MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX-MONTH PERIODS ENDED ON JUNE 30, 2021

As of August 25, 2021

TSX-V: SRG

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SCOPE OF MD&A AND NOTICE TO INVESTORS

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as of August 25, 2021 and complements the unaudited condensed consolidated interim financial statements of SRG Mining Inc. (the "Company" or "SRG"), which include: SRG Guinee SARL ("SRG Guinee"), SRG Graphite International Inc. ("SRG Intl"), SRG Liberia Inc. ("SRG Liberia") and SRG Lithium ("SRG Lithium"), its wholly owned subsidiaries, for the period ended on June 30, 2021. These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The Company has prepared this MD&A following the requirements of National Instrument 51-102, Continuous Disclosure Obligations.

The unaudited condensed consolidated interim financial statements and related notes have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Company. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2020.

Management of the Company is responsible for the preparation and presentation of the condensed interim and annual consolidated financial statements and notes thereto, MD&A and other information contained in this MD&A. Additionally, it is management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The unaudited condensed consolidated interim financial statements and the MD&A have been reviewed by the audit committee and approved by the Company's Board of Directors on August 25, 2021. These documents and more information about the Company are available on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

COMPANY OVERVIEW

The Company was incorporated on April 16, 1996 under the Canada Business Corporations Act. SRG Mining Inc. common shares are currently listed on the TSX-V under the trading symbol "SRG.V". The Company's head office is located at #132 – 1320 Graham boulevard, Mont-Royal, Quebec, Canada, H3P 3C8.

SRG is a Canadian-based resource company with the goal of creating shareholder value by becoming a leader in the production and delivery of low-cost, quick-to-market, quality graphite. The Company is focused on evaluating and developing the Lola Graphite deposit, which is located in the Republic of Guinea, West Africa. The Lola Graphite occurrence has a prospective surface outline of 3.22 km^2 of continuous graphitic gneiss, one of the largest graphitic surface areas in the world. SRG owns 100% of the Lola Graphite Property. **Figure 1** presents the Company's Lola Graphite research permit and the surrounding village along with a map showing the deposit's location in the country and the possible import/export routes.

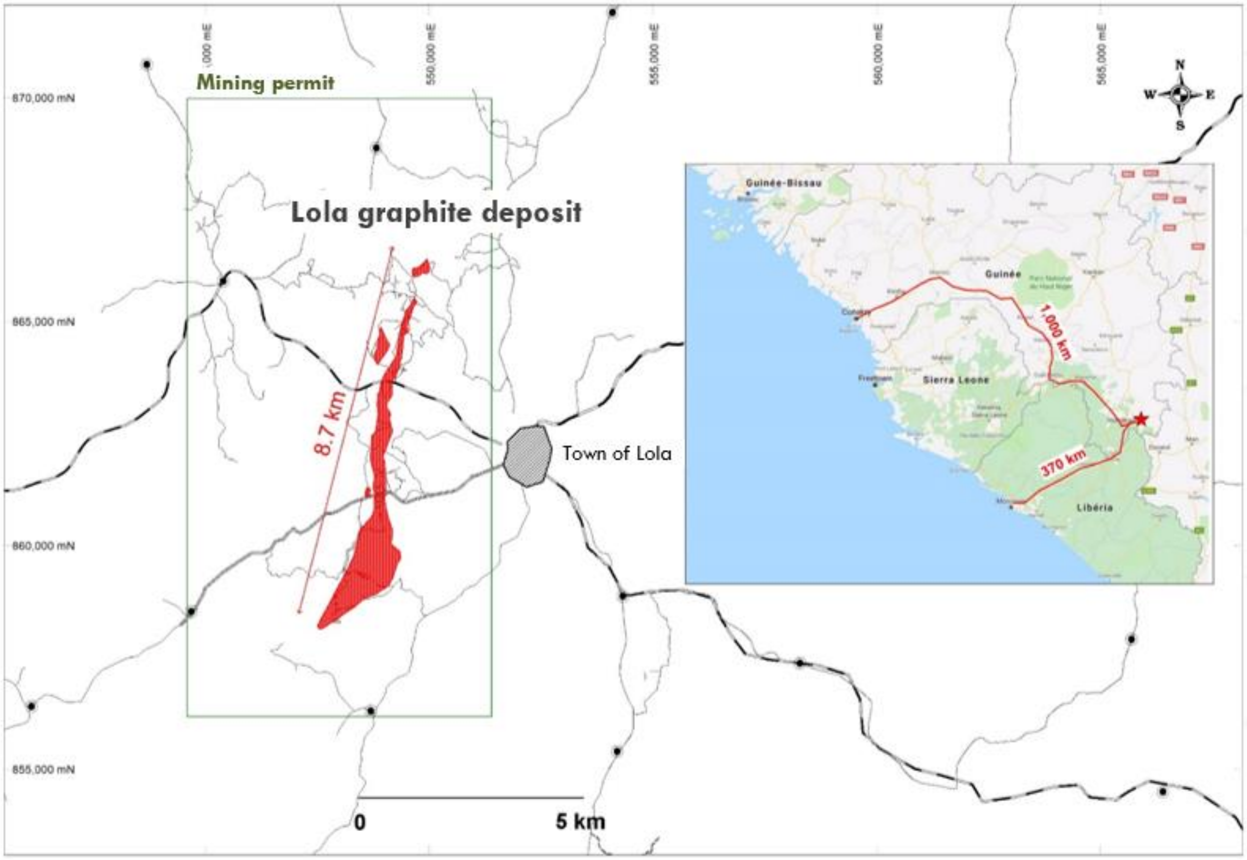

Figure 1 Exploration permits in Guinea

HIGHLIGHTS

- On January 26, 2021, the Company announced the closing of the first tranche ("First Tranche") of a private placement in the form of a convertible debt financing for US$7,500,000 (approximately $9.53M) (the "Financing") with Sprott Private Resource Lending II (Collector), LP ("Sprott").

  The Financing is the first portion of financial resources the Company will raise should it be successful in its bid to acquire the North American Lithium Inc. ("NAL") assets pursuant to the procedures of the Sale and Investor Solicitation Process relating to NAL ("SISP").

  The Company has been involved in the SISP since it was initially launched in October 2019. Since then, the Company has conducted thorough due diligence including multiple site visits and interviews with current and past management; interviews with previous lenders, owners and suppliers of NAL; a review of daily production reports; and technical studies. Furthermore, the Company conducted a review and remodelled the deposit's geological model using NAL's 2019 drilling results as this had not previously been completed by NAL.

  With this information in hand, the Company prepared a full diagnosis of the NAL project and drew up an execution plan that involves recommissioning the NAL project as an integrated operation and producing lithium chemicals within a 36-month period. SRG intends to execute its plan while minimizing its environmental footprint, maintaining worker health and safety as a core value, respecting the interests of all stakeholders, and ensuring long-term profitability of the project for its shareholders. The detailed plan, along with our bid, was presented to Raymond Chabot Inc. as monitor pursuant to the SISP and the secured lenders including Contemporary Amperex Technology ("CATL") and Investissement Québec ("IQ").

- On March 26, 2021, the Company announced that further to its press release dated January 26, 2021 announcing the Financing, the parties have fully closed the First Tranche on January 26, 2021 for US$800,000 (the "First Tranche").

- On April 6, 2021, the Company announced that further to its press release dated January 26, 2021 and March 26, 2021, the Company provided a general update to the market on the Financing. See Financing for NAL section below.

- On May 27, 2021 the government of Quebec announced Sayona Mining as the winning bidder of SISP regarding NAL. As such this signals the end of the Company's involvement in the NAL project.

OVERALL PERFORMANCE

Over the past 3 months, the Company has been focused on finding the project financing required for construction, obtaining and maintaining the necessary permits and regulatory approvals for its Lola graphite project.

Business Objectives and Milestones

The COVID-19 pandemic, economic conditions for both junior mining and for battery minerals has seen a material adverse effect. While the long-term outlook for battery minerals, and graphite remain strong in the medium to long-term, the short-term demand, pricing and appetite for graphite mining projects is impacted negatively. As such, the Company's main objective is assuring the continuation of the business while reducing burn rate to a minimum. The Company will continue progressing the Lola graphite project with regards to project financing, in country administrative elements and sales efforts, but all capital expenses will be reduced or eliminated until the business outlook returns to pre-COVID levels.

FINANCING FOR NAL

On April 6, 2021, Sprott has agreed to refinance the First Tranche and replace it with a new secured credit agreement for US$1,600,000 (the "**USD$1.6M Note**"). The USD$1.6M Note, includes a refinancing and a replacement of the US$800,000 First Tranche, as well as a fresh cash injection on the same terms which are for the totality of the amount; (i) an interest rate of 8% per annum, (ii) a term expiring on July 31, 2023, (iii) is convertible into common shares of the Company, at the discretion of Sprott, at a conversion price equal to $0.69 per share and (iv) includes the issuance of 2,913,623 common share purchase warrants to Sprott exercisable for up to 2,913,623 common shares of the Company at $0.69 per share until July 31, 2023.

On January 25, 2021 as part of the closing of the First Tranche, a payment $400,000 have been made by Sprott to the monitor Raymond Chabot Inc. as a refundable deposit to secure the Company's bid to acquire NAL.

As of April 6, 2021, total payments of $1,500,000 have been made to the monitor Raymond Chabot Inc. as a refundable deposit to secure the Company's bid to acquire NAL. Since the Company was unsuccessful in its bid to acquire NAL, on April 16, 2021, the monitor has returned $1,400,000 (US$1,117,629) refundable deposit to Sprott and $100,000 to SRG and SRG is now in default with the terms of the US$1.6M Note with Sprott. **The full amount outstanding including principal, implied interest, prepayment fee and expenses under the US$1.6M Note is due immediately. As of August 25, 2021 the amount due immediately to Sprott is estimated at $803,157.**

The parties continue their discussions on a way to resolve this issue.

MINERAL PROPERTY PORTFOLIO

The Company's exploration programs are designed, managed and reviewed by Marc-Antoine Audet, P. Geo, PhD, Lead Geologist for SRG. The Company's technical reports and metallurgical tests are designed, managed and reviewed by Raphaël Beaudoin, P. Eng, Vice President of Operations for SRG. Both individuals are 'qualified persons' ("QP"), as defined by National Instrument 43-101, Standards for Disclosure for Mineral Projects ("NI 43-101") in their respective fields.

Lola Graphite Property – Mining Permit

On November 6, 2019, the Government of Guinea awarded SRG Guinée, through presidential decree NºD/2019/291/PRG/SGG, the Lola Graphite mining permit for a first period of fifteen years. It can be renewed several times, upon application of its holder and under the same conditions as for its original grant, each time for a period lasting no more than five years. The mining permit covers an area of 94.38 kilometers square. SRG Guinée has agreed to develop the mine and has an obligation to engage ten percent of the budgeted US$110,000,000 during the first year of issuance of the permit. On March 2021 Management has asked for a deferment to the government due to the ongoing Covid-19 crisis and is expecting the government to waive the clause. The Company paid US$481,485 in superficial rights for the mining permit in March 2020 and annual surface rights of US$7,079 have also been paid to the government of Guinea.

Project Information

During the feasibility study, the Company modified the front-end of the processing plant to allow the processing of a blended ore ratio of soft-rock/hard-rock of 50/50. This provides the flexibility in mine design, tailings management and optimizes the ore body's metallurgy. On August 19, 2019, the Company filed a feasibility study for the Lola project.

As of this MD&A, the Company has six, three-year binding off-take agreements for its graphite flakes which represents 90% of its anticipated production.

SELECTED FINANCIAL INFORMATION

Going concern uncertainty

These condensed consolidated interim financial statements have been prepared on a going concern basis, which presumes the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the ordinary course of business for the foreseeable future. The use of these principles may not be appropriate. The Company is in its early stages, and as is common with similar companies, it raises financing for its exploration and evaluation activities. The Company has incurred a net loss and comprehensive loss for the period ended June 30, 2021 of $1,301,956 (June 30, 2020 – $2,482,192) and has an accumulated deficit of $32,660,601 (December 31, 2020 – $31,358,645). In addition, the Company had a negative working capital of $2,116,575 as at June 30, 2021 (December 31, 2020 – negative $1,601,112), including cash and cash equivalents of $661,377 (December 31, 2020 – $523,136). To date, the Company has financed its cash requirements primarily by issuing common shares, units or by borrowing money. The Company's ability to continue as a going concern is subject to its ability to raise additional financing or reduce its expenditure levels. The Company's discretionary activities do have some scope for flexibility in terms of the amount and timing of expenditures, and to a certain extent, expenditures may be adjusted accordingly. Based on the extent of the Company's current plan and anticipated spending, the Company will need to raise additional financing within the next 3-6 months to continue advancing the Lola Graphite Property.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. Management has assessed its liquidity needs and estimates that these funds will not be sufficient to meet its obligations, budgeted expenditures, and commitments through June 30, 2022. Based on the extent of the Company's current stage and anticipated plan, it will need to raise additional financing, which cast significant doubt on its ability to continue as a going concern. While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future, that such sources of funding will be available to the Company or that they will be available on terms acceptable to it.

If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets might be less than amounts reflected in these condensed consolidated interim financial statements. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

Financial Position Analysis

	June 30, 2021	December 31, 2020
	$	$
Total assets	1,237,489	1,223,369
Total liabilities	2,998,413	2,278,591
Total equity	(1,760,924)	(1,055,222)
Working capital*	(2,116,575)	(1,601,112)

*Working capital is a measure of current assets less current liabilities.

Assets

Total assets as at June 30, 2021, were $1,237,489 compared to $1,223,369 at December 31, 2020, an increase of $14,120 mainly due to an increase in cash of $138,241 and an increase of $49,117 in prepaid expenses and deposits. These were offset by a decrease in property and equipment of $188,353 as amortization was greater than acquisitions and the Company sold 4 vehicles during H1 2021. The increase in cash is related to the First Tranche of US$800,000 a private placement in the form of a convertible debt financing with Sprott (see Financing for NAL). In addition, 200,000 stock options were exercised at a price of $0.365 per stock option and 100,000 stock options were exercised at a price of $0.50 per stock option for total proceeds of $123,000.

Liabilities

Total liabilities as at June 30, 2021 were $2,998,413 compared to $2,278,591 at December 31, 2020, an increase of $719,822. The increase is mostly related to the First Tranche of US$800,000 convertible debt financing with Sprott. As at June 30, 2021, the embedded foreign exchange derivative liability was fair valued at $173,145 and the residual value of $168,693 was assigned to the debt host liability. The interest payable has increased by $143,505 during the period since the full amount outstanding including principal, implied interest, prepayment fee and expenses under the US$1.6M Note is due immediately (see Financing for NAL).

Equity

As at June 30, 2021, the Company had an equity of $(1,760,924) compared to $(1,055,222) as at December 31, 2020, a decrease of $705,702. The decrease is mainly due to the comprehensive loss for the period of $1,301,956. The decrease was reduced by the exercise of stock options for $123,000 and the issuance of 109,900 Incentives Shares for $63,742. The decrease was also offset in part by the recognition of stock-based compensation of $409,512.

Operating Results analysis

	Three-month period ended June 30, 2021	Three-month period ended June 30, 2020	Six-month period ended June 30, 2021	Six-month period ended June 30, 2020
	$	$	$	$
Revenues	-	-	-	-
Net loss	461,906	1,379,488	1,301,956	2,482,192
Net loss per share	0.01	0.02	0.02	0.03

THREE-MONTH PERIOD ENDED JUNE 30, 2021 COMPARED TO THE THREE-MONTH PERIOD ENDED JUNE 30, 2020.

For the three-month period ended June 30, 2021, the Company recorded a net loss of $461,906 compared to $1,379,488 for the same period in 2020, a decrease of $917,582.

The exploration and evaluation expenditures have been reduced by $203,441 for the period since the Company has laid off most of its staff in Guinea and has suspended the exploration and evaluation program on its Lola Graphite project. The decline in E&E expenditures are mostly explained by the salaries and wages that fell by $70,473, metallurgical tests that fell by $86,939 since the operations have been suspended. The stock-based compensation has also been reduced by $32,882.

General and administrative expenses were reduced by $680,064 compared to Q2 2020. The decrease was mostly explained by salaries and benefits that went down by $82,716 and general and office expenses that went down by $39,169 due to a reduce workforce. Most of the decline is explained by the stock-based compensation that went down by $469,106 and the deferred share units that went down by $87,500 during the period.

An interest expense of $150,431 has been recorded compared to $20,799 in Q2 2020, an increase of $129,632 due to the Sprott convertible debenture that became due and payable immediately. It triggered a 6-month penalty for a failed bid of $80,650. A change in fair value of embedded derivative of $167,752 was recorded in Q2 2021 due to the partial repayment of $1,400,000 of the US$1.6M Note with Sprott.

SIX-MONTH PERIOD ENDED JUNE 30, 2021 COMPARED TO THE SIX-MONTH PERIOD ENDED JUNE 30, 2020.

For the six-month period ended June 30, 2021, the Company recorded a net loss of $1,301,956 compared to $2,482,192 for the same period in 2020, a decrease of $1,180,236.

The exploration and evaluation expenditures have been reduced by $445,932 for the period since the Company has laid off most of its staff in Guinea and has suspended the exploration and evaluation program on its Lola Graphite project. The decline in E&E expenditures are mostly explained by the salaries and wages that fell by $204,316, metallurgical tests that fell by $115,714, engineering study fell by $30,911 and camp operations, field supplies and other expenses that fell by $34,465, since the operations have been suspended. The stock-based compensation expenses have also been reduced by $45,817.

General and administrative expenses were reduced by $727,953 compared to H1 2020. The decrease was mostly explained by salaries and benefits that went down by $204,432, investor relation fees that went down by $88,858 and general and office expenses that went down by $51,343 due to a reduce workforce. Most of the decline is explained by the stock-based compensation that went down by $330,579 and the deferred share units that went down by $87,500 during the period.

An interest expense of $226,059 has been recorded compared to $183,063 in H1 2020, an increase of $42,996 due to the Sprott convertible debenture that became due and payable immediately. It triggered a 6-month penalty for a failed bid of $80,650. A change in fair value of embedded derivative of $146,792 was recorded in H2 2021 compared to $117,111 in H1 2020 due to the partial repayment of $1,400,000 of the US$1.6M Note with Sprott.

Cash Flows analysis

	Three-month period ended June 30, 2021	Three-month period ended June 30, 2020	Six-month period ended June 30, 2021	Six-month period ended June 30, 2020
	$	$	$	$
Cash required by operating activities	(178,905)	(543,600)	(536,646)	(2,340,248)
Cash required by investing activities	400,000	-	-	(3,761)
Cash generated by financing activities	(380,078)	14,150	674,887	2,659,250

THREE-MONTH PERIOD ENDED JUNE 30, 2021 COMPARED TO THE THREE-MONTH PERIOD ENDED JUNE 30, 2020.

Operating Activities

For the three-month period ended June 30, 2021, operating activities required cash flows of $178,905 compared to $543,600 for the same period in 2020, a decrease of cash consumption of $364,695. This decrease is due to the decrease in the net loss after adjustment for items not affecting cash which went from $577,462 in Q2 2020 to $313,630 in Q2 2021. Non-cash working capital decreased by $100,863 to $53,237 in Q2 2021 compared to Q2 2020.

Investing Activities

For the three-month period ended June 30, 2021 investing activities have been decreased by $400,000 compared to the same period one year ago. The difference is mainly due to the $400,000 refundable deposit made by SRG in January 2021 to secure the NAL bid that has been refunded by the monitor Raymond Chabot Inc on April 16, 2021.

Financing Activities

For the three-month period ended June 30, 2021 financing activities required cash flows of $380,078 compared to an increase of cash of $14,150 for the same period in 2020, a difference of $394,228. The decrease in the quarter is due to the partial repayment of $1,400,000 of the US$1.6M Note with Sprott.

SIX-MONTH PERIOD ENDED JUNE 30, 2021 COMPARED TO THE SIX-MONTH PERIOD ENDED JUNE 30, 2020.

Operating Activities

For the six-month period ended June 30, 2021, operating activities required cash flows of $536,646 compared to $2,340,248 for the same period in 2020, a decrease of cash consumption of $1,803,602. This decrease is due to the decrease in the net loss after adjustment for items not affecting cash which went from $1,433,740 in H2 2020 to $724,608 in H2 2021. Non-cash working capital decreased by $1,094,470 to $187,962 in H2 2021 compared to H2 2020.

Investing Activities

For the three-month period ended June 30, 2021 investing activities have not required any cash compared to an investment of $3,761 in property and equipment for the same period one year ago.

Financing Activities

For the three-month period ended June 30, 2021 financing activities required cash flows of $674,877 compared to an increase of cash of $2,659,250 for the same period in 2020, a difference of $1,984,363. The decrease in the 6 month period ended June 30, 2021 is mainly due to the difference between the equity financing of $2,484,000 completed in H1 2020 and the issuance of the convertible debenture with Sprott that generated a net cash injection of $441,127 for the period.

Quarterly Results Trends

The operating results for each of the last eight quarters are presented in the following table. Management considers that the information for each of those quarters was determined in the same way as for our financial statements for the year ended December 31, 2020.

	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019
			$	$	$	$	$	$
Operations:								
Revenues	-	-	-	-	-	-	-	-
Net loss	(461,906)	(840,050)	(542,733)	(514,762)	(1,379,488)	(1,102,704)	(2,149,944)	(1,520,086)
Net loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.03)	(0.02)

RELATED PARTIES TRANSACTIONS

Related parties include the Company's key management personnel and related companies. Unless otherwise stated, balances are usually settled in cash.

Transactions with key management personnel

Key management personnel are the members of the Board of Directors, the President and the Chief Financial Officer ("CFO"), the Vice-President Corporate and Legal Affairs, and the Vice-President Operations, Metallurgy, and Process Design.

Remuneration of key management personnel

During the period ended June 30, 2021, the Company incurred fees of $54,389 (2020 – $42,483) with two officers. These fees are recorded under legal fees in administration expenses. As at, June 30, 2021, $84,571 was due to these officers (December 31, 2020 – $33,182).

During the period ended June 30, 2021, the Company incurred salaries of $58,667 (2020 – $117,333) to two employees who are officers of the Company, which $nil (2020 – $35,583) was recorded in E&E expenses, $nil (2020 – $18,083) was recorded in graphite production for customers and tests as well as $58,667 (2020 – $65,667) was recorded in general and administrative expenses. As at June 30, 2021, $220,254 was due to these officers (December 31, 2020 – $161,587).

During the period ended June 30, 2021, the Company recognized stock-based compensation of $158,482 (2020 – $785,908) in connection with stock options granted to officers and directors solely, of which $18,576 was expensed under E&E expenses (2020 – $12,824) and $139,905 was expensed under general and administrative expenses (2020 – $105,375).

Transactions with related parties

During the period ended June 30, 2021, the Company incurred no fees from a consultant who is also a director and the Qualified Person under National Instrument NI 43-101 (2020 – $nil). As at June 30, 2021, $40,000 was due to that consultant (December 31, 2020 – $40,000).

During the period ended June 30, 2021, the Company incurred consulting fees and administrative fees of $29,471 (2020 – $54,865) with a corporation where the Company’s Executive Chairman is also a shareholder of that corporation. As at June 30, 2021, $51,610 was due to that corporation (December 31, 2020 – $39,110).

During the period ended June 30, 2021, SRI and one of its subsidiaries charged the Company $1,255 for services recorded as E&E expenses as well as services recorded as general and administrative expenses (2020 – $25,550). As at June 30, 2021 and December 31, 2020 no amount was due to Sama Resources Inc. and its subsidiary.

In 2019, SRI has loaned $1,000,000 of which $793,397 remains unpaid as at June 30, 2021 (December 31, 2020 – $758,685). See Note 6.

During the period ended June 30, 2021, a corporation where the Company's Executive Chairman is also the Chairman and Chief Executive Officer, charged a total amount of $nil (2020 – $8,379) to the Company. This amount was expensed in consulting fees. These fees were for accounting and administration services. As at June 30, 2021, no amount was due to that corporation (December 31, 2020 – $nil).

During the period ended June 30, 2021, a corporation where the Company's Executive Chairman is also the President and Chief Executive Officer, charged a total amount of $5,802 (2020 – $nil). This amount is for administration expenses. As at, June 30, 2021, no amount was still owed by that corporation (December 31, 2020, $853).

Termination and change of control provisions

Certain agreements between the executive team and the Company contain termination without cause and change of control provisions. Assuming that these agreements would be terminated without cause during the year ending December 31, 2021, the total amounts payable in respect of severance would amount to $827,750. If a change of control would occur during the year ending December 31, 2021, the total amounts payable in respect of severance, if elected by the executive members, would amount to $827,750.

COMMITMENTS

The Company must pay $8,774 in superficial rights every year for the next thirteen years to the government of Guinea to retain the rights of its mining title.

Minimum annual payments relating to the above commitments in the next five fiscal years and thereafter are as follows:

Year	**Other** **$**
2021	8,774
2022	8,774
2023	8,774
2024	8,774
Thereafter	78,965

The Company must pay $8,774 in superficial rights every year for the next thirteen years to the government of Guinea to retain the rights of its mining title.

OUTSTANDING SHARE DATA

	Number of Shares Outstanding (Diluted)
Outstanding as of August 25, 2021	80,235,655
Shares reserved for issuance pursuant to warrants outstanding	10,080,203
Shares reserved for issuance pursuant to stock options outstanding	7,660,500
Shares reserved for issuance under the deferred stock unit plan	171,570
	98,147,928

As at the date of this MD&A, the Company had outstanding stock options enabling holders to acquire common shares of the Company as follows:

Number Outstanding	Exercise Price $	Expiry Date
200,000	0.41	June 21, 2022
150,000	1.20	October 24, 2023
1,802,007	0.365	February 20, 2027
100,000	0.50	March 31, 2027
100,000	0.50	April 25, 2027
25,000	0.36	June 14, 2027
325,000	1.30	November 22, 2027
125,000	1.72	January 14, 2028
2,285,000	1.10	August 8, 2028
1,108,493	0.37	May 11, 2030
950,000	0.51	June 18, 2030
490,000	0.69	February 9, 2031
7,660,500		

As at the date of this MD&A, the Company had outstanding warrants enabling holders to acquire common shares of the Company as follows:

Number Outstanding	Exercise Price	Expiry Date
	$	
4,039,800	1.00	March 4, 2023
946,780	1.00	March 9, 2023
180,000	1.00	March 31, 2023
2,000,000	1.00	July 2, 2023
2,913,623	0.69	July 31, 2023
10,080,203		

Deferred stock unit plan

On April 26, 2019, the Company has adopted a Deferred Stock Unit Plan ("DSUP"). Shareholders have voted in favor of the DSUP on June 20, 2019 and it has been accepted by the TSX Exchange on July 31, 2019.

The DSUP will be required to be approved and ratified by the shareholders on an annual basis. The DSUP is a non-dilutive long-term incentive plan in which employees, including named executive officers, directors and any other person designated by the Board can participate. The DSUP is intended to advance the interests of the Company through the motivation, attraction and retention of Directors, executive officers, employees, service providers or any other person designated by the Board to participate in the DSUP.

A maximum of 6,940,000 shares of the Company may be issued in settlement of DSUs. It is understood that the Company may grant a higher number of DSUs, subject however to having to pay the excess in cash. To date, 171,570 DSUs were granted to directors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors and/or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Canada Business Corporations Act dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the federal laws of Canada, the directors and officers of the Company are required to act honestly, in good faith, and in the best interests of the Company.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to apply accounting policies and make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is full disclosure of the Company's critical accounting policies and accounting estimates in Note 2 and 3 of the audited consolidated financial statements for the year ended December 31, 2020.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Significant changes in the underlying assumptions could result in significant changes to these estimates. Consequently, management reviews these estimates on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about these significant judgments, assumptions and estimates that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are disclosed in Note 4 of the audited consolidated financial statements for the year ended December 31, 2020.

NEW ACCOUNTING STANDARDS ISSUED AND IN EFFECT

The new accounting standards issued and in effect are disclosed in note 3 of our audited consolidated financial statements for the year ended December 31, 2020.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET IN EFFECT

The new accounting standards issued but not yet in effect are disclosed in note 3 of our audited consolidated financial statements for the year ended December 31, 2020.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring and exploring mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than interest on cash balances. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be subject.

Impact of Epidemics

All of SRG's operations are subject to the risk of emerging infectious diseases or the threat of viruses or other contagions or epidemic diseases, including COVID-19. Any outbreak or threat of an outbreak of a virus or other contagions or epidemic disease could have a material adverse effect on the Company's business, results of operations and financial condition.

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Exploration and Evaluation

Mineral exploration and evaluation is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

All of the mineral claims to which the Company has a right to acquire an interest are in the exploration stages only and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

Supplies, Health and Infrastructure

The Company's property interests are often located in remote, undeveloped areas and the availability of infrastructures such as surface access, skilled labour, healthy labour, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. In Guinea, power may need to be generated onsite.

Mining Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to its mining properties in which it has a material interest, there is no guarantee that title to such mining properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements, transfers, or native claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation in most countries provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

The Company believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Political and Economic Risks of Doing Business in Guinea and Liberia

All of the Company's mineral properties are currently located in Guinea which is a politically stable country. The fiscal laws and practices are well established and generally consistent with Western rules and regulations. However, there is no assurance that future political and economic conditions in this country will not result in its government adopting different policies respecting foreign development and ownership of mineral properties. Any changes in laws, regulations or shifts in political attitudes regarding investment in the Guinea mining industry are beyond its control and may adversely affect its business. The Company's exploration and evaluation activities may be affected in varying degrees by a variety of economic and political risks, including cancellation or renegotiation of contracts, changes in Guinean domestic laws or regulations, changes in tax laws, royalty and tax increases, restrictions on production, price controls, expropriation of property, fluctuations in foreign currency, restrictions on the ability to repatriate earnings and pay dividends offshore, restrictions on the ability to hold foreign currencies in offshore bank accounts, environmental legislation, employment practices and mine safety. In the event of a dispute regarding any of these matters, the Company may be subject to the jurisdiction of courts outside of Canada which could have adverse implications on the outcome.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Information Systems Security Threats

Although the Company has not experienced any material losses to date relating to cyber attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Operating Hazards and Risks

Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.