

VISIONARY

GOLD CORP

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(Formerly Galileo Exploration Ltd.)

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020

OVERVIEW AND INTRODUCTORY COMMENT

Visionary Gold Corp. (formerly Galileo Exploration Ltd.) (“Visionary” or the “Company”) is a junior mineral exploration company listed on the TSX Venture Exchange under the trading symbol “VIZ” (effective November 30, 2020; currently under “GXL”). The Company changed its name from Galileo Petroleum Ltd. to Galileo Exploration Ltd. effective December 21, 2016 and changed its name from Galileo Exploration Ltd. to Visionary Gold Corp. effective November 25, 2020.

Visionary is a junior exploration company and is focused on acquiring and developing projects.

This MD&A is dated November 25, 2020 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the three months ended September 30, 2020 and the Company’s audited consolidated financial statements for the year ended June 30, 2020 and the related notes thereto

Additional information relevant to the Company and the Company’s activities can be found on the Company’s website <http://www.visionarygoldcorp.com> or SEDAR at www.sedar.com.

MAJOR INTERIM PERIOD OPERATING MILESTONES

Lost Creek property

On September 30, 2020, the Company announced that it has, through its wholly owned subsidiary Lost Creek Corporation, entered into a mining lease assignment agreement relating to properties in the Overland Mining District and Lewiston Mining District within Fremont County, Wyoming (the “Leases”). The Company has also staked an additional 2,391 acres around the Leases and on other target areas of interest resulting in a land package of approximately 10.25 square kilometers (2,534 acres).

Within the Leases are historical mines, the Wolf (Ruby Claims) and Helen G (Mill, Helen G and Star Lode Claims). Due diligence sampling consisting of selective grab samples of the historic dump of the Wolf Mine returned values ranging from detection limit to 19.873 grams per tonne (“g/t”) gold. Rock chip sampling from exposed outcrop near the Wolf Shaft returned values from detection limit up to 2.634 g/t gold. The Wolf Mine, at the northeast end of the Lewiston trend, is a historic past producer of high-grade gold values in quartz veins and stockworks within sheared metagreywacke of the Miners Delight formation. It should be noted that the potential quantity and grade of these exploration targets is conceptual in nature, that there has been insufficient

exploration to define a mineral resource and that it is uncertain if further exploration will result in the target being delineated as a mineral resource as per the NI 43-101 reporting standards.

The South Pass Greenstone belt is broken into two main areas, the Atlantic City-South Pass trend on the northwest and the Lewiston trend in the southeast. Prospectors first discovered gold in 1842 on the Lewiston trend and later in 1867 on the Atlantic City-South Pass trend. Mining of high-grade ore occurred throughout the late 1800's and early 1900's and focused mainly on the northwest side of the basin and yielded estimated production in excess of 300,000 ounces between the 1880's-1940's. Since the 1940's, only limited exploration work has occurred throughout the Belt with selective claim consolidation and exploration by Anaconda Minerals in the late 1970s and in the late 1990s by Newmont. However there is no indication of systematic exploration programs being undertaken and only limited known drilling has taken place on the Atlantic City-South Pass trend and no known drilling has taken place on the Lewiston trend.

The target Miners Delight Formation is a broad poly-deformed regional syncline hosting metagreywacke and related sediments, underlain by mafic to ultramafic volcanic units as exposed on the basin margins all bracketed by Archean aged granitoids. The basin is known for its abundance of coarse placer gold and historically productive underground lode gold mines. Mineralisation is interpreted to be saddle reef style controlled by faulting and shearing within the folded metasedimentary units both in sheared limbs and along fold hinges. This style of gold deposit is well known in Canada and globally across different geologic ages in the past producing Discovery Mine in the Yellowknife Belt, the more recent developments in the Meguma Terrane, Nova Scotia and the Bendigo-Ballararat area of Australia.

Particulars of the Assignment Agreement

Pursuant to the Assignment Agreement, the Company has assumed the rights and obligations of the original lessee (the "Assignor") with respect to the following properties:

- Mill, Helen G. (a/k/a Allen G.) and Star Lode-mining claims, designated by the Surveyor General as Lot 68, embracing a portion of Section 5, Township 28 North, Range 98 West, 6th Principal Meridian, Overland Mining District; Mineral Certificate #26, containing 43.30 acres; and
- Ruby, Ruby #1, Ruby #2, Ruby #3, Ruby #4, Lode-mining claims designated by the Surveyor General as Survey #505, embracing a portion of Sections 22 and 27, Township 29 North, Range 98 West, of the 6th Principal Meridian, in the Lewiston Mining District, U.S. Patent Lander 08160, consisting of 103.009 acres,

(collectively, the "Claims").

Pursuant to the terms of the Assignment Agreement, the Company has obtained the right to, among other things, sample, drill and evaluate the Claims for a period of five years.

As consideration for the entering into of the Assignment Agreement, the Company paid US\$30,000 (the "Initial Payment") to the Assignor upon execution of the Assignment Agreement and has agreed to pay the Assignor US\$40,000 annually (collectively with the Initial Payment, the "Annual Payments") until the termination, expiration or reassignment of the underlying leases with respect to the Claims. In addition, the Company has granted the Assignor a 2% net smelter returns production royalty from the production and sale of minerals from the Claims (the "Royalty"), with the Annual Payments being credited against any payments owing pursuant to the Royalty. The Company has the right to purchase the Royalty from the Assignor, at any time during the initial five-year term of the Assignment Agreement, for US\$2,000,000 less any prior Annual Payments. The Company and the Assignor may mutually agree to extend the term of the Assignment for an additional five-year term upon expiry of the initial term.

The Company has also obtained a right of first offer from the original lessor of the Claims should the lessor wish to sell, grant, assign, convey, encumber, sublease, license, pledge or otherwise commit or otherwise dispose of or transfer all or any portion of its interest in the Claims, the subject property thereof, the original lease agreement, or the production royalty payments under such original lease agreement.

As of September 30, 2020, the Company capitalized \$87,241 (June 30, 2020 - \$Nil) in exploration and evaluation assets related to the Lost Creek property.

Corporate

On November 9, 2020, the Company announced that Darren Lindsay, PGeo (EGBC), is joining its board of directors.

INTERIM PERIOD FINANCIAL CONDITION

Capital Resources

In August 2020, the Company entered into shares for debt agreements to satisfy an aggregate of \$524,665 of the Company's outstanding accounts payable and shareholders' loans. The creditors include certain related parties of the Company, including John Kanderka, Chief Executive Officer and a Director, Wes Adams, Chief Financial Officer and a Director, Marc Blythe, a Director and John Adams, a holder of greater than 10% of the issued and outstanding shares (collectively, the "Related Parties"). Approval for this transaction was received from the TSX Venture Exchange on September 24, 2020.

On September 29, 2020, 10,493,306 common shares at a deemed price of \$0.05 per share were issued to the creditors which includes an aggregate of 9,288,493 shares issued to the Related Parties. An aggregate of 2,015,535 shares were issued to John Kanderka, representing \$100,777 in full satisfaction of the amount owing for services rendered in his capacity as the Chief Executive Officer and for expenses paid on behalf of the Company. An aggregate of 3,927,473 shares were issued to Wes Adams, representing \$196,374 in partial satisfaction of the amount owing for services rendered in his capacity as Chief Financial Officer, for loans extended to the Company and for expenses paid on behalf of the Company. An aggregate of 797,540 shares were issued to Marc Blythe, representing \$39,877 in full satisfaction for expenses paid on behalf of the Company. An aggregate of 2,547,945 shares were issued to John Adams, representing \$127,397 in full satisfaction of loans extended to the Company.

On September 15, 2020, the Company completed a non-brokered private placement for the issuance of 17,000,000 common shares at \$0.05 per common share for a total of \$850,000.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company has historically relied on equity financings to fund its exploration activities, corporate overhead expenses and acquisitions. There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favorable. To date, the Company has not used debt or other means of financing to further its exploration programs or operations. The Company is aware of the current conditions in the financial markets, including the impact of COVID-19 on the financial markets. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

Liquidity

As at September 30, 2020, the Company had a working capital of \$535,119 (June 30, 2020 – working capital deficiency of \$609,372). With respect to working capital, \$730,387 was held in cash (June 30, 2020 - \$18,536). The increase in cash of \$711,851 is primarily due to (a) net proceeds from financing activities of \$845,550; while offset by (b) operating activities of \$99,109 and (c) exploration and evaluation assets of \$35,102.

Operations

For the three months ended September 30, 2020 compared with the three months ended September 30, 2019:

For the quarter ended September 30, 2020, the Company recorded a net loss of \$127,263 (loss per share - \$0.00) compared to a net loss of \$16,813 (loss per share - \$0.00) for the three months ended September 30, 2019.

During the three months ended September 30, 2020, the Company recorded \$2,536 (2019 - \$7,232) in oil and gas revenues.

During the three months ended September 30, 2020, the Company incurred \$134,421 (2019 - \$21,640) expenses. The Company incurred \$1,398 (2019 - \$4,966) in resource operating expenses. The Company's general and administrative expenses amounted to \$101,178 compared to 2019's \$16,674. The increase of \$84,504 was mainly due to professional fees as the Company worked with legal counsel and other consultants to settle its debt, complete a private placement, search different projects and enter into a mining lease agreement in Wyoming, USA. While the Company continues to monitor its cash, the Company will focus on marketing its property in Wyoming as well as deriving an exploration program to add value for the shareholders.

SIGNIFICANT RELATED PARTY TRANSACTIONS

During the quarter, there was no significant transaction between related parties that has not been disclosed in this MD&A.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company has no outstanding commitments other than disclosed in this MD&A.

Other than disclosed in this MD&A – Quarterly Highlights, the Company does not have any commitments, expected or unexpected, or uncertainties.

RISK FACTORS

In our MD&A filed on SEDAR October 28, 2020 in connection with our annual financial statements (the "Annual MD&A"), we have set out our discussion of the risk and uncertainties which we believe are the most significant risks faced by Visionary. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company's undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company's outstanding share data as at September 30, 2020:

	September 30, 2020	November 25, 2020
Common shares outstanding	51,644,987	51,644,987
Options	1,200,000	1,200,000
Fully diluted common shares outstanding	52,844,987	52,844,987

QUALIFIED PERSON

Darren Lindsay, P. Geo is the Qualified Person as defined under National Instrument 43-101 responsible for the technical disclosure in this document. Mr. Lindsay is a director of Visionary and reviewed the technical information contained in this MD&A – Quarterly Highlights.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.