purchase Price within 90 days of execution of the RTEC Agreement and closing of the acquisition and payment off the C$6 million Escape Lake Purchase Price was to take place within 10 days of securing financing.

During the year ended June 30, 2020, the Company and RTEC terminated the RTEC Agreement and replaced it with an option agreement pursuant to which RTEC will grant Benton the option to acquire a 100% ownership interest in the Escape Lake property, subject to a 1% net smelter return royalty on the property to be retained by RTEC, in exchange for payment of $6 million by Benton to RTEC over a three year period as set out below:

- $3.0 million due on signing, immediately following receipt of regulatory approval (approved and paid);
- $1.0 million on or before October 9, 2020 (paid during current period by Clean Air Metals);
- $1.0 million on or before October 9, 2021 and;
- $1.0 million on or before October 9, 2022.

Under the PAN Agreement, the Company has the right to acquire PAN's wholly-owned Canadian subsidiary, Panoramic PGMs Canada Ltd. (the "PAN Subsidiary"), which holds the Thunder Bay North Project (the 'TBN Project') for C$9 million. The Company had 60 days upon signing to complete a final purchase and sale agreement plus an additional 60 days to obtain financing and receive all requisite regulatory approvals for the transaction. Upon signing the final purchase and sale agreement, Benton is required to pay PAN a $250,000 deposit which would be offset against the purchase price (completed by Regency as disclosed below). The TBN Project has an existing 3% NSR on a number of claims located within the claims package.

During the year ended June 30, 2020, the Company and PAN renegotiated the payment terms of the PAN Agreement ("Amending Agreement") as follows:

- $4.5 million on the completion of the definitive PAN Agreement;
- $1.5 million on the first anniversary of the completion of the PAN Agreement;
- $1.5 million on the second anniversary of the completion of the PAN Agreement; and
- $1.5 million on the third anniversary of the PAN Agreement.

The Company will pledge security for the three deferred payments by providing a first registered security over the TBN PGM Project and the shares of the PAN Subsidiary to PAN. Both parties will complete and sign a definitive agreement within 30 days of the date of the Amending Agreement. If the definitive agreement is not signed within 30 days of the date of the Amending Agreement, the Amending Agreement will terminate. Panoramic can extend the 30-day period at its discretion. All other terms of the PAN Agreement remain unchanged.

Closing of the purchase of the PGM Project is also contingent upon both RTEC and PAN releasing each other from all future obligations from the earn-in with option to joint venture agreement that is currently in place (completed).

During the year ended June 30, 2020, due to challenging market conditions with respect to financing the acquisitions, the Company signed a letter of intent with Clean Air Metals Inc. ("Clean Air") (formerlyRegency Gold Corp.), followed by a Definitive Option Agreement (the "Clean Option Agreement") which set out a transaction pursuant to which Clean Air acquired from Benton an option to acquire the Company's rights to acquire, under its pre-existing agreements as described above with RTEC and PAN, a 100% right, title and interest in the Escape Lake property and the Thunder Bay North property respectively.

During the year ended June 30, 2020, Clean Air exercised the Option by completing the following:

- Issued to Benton an aggregate of 24,615,884 Clean Air common shares;
- Fulfilled the remaining terms of the RTEC Agreement that Benton has with RTEC on the Escape Lake Property;
- Entered into and fulfilled the terms of a formal binding purchase and sale agreement with PAN for the acquisition of the PAN Subsidiary including the payment to PAN of a deposit of $250,000 as a down payment to PAN; and
- Issuing to Benton a 0.5% net smelter return royalty from production on the Escape Lake Property and a 0.5% net smelter return royalty from production on any mineral claims comprising the TBN Project that a net smelter royalty has not previously been granted.

Upon completion of the Clean Option Agreement, Clean Air will assume, be bound by and perform the obligations of Benton under the RTEC Agreement and PAN Agreement.

The 220-hectare Escape Lake property is located within the TBN Project claim block outer boundary and along the interpreted conduit system, which contains/controls the Pt-Pd-Base Metal mineralization on the TBN Project. RTEC staked the Escape Lake block in 2006 and performed successive rounds of limited diamond drilling between 2010 and 2012, the results of which until now had not been made public. These programs yielded impressive drill intercepts highlighted by drill holes 12CL0009 and 11CL0005. High-grade intercepts from these programs over a 1-km strike length are presented in the table below:

Hole	From	To	Interval	Au (g/t)	Pt (g/t)	Pd (g/t)	Cu (%)	Ni (%)	Au+Pt+Pd (g/t)	Cu+Ni (%)
08CL0001	280.1	340.4	60.30	0.02	0.17	0.19	0.06	0.13	0.37	0.191
	362.5	373.4	10.90	0.09	1.05	1.21	0.46	0.23	2.346	0.697
incl	367.4	371.9	4.50	0.15	1.80	2.10	0.77	0.36	4.05	1.133
10CL0002	259.8	313.4	53.60	0.01	0.11	0.13	0.05	0.12	0.247	0.165
10CL0003	**205.5**	**232.8**	**27.30**	**0.10**	**1.15**	**1.30**	**0.43**	**0.22**	**2.543**	**0.655**
incl	**223.5**	**228**	**4.50**	**0.15**	**2.13**	**2.46**	**0.76**	**0.45**	**4.747**	**1.21**
10CL0004	366	402.5	36.50	0.02	0.22	0.29	0.11	0.12	0.531	0.233
	385.5	399.5	14.00	0.03	0.39	0.52	0.19	0.14	0.939	0.33
	389.98	399.5	9.52	0.04	0.50	0.66	0.24	0.15	1.205	0.39
11CL0005	**306.5**	**468.82**	**162.32**	**0.06**	**0.61**	**0.76**	**0.28**	**0.19**	**1.425**	**0.473**
	387	**461.4**	**74.40**	**0.11**	**1.20**	**1.52**	**0.56**	**0.26**	**2.834**	**0.828**
	387	**427.67**	**40.67**	**0.18**	**1.92**	**2.48**	**0.89**	**0.36**	**4.576**	**1.256**
	387	**415**	**28.00**	**0.22**	**2.44**	**3.18**	**1.11**	**0.41**	**5.849**	**1.5233**
	399.25	**406**	**6.75**	**0.46**	**5.33**	**6.86**	**2.36**	**0.69**	**12.65**	**3.055**
11CL0007	**391.5**	**431.22**	**39.72**	**0.16**	**2.10**	**2.74**	**0.92**	**0.49**	**5.007**	**1.41**
incl	**394.3**	**405.11**	**10.81**	**0.18**	**3.38**	**4.62**	**1.60**	**0.93**	**8.171**	**2.532**
11CL0008	**387.93**	**427.33**	**39.40**	**0.25**	**2.64**	**3.31**	**1.13**	**0.41**	**6.195**	**1.544**
incl	**399**	**407.33**	**8.33**	**0.62**	**6.46**	**7.84**	**2.68**	**0.74**	**14.909**	**3.422**
12CL0009	**391.01**	**512.65**	**121.64**	**0.07**	**1.04**	**1.37**	**0.52**	**0.34**	**2.491**	**0.859**
	391.01	**424.4**	**33.39**	**0.19**	**3.01**	**4.08**	**1.49**	**0.77**	**7.281**	**2.262**
12CL0010	300	394.5	94.50	0.02	0.17	0.19	0.07	0.13	0.382	0.202
	388.5	394.5	6.00	0.13	0.89	0.97	0.37	0.17	1.994	0.532
12CL0011	**378**	**408**	**30.00**	**0.22**	**1.56**	**1.84**	**0.63**	**0.23**	**3.609**	**0.865**
	383.9	**405**	**21.10**	**0.25**	**1.82**	**2.17**	**0.74**	**0.26**	**4.241**	**1.005**
12CL0012	**387.36**	**438.11**	**50.75**	**0.12**	**1.41**	**1.81**	**0.69**	**0.39**	**3.344**	**1.082**
15TB0007	152	175.7	23.70	0.02	0.20	0.23	0.08	0.08	0.451	0.161
	189.55	277	87.45	0.02	0.19	0.20	0.08	0.10	0.409	0.178
15TB0009	162.82	226	63.18	0.02	0.18	0.20	0.07	0.08	0.39	0.152
15TB0010	**179.1**	**253.5**	**74.40**	**0.04**	**0.50**	**0.56**	**0.21**	**0.15**	**1.099**	**0.359**
	240	244.5	4.50	0.10	1.25	1.33	0.51	0.24	2.68	0.753
15TB0011	186.5	255	68.50	0.04	0.44	0.53	0.18	0.14	1.004	0.321
	207.95	217.12	9.17	0.10	1.26	1.61	0.55	0.30	2.962	0.854
16TB0012	282	302.25	20.25	0.02	0.13	0.21	0.07	0.09	0.351	0.164
16TB0014	204	231	27.00	0.01	0.15	0.19	0.06	0.09	0.347	0.155
	225	228.55	3.55	0.05	0.47	0.61	0.19	0.09	1.127	0.28
16TB0015	297.08	301	3.92	0.06	0.55	0.72	0.27	0.12	1.326	0.397
16TB0017	212.2	225	12.80	0.02	0.14	0.19	0.06	0.07	0.343	0.133
16TB0018	285	390.76	105.76	0.02	0.15	0.17	0.06	0.13	0.34	0.188
incl	360	372	12.00	0.07	0.59	0.68	0.23	0.17	1.343	0.394
16TB0021	213.2	266.05	52.85	0.01	0.16	0.18	0.07	0.12	0.351	0.188
16TB0023	240.42	261.91	21.49	0.03	0.31	0.38	0.13	0.14	0.72	0.272
	240.42	252	11.58	0.04	0.47	0.57	0.21	0.17	1.079	0.378

The TBN Project contains the Current, Bridge and Beaver zones on which the following Historical Mineral Resource Estimates* are defined:

Historical Mineral Resource Estimate:

Resource	Tonnage	Grade									Contained Metal	
		Pt (g/t)	Pd (g/t)	Rh (g/t)	Au (g/t)	Ag (g/t)	Cu (%)	Ni (%)	Co (%)	Pt-Eq (g/t)	Pt (oz, 000)	Pd (oz, 000)
Pit Constrained												
Indicated	8,460,000	1.04	0.98	0.04	0.07	1.5	0.25	0.18	0.014	2.13	283	267
Inferred	53,000	0.96	0.89	0.04	0.07	1.6	0.22	0.18	0.014	2	2	2
Underground												
Indicated	1,369,000	1.65	1.54	0.08	0.11	2.6	0.43	0.24	0.016	3.67	73	68
Inferred	472,000	1.32	1.25	0.06	0.09	2.1	0.36	0.19	0.011	2.97	20	19
	10,354,000										***377,000oz Pt***	***355,000oz Pd***

*Historical Mineral Resource Estimate from Thomas, D. et al. 2011: Magma Metals Limited, Thunder Bay North Polymetallic Project Ontario, Canada, NI 43-101 Technical Report on Preliminary Assessment.

During the period ended March 31, 2021, Clean Air announced a mineral resource estimate for the Thunder Bay North Project including a total indicated resource of 16,285,396 tonnes at an average grade of 3.5 g/t PdEq containing 1,834,158 ounces PdEq and a total inferred resource of 9,852,138 tonnes at an average grade of 2.1 g/t PdEq containing 663,660 ounces PdEq. Readers are encouraged to review Clean Air's full disclosure surrounding the mineral resource estimate at https://www.cleanairmetals.ca/site/assets/files/5629/2021-01-20-nr-air-dk909h78fq.pdf. Readers are also encouraged to visit Clean Air's website at www.cleanairmetals.ca for updates regarding ongoing diamond drilling and project developments.

(d) Far Lake

During the year ended June 30, 2020, the Company entered into a binding Letter of Intent ("LOI") with White Metal Resources Corp. ("White Metal") (a company related by common director Michael Stares) whereby Benton can earn up to a 70% interest in White Metal's Far Lake project (the "Property") located 80km west of Thunder Bay, Ontario. Pursuant to the LOI, the Company can acquire from White Metal an initial 60% interest in the Property (the "Initial Option") followed by a second option to acquire an additional 10% interest (the "Second Option") in the Property.

The Company may exercise the Initial Option by paying $205,000, issuing 1.6 million common shares to White Metal and completing $1 million in exploration expenditures over four years as follows:

- Paying $25,000 and issuing 300,000 common shares to White Metal within three days of receipt of TSX Venture Exchange (the "Exchange") approval for the LOI (received and issued);
- Completing $200,000 of exploration expenditures on the Property on or before the first anniversary of execution of this LOI (completed);
- Paying $30,000 and issuing 400,000 common shares to White Metal on or before the first anniversary of execution of this LOI;
- Completing an additional $200,000 of exploration expenditures on the Property on or before the second anniversary of execution of this LOI (completed);
- Paying $50,000 and issuing 400,000 common shares to White Metal on or before the second anniversary of execution of this LOI;
- Completing an additional $300,000 of exploration expenditures on the Property on or before the third anniversary of execution of this LOI (completed);
- Paying $100,000 and issuing 500,000 common shares to White Metal on or before the third anniversary of execution of this LOI; and
- Completing an additional $300,000 of exploration expenditures on the Property on or before the fourth anniversary of execution of this LOI (completed).

Within 90 days of completing the Initial Option, the Company may at its election exercise the Second Option by:

- Issuing 500,000 common shares to White Metal; and
- Completing an additional $1 million of exploration expenditures on the Property on or before the fifth anniversary of the agreement.

Exploration completed by White Metal led to the discovery of a high-grade, semi-massive sulphide copper occurrence. White Metal's trenching and sampling programs at the Far Lake copper-silver-gold project provided results that include a 0.7m channel sample (Far Lake #1) across massive sulphide that assayed 22.0% Cu, 30.2 gpt Ag, and 0.25 gpt Au as well as another channel sample that graded 3.54% Cu over 3m, including 4.96% Cu over 1m. Mineralization is located within a northwest-southeast trending, brecciated and silicified structure that bisects a regional granitic pluton. Sulphide mineralization in the structure has been delineated for approximately 400m and remains open in all directions. In addition, a parallel zone 2.1km west of the copper occurrence was located in the spring of 2020 and exhibits a similar intense brecciation and silicification. This second structure has been traced intermittently over a 5km strike length with chalcopyrite mineralization occurring throughout. The new zone is highly silicified and exhibits brecciation and an abundance of quartz veining with local silicified areas measuring up to 200m wide. Mineralization identified to date on the Property displays characteristics suggestive of multiple mineralizing events, at both the property and regional scale.

Beyond the large silicified zones, the project also contains a boulder that was assayed by White Metal and contained 0.293% Cu, 1.71gpt Pd, 0.3gpt Pt and 0.219gpt Au. Locating the source of this boulder will be an important activity to prove that Far Lake has the potential to not only host copper-silver-gold, but also PGEs. The appearance of the boulder suggests that the boulder only traveled a short distance during glaciation and that the bedrock source is not far away.

While the project is very early stage and has little historical exploration prior to 2017, there are a number of exciting targets that can be efficiently explored. The Project has excellent infrastructure with multiple logging roads accessing the property via the Trans-Canada Highway. Surprisingly, prior to the work completed by White Metal in 2017, the Far Lake area has seen no documented historical exploration and its strategically located along the Quetico Fault and between Benton's Bark and Baril Lake projects (currently under option to Rio Tinto Exploration Canada) and the Escape Lake and Thunder Bay North deposits (now held by Clean Air Metals).

During the period ended March 31, 2021, the Company completed and received data from its 2020 Heliborne High-Resolution Magnetic and Time-Domain Electromagnetic Survey at Far Lake. Interpretation of the data identified several high-priority targets associated with known Cu sulphide mineralization as well as other targets outside the main zones currently being explored within the Project. Survey data on the southern portion of the Project identified multiple sub-parallel conductive zones associated with gabbro, ultramafic and volcanic rocks and will be the subject of further exploration.

Results from a 5km^2 soil and rock geochemistry sampling program completed over the central Cu targets in 2020 have also been received and analyzed/interpreted by the Company. The soil survey in particular provided a number of Cu anomalies adjacent or along strike of the Far Lake #1 (discussed above) and #2 structures, which have been shown to contain abundant chalcopyrite, intense silicification and often brecciation in previous Benton work. In addition to Cu, there are areas of anomalous values of Mo, Ni, Pb, U and Zn in soil, which have been used to target field work and help to define a geological model for the Project. The Company initiated additional infill soil sampling to delineate the anomalies in greater detail and to provide confidence in the assay results. The additional sampling was successful in repeating the results. Far Lake #2 is a wider structure, exhibits silicification and brecciation and contains chalcopyrite.

Certain mineralization (chalcopyrite ± bornite, covellite, magnetite) and alteration (silicification, carbonate, sericite) identified to date at Far Lake displays characteristics suggestive of multiple mineralizing events and resemble certain aspects of porphyry and Iron Ore Copper Gold ("IOCG") style alteration and mineralization. Other evidence for these models at Far Lake includes elevated rare earth and uranium geochemistry over 500m within the centre of the main magnetic high (granitic intrusive) and a moderate Zn soil geochemical anomaly surrounding the periphery of the soil survey. Benton is encouraged to have a number of additional targets resulting from systematic geochemical surveying.

In addition during the period ended March 31, 2021, the Company initiated a mechanical stripping program on various targets outlined from its ongoing exploration work at Far Lake. The program was designed to help the Company better understand the orientation of the vein and mineralizing systems within the large intrusive and alteration system. Many of the outcrop stripped contained chalcopyrite mineralization and will the information will be added to the project database and will be used to target future work.

During December 2020, the Company engaged Abitibi Geophysics Inc. to complete a DasVision Induced Polarization (IP) and a ground gravity survey at Far Lake. The DasVision, distributed array survey, is designed for deep mineral exploration, up to 1000m depth, and included a 3D inversion of the data to allow for integration with existing exploration work. The IP and gravity surveys encompassed a 4km x 4km area, representing Benton's main exploration zone and where known Cu mineralization is concentrated. Various chargeability anomalies resulting from this survey were drilled but no significant mineralization was intersected.

During the current period ended March 31, 2021, the Company announced that it had mobilized a diamond drill rig to the Far Lake project. The 2,000m Phase I drill program was designed to test priority targets identified from the Company's initial exploration programs. Benton released the results of its Phase I drill program that included wide zones of mineralization including 0.15% Cu and 0.15 gpt Ag over 60.4 m, including 0.35% Cu and 0.51 gpt Ag over 15.6 m and 1.08% Cu and 1.63 gpt Ag over 2.6 m in drill hole FL-20-11. Drill hole FL-20-11 is located approximately 1,800 m NW along the same structure as the Far Lake discovery zone where surface sampling produced Cu grades up to 22% over 0.7 m. Drill holes FL-20-01 to FL-20-05 completed in the discovery zone yielded results including 0.19% Cu and 0.34 gpt Ag over 33.6 m, including 1.11% Cu and 1.33 gpt Ag over 3.1 m (FL-20-03). FL-20-01 to FL-20-05 were shallow holes and mineralized targets were unexpectantly interrupted by a series of diabase dykes and sills. Future drilling in this area will therefore be deeper to avoid intersecting these younger mafic intrusions. The Company is very encouraged by the Cu mineralization intersected in almost every hole and confirms that there is a direct correlation between Cu-sulphides and the two NW trending structures that cross the property.

Results of the first drill program are as follows:

Hole ID	From	To	Interval	Cu (%)	Ag (gpt)	Au (gpt)
FL-20-01	46.2	48.0	1.8	0.23	0.63	
FL-20-02	35.6	36.4	0.8	0.44	0.90	
FL-20-03	26.2	59.8	33.6	0.19	0.34	
incl	29.2	32.3	3.1	1.11	1.33	
FL-20-04	45.0	72.3	27.3	0.11	0.21	
	48.3	54.3	6.0	0.21	0.43	
FL-20-05	55.9	64.9	9.0	0.11		
and	74.9	79.9	5.0	0.15		
FL-20-06	NSA*					
FL-20-07	NSA*					
FL-20-08	33.3	34.9	1.6			0.23
FL-20-09	93.7	134.5	40.8	0.051		
FL-20-10	138.3	152.3	14.0	0.023		
FL-20-11**	82.8	143.2	60.4	0.15	0.22	
incl	120.6	136.2	15.6	0.35	0.51	
incl	124.7	128.3	3.6	1.08	1.63	
FL-20-12	102.4	106.5	4.1	0.09		

* No Significant Assays
** Additional sampling above and below this interval was completed and results will be received and released with the 2021 drill results

Drill holes FL-20-01 to FL-20-05 were shallow holes drilled over a 200m strike length into the Far Lake discovery zone and were all interrupted by diabase dykes/sills.

Drill hole FL-20-06 intersected a silicified breccia in and E-W interpreted structure with no significant Cu results.

FL-20-07 was drilled approximately 2 km south of the main Far Lake copper zone. The hole was designed to test two parallel AEM anomalies on the northern edge of the Shebandowan greenstone belt. Alteration and pyrite mineralization were abundant, but no significant results were received.

Drill hole FL-20-08 was drilled to test a new gold occurrence (trace to 970 ppb Au) which was identified by Benton along the north shore of Kabaigon Lake. Drill results included 0.23gpt Au over 1.6m.

Drill hole FL-20-09 and FL-20-10 were drilled as a fence to test a 250-300 m width of the Two-Pond structural zone that contains chalcopyrite and abundant silicification on surface. Both holes intersected intense epidote alteration and fine chalcopyrite, mineralized in small quartz veinlets flooded throughout a metasediment over several metres.

Drill hole FL-20-11 was designed to test Cu mineralization below the trenches excavated by Benton in 2020, along strike of the discovery zone. This area contained the highest Cu-in-soil assay values with coincident anomalous Cu in trench sampling. The hole was drilled approximately 100m south of the widest soil anomaly and intersected large, silicified zones, breccias, epithermal style veining and intense sericite and epidote alteration. Highlights include 0.15% Cu and 0.15gpt Ag over 60.4m, including 0.35% Cu and 0.51 gpt Ag over 15.6 m and 1.08% Cu and 1.63 gpt Ag over 2.6m.

Drill hole FL-20-12 was drilled below the highest Cu-in-soil anomaly on the property located along the FL#1 structure plus outcrop containing chalcopyrite (with malachite and azurite). This hole was the deepest of the drill program and ended at 297 m in a rusty red, highly magnetic granite. Abundant magnetite is often associated with fine-grained, disseminated chalcopyrite.

During the period ended March 31, 2021, the Company completed its second phase of drilling at Far Lake. The program consisted of approximately 3,000m in eight holes and tested the depth and strike extent of the newly discovered FL11 Zone. The Company also tested the Main (Discovery) Zone at depth as well as various high-priority geophysical anomalies identified by the DasVision 3D IP survey, which was completed in mid-January. The Company will release assay results once they are received and analyzed.

(e) Other Property

Other Property consists of several early-stage Company projects that the Company is evaluating for exploration potential at present. Included in Other Property are certain projects that are subject to agreements that are more fully described below.

(i) Abernethy

Highlights:

- 100% owned by the Company with no underlying NSR.
- Property consists of 4 multi-cell claims totaling 1,461 hectares and is located 10km southwest of Kenora, Ontario.
- Covers a historically defined 640m long and up to 210m wide electromagnetic conductor outlined by Hudson Bay Exploration and Development Co. Ltd. in 1974. The anomaly was tested by Hudson Bay with a single drill hole that intersected anomalous gold throughout, including one section that returned 17.8gpt gold over 1.52m. Subsequently in 1987 the project was acquired by Mingold Resources Inc. who further tested the same zone with two diamond drill holes spaced 61m apart. This drilling also intersected significant anomalous gold throughout both drill holes including 6.30gpt gold over 6.1m in drill hole ABE-1 and 1.62gpt gold over 6.7m (including 10.0gpt gold over 0.61m) in drill hole ABE-3.
- Benton completed a 1,400m drill program in 2011, which was successful in confirming and expanding the mineralization in strike length and at shallow depths
- Drill results were as follows:

Hole ID	From	To	Core length (m)	Grade (gpt gold)
ABE11-01	102.40	103.00	0.60	4.48
and	121.15	127.00	5.85	2.63
includes	125.50	127.00	1.50	7.78
and	151.70	153.20	1.50	1.69
ABE11-03	46.50	49.50	3.00	0.98
ABE11-04	94.40	96.10	1.70	1.85
and	110.8	115.200	4.40	2.56
includes	110.8	112.30	1.50	6.96
and	133.5	134.05	.55	1.22
ABE11-05	70.90	73.40	2.50	0.34
ABE11-06	117.75	130.70	12.95	0.45
includes	117.75	119.70	1.95	1.46
and	128.10	130.70	2.60	0.78
ABE11-07 *	123.50	216.00	92.50	0.46
includes	156.50	164.00	7.50	2.24
ABE11-08	4.90	10.45	5.55	0.48
and	66.25	67.75	1.50	1.22

ABE11-09	39.25	41.70	2.45	0.82
and	75.50	76.40	1.32	0.90
and	127.75	131.50	3.75	0.48

Plans:

The Company has plans to engage with local community stakeholders to explore a path forward for the project and if successful, will plan the next phase of exploration.

(ii) Bark Lake

During the year ended June 30, 2017, the Company executed an option to joint venture agreement (the "Option") with Rio Tinto Exploration Canada Inc. ("RTEC"), a wholly-owned subsidiary of Rio Tinto, on the Company's 100%-owned Bark Lake copper, nickel and platinum group elements ("Cu-Ni-PGE") project, located in the Boot Bay area, Northwestern Ontario. Under the terms of the Option, RTEC can earn a 70% interest by incurring $3 million in exploration expenditures and by paying Benton $50,000 cash over five years (the "First Option") ($30,000 received). After the First Option period, RTEC may either form a joint venture with Benton on a 70/30 basis or, at its election, increase its interest to 80% (the "Second Option") by spending an additional $5 million in exploration expenditures over 4 years and by paying Benton $100,000 cash within 30 days after electing to exercise the Second Option. Upon exercising the Second Option, RTEC may elect to form a joint venture with Benton on an 80/20 basis.

(iii) Baril Lake

During the year ended June 30, 2019, the Company entered into an option to purchase agreement with Rio Tinto Exploration Canada Inc. ("RTEC") whereby RTEC has the right to earn a 100% interest in the Company's Baril Lake claims located approximately 5km west of the Company's Bark Lake project, which is also under option to RTEC. Pursuant to the terms of the agreement, RTEC can earn 100% of the Baril project by paying the Company $200,000 ($50,000 for first and second anniversary received) over 4 years and should RTEC achieve commercial production at the project, it will pay the Company an additional $1,000,000. The Company also retains a 2% NSR, half of which (1% NSR) can be purchased by RTEC for $1,000,000.

(iv) Alder East

During the year ended June 30, 2017, the Company executed an option agreement with Sokoman Iron Corp. ("Sokoman") on the Company's Alder East property consisting of a single license, containing 20 units, located in central Newfoundland. Under the terms of the option agreement, Sokoman has the option to earn a 100% interest in the Alder East property under the following terms:

- Paying Benton $1,500 cash (received) and issuing 1 million common shares (received) of Sokoman upon signing, acceptance and approval by the TSX Venture Exchange (accepted and approved);
- Issuing 500,000 common shares to Benton on the first anniversary of the option agreement (received);
- Issuing 500,000 common shares to Benton on second anniversary of the option agreement; (received)
- Benton will retain a 2% NSR on the Alder East project with Sokoman having the option to buy-back 1% NSR for $1 million;
- Sokoman agrees to keep the license in good standing throughout the option period and if returned to Benton it is to be returned with at least 6 months of assessment credit;
- Paying Benton $100,000 in cash, common shares of Sokoman or a combination of cash and shares upon completion of an NI 43-101 compliant Mineral Resource estimate;
- Paying Benton $200,000 in cash, common shares of Sokoman or a combination of cash and shares upon completion of a pre-feasibility study; and
- Paying Benton $300,000 in cash, shares or a combination of cash and shares upon completion of a final/full/bankable feasibility study.

(v) Shebandowan

During the year ended June 30, 2017, the company executed an option agreement with White Metal (a company related by common director Michael Stares) on the Company's Shebandowan project, which consists of 135 units in 12 claims in the Burchell Lake, Greenwater Lake and Kashabowie Lake areas in the Thunder Bay mining district. White Metal has the option to earn a 100% interest in the Shebandowan property under the following terms:

- Paying Benton $15,000 cash (received) and issuing 200,000 common shares (received) of White Metal on signing, acceptance and approval by the TSX Venture Exchange (accepted and approved);
- Benton will retain a 2% NSR on the Shebandowan property with White Metal having the option to buy-back 1% NSR for $1 million;
- White Metal agrees to keep all claims in good standing and should White Metal elect to drop any claims contained within the option agreement, they must be in good standing for a minimum of six months at the time of election; and
- Paying Benton $500,000 in cash, common shares of White Metal or a combination of cash and shares at White Metal's election upon completion of an NI 43-101 compliant Mineral Resource estimate on any claims contained within the option agreement.

(vi) Bold Project

During the year ended June 30, 2017, the Company acquired by staking a 100% interest in the Bold cobalt-copper-nickel project located 50km northeast of Mine Centre, Ontario. Subsequent to staking the four separate claim blocks that compose the Bold project, the Company entered into an option agreement with ASX-listed Ardiden Limited (ASX: ADV) whereby Ardiden acquired 100% interest by paying Benton $10,000 cash (received) and 200,000 ordinary shares (received). During the year ended June 30, 2019, Ardiden surrendered the Bold project claims upon which the Company reacquired the claims via staking.

(vii) Conche

The Company entered into an option agreement (the "Option") with Quadro Resources Inc. ("Quadro") pursuant to which Quadro has acquired the right to earn the Company's 33.33% interest in the Conche Property (acquired during fiscal 2018 via joint staking efforts with Quadro, Metals Creek Resources Corp. and the Company) on Newfoundland's Great Northern Peninsula. In order to exercise the Option, Quadro is required to issue 1 million Quadro shares to the Company over an eighteen month period with 200,000 shares owed upon receipt of regulatory approval (received September 27, 2018), a further 300,000 shares to be issued within six months of receipt of regulatory approval (March 27, 2019 – not received) and the final 500,000 shares within eighteen months of receiving regulatory approval (March 27, 2020). Upon completion of the share payments, the Company was to retain a 1% NSR with Quadro having the right to purchase 50% of the NSR for $500,000. During the year ended June 30, 2019, the Company was informed by Quadro that they were terminating the option agreement and the project reverted to a 33.33% interest to each company (Benton, Metals Creek Resources and Quadro) and a joint venture is to be formed should exploration be undertaken.

(viii) Goodchild

During the year ended June 30, 2019, the Company entered into an asset purchase/sale agreement with Canadian Orebodies Inc. ("Canadian Orebodies"), a company listed on the TSX Venture Exchange trading under the symbol "CORE", whereby the Company sold the southwest portion the Goodchild Lake mining property (the "Property"). The portion of the Property sold consists of 31-claim cells totaling approximately 500 hectares. As consideration for the purchase, Canadian Orebodies issued Benton 100,000 common shares and granted Benton a 1.5% NSR. Canadian Orebodies will have the option to buy-down 50% of the NSR at any time for the sum of $750,000. The purchase agreement was approved by the TSX Venture Exchange and the 100,000 shares were received during the year ended June 30, 2019.

During the year ended June 30, 2020, the Goodchild claims were allowed to expire as there were insufficient work credits to keep them in good standing. The Company immediately re-staked 22 single-cell mining claims, totalling 467 hectares, to cover the majority of the important mineral occurrences on the property. The Company will seek a partner to explore the claims.

(ix) Iron Duke

Through staking, Benton acquired a 100% interest in the Iron Duke gold project located 20km east of the past producing Mattabi/Sturgeon Lake base metal deposits and 30km south of the past producing St. Anthony gold mine in northwestern Ontario. The project is comprised of 47 units in 3 claims and covers the Quill Lake gold zone, which has undergone limited exploration efforts. Historical diamond drilling (6 holes) for gold in the early 1990s by Noranda Exploration Company Ltd. (Ontario MNDM assessment files) tested anomalous gold- and arsenic-in-soil geochemical samples and returned from trace to 2.2g/t gold over narrow widths of 0.91 metres or less. A second company, Excalibur Resources Ltd., drilled three more holes 5-6km along strike to the east from the Noranda drilling while exploring for base metals (Ontario MNDM assessment files). Excalibur's drilling also encountered anomalous gold values, the best being 11.8 metres grading 0.19g/t gold and 0.5m grading 1.07g/t gold. Selective sampling in historical trenches by Benton has returned gold grades up to 64.1g/t. Given the widespread anomalous gold values the Company believes this to be an iron formation horizon prospect. Benton believes there is merit to follow-up previous exploration on the Quill Lake gold zone and within the immediate region.

During the period ended March 31, 2021, the Company announced that it has selected locations for 6 short diamond drill holes at the Iron Duke project. These will be drilled in the future as is practical to do so.

(x) Western Contact – Coldwell Complex

During the year ended June 30, 2020, the Company acquired a 100% interest in a new platinum-palladium and base metal prospect by staking 8 multi-cell mining claims covering 3,823 hectares. The new staking covers the west side of the Coldwell Complex near Marathon, Ontario. The Coldwell Complex is host to several Copper-PGE deposits or occurrences and has seen focused PGE and copper exploration over the last 20 years. Many of the mineral occurrences are located around the eastern margin of the Coldwell Complex and Benton believes the underexplored western margin has the same potential. The Company's management has excellent knowledge of the complex as the Company previously held a large land position in the same area, which it sold to Stillwater Mining Company in 2010 (see PR dated December 16, 2010). The Company believes the west contact could host massive, layered, magnetite reef zones similar to that of the Sally, Wullie and area 41 Zones, now part of Generation Mining Limited's Marathon Palladium project for which Generation recently announced the results of a positive feasibility study. (See Generation's press release dated April 30, 2021.)

Due to the rugged nature of the terrain, the property has seen minimal historical exploration but the Company feels its previous success working in the area will be very valuable in locating new PGE targets. The Company is currently compiling all available data and will execute an exploration program when weather permits.

(xi) Seagull/Disraeli Intrusion Extension

During the year ended June 30, 2020, the Company acquired a 100% interest in a new project by staking 2 multi-cell mining claims totaling 845 hectares. The new claims cover an east-west magnetic high, which extends from the Disraeli mafic-ultramafic intrusion, which is prospective for Midcontinent Rift-style ("MCR"), magmatic Ni-Cu-PGE mineralization.

These new claims cover what could represent a conduit feeder zone located just east of the Disraeli intrusion. While the body of the Disraeli intrusion has been explored in detail, minimal historical exploration has been conducted on the new property extending from the intrusion. The Disraeli, as well as the Seagull Lake intrusion (located approximately 8km south of Disraeli and held by White Metal, are described as being composed of ultramafic rocks with a high olivine content that has been derived from a deep mantle source. Ultramafic rocks are a key component to Ni-Cu-PGE mineralization associated with the MCR and other platinum-palladium occurrences in this region, which include the high-grade TBN and Escape Lake drill intercepts and deposits, which Benton has optioned to Clean Air Metals.

(xii) Hele Intrusion

During the year ended June 30, 2020, the Company acquired a 100% interest in a project covering the Hele Intrusive complex in northwestern Ontario by staking 4 multi-cell mining claims totaling 1,462 hectares. The new claims cover historical drill holes and geological mapping, which identified an MCR intrusive complex and is located approximately 30km northeast of the TBN and Escape Lake PGE deposits. The Hele intrusion is a zoned, picritic intrusion of peridotite and olivine-gabbro, which are two lithologies analogous with PGE deposits associated with the MCR, including the high-grade TBN and Escape Lake drill intercepts and deposits.

(xiii) East Hemlo

During the period ended March 31, 2021, the Company staked a 100% interest in 145 single-cell mining claims, 5km east of Barrick Gold Corporation's ("Barrick") Hemlo Gold Mine and north of MetalCorp Limited's ("MetalCorp") Hemlo East project. Benton has acquired its land position with the strategic objective of attracting interested partners to this world-class mining jurisdiction.

(f) Write-downs/Recoveries/Disposals

Reductions to the carrying costs of mineral properties result from amounts recorded for write-downs and for cost recoveries or earn-ins or dispositions during the period ended March 31, 2021 and year ended June 30, 2020 were as follows:

	March 31, 2021 $	June 30, 2020 $
Write-downs:		
Bedivere	-	1,274,854
Panama	-	403,180
Other Properties	530	104,029
Total	530	1,782,063
Recoveries/Dispositions:		
Saganaga	31,445	-
Panama	-	182,685
Escape Lake	-	3,000,000
Total	31,975	3,182,685

Management of the Company has reviewed all ongoing exploration projects and determined that no further write-downs of capitalized exploration and development expenditures are required at this time. The Company will continue to assess the exploration potential of each project on a recurring basis and make adjustments when necessary.

SELECTED ANNUAL FINANCIAL INFORMATION

Description	**Year ended June 30, 2020 $**	**Year ended June 30, 2019 $**	**Year ended June 30, 2018 $**
Operating expenses	2,912,752	1,167,420	1,170,949
Interest income	41,373	58,502	13,911
Adjustment to fair market value of held for trading investments	6,316,543	(466,598)	(23,876)
Write-down of mineral properties	(1,781,909)	(321,354)	(80,598)
Net income (loss) being comprehensive income (loss)	3,435,219	(1,330,133)	2,073,348
Income (loss) per share – basic (1) (2)	0.04	(0.02)	0.03
Cumulative mineral properties and deferred development expenditures	420,797	1,923,643	1,562,802
Total assets	12,756,030	7,675,434	8,891,513

(1) Basic per share calculations are made using the weighted-average number of common shares outstanding during the year.
(2) Earnings (loss) per share on a diluted basis is the same as the basic calculation per share as all factors are anti-dilutive.

SUMMARY OF QUARTERLY RESULTS

Three Month Period Ending	Net Income/(Loss) $	Net Income/(Loss) per Share Basic and Diluted (1) (2) $
March 31, 2021	471,470	0.00
December 31, 2020	2,061,252	0.02
September 30, 2020	(1,924,268)	(0.02)
June 30, 2020	5,647,268	0.06
March 31, 2020	(286,562)	-
December 31, 2019	(88,416)	-
September 30, 2019	(1,837,071)	(0.02)
June 30, 2019	288,344	(0.00)

(1) Basic loss per share calculations are made using the weighted-average number of common shares outstanding during the period.
(2) Diluted income / (loss) per share is based on the assumption that stock options and warrants that have an exercise price less than the average market price of the Company's common shares during the year have been exercised on the later of the beginning of the year and the date granted.

During the nine months ended March 31, 2021, the Company's cash on hand increased by $231,924 to $363,248, a change related to the completion of private placement financings during the current period in December 2020. The Company also held restricted cash totalling $265,791 at March 31, 2021 (June 30, 2020 – $764,264) consisting of $250,791 (June 30, 2020 - $749,265) in cash restricted for qualified flow-through purposes related to the June 2020 non-brokered private placement that was completed and $15,000 (June 30, 2020 - $15,000) restricted for collateral on the Company's visa card held with the Royal Bank of Canada. Temporary investments totalled $1,247,594 (June 30, 2020 - $1,218,078). Accounts and other receivables of $72,000 (June 30, 2020 - $48,931) at December 31, 2020 consisted of HST and other receivables and increased as a result of large HST ITCs on hand at the end of the period and a receivable related to a reimbursement for expenditures on an exploration project that was not yet received. Exploration and evaluation assets increased from $420,797 at June 30, 2020 to $1,546,116 at March 31, 2021 due to ongoing exploration work conducted at the Company's Far Lake project. Share capital increased from $28,541,111 at June 30, 2020 to $29,361,525 at March 31, 2021 related to two private placements completed in December 2020.

SHARE DATA

As at May 10, 2021, the Company has 102,806,736 common shares issued and outstanding as well as: (a) share purchase warrants to purchase 11,269,555 common shares exercisable between $0.075 and $0.30 expiring between June 27, 2021 and December 27, 2022; (b) stock options to purchase an aggregate of 8,250,000 common shares expiring between November 7, 2022 and August 18, 2025 exercisable between $0.07 and $0.20 per share. For additional details of share data, please refer to note 9 of the March 31, 2021 condensed interim financial statements.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, temporary investments, accounts and other receivables, long-term investments, refundable security deposits and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

LIQUIDITY AND CAPITAL RESOURCES

The Company has net working capital as at March 31, 2021 of $1,777,316 ($1,854,890 as at June 30, 2020), cash on hand of $629,039 ($895,569 as at June 30, 2020) (inclusive of $265,791 in restricted cash) and a deficit of $17,819,399 ($18,427,852 as at June 30, 2020).

During the period ended March 31, 2021, the Company completed the following private placements:

- In December 2020, the Company completed a non-brokered private placement for gross proceeds of $1,013,460 by issuing 3,250,000 flow-through units at a price of $0.20 per unit, each unit consisting of one flow-though common share and one-half of one common share purchase warrant, each whole warrant entitling the holder thereof to acquire an additional common share of the Company at a price of $0.30 for a period of 24 months from the date of issuance. In addition, the Company issued 2,138,000 units at a price of $0.17 per unit, each unit consisting of one common share and one common share purchase warrant entitling the holder thereof to acquire an additional common share of the Company at a price of $0.30 expiring December 11, 2022.

  The Company paid cash finders' fees totalling $49,138 and issued 257,280 finders' warrants exercisable at $0.20 expiring December 11, 2022

- In December 2020, the Company completed a non-brokered private placement for gross proceeds of $421,600 by issuing 2,480,000 units at $0.17 with each unit consisting of one common share and one common share purchase warrant, each warrant entitling the holder thereof to acquire an additional common share of the Company at a price of $0.30 expiring on December 17, 2022.

  The Company paid cash finders' fees totalling $25,296 and issued 148,800 finders' warrants exercisable at $0.20 expiring December 17, 2022.

During the year ended June 30, 2020, the Company completed the following private placements:

- During December 2019, the Company completed a non-brokered flow through private placement by issuing 2,901,700 units at a price of $0.075per unit for aggregate proceeds of $217,628. Each unit consists of one flow-through common share and one-half of one common share purchase warrant, each whole warrant entitling the holder therein to purchase an additional common share of the Company for $0.15 until December 27, 2022.

  In connection with the private placement, the Company paid cash finders' fees totalling $14,000 as well as 186,669 finders' warrants exercisable at $0.075 expiring June 27, 2021.

- During June 2020, the Company completed a non-brokered private placement of flow-through shares and non flow-through units for gross proceeds of $1,084,039. The Company issued 5,006,659 flow-through shares at a price of $0.15 per flow-through share. The Company also issued and 2,561,846 non-flow-through units at a price of $0.13 per unit, each Unit consisting of one common share of the Company and one common share purchase warrant, each warrant being exercisable at $0.25 for 24 months following the date of issuance.

  In connection with the private placement, the Company paid cash finders' fees totalling $60,212 as well as 421,110 finders' warrants exercisable at $0.25 expiring June 15, 2022.

The Company's financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. The appropriateness of the going concern assumption is dependent upon the Company's ability to generate future profitable operations and/or generate continued financial support in the form of equity financings. The financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classification that would be necessary if the going concern assumption were not appropriate and such adjustments could be material.

The recovery of amounts shown as exploration and evaluation assets is dependent upon the discovery of economically recoverable Mineral Resources, the ability of the Company to obtain adequate financing to complete development, and upon future profitable operations from the properties or proceeds from the dispositions thereof.

The Company currently has no operations that generate cash flow and its long-term financial success is contingent upon management's ability to locate economically recoverable Mineral Resources. This process can take many years to complete, cannot be guaranteed of success, and is also subject to factors beyond the control of management. Factors such as commodity prices, the health of the equity markets and the track record and experience of management all impact the Company's ability to raise funds to complete exploration and development programs.

The Company has taken numerous steps to ensure that it will continue to have adequate working capital to fund operations. The Company has set a conservative exploration budget for the upcoming periods that will focus on a few key project advancement initiatives. It has reduced its budget for new project evaluation and generation substantially to ensure exploration is focused on advancing primary projects. This has also reduced the need for additional field personnel, which will reduce labour costs. As well, the Company has and will continue to actively seek out strategic joint venture partners on certain of its projects to ensure that they will be advanced while at the same time preserving its capital. The Company has also reviewed corporate overhead costs to allow for only essential expenditures.

The Company anticipates that the continued sale of flow-through shares/warrants should enable it to maintain exploration activities on its mineral properties, however, there can be no assurance that these activities will be sufficient to enable the Company to carry on its planned activities given the current economic climate specifically as it affects junior mineral exploration companies.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are as follows:

i) To safeguard the Company's ability to continue as a going concern;
ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short-term working capital requirements, and its planned exploration and development program expenditure requirement. The capital structure of the Company is composed of working capital and shareholders' equity. The Company may manage its capital by issuing flow-through or common shares, or by obtaining additional financing.

The Company utilizes annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are prepared by management and approved by the Board of Directors and updated for changes in the budgets' underlying assumptions as necessary.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates, which by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.
Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheet date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. the recoverability of amounts receivable and prepayments, which are included in the statements of financial position;
ii. the carrying amount and recoverability of exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after costs are capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available;
iii. the estimated useful lives of property and equipment, which are included in the statement of financial position and the related depreciation included in the statements of income (loss) and comprehensive income (loss) for the period ended March 31, 2021 and year ended June 30, 2020;
iii. the inputs used in accounting for share-based payment expense in the statement of comprehensive loss.

Critical accounting judgments

The following accounting policies involve judgments or assessments made by management:

- The determination of categories of financial assets and financial liabilities;
- The determination of a cash-generating unit for assessing and testing impairment;
- The allocation of exploration costs to cash-generating units; and
- The determination of when an exploration and evaluation asset moves from the exploration stage to the development stage.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not participated in any off-balance sheet or income statement arrangements.

RELATED PARTY TRANSACTIONS

The Company paid or accrued the following amounts to related parties during the period ended March 31, 2021 and 2020:

Payee	Description of Relationship	Nature of Transaction	March 31, 2021 Amount ($)	March 31, 2020 Amount ($)
Gordon J. Fretwell Law Corporation	Company controlled by Gordon Fretwell, Officer and former director	Legal fees and disbursements charged/accrued during the period	37,098	89,792
Stares Contracting Corp.	Company controlled by Stephen Stares, Director and Officer and Michael Stares, Director	Payments equipment rentals included in exploration and evaluation expenditures	1,260	-

The purchases from and fees charged by the related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the period ended March 31, 2021, the Company accrued director fees to one of its directors totaling $7,500 for services rendered on the Company's Audit Committee (March 31, 2020 - $7,500). The director is to receive $2,500 per quarter.
Included in accounts payable and accrued liabilities at March 31, 2021 and 2020 is:

- $20,000 in accrued liabilities to Gordon J. Fretwell Law Corporation (March 31, 2020 - $5,000)

During the period ended March 31, 2021, the Company invoiced White Metal (related by common director Michael Stares) $9,000 for office rental (March 31, 2020 - $9,000). See also note 8(e) for a property option transaction that was completed with White Metal during the year.

Key management personnel remuneration during current period included $282,947 (March 31, 2020 - $282,723) in salaries and benefits and $123,338 (March 31, 2020 - $31,026) in share-based payments. There were no post-retirement or other long-term benefits paid to key management personnel during the year.

SUBSEQUENT EVENT

Subsequent to March 31, 2021, the Company optioned (the "Option"), subject to TSX Venture Exchange approval, the Kepenkeck Gold Project from Kevin and Alan Keats (the "Vendors"). The project is located in Central Newfoundland. Terms of the Option, subject to Exchange approval, are as follows:

- $10,000 and 200,000 common shares on signing and Exchange approval;
- $20,000 and 200,000 common shares on or before April 10, 2022;
- $20,000 and 200,000 common shares on or before April 10, 2023; and
- $40,000 and 400,000 common shares on or before April 10, 2024

The Vendors will retain a 2% NSR whereby Benton, at its election, will have the right to buy back 1% for $1 million.

COMMITMENTS AND CONTINGENCIES

Except as otherwise discussed, the Company is in compliance with commitments required by contractual obligations in the normal course of business**.**

During the year ended June 30, 2016, the Company entered into an office lease agreement for its head office premises. The initial term of the lease was for three years commencing on June 1, 2016 and terminating on May 31, 2019, subject to a right of extension as described herein. The lease is a triple net lease with the initial term paid in monthly installments of $3,100 plus HST, which includes base rent and prescribed monthly additional rents based on estimated annual operating costs which is adjusted annually for actual costs. Pursuant to the terms of the lease, at the end of the initial term the Company exercised its right to extend the lease for two additional years to be paid in monthly installments of $3,859 plus HST consisting of base rent and additional rent on the same basis as described above. At the end of this extension the Company has the right to extend the lease for a further five-year period at amounts to be negotiated at that time. During the year ended June 30, 2020, the base rent and additional rent payment increased to $4,217 plus HST.

During the year ended June 30, 2019, the Company leased a truck from Toyota Financial Services commencing on December 11, 2018 for a term of 40 months and terminating on April 11, 2022. The lease is paid in monthly installments of $510 plus HST. The lease contains a Lease End Purchase Option that will allow the Company to purchase the truck at the end of the lease for $25,766 plus HST and any applicable fees.

During the year ended June 30, 2019, the Company engaged CHF Capital Markets ("CHF") for investment community outreach, corporate communications, branding and social & digital marketing is for a fixed term of twelve months ending February 28, 2020. Thereafter, the contract may be extended month to month with a two months cancellation notice. Under the terms of the agreement, CHF receives $6,250 per month in fees and reimbursement of approved expenses and CHF received options for 100,000 common shares exercisable at $0.10 per share expiring March 28, 2024. The Company renegotiated the contract during the year ended June 30, 2020 and effective June 1, 2020, will pay CHF $3,600 per month plus HST for a term of 12 months. The contract may be cancelled by either party by providing two months written notice. Subsequent to December 31, 2020, the Company amended its contract with CHF to increase its outreach exposure and effective February 1, 2021, the Company will pay CHF $6,500 per month plus HST for a minimum period of 12 months. Either party may cancel this agreement after the initial period with 2 months written notice.

During the period ended March 31, 2020, the Company leased an additional truck from Toyota Financial Services commencing on September 28, 2020 for a term of 48 months and terminating on September 28, 2024. The lease is paid in monthly installments of $614.57 plus HST. The lease contains a Lease End Purchase Option that will allow the Company to purchase the truck at the end of the lease for $25,707 plus HST and any applicable fees.

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, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 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 reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, which may negatively impact the Company's business and financial condition.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”)

Statement of Compliance

These financial statements, including comparatives, have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) in effect as of May 10, 2021.

New and Future Accounting Pronouncements

There are no standards effective for annual periods beginning on or after January 1, 2020 that are expected to have a significant impact on the Company at the present time.

RISKS AND UNCERTAINTIES

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company’s viability and potential success lie in its ability to discover, develop, exploit and generate revenue out of mineral deposits. The exploration and development of mineral deposits involve significant financial risks over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties, which are explored, are ultimately developed into producing mines. Major expenses may be required to establish Mineral Resources and/or Reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration programs on exploration properties in which the Company has an interest will result in a profitable commercial mining operation.

The operations of the Company are subject to all of the hazards and risks normally coincident with exploration and development of mineral properties, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which the Company has interests. Hazards, such as an unusual or unexpected rock formation, rock bursts, pressures, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs, which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

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 its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of any copper, nickel, gold, silver, platinum, palladium or any other minerals discovered. Metal prices often fluctuate widely and are affected by numerous factors beyond the Company’s control. The effect of these factors cannot accurately be predicted.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company, in the search for and acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects.

Financing Risks

The Company has limited financial resources and no current revenues. There is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The Company believes that it presently holds all necessary licenses and permits required to carry on with activities, which it is currently conducting under applicable laws and regulations and the Company believes it is presently complying in all material respects with the terms of such laws and regulations, however, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations at its projects.

No Assurance of Titles

The acquisition of title to mineral projects is a very detailed and time-consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Environmental Regulations

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and mining operations, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interest of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Business Corporations Act* (Ontario) to disclose the conflict of interest and to abstain from voting on the matter.

From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. Any key person insurance, which the Company may have on these individuals may not adequately compensate for the loss of the value of their services.

The MD&A was reviewed and approved by the Audit Committee and Board of Directors and is effective as of May 10, 2021.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or by visiting the Company's website at www.bentonresources.ca.