

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis should be read in conjunction with our condensed interim consolidated financial statements for the three months ended August 31, 2019, and the related notes thereto, which have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). This discussion and analysis contains forward-looking statements and forward-looking information that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements and information as a result of many factors. See section heading "Note Regarding Forward-Looking Statements" below. All currency amounts are stated in Canadian dollars unless noted otherwise.*

### **CAUTIONARY NOTE TO U.S. INVESTORS REGARDING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES AND PROVEN AND PROBABLE RESERVES**

Corvus Gold Inc. ("we", "us", "our," "Corvus" or the "Company") is a mineral exploration company engaged in the acquisition and exploration of mineral properties. The mineral estimates in the technical report entitled "Technical Report and Preliminary Economic Assessment for the Integrated Mother Lode and North Bullfrog Projects, Bullfrog Mining District, Nye County, Nevada", dated November 1, 2018 and amended on November 8, 2018, with an effective date of September 18, 2018 (the "Technical Report") referenced in this Quarterly Report on Form 10-Q have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. As used in the Technical Report referenced in this Quarterly Report on Form 10-Q, the terms "Mineral Reserve", "Proven Mineral Reserve" and "Probable Mineral Reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 "Standards of Disclosure for Mineral Projects" ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended.

These definitions differ materially from the definitions in the United States Securities and Exchange Commission ("SEC") Industry Guide 7 ("SEC Industry Guide 7"). Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves, and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "Mineral Resource", "Measured Mineral Resource", "Indicated Mineral Resource" and "Inferred Mineral Resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that all or any part of a mineral deposit in these categories will ever be converted into reserves. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all, or any part, of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an Inferred Mineral Resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this report and the Technical Report referenced in this report contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies reporting under SEC Industry Guide 7 requirements.

The SEC has adopted amendments to its disclosure rules to modernize the mineral property disclosure requirements for issuers whose securities are registered with the SEC. These amendments became effective February 25, 2019 (the "SEC Modernization Rules") and, following a two-year transition period, the SEC Modernization Rules will replace the historical property disclosure requirements for mining registrants that are included in SEC Industry Guide 7. The Company is not required to provide disclosure on its mineral properties under the SEC Modernization Rules until its fiscal year beginning May 31, 2021. Under the SEC Modernization Rules, the definitions of "Proven Mineral Reserves" and "Probable Mineral Reserves" have been amended to be substantially similar to the corresponding CIM Definition Standards and the SEC has added definitions to recognize "Measured Mineral Resources", "Indicated Mineral Resources" and "Inferred Mineral Resources" which are also substantially similar to the corresponding CIM Definition Standards; however there are differences in the definitions under the SEC Modernization Rules and the CIM Definition Standards and therefore once the Company begins reporting under the SEC Modernization Rules there is no assurance that the Company's Mineral Reserve and Mineral Resource estimates will be the same as those reported under CIM Definition Standards as contained in this report.

## **CAUTIONARY NOTE TO ALL INVESTORS CONCERNING ECONOMIC ASSESSMENTS THAT INCLUDE INFERRED RESOURCES**

The Company currently holds or has the right to acquire interests in an advanced stage exploration project in Nye County, Nevada referred to as the North Bullfrog Project (the “NBP”) and the Mother Lode Project (“MLP” or “Mother Lode”). Mineral resources that are not mineral reserves have no demonstrated economic viability. The preliminary economic assessment included in the Technical Report on the NBP-MLP is preliminary in nature and includes Inferred Mineral Resources that have a great amount of uncertainty as to their existence, and are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. It cannot be assumed that all, or any part, of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies. There is no certainty that such Inferred Mineral Resources at the NBP and MLP will ever be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Investors are cautioned not to assume that all or any part of an Inferred Mineral Resource exists or is economically or legally mineable. Readers should refer to the Technical Report for additional information.

### **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q and the exhibits attached hereto contain “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, as amended, and “forward-looking information” within the meaning of applicable Canadian securities legislation, collectively “forward-looking statements”. Such forward-looking statements concern our anticipated results and developments in the operations of the Company in future periods, planned exploration activities, the adequacy of the Company’s financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as “expects,” “anticipates,” “believes,” “intends,” “estimates,” “potential,” “possible” and similar expressions, or statements that events, conditions or results “will,” “may,” “could” or “should” (or the negative and grammatical variations of any of these terms) occur or be achieved. These forward-looking statements may include, but are not limited to, statements concerning:

- the Company’s strategies and objectives, both generally and in respect of its specific mineral properties;
- the results of the preliminary economic assessment;
- the timing of decisions regarding the timing and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company’s exploration programs, including for the NBP and the MLP;
- the Company’s estimates of the quality and quantity of the Mineral Resources at its mineral properties;
- the timing and cost of planned exploration programs of the Company, and the timing of the receipt of results therefrom;
- the Company’s future cash requirements and use of proceeds of sales;
- general business and economic conditions;
- the Company’s ability to meet its financial obligations as they come due, and the ability to raise the necessary funds to continue operations;
- the Company’s expectation that it will be able to add additional mineral projects of merit to its assets;
- the potential for the existence or location of additional high-grade veins at the NBP, or high-grade mineralization at the MLP;
- the potential to expand Company’s existing deposits and discover new deposits;
- the potential for any delineation of higher grade mineralization at the NBP or MLP;
- the potential for there to be one or more additional vein zones;
- the potential discovery and delineation of mineral deposits/resources/reserves and any expansion thereof beyond the current estimate;
- the potential for the NBP or the MLP mineralization systems to continue to grow and/or to develop into a major new higher-grade, bulk tonnage, Nevada gold discovery;
- the Company’s expectation that it will be able to build itself into a non-operator gold producer with significant carried interests and royalty exposure;
- that the Company will operate at a loss;
- that the Company will need to scale back anticipated costs and activities or raise additional funds;
- that the Company will have to raise substantial additional capital to accomplish its business plan over the next couple of years;
- the estimated reclamation and asset retirement costs;
- the plans related to the potential development of the MLP and the NBP; and
- the NBP and MLP work plans and mine development plan/programs.

Such forward-looking statements reflect the Company's current views with respect to future events and are subject to certain known and unknown risks, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, risks related to:

- our requirement of significant additional capital;
- our limited operating history;
- our history of losses;
- cost increases for our exploration and, if warranted, development projects;
- our properties being in the exploration stage;
- mineral exploration and production activities;
- our lack of mineral production from our properties;
- estimates of Mineral Resources;
- changes in Mineral Resource estimates;
- differences in United States and Canadian Mineral Reserve and Mineral Resource reporting;
- our exploration activities being unsuccessful;
- fluctuations in gold, silver and other metal prices;
- our ability to obtain permits and licenses for production;
- government and environmental regulations that may increase our costs of doing business or restrict our operations;
- proposed legislation that may significantly affect the mining industry;
- land reclamation requirements;
- competition in the mining industry;
- equipment and supply shortages;
- tax issues;
- current and future joint ventures and partnerships;
- our ability to attract qualified management;
- the ability to enforce judgment against certain of our directors;
- currency fluctuations;
- claims on the title to our properties;
- surface access on our properties;
- potential future litigation;
- our lack of insurance covering all our operations;
- our status as a "passive foreign investment company" under US federal tax code; and
- the common shares.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including without limitation those discussed in Part I, Item 1A, Risk Factors, of our Annual Report on Form 10-K, as filed with the SEC on August 8, 2019, which are incorporated herein by reference, as well as other factors described elsewhere in this report and the Company's other reports filed with the SEC.

The Company's forward-looking statements contained in this Quarterly Report on Form 10-Q are based on the beliefs, expectations and opinions of management as of the date of this report. The Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

## **Current Business Activities**

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### **General**

The Company's material mineral properties are the NBP and the MLP, advanced exploration stage projects in Nevada which have a number of high-priority, bulk tonnage and high-grade vein targets (held through Corvus Nevada, a Nevada subsidiary). While exploring the NBP, the Company acquired the MLP in June 2017, which is located approximately 12

miles to the south east of the NBP. The MLP was mined in the late 1980s and has substantial gold mineralization remaining unexploited extending to the north of the existing open pit mine.

The primary focus of the Company will be to leverage its exploration expertise to expand its existing deposits and discover major new gold deposits. Other than with respect to the ongoing exploration of the MLP and NBP, the Company's strategy is to leverage its other non-core assets by maintaining a retained royalty.

Highlights of activities during the period and to the date of this MD&A include:

- The NBP drilling program completed 7,350 m of drilling in 34 holes between June 1, 2019 and mid-September 2019.
- Metallurgical test work on MLP sulphide composites was performed to improve the gold recovery to rougher concentrate. Recovery was increased to 90% in the testing.
- Baseline characterization reports supporting the revised Environmental Assessment ("EA") for MLP were submitted for review by Bureau of Land Management ("BLM") specialists, and minor comments have been received, clearing the way for finalization of the EA.
- The project completed development and execution of a hydrologic study of work from the previous mining at the Daisy Project at MLP and for assessment of potential hydrologic impacts from the Mother Lode exploration project. This includes collection of water quality samples from area wells and springs within 5 miles of the MLP. This work was required by BLM after submission of the first revision of the EA document.
- Baseline characterization activities at the NBP continued with the water quality sampling of some of the springs. The meteorological monitoring report was submitted to the Nevada Department of Environmental Protection ("NDEP") for calendar Q2 2019.
- Pump tests were performed on the Mother Lode water wells (MW-4 and MW-3) and on the Sarcobatus and NB-WW-13 water wells at the NBP. The quarterly production volumes were reported to the State Engineer, Nevada Division of Water Resources ("NDWR").
- Continuations of the North Bullfrog Exploration permit, the North Bullfrog Baseline Characterization Notice of Intent, and the Mother Lode Notice of Intent were requested by BLM, and the Reclamation Cost Estimate was updated and accepted for two year extensions.
- Work to evaluate potential approaches to improve project performance was begun for both NBP and MLP as stand-alone operations.

### **Corporate Financial Activities**

On June 5, 2019, the Company issued 500,000 common shares at a price of \$1.80 per common share to EMX Royalty Corporation for gross proceeds of \$900,000. The Company also completed the sale of the royalties where four non-core Alaskan royalty interests owned by Corvus were sold to EMX Royalty Corporation for a purchase price of \$350,000.

On August 19, 2019, the Company announced the completion of a \$1,300,000 non-brokered private placement, where the Company issued 500,000 common shares at a price of \$2.60 per common share to a key strategic shareholder. Proceeds of the financing are expected to fund an expanded exploration program at both the MLP and NBP.

### **Nevada Properties**

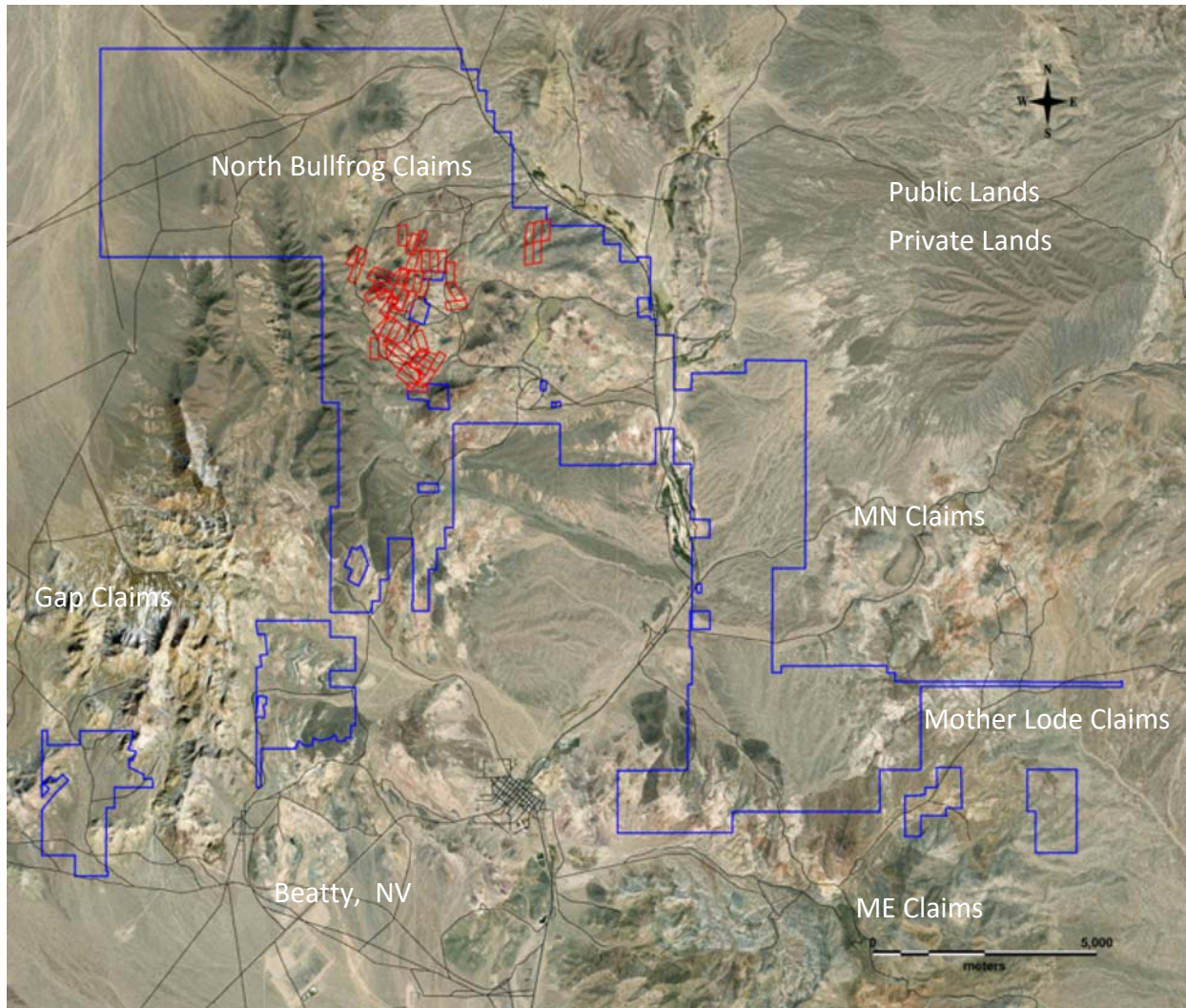
#### ***NBP and MLP***

Our principal mineral properties are the NBP and the MLP, which form a unified gold exploration project (the "NBP-MLP") located in northwestern Nye County, Nevada, in the Northern Bullfrog Hills and Bare Mountains to the east, north and west of the town of Beatty. The NBP-MLP does not have any known proven or probable reserves under SEC Industry Guide 7 and the project is exploratory in nature. The Technical Report is available under Corvus' SEDAR profile at [www.sedar.com](http://www.sedar.com) and EDGAR profile at [www.sec.gov](http://www.sec.gov), which describes the integration of the two properties into a single mining operation. The Technical Report is referred to herein for informational purposes only and is not incorporated herein by reference. The Technical Report contains disclosure regarding Mineral Resources that are not SEC Industry Guide 7 compliant proven or probable reserves. See "Cautionary Note to U.S. Investors Regarding Estimates of Measured, Indicated and Inferred Resources and Proven and Probable Reserves" above.

The following disclosure is derived, in part, and supported by the Technical Report.

The NBP-MLP is located in the Bullfrog Hills and Bare Mountains of northwestern Nye County, Nevada (Figure 1). The NBP covers about 12,707 hectares of patented and unpatented mining claims in Sections 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, and 36 of T10S, R46E; sections 1, 2, 3, 4, 5, 6, 10, 11, 12, 13, 14, 15, 23, 24, 25, 26, 34 and 35

of T11S, R46E; section 30, 31, and 32 of T10S, R47E; and sections 4, 5, 6, 7, 8, 9, 10, 11, 14, 15, 16, 17, 18, 22, 23, 26, 27, 34, 35 and 36 of T11S, R47E, sections 1, 2, 3, 9, 10, 11, 12 and 13 of T12S 47E , sections 2, 3, 4, 5, 6,7, 8, 9, 10, and18 of T12S R46E, sections 7, 8, 9, 16, 17 and 18 of T12S R48E, MDBM. We have a total of nine option/lease agreements in place that give us control of an aggregate of 51 patented lode claims (see Private Lands in Figure 1). Corvus Nevada owns an additional five patented claims (the Millman claims) and a 430 acre property with 1600 acre-feet of water rights located north of NBP in the Sarcobatus hydrographic basin (Basin 146). During 2018, the NBP property was extended to the south by locating the GAP claims, which consist of 190 Federal Lode mining claims extending south from the previous southwest boundary of the NBP, and an additional 65 claims were added to the GAP claims in 2019.



**Figure 1. Property Map showing the Location of the NBP and the MLP with respect to the town of Beatty, NV.**

Studies at the NBP have been focused on the integration of the NBP and the newly acquired MLP into a single mining operation. The Technical Report describing the integrated NBP-MLP dated November 1, 2018 and amended November 8, 2018 is available on SEDAR.

***NBP Drilling Activities***

Exploration drilling was moved from MLP to NBP in May 2019. A total of 7,350 m of drilling was performed from June 1, 2019 to mid-September 2019 with 34 holes completed. These holes tested early stage targets at Cat Hill West, the YellowJacket North Extension, South Jolly Jane and the West Sierra Blanca (“WSB”) target. Initial results of this work are reported in NR19-10 (August 6, 2019).

West Cat Hill is a large, untested alteration system west of the Road Fault. Drilling has revealed a broad stockwork quartz zone which is typical of YellowJacket or Bullfrog mineralization. Drilling at South Jolly Jane has indicated that the



favourable Jolly Jane mineralized horizon extends to the south with potential for resource expansion. In addition, lower plate carbonates that had been altered to jasperoid were intersected that could be an indicator of a sediment hosted system that might underlie most of the NBP gold systems (similar to MLP).

North YellowJacket drilling is testing the potential to extend the YellowJacket vein system to the north. The initial results indicate that the zone is more North-South oriented than previously thought, and warrant further drilling to define the extent of the system.

Drilling at WSB is testing structural zones on the west side of the main Sierra Blanca deposit in previously untested materials. The WSB is characterized by disseminated and fine stockwork quartz and intrusive dikes with similar textures to those at YellowJacket and MLP. Initial results (NR19-10, August 6, 2019) indicate the potential for dike filled structures trending north and will be followed-up with an aggressive program.

Results from the drilling at the Jasperoid and West Air Track targets returned no significant results and no further work is planned during this phase of NBP exploration.

### ***MLP Drilling Activities***

Results from 2019 MLP drilling completed by April 2019, prior to moving the drilling operation to the NBP, were reported in NR19-09 (June 11, 2019). The drilling indicated that the main zone mineralization continues to the north (NR19-08, June 3, 2019), and may have intersected a newly discovered deep zone with high grades and a different geochemical signature. The data contain many of the characteristics of a deeper, hotter system with an intrusive/Carlin signature (NR19-09, June 11, 2019).

### ***Mother Lode Metallurgical Test Program***

Further metallurgical test work has been conducted on Mother Lode sulphide mineralization to increase and maximize the recovery of gold to concentrate. Testing has indicated recovery to rougher concentrates of up to 90%. This test work is ongoing to examine stages to clean the concentrate to reduce mass pull and increase the concentrate grade.

### ***NBP-MLP Project Activities***

#### ***NBP-MLP Project Optimization Studies***

Mining optimization studies are underway to investigate alternative approaches for a district-wide production plan as previously announced in the November 2018 Preliminary Economic Assessment (NR18-19, November 1, 2018). These studies are examining three main areas of optimization as discussed in NR19-12 (September 5, 2019):

- Low Cost and Near-Term Production - improve the start-up plan at both sites to lower initial capex, accelerate production timeline to improve financial performance and reduce project risk;
- Improved Sulphide Processing – expand metallurgical processing options for high-grade Mother Lode sulphide mineralization with lower capex and opex while maintaining high gold recovery;
- Increase Mineral Resource Base – expand the mineral resource base at both the NBP and MLP and evaluate their ability to operate as stand-alone mines.

At the NBP, these studies are evaluating start-up of production based on the higher grade, Phase I resource using a gravity-processing plant followed by agglomeration of the gravity tail onto heap leach material for final gold recovery via heap leaching. A second phase, Phase II, would extract the remaining heap leach resource at substantially higher production rates, and be financed by the Phase I mining.

At the MLP, the studies are evaluating alternative processing approaches with potential for reduced capital investment in the process plant and lower operating cost. Those options include bio-oxidation of heap leach material with subsequent removal to a heap leach pad for gold recovery, or a biox mill facility,

### **NBP Activities**

Monitoring programs to develop baseline characterization data for support of future permitting activities continued during the period.

The Company operated a meteorological monitoring station at NBP and submitted the report for calendar Q2 2019 to the NDEP in July of 2019.

Quarterly pump tests of the Sarcobatus water well and the water production well (NB-WW-13) were performed in June 2019 and the production volumes reported to NDWR. Drill water at the NBP is being produced from NB-WW-13 in the NW corner of NBP, and production volumes are being reported monthly to NDWR. The extraction point for the entire Sarcobatus water resource has been transferred to the NBP on a temporary basis to support the mining project.

### MLP Activities

The Company has received comments on the MLP EA baseline characterization reports from BLM. The comments are minor and finalization of the previously submitted EA document is underway.

BLM required the completion of a baseline characterization study on water resources associated with the wells and springs within five miles of the MLP project site. A water quality sampling program was designed and conducted during August 2019, along with a review of historical water quality and hydrologic testing data from the Daisy Project mining in 1994-1996. A baseline hydrologic report was completed and submitted to BLM for review and inclusion in the EA document.

A Right-of-Way document was developed to acquire access permission for use of the Fluorspar Canyon Road from Highway 95 east to the MLP project site and to the water production wells, MW-3, MW-4 and PW-2.

The NDWR permit for MLP drill water and for dust suppression along the Fluorspar Canyon Road was submitted for a 1 year renewal period beginning in September 2019. Quarterly pump tests were conducted at wells MW-3 and MW-4, and the production volumes were reported to NDWR in June 2019.

### **Qualified Person and Quality Control/Quality Assurance**

Jeffrey A. Pontius (CPG 11044), a qualified person as defined by NI 43-101, has supervised the preparation of the scientific and technical information that forms the basis for the disclosure in this Report on Form 10-Q (other than the Mother Lode Mineral Resource estimate) and has reviewed and approved the disclosure herein. Mr. Pontius is not independent of the Company, as he is the Chief Executive Officer and President and holds common shares and incentive stock options in Corvus.

Carl E. Brechtel (Colorado PE 23212, Nevada PE 008744 and Registered Member 353000 of SME), a qualified person as defined by NI 43-101, has coordinated execution of the technical work and has reviewed and approved the disclosure in this Report on Form 10-Q related thereto. Mr. Brechtel is not independent of the Company, as he is the Chief Operating Officer and holds Common Shares and incentive stock options in Corvus.

The work program at the MLP was designed and supervised by Mark Reischman, Corvus' Nevada Exploration Manager, who is responsible for all aspects of the work, including the quality control/quality assurance program. On-site personnel at the project log and track all samples prior to sealing and shipping. Quality control is monitored by the insertion of blind certified standard reference materials and blanks into each sample shipment. All resource sample shipments are sealed and shipped to American Assay Laboratories in Reno, Nevada, for preparation and assaying.

Assaying for the MLP holes has been performed by American Assay Laboratories ("AAL") in Sparks, Nevada. Corvus has no business relationship with AAL beyond being a customer for analytical services. The Sparks laboratory is Standards Council of Canada, Ottawa, Ontario Accredited Laboratory No. 536 and conforms with requirements of CAN-P-1579, CAN-P-4E (ISO/IEC 17025:2005).

Check assaying has been performed by Bureau Veritas North America ("BV", formerly Inspectorate America Corporation), in Sparks Nevada and Vancouver, Canada, and ALS Minerals Laboratories ("ALS Minerals"), in Sparks, Nevada. Corvus has no business relationship with BV or ALS Minerals beyond being a customer for analytical services. The BV laboratory is Accredited Laboratory No. 720 and conforms to requirements of CAN-P-1579, CAN-P-4E (ISO 9001:2008) and ALS is Accredited Laboratory No. 660 and conforms to requirements of CAN-P-1579, CAN-P-4E (ISO/IEC 17025:2005).

Mr. Scott E. Wilson, CPG (10965), Registered Member of SME (4025107) and President of Resource Development Associates Inc., is an independent consulting geologist specializing in Mineral Reserve and Mineral Resource calculation reporting, mining project analysis and due diligence evaluations. He has acted as the Qualified Person, as defined in NI 43-101, for the Mineral Resource estimate and the Technical Report. Mr. Wilson has over 29 years of experience in surface mining, resource estimation and strategic mine planning. Mr. Wilson and Resource Development Associates Inc. are independent of the Company under NI 43-101. Mr. Wilson, a Qualified Person, has verified the data underlying the information disclosed herein by reviewing the reports of AAL and all procedures undertaken for QA/QC. All matters were consistent and accurate accordingly to his professional judgment. There were no limitations on the verification process.

For additional information on the NBP-MLP, including information relating to exploration, data verification and the Mineral Resource estimates, see the Technical Report, which is available under Corvus' SEDAR profile at [www.sedar.com](http://www.sedar.com) and EDGAR profile at [www.sec.gov](http://www.sec.gov). The Technical Report is referred to herein for informational purposes only and is not incorporated herein by reference. The Technical Report contains disclosure regarding Mineral Resources that are not Guide 7 compliant proven or probable reserves, see "Cautionary Note to U.S. Investors Regarding Estimates of Measured, Indicated and Inferred Resources and Proven and Probable Reserves" above.

## **Results of Operations**

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### **Three months ended August 31, 2019 Compared to Three months ended August 31, 2018**

For the three months ended August 31, 2019, the Company had a net loss of \$2,935,406 compared to a net loss of \$2,442,448 in the comparative period of the prior year. Included in net loss was \$795,757 (2018 - \$164,368) in stock-based compensation charges which is a result of stock options granted during the period and previously granted stock options which vested during the period. Stock-based compensation in the current period comprised of stock options granted on July 31, 2017, November 19, 2018, April 9, 2019 and June 13, 2019 which vested during the period. The prior period comparative had stock-based compensation arising from stock options granted on September 15, 2016 and July 31, 2017 which vested during the comparative period of the prior year. The increase in loss of \$492,958 in the three month period of the current year was due to a combination of factors discussed below.

The exploration expenditures decreased to \$1,394,155 (2018 - \$1,653,100) mainly due to decrease in exploration in the current period while the Company worked on securing additional financing. This was offset by an increase in stock-based compensation charges of \$67,967 during the current period compared to \$14,298 in the comparative period of the prior year. Management expects increases in exploration costs over prior periods are likely to continue in the immediate future periods as the Company secured further financing in August 2019.

Consulting fees increased to \$443,107 (2018 - \$140,695) mainly due to an increase in stock-based compensation charges of \$373,424 during the current period compared to \$75,445 in the comparative period of the prior year.

Investor relations expenses increased to \$334,513 (2018 - \$217,671) mainly due to an increase in advertising and marketing during the current period as part of the Company's efforts to secure additional financing and financial advisory fees incurred. There was also an increase in stock-based compensation charges of \$106,843 during the current period compared to \$22,534 in the comparative period of the prior year.

Professional fees increased to \$77,089 (2018 - \$56,163) mainly due to an increase in the audit-related fees and legal fees as the Company prepares for a transition in its filing status, and an increase in stock-based compensation charges of \$5,919 during the current period compared to \$1,821 in the comparative period of the prior year.

Regulatory expenses increased to \$61,087 (2018 - \$42,288) mainly due to an increase in the base and variable fee paid to the TSX in the current period which was based on the Company's market capitalization.

Other expense categories that reflected only moderate change period over period were administration expenses of \$107 (2018 - \$106), insurance expenses of \$55,698 (2018 - \$51,629), office expenses of \$26,732 (2018 - \$23,408), rent expenses of \$14,141 (2018 - \$18,207) and travel expenses of \$43,391 (2018 - \$38,229).

Other items amounted to a loss of \$26,548 compared to an income of \$59,940 in the prior period. There was an increase in foreign exchange loss of \$42,614 (2018 - gain of \$44,640), which was the result of factors outside of the Company's control and an increase in interest income and expenses of \$16,066 (2018 - \$15,300) as a result of more investment in cashable GIC's during the current period net of interest expenses.

### **Liquidity and Capital Resources**

The Company has no revenue generating operations from which it can internally generate funds. To date, the Company's ongoing operations have been financed by the sale of its equity securities by way of public offerings, private placements and the exercise of incentive stock options and share purchase warrants. The Company believes that it will be able to secure additional private placements and public financings in the future, although it cannot predict the size or pricing of any such financings. In addition, the Company can raise funds through the sale of interests in its mineral properties, although current market conditions have substantially reduced the number of potential buyers/acquirers of any such interest(s). This situation is unlikely to change until such time as the Company can develop a bankable feasibility study on one of its projects. When



acquiring an interest in mineral properties through purchase or option, the Company will sometimes issue Common Shares to the vendor or optionee of the property as partial or full consideration for the property interest in order to conserve its cash.

The condensed interim consolidated financial statements have been prepared on a going concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future within one year from the date the condensed interim consolidated financial statements are issued. There is substantial doubt upon the Company's ability to continue as going concern, as explained below and in the condensed interim consolidated financial statements.

The Company has sustained significant losses from operations, has negative cash flows and has an ongoing requirement for capital investment to explore its mineral properties. Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans for the 12 months from the date the condensed interim consolidated financial statement are issued.

The Company reported cash and cash equivalents of \$4,325,128 as at August 31, 2019 compared to \$4,145,085 as at May 31, 2019. The change in cash position was the net result of \$1,969,836 used for operating activities, \$4,861 used for lease liabilities payments, and \$2,183,372 received from the private placements of common shares in June 2019 and August 2019 (net of share issue costs) during the period ended August 31, 2019.

As at August 31, 2019, the Company had working capital of \$4,265,957 compared to working capital of \$4,204,082 as at May 31, 2019. On June 5, 2019, the Company closed a non-brokered private placement equity financing and issued 500,000 common shares at a price of \$1.80 per share for gross proceeds of \$900,000 and sold its non-core Alaskan royalty interests for a purchase price of \$350,000, before legal fees. On August 19, 2019, the Company closed a private placement equity financing and issued 500,000 common shares at a price of \$2.60 per common share for gross proceeds of \$1,300,000.

The Company expects that it will operate at a loss for the foreseeable future and believes the current cash and cash equivalents will be sufficient for it to maintain its currently held properties, and fund its currently anticipated general and administrative costs until March 2020. Following March 2020, the Company will need to scale back anticipated activities and costs or raise additional financing to fund operations through the year ending May 31, 2020. The Company's current anticipated operating expenses are \$3,240,000 until March 31, 2020 and \$3,760,000 until May 31, 2020. The Company's anticipated monthly burn rate averages approximately \$463,000 for September 2019 to March 2020, where approximately \$365,000 is budgeted for administrative purposes and approximately \$99,000 is for planned exploration expenditures and holding costs for the NBP and the MLP. From September 2019 to May 2020, the Company's anticipated monthly burn rate averages approximately \$418,000, of which \$332,000 is budgeted for administrative purposes and approximately \$86,000 is for planned exploration expenditures and holding costs for the NBP and the MLP. In any event, the Company will be required to raise additional funds, again through public or private equity financings, prior to the end of March 2020 in order to continue in business. Should such financing not be available in that time-frame, the Company will be required to reduce its activities and will not be able to carry out all of its presently planned exploration and, if warranted, development activities at the NBP and the MLP on its currently anticipated scheduling.

Despite the Company's success to date in raising significant equity financing to fund its operations, there is significant uncertainty that the Company will be able to secure any additional financing in the current or future equity markets. See "Risk Factors – We will require additional financing to fund exploration and, if warranted, development and production". Failure to obtain additional financing could have a material adverse effect on our financial condition and results of operation and could cast uncertainty on our ability to continue as a going concern. The quantity of funds to be raised and the terms of any proposed equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Specific plans related to the use of proceeds will be devised once financing has been completed and management knows what funds will be available for these purposes. Due to this uncertainty, if the Company is unable to secure additional financing, it may be required to reduce all discretionary activities at the NBP and the Mother Lode Property to preserve its working capital to fund anticipated non-discretionary expenditures beyond the 2021 fiscal year.

The Company has no exposure to any asset-backed commercial paper. Other than cash held by its subsidiaries for their immediate operating needs in Alaska and Nevada, all of the Company's cash reserves are on deposit with a major Canadian chartered bank. The Company does not believe that the credit, liquidity or market risks with respect thereto have increased as a result of the current market conditions. However, in order to achieve greater security for the preservation of its capital, the Company has, of necessity, been required to accept lower rates of interest, which has also lowered its potential interest income.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

## **Environmental Regulations**

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for future removal and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable. The Company's policy is to meet or, if possible, surpass standards set by relevant legislation by application of technically proven and economically feasible measures.

## **Certain U.S. Federal Income Tax Considerations for U.S. Holders**

The Company has been a "passive foreign investment company" ("PFIC") for U.S. federal income tax purposes in recent years and expects to continue to be a PFIC in the future. Current and prospective U.S. shareholders should consult their tax advisors as to the tax consequences of PFIC classification and the U.S. federal tax treatment of PFICs. Additional information on this matter is included in the Company's Annual Report on Form 10-K as filed with the SEC on August 8, 2019, under "Certain United States Federal Income Tax Considerations".

## **Emerging Growth Company Status**

We qualify as an "emerging growth company" as defined in Section 101 of the Jumpstart our Business Startups Act ("JOBS Act") as we do not have more than \$1,000,000,000 in annual gross revenue and did not have such amount as of May 31, 2019, being the last day of our last fiscal year.

We may lose our status as an emerging growth company on May 31, 2020, the last day of our fiscal year following the fifth anniversary of the date of the first sale of common equity securities pursuant to an effective registration statement.

As an emerging growth company, we are exempt from Section 404(b) of the Sarbanes-Oxley Act of 2002 and Section 14A (a) and (b) of the Exchange Act. Such sections are provided below:

- Section 404(b) of the Sarbanes-Oxley Act of 2002 requires a public company's auditor to attest to, and report on, management's assessment of its internal controls.
- Sections 14A(a) and (b) of the Exchange Act, implemented by Section 951 of the Dodd-Frank Act, require companies to hold shareholder advisory votes on executive compensation and golden parachute compensation.

As long as we qualify as an emerging growth company, we will not be required to comply with the requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002 and Section 14A(a) and (b) of the Exchange Act, we may however determine to voluntarily comply with such requirements in our discretion.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.