The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of ScoZinc Mining Ltd. ("ScoZinc" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance as at and for the year ended December 31, 2019. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2019 together with the notes thereto. Information contained herein is presented as at June 15, 2020, unless otherwise indicated.

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 ScoZinc's 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.

ScoZinc is a Canadian based zinc-lead exploration and mine development company with mineral deposits and mineral processing facilities in Nova Scotia, Canada.

OUTLOOK

The Company is in the process of completing a Pre-Feasibility Study ("PFS") in order to determine the capital requirements and economics of its 100%-owned Scotia Mine. On completion of the PFS, the Company expects to secure the necessary financing for restarting operations, which have been on care and maintenance since the third quarter of 2013.

On 17th December 2019, the Company announced a new mineral resource estimate ("2019 MRE") which effectively doubled the total measured and indicated resources applied in all past PEAs on the Scotia Mine. Based upon the new 2019 MRE and a mill trade off study by Ausenco Engineering Canada, the PFS will produce an independent NI 43-101 technical report, including new mineral reserve estimates.

During the third quarter of fiscal 2019, ScoZinc's head office address was changed to Halifax (Nova Scotia) from Toronto (Ontario) to bolster the Company's Nova Scotian focus and demonstrate our commitment to advancing our operations in Nova Scotia. Our new head office address is provided on our website.

On October 25, 2019, the Company appointed Mr. Mark Billings as an Independent Director.

On October 7, 2019, the Company announced that it has appointed Mr. Jason Baker as its new Mine Manager of the Scotia Mine, and also appointed Mr. Candrea as its new Vice-President of Investor Relations.

On August 21, 2019, Mr. Ashwath Mehra joined the Board of Directors and Mr. Mark Haywood was appointed the President and Chief Executive Officer of the Company, replacing Mr. Joe Ringwald, both effective August 20, 2019.

On February 3, 2018, announced it had selected Dexter Construction ("Dexter") and Dyno Nobel Canada Inc. ("Dyno Nobel") as the mining and drill/blast contractors, respectively, for the restart of operations.

On April 3, 2018, the Company executed a strategic term sheet with MRI Trading AG ("MRI"). The terms include:

1. Life of mine offtake agreement for lead and zinc concentrates;
2. CDN$14M debt at competitive terms; and
3. CDN$1M as an equity "lead order" for a planned financing.

The debt and equity components provide for over half of the required funds to recommence mining and milling operation. The offtake agreement provides competitive terms for 333,000 wmt of zinc concentrate and 133,000 wmt of lead concentrate from the Company's Scotia Mine in Nova Scotia. Due diligence was completed awaiting discussions on final terms after completion of the PFS. Considerable interest was shown in ScoZinc's high-quality concentrate with numerous competing parties offering terms for the project's zinc and lead concentrates. MRI was selected following collaborative negotiations due to their familiarity and history with the project, their willingness to include an equity investment in the Company, favorable debt terms and ability to quickly complete the transaction in support of restarting operations as soon as possible.

PROPERTY INFORMATION, COMPLETED ACTIVITIES AND OUTLOOK

Scotia Mine

On May 31, 2011, the Company completed the $10 million acquisition of all shares and assets of ScoZinc Limited, including the Scotia Mine in Nova Scotia, an extensive mineral claims package that is subject to a mineral royalty to the Government of Nova Scotia and other royalties on certain other mineral interests. A portion of the gross sale proceeds was paid directly to the Government of Nova Scotia to increase bonding requirements for an amended reclamation and closure plan for the Scotia Mine and to pay all outstanding production royalties to the Government of Nova Scotia that were payable prior to the closure of the Scotia Mine in 2009. Since the mine's closure, the key permits, mineral claims, and other approvals necessary to proceed with a restart have been maintained or renewed.

In October 2011, the Company completed a 4,940-metre, 39-hole drill program at the Scotia Mine site to better define mineral resources adjacent to the Main Pit and improve confidence in the block model. The results of the drill program provided a basis to re-assess the block model used in an independent preliminary economic assessment ("PEA") report dated October 7, 2011. Subsequently, a new inventory of mineral resources was published in a technical report to NI 43-101 standards on October 9, 2012.

In the first quarter of 2012, the Company completed an airborne geophysical survey of its exploration properties in Nova Scotia using the helicopter-borne Versatile Time Domain Electromagnetic system. The work area covered geological strata that contain former producing mines, such as Walton Mine, Smithfield Mine, and Mindamar (Stirling) Mine. Following the initial findings of the survey, the Company expanded the survey to include its mineral claim holdings in the Musquodoboit area along an interpreted northeast extension of the favourable carbonate reef structures that host the Gays River and Getty deposits. As a result of this survey, exploration targets were identified for future exploration fieldwork.

In the first, second, and fourth quarters of 2013, the Company's geologic personnel completed soil sampling programs on exploration licenses and claim blocks held within Nova Scotia and Cape Breton. The purpose of the soil sampling program was to follow up and evaluate certain high-priority geophysical targets identified from the 2012 airborne geophysical survey. In addition, expenditures incurred from the soil surveys were utilized to fulfill the annual assessment requirements needed to keep the claims and licenses in good standing. All work was conducted in areas underlain by favourable geologic lithologies known to host zinc-lead mineralization as exemplified by former producing mines.

On May 18, 2012, the Company received approval from the Government of Nova Scotia for an amended Industrial Approval to develop the southwest side of the Main Pit (the "SW Expansion"). As a result and as of that date, ScoZinc had all of the necessary permits and approvals to proceed with mining operations at the Main Pit and the SW Expansion. Additional reclamation and closure bonding would be required before the Company can develop the SW Expansion.

On December 21, 2012, the Company reported an update to the PEA technical report published in the October 7, 2011. The updated PEA was based on the Mineral Resource disclosed on October 9, 2012 that reported a 55% increase in Measured Mineral Resources and 65% increase in Indicated Mineral Resources in the Main and Northeast pits relative to the Mineral Resource utilized in the prior PEA. The study outlined a conceptual mine life of more than seven years from the Main and Northeast open pits only, whereas the previous PEA reported a similar mine life but also considered the inclusion of the Company's nearby Getty deposit.

A second update to the PEA was published in June 2013 that incorporated the results of a metallurgical test work program completed in the second quarter of 2013. This updated PEA also considered the inclusion of a small underground mining operation to extract higher grade mineralization. A summary discussion of that revision to the PEA is provided in the Company's June 11, 2013 news release.

The Company cautions that PEAs are, by definition, preliminary in nature and include Inferred mineral resources that are considered geologically too speculative to be subject to economic considerations that would enable them to be categorized as mineral reserves. There is no certainty that the forecasted results stated in a PEA will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability. For additional information, please consult the relevant technical reports, which are available on SEDAR (www.sedar.com).

In the third quarter of 2013, the Company's Board of Directors conducted an in-depth review of the Company's 100% owned Scotia Mine and the Company's exploration prospects (collectively, "ScoZinc's Projects"), the outlook for commodity prices, and the current environment for financing mining operations. Based upon the findings of this review, the Board determined that the Scotia Mine is a valuable asset. However, in light of the uncertain prevailing environment for metal prices and mine development financing at that time, the Board decided to suspend the restart of the Scotia Mine and place the project on care and maintenance in order to preserve its value and reduce Company expenditures.

Since placing the Scotia Mine on care and maintenance, the Company has been conducting exploration field programs on its prospects in Nova Scotia and Cape Bretton. This work is to maintain the Company's key mineral claims in good standing. The Company has also dropped a number of low-priority mineral claims that are distal to the Scotia Mine as part of its ongoing cost reduction initiatives.

As part of the care and maintenance program, an ongoing objective of the Company is to maintain all of the key permits, mineral claims, and other approvals necessary to proceed with the restart of the Scotia Mine. In the fourth quarter of 2016, the Company initiated discussions with the Nova Scotia departments of the Environment and Natural Resources for the renewal of the industrial approval (the "IA") for Mineral Lease 10-1 that contains the Scotia Mine. The IA which expired in February 2017 was renewed in September 2017 for an additional 10 years. Similarly, the environmental assessment which expired in October 2017 was renewed.

In the fourth quarter of 2017 the Company initiated an independent update to the Preliminary Economic Assessment based on a more detailed mine plan, contract mining with bids from major Nova Scotia contractors, updated capital costs, and updated milling and other operating costs. Results of the study were disclosed in a news release dated December 19, 2017 and the NI43-101 technical report with final results was disclosed in February 2018. As the study showed robust economics for the restart of operations, necessary key permits were in place, and a favorable metal price and exchange rate environment was expected for the foreseeable future, the Company initiated efforts to raise funds for restarting operations.

Expressed in Canadian Dollars

As of the date of this document, the Company has selected the mining and drill blast contractors for mining operations and an offtaker for the zinc and lead concentrates. Additional details are provided in the news releases dated February 14, 2018, April 3, 2018 and October 22, 2018, the latter providing updated project economics based on current market conditions.

On October 22, 2018, the Company announced it had completed additional technical and economic optimization studies to update the February 2018 Preliminary Economic Assessment ("PEA") on its wholly-owned Scotia Mine in Nova Scotia, Canada. Project returns remain very robust as increased throughput, lower Canadian dollar assumption and lower initial capital largely offset lower metal price assumptions. *(see October 22, 2018 press release)*

Subsequent to the PEA, on 17th December 2019, the Company announced a new mineral resource estimate ("2019 MRE") which effectively doubled the total measured and indicated resources applied in all past PEAs on the Scotia Mine. Highlights of the 2019 MRE include:

- Total Measured & Indicated Resources of 25,450,000 tonnes at a Zinc equivalent grade of 2.84% (1.89% Zinc, 0.99% Lead), an increase in tonnage of 105% from previous resource estimates on the deposit.
- Total Inferred Resources of 5,010,000 tonnes at a Zinc equivalent grade of 2.13% (1.55% Zinc, 0.66% Lead), an increase in tonnage of 7% from the previous resource estimates on the deposit.

Additionally, on 5th February 2020, the Company announced the results of a mill optimization trade-off study completed by Ausenco Engineering Canada. The trade-off study evaluated the mill and its processing bottlenecks and determined that a number of low-cost improvements could be made during a relatively short refurbishment period to significantly de-risk the processing operations.

Based upon the new 2019 MRE and the Ausenco optimization study, the Company then decided to complete a Pre-Feasibility Study ("PFS") on the project, which would determine the Scotia Mine's first NI 43-101 mineral reserve estimate and a provide an independent NI 43-101 technical evaluation on the entire project. The Company expects the results of the PFS to be available during Q2 2020.

SELECTED ANNUAL INFORMATION

The following selected annual financial data derived from the audited consolidated financial statements of the Company as at December 31, 2019, 2018, and 2017:

	Year Ended December 31, 2019	Year Ended December 31, 2018	Year Ended December 31, 2017
Net loss	(\$1,492,960)	(\$1,624,284)	(\$1,262,016)
Net loss per share	(\$0.20)	(\$0.35)	(\$0.32)
	As At December 31, 2019	As At December 31, 2018	As At December 31, 2017
Total Assets	\$19,040,643	\$18,648,881	\$18,648,881

Results of Operations for the Year Ended December 31, 2019 vs. Year ended December 31, 2018

The loss from operating activities in the year ended December 31, 2019 was \$1,492,960, compared to the loss of \$1,624,284 incurred during the comparative year ended December 31, 2018, primarily driven by a decline in utilization of executive support and third party consultants during the current period, supporting the initiative to restart operations at the Scotia Mine as projects wound down.

Consulting expenses declined to $173,839 for the year ended December 31, 2019 from $413,479 for the comparative year ended December 31, 2018 as the Company incurred additional charges for executive support and third party consultants in preparation for recommissioning the Scotia Mine, ramping up in the fourth quarter of fiscal 2017, and declining in the fourth quarter of fiscal 2018 as a number of projects related to the updated technical report and preliminary economic assessment wrapped up.

Legal and accounting fees declined to $173,378 for the year ended December 31, 2019 from $207,297, for the year ended December 31, 2018, driven by normal utilization variances associated with general corporate matters.

Salaries and benefits increased marginally to $525,858 from $442,562 in the year ended December 31, 2019, primarily due to a moderate increase in utilization of staff as restart preparation initiatives are undertaken. Staffing schedules are subjected to review and streamlining when and where possible.

Office and general decreased marginally for the year ended December 31, 2019 to $274,490 from $293,089 the year ended December 31, 2018, driven by the cyclical nature of general and consumable expenditures.

Share-based payments expense increased to $153,127 during the year ended December 31, 2019, compared to $67,795 for the year ended December 31, 2018, reflective of the graded recognition of the value of stock options granted to new and existing officers and directors during current and prior periods. During the year ended December 31, 2019, specifically during Q3 2019, there were significant new grants to officers, directors, employees and consultants. During the comparative year, the expense recognized was related to residual vesting of prior grants as there were no new grants in 2018.

Overall, the Company experienced a decline in in operational expenditures over the comparative year ended December 31, 2018, as the Company concluded a number of initiatives related to the update of the technical report and preliminary economic assessment. Management continues to place emphasis on keeping costs low while preserving the asset base of the Company. As the Company moves further toward recommissioning, operational costs and use of third party consultants will increase.

Interest income increased to $75,432 during the year ended December 31, 2019 as compared to $22,023 for the year ended December 31, 2019 related in part to adjustments recorded in 2018 related to accrued interest on cash held for reclamation.

During the year ended December 31, 2019, the Company realized a loss on settlement of various accounts payable and related party payables of $65.

SUMMARY OF QUARTERLY RESULTS

The selected financial information is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"). Amounts are expressed in thousands of Canadian dollars, except for loss per share, which is rounded to the nearest cent.

	Dec. 31 2019	Sep 30 2019	Jun 30 2019	Mar 31 2019	Dec 31 2018	Sep 30 2018	Jun 30 2018	Mar 31 2018
Interest income	(48)	(9)	(9)	(9)	(7)	10	9	10
Loss for the period	(482)	(510)	(249)	(252)	(346)	(381)	(427)	(470)
Loss per share	(0.04)	(0.07)	(0.04)	(0.05)	(0.08)	(0.08)	(0.09)	(0.10)

RESULTS OF OPERATIONS

Results of Operations for the Three Months Ended December 31, 2019 vs. Three Months ended December 31, 2018

The loss from operating activities in the three months ended December 31, 2019 was $482,262, compared to the loss of $346,291 incurred during the comparative three months ended December 31, 2018.

Consulting expenses declined to $34,033 for the three months ended December 31, 2019 from $67,485 for the comparative three months ended December 31, 2018 as the Company incurred additional charges for executive support and third party consultants in preparation for recommissioning the ScoZinc project, ramping up in the fourth quarter of fiscal 2017, and declining in the fourth quarter of fiscal 2018 as a number of projects related to the updated technical report and preliminary economic assessment wrapped up.

Legal and accounting fees increased marginally to $87,226 for the three months ended December 31, 2019 from $73,399, for the three months ended December 31, 2018, driven by greater volume of general corporate matters in the current period for which legal counsel was sought.

Salaries and benefits increased by $67,176 over the comparative December 31, 2018, to $189,286 from $122,110 in large part due an increase in utilization of staff in late 2018 as restart preparation initiatives are undertaken.

Office and general increased to $118,059 for the three months ended December 31, 2019 from $67,914 for the three months ended December 31, 2018, driven by the cyclical nature of general and consumable expenditures.

Share-based payments expense declined to $2,807 from $8,255 during the three months ended December 31, 2019, reflective of the graded recognition of the value of stock options granted to new and existing officers and directors during current and prior periods.

Interest income increased from $6,822 in the comparative period to $48,384 during the current period, driven by an interest adjustment on the Company's remediation and water bonds.

Overall the Company experienced an increase in in operational expenditures over the comparative three months ended December 31, 2018. As the Company moves further toward recommissioning, operational costs and use of third party consultants will increase.

LIQUIDITY AND CAPITAL RESOURCES

The Company's significant assets consist of cash, property, plant and equipment, and exploration and evaluation assets associated with ScoZinc's projects.

As at December 31 the Company reported working capital of $198,556 (December 31, 2018 – a working capital deficiency of $300,413). Working capital is defined as current assets minus current liabilities. Working capital calculations or changes are not measures of financial performance, nor do they have standardized meanings, under IFRS. Readers are cautioned that this calculation may differ among companies and analysts and therefore may not be directly comparable. Management believes that disclosure of the Company's working capital is of value to assess the available capital resources of the Company at a reporting period end.

The Company does not currently have sufficient liquidity to fund operational expenses for all of the coming year, and to execute its mine restart plan. Additional liquidity will be required and is currently under negotiation. The timing and ability of the Company to meet future needs will depend on the liquidity of the financial markets as well as the acceptance of investors to finance resource-based junior companies, in addition to the results of the Company's exploration programs. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or generate operating profitability and positive cash flow. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. If the Company is unable to obtain adequate financing, the Company will be required to curtail operations, and development activities and there would be significant uncertainty whether the Company would continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

These factors indicate the existence of material uncertainties that may cast significant doubt on the ability of the Company to continue as a going concern, as disclosed in Note 1 of the Company's consolidated financial statements.

On February 13, 2018, the Company closed a non-brokered private placement financing for aggregate gross proceeds of $397,500. The offering consisted of the sale of 264,999 common shares at a price of $1.50 per common share. The securities issued pursuant to the offering were subject to a four month and one day statutory hold period. The Company's Chief Executive Officer participated in the Offering and acquired 35,000 common shares. Total cash costs of issue were $2,331.

On June 18, 2018, the Company closed a non-brokered private placement financing for aggregate gross proceeds of $560,000. The offering consisted of the sale of 560,000 Units at a price of $1.00 per Unit where a Unit consists of one common share and one warrant exercisable into one common share for two years at a price of $1.50 per common share. The securities issued pursuant to the Offering were subject to a four month and one day statutory hold period. The Company's CEO participated in the offering, acquiring 300,000 Units. Total cash costs of issue were $30,424.

On July 18, 2018, the Company completed a non-brokered private placement financing for aggregate gross proceeds of $500,000 with MRI Trading AG ("MRI"). The offering consisted of the sale of 500,000 units (the "Units") at a price of $1.00 per Unit, with each Unit comprised of one common share (the "Common Shares") and one common share purchase warrant exercisable for two years at a price of $1.50 per Common Share (the "Warrants"). Each Warrant will be exercisable upon 61 days' notice by MRI to the Company.

On April 10, 2019, the Company completed a non-brokered private placement financing for aggregate gross proceeds of $550,000. The offering consisted of the sale of 1,100,000 units at a price of $0.50 per unit where a unit consists of one common share and one half of a common share purchase warrant, with each full warrant exercisable at a price of $0.75 per common share for 24 months following the closing of the offering.

On April 10, 2019, the Company closed a non-brokered private placement financing for aggregate gross proceeds of $550,000. The offering consisted of the sale of 1,100,000 Units at a price of $0.50 per Unit where a Unit consists of one common share and one half warrant, with each whole warrant exercisable for two years at a price of $0.75 per common share. Additionally, 37,000 broker warrants were issued under the same terms. Total cash costs of issue were $35,000.

On June 25, 2019, the Company issued an aggregate of 391,666 common shares at a deemed price of $0.40 per common share, in consideration for the settlement of a total of $156,666 in accrued liabilities as follows: $40,000 owing to the Company's CEO, $33,000 owing to each of two directors (Mr. Hopkins and Mr. Montpellier), and $50,666 owing to a consultant. As a result of the excess of the fair value of the common shares issued over the liabilities settled, the Company recognized a $19,584 loss on settlement of liabilities on the Company's consolidated statements of loss and comprehensive loss.

On August 2, 2019, the Company issued, pursuant to a settlement agreement, 93,750 common shares, at a deemed price of $0.40 per common share, in consideration for the settlement of a total of $37,500 in accrued liabilities owing to a director of the Company.

On August 20, 2019, the Company closed the first tranche of a non-brokered private placement financing for aggregate gross proceeds of $500,000. The offering consisted of the sale of 1,250,000 Units at a price of $0.40 per Unit where a Unit consists of one common share and one warrant exercisable for two years at a price of $0.55 per common share. Total cash costs of issue were $16,939. Holders of warrants are restricted from exercising any number of warrants that will cause the holder to own such number of common shares that will equal or exceed 20% of the then issued and outstanding common shares.

On September 20, 2019, the Company closed the second tranche of a non-brokered private placement financing for aggregate gross proceeds of $800,000. The offering consisted of the sale of 2,000,000 Units at a price of $0.40 per Unit where a Unit consists of one common share and one warrant exercisable for two years at a price of $0.55 per common share. Total cash costs of issue were $21,625.

On May 29, 2020, the Company closed a third and final tranche of a non-brokered private placement of units of the Company ("Units"), with previous tranches having been closed on April 22, 2020 and May 22, 2020. The aggregate gross proceeds of the private placement was $1,150,000 based on the issuance of 3,833,333 Units at a price of $0.30 per Unit. Each Unit consists of one common share of the Company and a common share purchase warrant (a "Warrant"). Each full Warrant is exercisable into a common share at a price of $0.50 per common share for a period of twenty-four months from the date of issue.

In connection with the private placement the Company paid cash finder's fees of $18,759 and issued 62,531 compensation warrants as share issue costs, with each compensation warrant having the same terms as the Warrants issued as part of a Unit.

Directors, officers and other insiders of the Company subscribed 1,256,620 Units, for gross proceeds of $376,986.

The Company has no credit facilities with financial institutions. As of the date of this document, the Company's financial instruments consist of cash, amounts receivable, cash held for reclamation, accounts payable and accrued liabilities, and amounts due to related parties.

RISK FACTORS

The operations of the Company may require licenses and permits from various local, provincial, and federal governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out mineral exploration, development, or mining operations at its project.

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect the marketability of any minerals discovered. The prices of mineral have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, geopolitical conflicts, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities, and worldwide production levels. The effect of these factors cannot accurately be predicted.

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and while retaining ultimate responsibility for them, it has delegated the authority for designing policies and systems that ensure the effective execution of the objectives and policies to the Company's finance function.

(a) Market Risk

Market risk is the risk that changes in market prices will affect the fair value of future cash flows of a financial instrument. Market prices are comprised of three types of risk for the Company: currency risk, interest rate risk, and commodity price risk.

Currency Risk

Currency risk is the risk that fluctuation in exchange rates between the Canadian dollar or other foreign currencies will affect the Company's financial results. The Company's operations and financing activities are conducted primarily in Canadian dollars and as a result, it is not currently exposed to significant foreign currency risk. However, the Company may be exposed to currency risk in the future as the prices for the metals produced by the Company's Scotia Mine, which is currently in care-and-maintenance, are sold throughout the world based principally upon the United States dollar price. The appreciation of the Canadian dollar against the United States dollar may reduce the Company's future revenues relative to the costs at the Company's operations, making such operations less profitable. As a result, currency fluctuations may affect its future operations, operating results, and cash flows when the Scotia Mine is restarted.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company is exposed to interest risk arising primarily from its cash held mainly in short-term interest bearing accounts with Canadian chartered banks. The impact of a change in interest rates is not significant.

Commodity Price Risk

The success of the Company's Scotia Mine and its other prospects will be primarily dependent on the future price of zinc and lead. Metal prices have historically been subject to significant price fluctuation. No assurance may be given that metal prices will remain stable and significant reductions or volatility in metal prices may have an adverse effect on the Company's business, including the economic attractiveness of the Company's projects, the Company's ability to obtain financing and the amount of the Company's revenue or profit or loss. Significant price fluctuations over short periods of time may be generated by numerous factors beyond the control of the Company, including domestic and international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities, and increases or decreases in production due to improved mining and production methods. The Company does not currently have an operating mine and does not have any derivative commodity contracts or other commodity based risks in respect of operations.

(b) Credit Risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. To minimize credit risk, cash is deposited in a Canadian chartered bank and may be redeemed on demand and cash held for reclamation is held by government authorities where credit risk is minimal. Amounts receivable primarily consists of GST/HST refunds amounting to $50,822 from the Canadian government. The Company monitors the collectability of its amounts receivable and has not had difficulty collecting amounts receivable. Consequently, management considers credit risk to be minimal.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses. The Company reviews its expenditure budgets against actual expenditures routinely to ensure there is sufficient working capital to discharge all financial obligations.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of the date of this document.

CONTINGENCY

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global metal prices;
- The severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labour availability and supply lines;
- Availability of essential supplies;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of the approval of these consolidated financial statements, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, 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.

Expressed in Canadian Dollars

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", 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 social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. 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 and its operating subsidiaries in future periods, however the impact of the pandemic could impact the Company's ability to obtain financing to fund our planned activities.

DECOMMISSIONING LIABILITY

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations as set out below.

The Company has agreed with the Province of Nova Scotia (Department of Natural Resources) to remediate the ScoZinc mine facility to an agreed status at the end of the mining operations at the site; as a result the Company is required to make reclamation deposits in respect of this obligation. As at December 31, 2019, a $2,874,286 (2018 – $2,813,826) cash bond, including accrued interest, is posted with the Province of Nova Scotia.

In addition, the Company has a reclamation bond with the Nova Scotia Department of Environment for $189,330 (2018 – $187,026), including accrued interest, which is required to address the potential replacement of domestic water supplies that could potentially be downgraded by mining operations.

Nova Scotia Business Inc. holds a reclamation bond in the amount of $100,000 (2018 - $100,000) in relation to the land, which the Company leases from the organization in Sheet Harbour. The bond will be held until the current lease agreement expires on April 1, 2028.

SHARE CAPITAL

As at the date of this MD&A, the Company had the following securities issued and outstanding:

Common shares:	14,084,794	
Stock options	707,000	Exercisable at a price between $0.45 - $2.01 per option, of which 535,500 are vested and exercisable.
Warrants	8,792,864	Exercisable at a price between $0.50 and $1.50

DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that:

(i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and

(ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's consolidated financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The consolidated financial statements were prepared by the Company's management in accordance with International Financial Reporting Standards. The consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the consolidated financial statements are presented fairly in all material respects.

CURRENT GLOBAL FINANCIAL CONDITIONS AND TRENDS

Securities of mining and mineral exploration companies, including the common shares of the Company, have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of the Company is also significantly affected by short-term changes in commodity prices, base metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business. As of December 31, 2019, the global economy continues to be in a period of significant volatility, in large part due to Asian, European, and American economic concerns that have impacted global economic growth, although the zinc market continues to be volatile, the favourable movement in the Canadian dollar relative to the US dollar has served to mitigate the volatility for domestic projects.

Expressed in Canadian Dollars

POTENTIAL DILUTION

The issue of common shares of the Company upon the exercise of stock options and/or the warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

DEPENDENCE ON KEY PERSONNEL

The Company's business and operations are dependent on retaining the services of a small number of key personnel. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these people. The loss of one or more of these key people could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key people.

PROPOSED TRANSACTIONS

There is no imminent decision by the Board of Directors of the Company with respect to any transaction beyond what is contemplated in this document.

TRANSACTIONS WITH RELATED PARTIES

All transactions with related parties have occurred 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. Except as noted, amounts with related parties are non-interest bearing, unsecured, payable on demand and have arisen from the provision of services and expense reimbursements described.

Key Management Personnel Compensation

Management and key personnel compensation is as follows:

Current Board of Directors, Officers and Key Management Personnel	**2019**	**2018**
Victor Lazarovici - Director	$ 25,000	$ 25,000
Louis G. Montpellier - Former Director	18,270	25,000
Christopher Hopkins - Director	25,000	25,000
Michael Surratt - Director	25,000	25,000
Mark Billings - Director	4,620	Nil
Ashwath Mehra -Director	6,929	Nil
Joe Ringwald - Former CEO	56,363	193,213
Mark Haywood - Current CEO	73,908	Nil
Robert Suttie - Chief Financial Officer	30,000	30,135
Share-based Compensation	121,955	Nil
Totals	**$ 387,045**	**$ 324,348**

Transactions with key management personnel comprise compensation of key management personnel as follows:

During the year ended December 31, 2019, the Company expensed $90,421 (2018 - $115,006) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

(i) Robert D.B. Suttie, Vice President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
(ii) Bookkeeping and office support services;
(iii) Regulatory filing services; and
(iv) Corporate secretarial services.

Marrelli Support is also reimbursed for out of pocket expenses.

As at December 31, 2019, amounts due to related parties totaled $52,768 (2018 - $279,269) pertaining to amounts payable for key management remuneration, director's fees, support services from the Marrelli Group, and reimbursement of expenses paid on behalf of the Company.

The Company's former Chief Executive Officer participated in the February 13, 2018 non-brokered private placement, acquiring 35,000 common shares for $52,500.

A director of the Company participated in the August 20, 2019 non-brokered private placement, acquiring 1,250,000 Units for $500,000.

The Company's current Chief Executive Officer participated in the September 20, 2019 non-brokered private placement, acquiring 375,000 Units for $150,000.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

EVENTS OCCURING AFTER THE REPORTING DATE

i) On February 5, 2020, the Company announced that pursuant to the Company's Stock Option Plan, the Company granted a director of the Corporation, 40,000 stock options in the Company at an exercise price of $0.52 each. The options have a 5-year term, with 25% of the stock options granted vesting immediately, and the remainder vesting in 25% increments every six months thereafter.
ii) Subsequent to December 31, 2019, 66,000 stock options expired unexercised.
iii) On May 29, 2020, the Company closed a third and final tranche of a non-brokered private placement of units of the Company ("Units"), with previous tranches having been closed on April 22, 2020 and May 22, 2020. The aggregate gross proceeds of the private placement was $1,150,000 based on the issuance of 3,833,333 Units at a price of $0.30 per Unit. Each Unit consists of one common share of the Company and a common share purchase warrant (a "Warrant"). Each full Warrant is exercisable into a common share at a price of $0.50 per common share for a period of twenty-four months from the date of issue.
In connection with the private placement the Company paid cash finder's fees of $18,759and issued 62,531 compensation warrants as share issue costs, with each compensation warrant having the same terms as the Warrants issued as part of a Unit.
Directors, officers and other insiders of the Company subscribed 1,256,620 Units, for gross proceeds of $376,986.
iv) On March 17, 2020 the Company issued 150,000 common shares to the Company's former CEO to settle $197,190 in accrued liabilities owed to the former CEO. The common shares are subject to a four-month hold period.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Financial statements in conformity with IFRS require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. Actual results may differ from those estimates. A full description of the Company's significant accounting policies may be found in Note 3 of the Company's December 31, 2019 audited consolidated financial statements. A summary of the Company's critical accounting estimates is set out below.

Exploration and Evaluation Assets and Property, Plant and Equipment

The Company reviews capitalized costs on its property interests on a periodic, or annual, basis and will determine whether any persuasive evidence exists that indicates impairment. In assessing impairment of exploration and evaluation properties, and associated property, plant and equipment, management makes certain assumptions about whether the capitalized costs are unlikely to be recovered in full from successful development or by sale.

Decommissioning Liability

The Company conducts its operations in compliance with applicable laws and regulations governing protection of the environment. Reclamation and remediation obligations arise throughout the life of the Scotia Mine. The Company estimates future reclamation costs based on the level of current activity and estimates of costs required to fulfill its future obligations.

Share-based payments and Warrant Values

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and employees and to estimate the fair value of warrants issued in connection with private placements. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based payment calculation value.

ACCOUNTING PRONOUNCEMENTS ADOPTED DURING THE PERIOD

In January 2016, the IASB issued IFRS 16 - Leases ("IFRS 16"), replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

At January 1, 2019, the Company adopted IFRS 16 using the modified retrospective approach and accordingly the information presented for 2018 has not been restated. Further, the Company has elected to record the transition date right-of-use asset at the amount equal to the calculated lease liability and has not accounted for low value or short-term leases (leases with a duration of twelve months or less). Comparative figures remains as previously reported under IAS 17 and related interpretations. The impact of adopting IFRS 16 was the recording of a right-of-use asset and lease liability of $95,780 at January 1, 2019 as further disclosed in notes 8 and 9 to the Company's December 31, 2019 annual financial statements .See note 3 of the Company's December 31, 2019 audited financial statements for details of the Company's accounting policy for leases and right-of-use assets.

There were no other accounting pronouncements adopted in the current year that had an impact on the Company's financial statements.

Expressed in Canadian Dollars

FINANCIAL AND OTHER INSTRUMENTS

The carrying values of cash, amounts receivable, cash held for reclamation, accounts payable and accrued liabilities, and amounts due to related parties approximate their fair value due to the short-term nature of these instruments, or in the case of reclamation deposits, the rate of interest being applied on the funds deposited.

Other than those described above, the Company does not own, hold or have any material interest in, or liability associated with, any other financial instrument. For a full description of the Company's financial instruments, and policies utilized therein, please refer to Note 18 of the Company's December 31, 2019 audited consolidated financial statements.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additions for the year ended December 31, 2019 to the Company's Exploration and Evaluation Asset consist of geological fieldwork of $36,560 (2018 - $55,848), land permit and claims fees of $71,556 (2018 - $84,107), and consulting engineer fees and associated labour of $109,562 (2018 - $809,817), which included work in updating the Company's technical report, preliminary economic assessment, environmental compliance, as well as preparation for restart of the facility.

Office and General expenses for the year ended December 31, 2019 and 2018 are comprised of the following:

Year Ended December 31	2019	2018
	($)	($)
Bank Charges	4,388	4,071
Computer and information technology	15,422	4,485
Insurance	110,760	67,865
Travel	21,984	15,270
Property tax	42,632	41,668
Utilities	32,056	28,974
General	47,248	23,499
	274,490	**293,089**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR (www.sedar.com) and on the Company's website at www.ScoZinc.com.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements within the meaning of Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the closing of the Transaction, the future price of metals, the estimation of Mineral Reserves and Resources, the realization of Mineral Reserve and Resource estimates, the timing and amount of estimated future production, costs of production and capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, the possibility of title disputes or claims, limitations on *insurance coverage, and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "budget," "scheduled," "estimates," "forecasts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases or statements that certain actions, events or results "may," "could," "would," "might" or "will be taken," "occur" or "be achieved."*

Forward-looking statements and other information contained in this MD&A concerning the mining industry and our general expectations concerning the mining industry are based on estimates prepared by us using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which we believe to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While we are not aware of any misstatements regarding any industry data presented in this MD&A, the mining industry involves risks and uncertainties and is subject to change based on various factors. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. We believe that the assumptions and expectations reflected in such forward-looking information are reasonable. Assumptions have been made regarding, among other things, our ability to carry on exploration and development activities, the timely receipt of required approvals, the price of zinc, lead and other metals, our ability to operate in a safe, efficient and effective manner and our ability to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions that may have been used.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to operations; risks associated with current exploration and development activities; uncertainties associated with conclusions of economic evaluations; changes in project parameters as plans continue to be refined; assumptions related to the future prices of metals; possible variations in Mineral Reserves or Mineral Resources, the grade of contained metals or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and risks related to joint venture operations. Although we have attempted to identify important factors that could affect us and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this MD&A to reflect the occurrence of unanticipated events save and except as required by applicable securities laws.