

Westhaven Gold Corp.
(Formerly Westhaven Ventures Inc.)

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION & ANALYSIS

Year ended December 31, 2020

Dated as of April 22, 2021

For the year ended December 31, 2020

Dated April 22, 2021

This Management's Discussion and Analysis ("MD&A") for Westhaven Gold Corp. (formerly Westhaven Ventures Inc.) (the "Company" or "Westhaven") has been prepared by management and reviewed and approved by the Audit Committee. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements of the Company and notes thereto, for the years ended December 31, 2020, and December 31, 2019. The information provided herein supplements but does not form part of the financial statements. This discussion covers the year and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

As of January 1, 2011, the Company adopted International Financial Reporting Standards ("IFRS"). The financial statements for the year ended December 31, 2020, have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

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

Forward-looking Statements

Certain sections of this MD&A may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of April 22, 2021.

Westhaven Overview

Westhaven is focused on grassroots exploration with a view to discovering the next generation of economic gold deposits. For a plethora of economical and geological reasons, fewer and fewer discoveries have been made in recent years. This means that new economic gold discoveries should be in high demand and command significant values.

The Company is advancing its Shovelnose, Skoonka, Skoonka North and Prospect Valley gold-silver properties, all are in the Spences Bridge Gold Belt (the "SBGB"), in British Columbia, Canada.

The SBGB projects overview:

- Large land package (37,000 hectares (ha)) on underexplored gold belt.*
- District-scale potential.*
- 100% ownership of claims.*
- Low-cost exploration.*
- Close proximity to power and rail.*
- Road accessible and close to major highways.*
- Close proximity to producing mines and expertise.*

Company Overview

Westhaven is a junior exploration company that is focused on the acquisition, exploration, and development of resource properties.

To date the Company has not generated significant revenues and is considered to be in the exploration stage. Continued operations of the Company are dependent on the Company's ability to complete equity financings or generate profitable operations in the future.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

On January 13, 2021, the Company announced that it had entered into an agreement with Raymond James Ltd. (the "Underwriter"), to which the Underwriter has agreed to purchase 14,300,000 units of the Company at a price of \$0.70 per unit, representing total gross proceeds of \$10-million. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$1.00 per share for a period of two years after closing.

On January 14, 2021, it was announced that the size of the offering has increased to 18,590,000 units for total gross proceeds of \$13-million.

The Company had agreed to grant the Underwriter an option, exercisable, in whole or in part, at the sole discretion of the Underwriter, at any time for a period of 30 days from, and including, the closing of the offering, to purchase from the Company up to an additional 15% of the units sold under the offering, on the same terms and conditions of the offering, to cover overallotments, if any, and for market stabilization purposes.

On March 3, 2021, the Company announced that it had closed the previously announced bought deal financing. The Underwriter had chosen to exercise the 15% overallotment option resulting in gross proceeds of \$14,964,950 having issued 21,378,500 units of the Company. The Underwriter was paid a cash commission of \$897,897 from the gross proceeds.

Each whole warrant entitles the holder to purchase one share at a price of \$1.00 per share and will expire on March 3, 2023. These warrants have been listed and will trade on the TSX Venture Exchange with the symbol WHN.WT.

During the 4th quarter, 2020, 2,200,000 options were exercised taking the shares outstanding from 102,622,409 to 104,822,409 as of December 31, 2020.

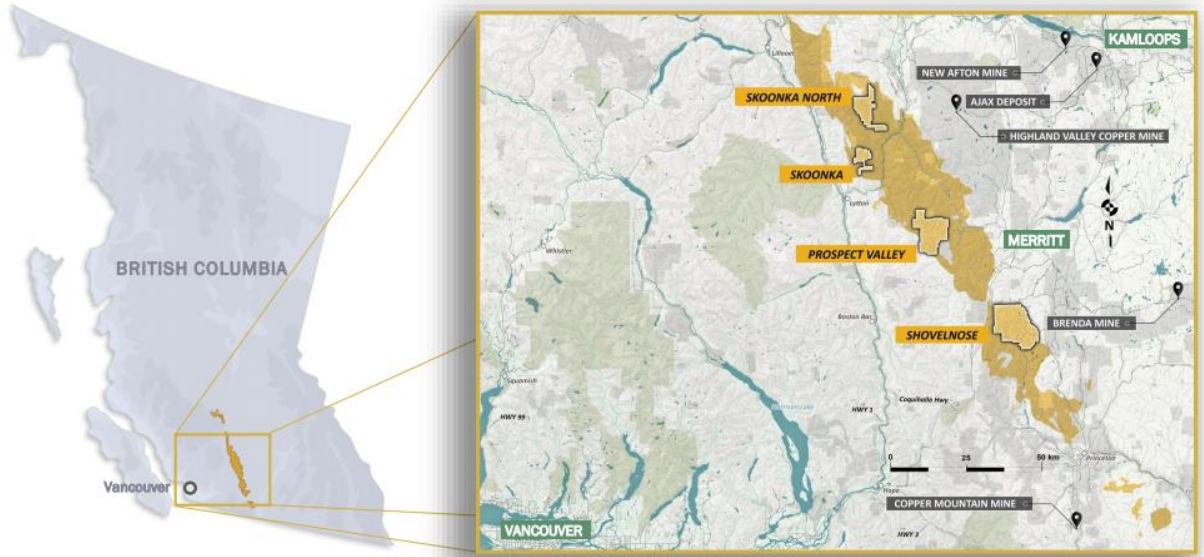
In 2020, Westhaven completed its largest exploration and drilling program ever at the Shovelnose gold property. The company conducted an extensive program of step out drilling northward from the Tower zone, along the inferred trend of Vein zone 1, and discovered the FMN zone. Along with this program, prospecting discovered the Franz zone outcrops (one sample running 51.1g/t gold (Au) with 165g/t silver (Ag) and a second sample that ran 34.9g/t Au with 120g/t Ag). Follow-up drilling of both these zones has been 2 encouraging (hole SN20-139 at FMN, 19.9m of 2.62g/t Au with 139.75g/t Ag and hole SN20-101 at Franz, 7.8m of 14.84g/t Au with 40.68g/t Ag).

This mineralized trend remains open to the northwest and southeast. Approximately four kilometres east of the South zone is the Romeo area where epithermal quartz breccias in rhyolite flows have been found coincidental to anomalous soil geochemistry. The magnetic lineament here roughly parallels the Vein 1 trend between the South zone and the Franz zone.

Drilling resumed on February 4, 2021 at the Shovelnose gold property with a drill at starting at the FMN zone. This drill is currently carrying along trend towards the Franz zone. Westhaven plans to complete an independent maiden resource on the South zone in 2021. Drilling began at the South zone on February 18, 2021 with a view to exploration and infill drilling testing both on the periphery of previous drilling as well as tightening spacing where required. Westhaven is planning approximately 40,000 metres of diamond drilling, the majority focused on exploration targets, including those generated from CSAMT and DC resistivity surveys completed in 2020.

Spences Bridge Gold Belt

The SBGB is 110 kilometres (km) northwest-trending belt of intermediate to felsic volcanic rocks dominated by the Cretaceous Spences Bridge group. Exploration in the belt only began in 2001 when prospector Edward Balon, P.Geol, technical advisor to Westhaven, began by following up on a Regional Geochemical Survey (RGS) anomalies. These relatively underexplored volcanic rocks are highly prospective for epithermal style gold mineralization. In the mid-19th century, coarse placer gold was discovered near the mouth of the Nicoamen and Fraser rivers. This discovery sparked a gold rush that attracted an estimated 20,000 prospectors to the area.



Westhaven owns a 100%-interest in 4 properties covering over 37,503ha within the prospective SBGB, which is situated within a geological setting like those which host other significant epithermal gold-silver systems. Talisker Resources Ltd. and Westhaven have a combined control of 86% of the SBGB (225,000ha). Any ground staked by Talisker within 5 km of Westhaven's existing projects is subject to a 2.5% Net Smelter Royalty ("NSR"). In addition, Westhaven has a 30-day Right of First Refusal on any properties outside this 5 km radius.

2020 Exploration Activities

Shovelnose Gold Property

The Shovelnose gold property is located near the southern end of the SBGB, approximately 30km south of Merritt, British Columbia. The property is accessible by the Coquihalla Highway (BC Provincial Highway #5) at the Coldwater exit, then by a series of logging roads to the northern and southern portions of the property. The property currently consists of 32 contiguous mineral claims encompassing 17,625 ha. Westhaven has a 100% interest in this property subject to a 2% NSR.

From 2011 and up to the end of 2019, there were 118 drill holes completed (2 were abandoned in overburden) for a cumulative total of 40,061m, in five separate target areas; the Line 6 Zone, Mik Zone, Tower Zone, Alpine Zone and South Zone.

The Shovelnose gold property has a strategic advantage with regards to location as the property is situated off a major highway, in close proximity to power, rail, large producing mines, and within commuting distance from the city of Merritt, which translates into low cost, year-round exploration.

Shovelnose Property 2020 Exploration

As a result of systematic exploration completed in 2019, Westhaven identified several target areas that share similar characteristics to the South Zone which have been prioritized for drilling in 2020. In February 2020, Westhaven initiated a drill program with the focus of testing these exploration targets.

On August 20, 2020, the Company provided an exploration update which included the announcement of a newly discovered 80 x 20m quartz outcrop (Franz Zone) of white to gray, opaque, colloform-banded chalcedony veins hosted in rhyolite one km northwest of the FMN target.

On August 26, 2020, Westhaven announced grab sample assays of up to 51.10 g/t Au and 165 g/t Ag from the newly discovered Franz Zone.

The newly discovered Franz vein zone is located approximately ~2.8km from the high-grade gold discovery at the South Zone. The Franz vein zone outcrops at an elevation of 1285m, and confirms the productive, dominantly rhyolite hosted gold-silver bearing horizon at South Zone is also preserved here. This outcrop, may represent the northwestward continuation of Vein Zone 1, suggesting a total strike length of at least 3.7km for the zone.

On September 24, 2020, Westhaven announced high-grade gold drill results from the Franz zone including 7.78m of 14.84 g/t Au and 39.40 g/t Ag from drill hole SN20-101.

On October 19, 2020, the company reported additional assays from the ongoing drill program including:

- SN20—108
 - (37.09 – 71.17m): 34.08m of 2.07 g/t Au and 16.50 g/t Ag.
 - Including: 13.10m of 4.86 g/t Au and 31.57 g/t Ag.
 - Including: 2.54m of 16.88 g/t Au and 99.28 g/t Ag.

- SN20—107
 - (24.50 – 32.00m): 7.50m of 1.93 g/t Au and 23.60 g/t Ag.
 - Including: 4.00m of 3.15 g/t Au and 31.80 g/t Ag.

- SN20—102
 - (51.10 – 54.45m): 3.35m of 5.04 g/t Au and 24.02 g/t Ag.

- Including: 1.80m of 8.06 g/t Au and 34.47 g/t Ag.

These drill results confirm the presence of high-grade gold mineralization encountered in surface grab samples collected on the Franz Zone also exists at depth. This vein zone remains open along strike.

On December 14, 2020, Westhaven announced it had drilled 5.50 metres of 4.58 g/t Au and 267.40 g/t Ag at the FMN zone. The FMN zone is the third gold zone discovered since the initial high-grade gold discovery at South Zone in late 2018 (SN18-14: 17.70m of 24.50 g/t Au) and the recent discovery at Franz Zone which reported 7.78m of 14.84 g/t Au in September of this year.

The FMN target represents the northwestward extension of Vein Zone 1 from the Tower/Mik and South zones. Quartz veining comprising Zone 1 has now been traced continuously from South Zone through FMN for 2.8 kilometres of strike. Vein Zone 1 remains open to the northwest where stronger mineralization is now being intersected. Hole SN20-139 for example, encountered 3.67 g/t Au and 209.04 g/t Ag over 10.44m. This intersection is centred at 1200m elevation, the same level at which stronger mineralization at South Zone occurs. Follow-up step-outs to the northwest have intersected Vein Zone 1 at shallower depths, such as in hole SN20-147, collared 90m northwest of hole 139, which intersected 35m of colloform/crustiform banded cm to metre-scale quartz/chalcedony veins centred at 1330m elevation. Follow-up drilling will continue northwest into the untested 700m long gap between FMN and Franz targets.

Westhaven completed 43,268 metres of diamond drilling in 2020 at the Shovelnose property.

Skoonka Creek Property 2020 Exploration

Westhaven announced on August 10, 2020, that it was preparing to initiate its inaugural diamond drilling program at its 100% controlled 2,784ha Skoonka Creek Gold Property.

Due to the discovery of the Franz zone at the Shovelnose gold property, the Skoonka drill program was postponed until 2021.

Prospect Valley Property 2020 Exploration

Westhaven announced on October 13, 2020, that it had commenced a ground geophysics program on its 10,927ha Prospect Valley gold property, located approximately 25km west of Merritt, British Columbia.

Westhaven has engaged Scott Geophysics Limited of Vancouver, B.C. to conduct a 244-line kilometre ground magnetic survey at its Prospect Valley gold property. The purpose of this ground geophysics program is to extend coverage to the south of the Discovery Zone and better define potential structural trends.

The property consists of 21 contiguous, road accessible mineral claims that collectively encompass approximately 10,927ha. The first reported gold-bearing epithermal mineralization was discovered during 2001-2002 when, at what has become known as the Bonanza Target, numerous occurrences of mineralized quartz vein and breccia float were found over a two square kilometre area straddling "Bonanza Creek", upstream from a 150 ppb Au-in-silt anomaly reported in 1994 from an earlier government Regional Geochemical Survey. The best sample ran 43.34 g/t Au, but the source(s) for all of the vein float occurrences in this area remains to be determined under extensive and locally thick overburden cover.

The Bonanza Target, Discovery Zones and Northeast Extension areas are aligned along a north-northeast trend and are hypothesized to be related to a multi-kilometre scale fault system extending across the property.

Property Ownership and Commitments

Shovelnose Property, British Columbia, Canada

In January 2011, the Company signed an option agreement (the “Shovelnose Agreement”) with Strongbow Exploration Inc. (“Strongbow”) whereby the Company can earn up to a 70% interest in the Shovelnose Gold Property, a mineral claim near Merritt, British Columbia, staked by Strongbow in 2005 and 2008. A director of the Company is also a director of Strongbow.

Under the terms of the Shovelnose Agreement, the Company would earn an initial 51% interest in the Shovelnose Gold Property by issuing a total of 300,000 common shares (issued) to Strongbow and incurring \$1,500,000 (\$750,000 incurred) in exploration expenditures on the property.

On September 1, 2015, the Company entered into a new purchase agreement with Strongbow to acquire 100% of the Shovelnose Gold Property replacing the January 2011 agreement. Under the terms of the new agreement the Company acquired a 100% interest in the property by issuing 2,000,000 common shares (issued upon completion of the new agreement). In addition, Strongbow was granted a 2% net smelter returns royalty (“NSR”) on the property. The Company will retain the right to reduce the NSR to 1% by paying Strongbow \$500,000 at any time prior to the commencement of commercial production.

On May 8, 2019, Strongbow transferred ownership of the NSR to Osisko Gold Royalties Ltd. “Osisko” in exchange for the settlement of a debt owing to Osisko of \$1.5 million. The terms and rights under the NSR now held by Osisko remain unchanged.

Prospect Valley Property, British Columbia, Canada

On September 21, 2015, the Company entered into an option and purchase agreement with Green Battery Minerals Inc. (“Green Battery”) to acquire a 70% interest the Prospect Valley Gold Property near Merritt. The Company paid \$20,000 to Green Battery upon signing as per the terms of the agreement. On October 22, 2015, the Company exercised the option by making a second and final payment of \$80,000 and issued 500,000 common shares. The common shares have a hold period of five years.

On February 16, 2016, the Company acquired the remaining 30% interest in the Property for a cash payment of \$40,000 and the issue of 500,000 common shares. The common shares have a hold period of five years.

Skoonka Creek Property, British Columbia, Canada

On May 24, 2017, the Company signed a purchase agreement with Strongbow Exploration Inc. (“Strongbow”), and Almadex Minerals Ltd. (“Almadex”), to acquire 100% interest in the Skoonka Creek gold property, located within the prospective SBGB, British Columbia. Under the terms of the agreement the Company issued 2,000,000 common shares (issued on May 30, 2017) at a price of \$0.09 per share. Almadex retains its original net smelter royalty of 2% from future production.

Skoonka North Property, British Columbia, Canada

In May 2018, the Company staked an additional gold mineral property, Skoonka North, within the SBGB, British Columbia for total acquisition costs of \$10,793.

Realization

The Company's investment in and expenditures on the mineral property interests comprise a substantial portion of the Company's assets. Realization of the Company's investment in the assets is dependent on establishing legal ownership of the property interests, on the attainment of successful commercial production or from the proceeds of its disposal. The recoverability of the amounts shown for the mineral property interests is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the property interests, and future profitable production or proceeds from the disposition thereof.

Title and environmental

Although the Company has taken steps to verify the title to mineral properties in which it has or had a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

Selected Annual Financial Information

The following selected financial data is derived from the audited financial statements prepared in accordance with IFRS.

	Year Ended December 31, 2020	Year Ended December 31, 2019	Year Ended December 31, 2018
Total Revenue (Interest):	\$60,524	\$20,870	\$593
Loss Before Other Items:	(\$1,368,908)	(\$1,690,233)	(\$3,023,413)
Premium on flow-through shares:	\$358,741	\$0	\$0
Net Income/(Loss):	(\$949,643)	(\$1,669,363)	(\$3,022,820)
Net Income/(Loss) per Common Share, Basic and Diluted:	(\$0.01)	(\$0.02)	(\$0.04)
Total Assets:	\$18,721,408	\$14,081,043	\$5,300,237
Total Long-Term Liabilities:	\$1,049,795	\$413,799	\$0
Dividends Paid/Payable:	\$0	\$0	\$0

Results of Operations

The Company is in the business of mineral resources exploration and does not generate any revenues from operations, with the exception of interest earned on its cash investments.

Expenses are largely driven by the work accomplished by Westhaven in any given year. Westhaven grew significantly in 2020 vs 2019 as the work increased dramatically. For example, in 2019 the Company completed 21,849m of diamond drilling. In 2020 the Company completed 43,268m of diamond drilling.

The Company recorded a net loss of \$949,643 for the year ended December 31, 2020 compared to a net loss of \$1,669,363 for the year ended December 31, 2019. A significant non-cash expense experienced in 2019 but not experienced in 2020 was \$685,389 attributed to share-based payments, specifically options granted during 2019. During the year ended December 31, 2020, the Company capitalized share-based payments of \$464,559 as the work related entirely to the Company's Shovelnose Gold Property.

Salary and benefits increased to \$614,588 (2019-\$166,711) as the Company continues to grow its personnel. Management consultation fees fell to \$0 (2019-\$300,000) as management have become employees of the Company whereas before management were contracted to the company.

The Company experienced Professional fees of \$163,682 (2019-\$49,139); Regulatory and filing fees of \$51,656 (2019-\$45,571); and General and administrative fees of \$69,139 (2019-\$77,966). To accommodate the Company's growth, Westhaven rented new facilities in Merritt which increased rents from \$34,143 in 2019 to \$90,662 in 2020. Due to COVID related travel restrictions, travel expenses fell in 2020 from \$132,756 in 2019 to \$47,172. Advertising and promotions grew from \$160,173 in 2019 to \$284,400 in 2020 as the Company expanded its activities to create awareness of the Company and its properties.

Mineral Properties

Amounts capitalized as mineral property costs are as follows:

	Shovelnose Gold Property	Prospect Valley Property	Skoonka Creek Property	Skoonka North Property	Total
Balance, December 31, 2018	\$ 3,269,216	\$ 684,090	\$ 255,170	\$ 99,252	\$ 4,307,728
Deferred exploration costs					
Acquisition costs	3,644	-	-	-	3,644
Geological and assays	1,729,677	-	3,666	-	1,733,343
Drilling	2,616,512	-	-	-	2,616,512
Lab fees	716,333	-	-	-	716,333
Total additions during the year	5,066,166	-	3,666	-	5,069,832
BCMETS (mining tax credits)	(1,436,750)	-	-	-	(1,436,750)
Net change during the year	3,629,416	-	3,666	-	3,633,082
Balance, December 31, 2019	6,898,632	684,090	258,836	99,252	7,940,810
Deferred exploration costs					
Acquisition costs	80,946	1,822	707	326	83,801
Geological and assays	2,314,252	72,598	9,446	-	2,396,298
Drilling	5,965,560	-	3,484	-	5,969,044
Lab fees	1,063,867	-	-	-	1,063,867
Share-based payments	464,559	-	-	-	464,559
Amortization	91,676	-	-	-	91,676
Total additions during the period	9,980,862	74,420	13,637	326	10,069,245
BCMETS (mining tax credits)	(2,053,074)	(15,991)	(2,848)	-	(2,071,913)
Net change during the year	7,927,788	58,429	10,789	326	7,997,332
Balance, December 31, 2020	\$ 14,826,420	\$ 742,519	\$ 269,625	\$ 99,578	\$15,938,142

Westhaven benefits from the British Columbia Mining Exploration Tax Credit (METC), which is a permanent incentive to support investment in mining. The METC is a refundable British Columbia income tax credit for eligible individuals and corporations conducting grassroots mineral exploration in British Columbia and is worth 30 per cent of qualified mining exploration expenditures. In 2020 Westhaven incurred qualifying exploration expenses allowing it to claim \$2,071,913 METC vs \$1,436,750 in 2019.

Summary of Quarterly Results

	3 Months Ending December 31, 2020	3 Months Ending September 30, 2020	3 Months Ending June 30, 2020	3 Months Ending March 31, 2020	3 Months Ending December 31, 2019	3 Months Ending September 30, 2019	3 Months Ending June 30, 2019	3 Months Ending March 31, 2019
Total Revenue	\$10,511	\$30,598	\$12,524	\$6,891	\$904	\$13,975	\$3,427	\$2,564
Loss before other items:	(\$324,408)	(\$352,946)	(\$294,479)	(\$397,075)	(\$945,946)	(\$372,728)	(\$179,428)	(\$192,131)
Premium on flow-through shares	-	\$358,741	-	-	-	-	-	-
Net Gain /(Loss):	(\$313,897)	\$36,393	(\$281,955)	(\$390,184)	(\$1,303,783)	(\$12)	(\$176,001)	(\$189,567)
Gain/(Loss) per Common Share, Basic and Diluted	(\$0.00)	\$0.00	(\$0.00)	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)
Loan payable:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Dividends Paid/Payable:	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

Results of Operations

For the 3-month period ended December 31, 2020, the Company recorded a net loss of \$313,897 vs a net loss of \$1,303,783 in 2019 for the same period. Of the \$1,303,783 net loss in 2019, \$582,897 can be attributed to the non-cash share-based payments expense related to a 1,300,000 options grant with an exercise price of \$0.85 announced in December 2019.

In the fourth quarter 2019, Westhaven completed a non-brokered private placement and sought to obtain Depository Trust Company (“DTC”) eligibility for its securities. An “eligible security” is one that is freely tradable and fungible and is otherwise qualified to be held at DTC and traded and serviced through DTC’s electronic book-entry system. These initiatives lead to an increase in the associated regulatory and filing fees \$16,241 for the 4th quarter in 2019. In 2020, the company experienced only \$3,030 in filing fees. Westhaven achieved DTC eligibility in January 2020.

Advertising and promotion expense increased from \$43,553 in the 4th quarter 2019 to \$63,197 in 2020. The increase in advertising and promotion costs is attributed to virtually attending multiple conferences as well as undertaking online marketing initiatives and content creation.

For the 3-month period ended December 31, 2020 Professional fees were incurred of \$64,159 (2019- \$36,367) in 2019 for the same period and Salary and benefits of \$178,881 (2019-\$152,326).

Off-Balance Sheet Arrangements

There were no off-balance sheet arrangements during the year ended December 31, 2020.

Proposed Transactions

There are no proposed transactions as of the date of this MD&A.

Related Party Transactions

The Company entered into the following transactions with related parties in addition to those discussed elsewhere in the financial statements.

Key management compensation

Short-term employee benefits for key management compensation were paid to individuals and personal service corporations as follows:

	2020	2019
Gareth Thomas	\$ 180,000	\$ 30,000
Shaun Pollard	180,000	30,000
Stein River Holdings Ltd.	-	150,000
Gravitas Advisory Services	-	150,000
Total key management compensation	\$ 360,000	\$ 360,000

Share-based payment expense allocated to key management during the year ended December 31, 2020 was \$nil (2019 - \$306,785).

- (i) Gareth Thomas and Stein River Holdings Ltd. ("Stein River")

Stein River is a company controlled by Gareth Thomas, Chief Executive Officer of the Company.

- (ii) Shaun Pollard and Gravitas Advisory Services ("Gravitas")

Gravitas is a company controlled by Shaun Pollard, Chief Financial Officer of the Company.

- (iii) In addition to the above costs, the Company paid \$65,317 (2019 - \$27,476) of rent and office expenditures to Anglo Celtic Exploration Ltd. ("Anglo"). Anglo is a company controlled by Grenville Thomas, a director of the Company, and Gareth Thomas.

At December 31, 2020, a total of \$37,707 (December 31, 2019 - \$10,021) due to Anglo is included in accounts payable and accrued liabilities.

Loan payable

As at December 31, 2018, the Company had a loan outstanding with Anglo of \$279,825, including accrued interest. The loan carried interest at a rate of 10% per annum and was due September 30, 2019. During the year ended December 31, 2019, the Company recorded accrued interest of \$4,523 related to the loan and then repaid the entire principal balance of \$240,000 and accrued interest of \$44,348.

Commitments

On December 12, 2019, the Company entered into a three-year lease for building space associated with the Shovelnose project. On June 2, 2020, the Company entered an additional two-year lease for building space. Under the terms of the leases the Company is committed to annual lease payments totalling \$143,000 plus additional occupancy costs.

During the year ended December 31, 2020, the Company entered into a loan to purchase equipment. The Company is committed to payments of \$715 per month over the next 54 months.

As of December 31, 2019, the Company was committed to expend \$2,500,151 of flow-through share proceeds related to flow-through shares issued during the year ended December 31, 2019 on qualifying exploration expenditures. The Company must incur the eligible expenditures within 24 months from issuing the flow-through shares. During the year ended December 31, 2020, the Company has incurred \$2,500,151 on qualifying expenditures in satisfaction of its obligation under flow-through shares issued in 2019 and recognized flow-through share premium income of \$358,741.

On June 16, 2020, the Company issued flow-through shares which require the Company to incur further eligible expenditures of \$5,175,315 within 24 months. At December 31, 2020, the Company has incurred qualifying expenditures of \$nil related to this financing. .

Liquidity and Capital Resources

The Company considers its capital structure to consist of shareholders' equity. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties.

Reconciliation of Use of Proceeds for February 2019 and June 16, 2020

Disclosed Use of Proceeds	Amount	Actual Use of Proceeds	Amount	Variance
Exploration programs	\$2,500,151	Used to fund exploration programs in the year ending December 31,2020	\$2,500,151	\$0
Exploration programs	\$5,175,315	Used to fund exploration programs in the year December 31, 2020	\$5,175,315	\$0
Total	\$7,675,466		\$7,675,466	\$0

Subsequent

On January 13, 2021, the Company announced that it had entered into an agreement with Raymond James Ltd. (the "Underwriter"), to which the Underwriter has agreed to purchase 14,300,000 units of the Company at a price of \$0.70 per unit, representing total gross proceeds of \$10-million. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company for an exercise price of \$1.00 per share for a period of two years after closing. On January 14, 2021, it was announced that the size of the offering has increased to 18,590,000 units for total gross proceeds of \$13-million.

The Company has agreed to grant the Underwriter an option, exercisable, in whole or in part, at the sole discretion of the Underwriter, at any time for a period of 30 days from, and including, the closing of the offering, to purchase from the Company up to an additional 15% of the units sold under the offering, on the same terms and conditions of the offering, to cover overallotments, if any, and for market stabilization purposes.

On March 3, 2021, the Company announced that it had closed the previously announced bought deal financing. The Underwriter had chosen to exercise the 15% overallotment option resulting in gross proceeds of \$14,964,950 having issued 21,378,500 units of the company. The underwriter was paid a cash commission of \$897,897 from the gross proceeds.

Each whole warrant entitles the holder to purchase one share at a price of \$1 per share and will expire on March 3, 2023. These warrants have been listed and will trade on the TSX Venture Exchange with the symbol WHN.WT.

The Company intends to use the net proceeds of the Offering for:

- Exploration and development programs at the Shovelnose property;
- Exploration and development programs at the Company's remaining SBGB projects;
- General working capital purposes.

2021 exploration on the Shovelnose property is expected to include a 40,000 m drill program, at a cost of approximately \$8,000,000 as well as data compilation, surveying, mapping and sampling programs, at a cost of approximately \$676,500, plus an \$867,650 allowance for contingencies.

2021 exploration on the Company's remaining mineral properties is expected to include data compilation, prospecting, soil sampling and, at the Sכוןka project, drilling. These initiatives are budgeted to cost \$1,006,460. Westhaven is fully financed for all its planned 2021 exploration programs.

Changes in Accounting Policies

There were no changes in accounting policies during the year ended December 31, 2020.

Financial Instruments and Risk Management

The Company's financial instruments classified as level 1 in the fair value hierarchy are cash and cash equivalents, other receivables, reclamation deposits and accounts payable and accrued liabilities, as their carrying values approximate their fair values due to their short term to maturity. The lease liability and equipment loan are classified as level 3.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company manages credit risk, in respect of cash and cash equivalents, by ensuring that these financial assets are placed with a major Canadian financial institution with strong investment-grade ratings. Concentration of credit risk exists with respect to the Company's cash and cash equivalents, as amounts are held with a single major Canadian financial institution.

The Company's concentration of credit risk and maximum exposure thereto is as follows:

	2020	2019
Cash and cash equivalents – Canadian dollars	\$ 131,503	\$ 4,327,312
Other receivables – Canadian dollars	\$ 75,000	\$ 63,227

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

At December 31, 2020, the Company had cash and cash equivalents in the amount of \$131,503 (2019 - \$4,327,312), and current liabilities of \$950,748 (2019 - \$567,670). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of December 31, 2020. The current portions of the lease liability and equipment loan are due within a year. The amount of the Company's remaining undiscounted contractual maturities for the lease liability and equipment loan is approximately \$75,529 (2019 - \$63,300) which are due between one to five years.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, loan fixed interest rate risk, foreign currency risk and other price risk.

The Company is exposed to interest risk related to its GIC which earns interest at 2% per annum. The GIC is held with a major Canadian financial institution and market risk is not considered significant. The Company is not exposed to significant foreign currency risk or other price risk.

Capital Stock as of April 22, 2021

Shares Outstanding:

- 126,200,909

Options:

- 1,050,000 Exercisable at \$0.10 until April 13, 2022
- 1,095,589 Exercisable at \$0.14 until March 21, 2023
- 2,900,000 Exercisable at \$1.20 until November 14, 2023
- 200,000 Exercisable at \$0.70 until July 8, 2024
- 1,250,000 Exercisable at \$0.85 until December 23, 2024
- 475,000 Exercisable at \$0.80 until May 20, 2025
- 260,000 Exercisable at \$0.95 until August 10, 2025

Warrants:

- 1,020,269 Exercisable at \$1.50 until October 2, 2021
- 786,774 Exercisable at \$1.50 until October 4, 2021
- 1,477,625 Exercisable at \$1.50 to October 8, 2021
- 10,689,250 Exercisable at \$1.00 to March 3, 2023 (**WHN.WT**)

Fully Diluted:

- 147,905,416

Directors and Officers own ~25% of the outstanding shares.

Risks and Uncertainties

The Company's principal activity is mineral exploration. Companies in the industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical. Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects. The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves. The property interests owned by the Company are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations.

Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations. The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

The Company may also be held liable should the environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it had previously held an interest. The

Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Management's responsibility for financial statements

The information provided in this report, including the audited financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying audited financial statements.

April 22, 2021

On behalf of Management and the Board of Directors,

"Shaun Pollard"

Chief Financial Officer and Director