

American Pacific Mining Corp.

**MANAGEMENT DISCUSSION & ANALYSIS
(Form 51-102F1)**

For the Nine Months Ended September 30, 2019

(Expressed in Canadian Dollars)

**American Pacific Mining Corp.
Management's Discussion and Analysis
For the Nine Months Ended September 30, 2019**

BACKGROUND

This Management Discussion and Analysis ("MD&A") of American Pacific Mining Corp. ("APMC", "American Pacific" or the "Company") financial position and results of operations for the nine months ended September 30, 2019 is prepared as at November 25, 2019. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2019 and the supporting notes. Those unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on July 1, 2017. The Company is engaged in the business of mineral exploration and its objective is to locate and develop mineral properties in Western United States.

The Company's head office, principal address, registered address and records office is Suite 910 - 510 Burrard Street, Vancouver, B.C., V6C 3A8, Canada.

The Company has one wholly-owned subsidiary, American Pacific Mining (US) Inc. ("APM Sub"). APM Sub was incorporated in Nevada, United States pursuant to Chapter 78 of the *Nevada Revised Statutes* on January 13, 2018.

On October 31, 2019 the Company announced the resignation of Alnesh Mohan and the appointment of Jones Lang to the Board of Directors.

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DESCRIPTION OF THE BUSINESS

South Lida claims (Nevada, US)

On July 1, 2017, the Company entered into a Claims Purchase Agreement (the "Claims Purchase Agreement") with David Saderholm (the "Trustee"), Eric Saderholm, Patricia Saderholm, Warwick Smith and Tarin Smith (collectively, the "Vendors") (the "Claims Purchase Agreement") whereby the Vendors agreed to sell the South Lida Property in exchange for shares in the Company.

Under the Claim Purchase Agreement, the Company will issue to the Vendors a total of 3,000,000 common shares (the "Property Shares") as follows:

- a) 500,000 Property Shares on July 1, 2017 (issued);
- b) 500,000 Property Shares on the listing date (issued);
- c) 1,000,000 Property Shares on the earlier of (i) six months after the listing date and (ii) the date the Property is sold or otherwise transferred as part of a transaction for value approved by the Board (issued on October 25, 2018); and
- d) 1,000,000 Property Shares on the earlier of (i) the one-year anniversary after the listing date and (ii) the date the Property is sold or otherwise transferred as part of a transaction for value approved by the Board (issued on March 8, 2019).

The acquisition of the South Lida property is a related party transaction as two of the Vendors are officers and directors of the Company.

Tuscarora property (Nevada, US)

On November 6, 2017, the Company entered into the Option Agreement with Novo Resources Corp. ("Novo") to acquire a one hundred percent right, title and interest in and to the Tuscarora Property (the "Option"). The Tuscarora Property consists of 24 claims covering approximately 447 acres within the Tuscarora Mining District in Elko County, Nevada centered on UTM coordinates 565568E/4573240N. The Tuscarora District lies at the foot of Mount Blitzen on the eastern slope of the Northern Tuscarora Range. Tuscarora is a high-level, epithermal gold/silver district containing numerous precious metal veins within the project area. Mineralization is coeval with that found in the nearby world-class Carlin and Cortez Trends but differs in that it is hosted in a 40-million-year-old volcanic rock sequence on the flanks of an ancient caldera. Historic drilling along the South Navajo Zone has intersected high-grade mineralization from the South Navajo Vein, just one of many veins that project into the property and are covered by pediment gravels.

In consideration for the Option, the Company will:

- (a) make cash payments to Novo of \$375,000, in three equal installments of \$125,000 as follows:
 - (i) the first instalment due on the earlier of the listing date and January 31, 2018 (paid);
 - (ii) the second instalment due on the earlier of the first anniversary of the listing date and January 31, 2019 (paid); and
 - (iii) the third instalment due on the earlier of the second anniversary of the listing date and January 31, 2020;
- (b) issue 800,000 common shares of the Company to Novo Resources Corp. in three equal instalments, with one-third issued on each of the listing date (issued) and the first (issued) and second anniversaries of the listing date; and
- (c) incur USD\$100,000 in expenditures on the property annually starting on the twelve-month period commencing on the first anniversary of the listing date and per each successive twelve-month period thereafter.

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northeast of the Carlin trend, and 20km southwest of the Jerritt Canyon District where over 8 million ounces of gold have been produced since 1981. According to the note, while the South Navajo vein has been a primary target at Tuscarora due to its historical production and high-grades, a series of other historically productive veins exist on the property controlled by the Company. These veins were tested and locally mined where exposed at the surface in the late 1800s, but minimally explored when they dipped under pediment gravel.

On August 15, 2018 the Company announced assay results of the remaining holes from the Phase 1 drill program on the Tuscarora Gold Project.

On October 9, 2018, the Company provided results from screen metallic samples of the previously announced 2018 drill program results.

On August 14, 2019, the Company completed a comprehensive geophysical survey, known as CSAMT (Controlled Source Audio-frequency Magneto- tellurics).

On August 20, 2019, the Company filed a Notice of Intent with the United States Department of the Interior, Bureau of Land Management, for the 2019 drilling campaign.

On September 16, 2019, the Company announced that drilling commenced at the Tuscarora Gold Project in Elko Nevada. The drilling campaign will primarily focus on following up the priority targets defined from the recent CSAMT, gravity and geological mapping programs conducted by OceanaGold.

Joint Venture with OceanaGold U.S. Holdings Inc. (“OceanaGold”)

On April 15, 2019, the Company entered into an earn-in agreement with OceanaGold, a US subsidiary of OceanaGold Corp.

According to earn-in agreement, OceanaGold can earn up to 51% of the Tuscarora Gold Project by investing US\$4,000,000 over the next four years (“Phase 1”) as follows:

	in USD
On or before:	
April 15, 2020	\$ 625,000
April 15, 2021	750,000
April 15, 2022	1,125,000
April 15, 2023	1,500,000
	<u>\$ 4,000,000</u>

To execute the earn-in agreement, OceanaGold made an initial cash payment of US\$50,000 to the Company during the nine month period ended September 30, 2019. OceanaGold will make a second payment of US\$200,000 in cash or shares at Oceana’s option when OceanaGold earns a 51-per-cent interest in the Tuscarora Gold Project.

OceanaGold will also make all payments to holders of underlying property interests and pay claim fees. OceanaGold will be the operator and, upon earning-in an interest, a joint venture management committee will be formed.

During the nine months ended September 30, 2019, the Company and OceanaGold incurred \$92,588 and US\$717,684, respectively, in evaluation and exploration costs related to Tuscarora property.

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Gooseberry Gold Project (Nevada, US)

On April 23, 2019, the Company acquired through staking the historic Gooseberry Mine in Storey Nevada, US. The Gooseberry Gold project includes 42 unpatented claims, totaling approximately 708 acres. The Gooseberry Gold Project contains gold-silver bearing quartz-calcite vein structures that are characterized as low-sulfidation epithermal style mineralization typified by banded to cockade quartz textures and the presence of adularia and kaolinite.

Initial surface sampling and exploration around the property commenced May 10, 2019. Total of nine initial samples were taken from the dumps and old mineralized stockpiles at Gooseberry, with highlight results including the following:

- Sample GB19ECS-007- 1.05 kg: 18.45 g/t Au and 595 g/t Ag
- Sample GB19ECS-003- 0.59 kg: 17.75 g/t Au and 310 g/t Ag
- Sample GB19ECS-001- 1.25 kg: 10.25 g/t Au and 218 g/t Ag
- Sample GB19ECS-006- 0.70 kg: 10.20 g/t Au and 273 g/t Ag

Samples were taken from mineralized vein material composed of dolomite, calcite and quartz. Grab samples are selective samples and may not necessarily be representative of the mineralization hosted on the property. Historically, mined materials were brought to the surface and stockpiled at Gooseberry, crushed and then run through a heap leach. These nine samples were taken from materials most likely extracted late in the mining phase due to their location on the upper stockpile. Some materials have gone through a primary crushing process only. According to historical records Asamera Minerals Inc. ceased hard rock mining during 1989 due to low metals prices and higher underground production costs and moved to the more easily accessible mine tailings.

On October 21, 2019, the Company located approximately ten boxes of Gooseberry Mine data from a previous mine owner, Asamera Minerals Inc. With the assistance of the Nevada Bureau of Mines and Geology, data that includes historical assays information, surface grid maps, drill hole location maps, some drill hole information and detailed underground stope maps were located within The Great Basin Science Sample and Records Library. The data is currently being processed and reviewed by the GIS team to begin initial internal modelling of the property.

RESULTS OF OPERATIONS

Three months ended September 30, 2019

During the three months ended September 30, 2019, the Company recorded a net loss of \$672,437 compared to \$651,622 for the three months ended September 30, 2018.

During the three months ended September 30, 2019, the Company incurred the following significant expenditures:

- Consulting fees of \$166,181 (September 30, 2018 – \$163,589);
- Exploration and evaluation costs of \$85,162 (September 30, 2018 – \$109,460);
- General and administrative costs of \$36,857 (September 30, 2018 – \$30,564);
- Professional fees of \$70,661 (September 30, 2018 – \$35,614);
- Shareholder information and investor relations of \$243,541 (September 30, 2018 – \$271,867); and
- Transfer agent, regulatory and listing fees of \$22,848 (September 30, 2018 – \$11,461).

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Nine months ended September 30, 2019

During the nine months ended September 30, 2019, the Company recorded a net loss of \$1,733,074 compared to \$2,951,408 for the nine months ended September 30, 2018.

During the nine months ended September 30, 2019, the Company incurred the following significant expenditures:

- Consulting fees of \$441,278 (September 30, 2018 – \$408,435);
- Exploration and evaluation costs of \$241,549 (September 30, 2018 – \$959,960);
- General and administrative costs of \$104,151 (September 30, 2018 – \$65,339);
- Professional fees of \$205,126 (September 30, 2018 – \$255,912);
- Share-based payments of \$165,088 (September 30, 2018 - \$389,145);
- Shareholder information and investor relations of \$452,268 (September 30, 2018 – \$599,362);
- Transfer agent, regulatory and listing fees of \$75,384 (September 30, 2018 – \$134,699); and
- Travel expenses of \$85,422 (September 30, 2018 – \$97,667).

In addition, the Company recognized income from interest in mineral property of \$65,432 which is related to the earn-in agreement with OceanaGold during the nine months ended September 30, 2019 (September 30, 2018 – \$nil).

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Interest income	\$ 1,279	\$ 3,046	\$ 144	\$ 2,206
Net loss	(672,437)	(652,094)	(408,543)	(701,255)
Comprehensive loss	(672,430)	(652,100)	(410,529)	(734,171)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

	Three months ended			
	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017
Interest income	\$ 479	\$ -	\$ -	\$ -
Net loss	(651,622)	(1,357,645)	(942,141)	N/A
Comprehensive loss	(649,498)	(1,359,974)	(942,141)	N/A
Basic and diluted loss per share	(0.02)	(0.04)	(0.05)	N/A

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SELECTED INFORMATION

	For the nine months ended		
	September 30, 2019	September 30, 2018	September 30, 2017
Interest and miscellaneous income	\$ 4,469	\$ 479	\$ -
Operating expenses	(1,802,975)	(2,951,887)	\$ (15,010)
Net loss	(1,733,074)	(2,951,408)	\$ (15,010)
Comprehensive loss	(1,735,059)	(2,951,613)	\$ (15,010)
Basic and diluted loss per share	\$ (0.03)	\$ (0.11)	\$ (0.30)

<i>As at:</i>	September 30, 2019	December 31, 2018	December 31, 2017
Working capital	\$ 1,734,697	\$ 531,067	\$ 3,615,787
Total assets	2,914,004	1,321,914	\$ 3,775,369
Total liabilities	121,103	173,438	\$ 634,605
Share capital	7,841,934	4,656,090	\$ 532,332
Deficit	(5,826,364)	(4,093,290)	\$ (440,627)

LIQUIDITY AND CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained then the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

As of September 30, 2019, the Company has working capital of \$1,734,697.

OUTSTANDING SHARE DATA

Share Capital

a) Authorized

Unlimited number of common shares without par value.

b) Escrow shares

During the year ended December 31, 2018, the Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% on every six months from date of listing. During the nine months ended September 30, 2019, 525,000 common shares were released from escrow (September 30, 2018 – nil). At September 30, 2019, there were 787,501 common shares held in escrow (December 31, 2018 – 1,312,501).

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c) Issued share capital

At September 30, 2019, the Company had 62,745,333 common shares issued and outstanding (December 31, 2018 – 33,751,667) with a value of \$7,841,934 (December 31, 2018 – \$4,656,090).

During the nine months ended September 30, 2019

- On March 1, 2019, the Company completed a non-brokered private placement of 14,602,000 units at a price of \$0.10 for gross proceeds of \$1,460,200. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of \$0.20 at any time prior to February 28, 2020. In connection with the private placement, the Company paid \$78,374 and issued 353,640 finders warrants priced at \$0.20 as share issue costs.

The Company estimated the fair value of finders' warrants using the Black-Scholes options pricing model, assuming a risk-free interest rate of 1.78%, an expected life of 12 months, an expected volatility of 78% and an expected dividend yield of 0%, which totaled \$22,000, and recorded these values as share issuance costs.

- On March 8, 2019, the Company issued 1,000,000 common shares with a fair value of \$220,000 for the South Lida Property.
- On March 8, 2019, the Company issued 266,666 common shares with a fair value of \$58,666 for the Tuscarora Property.
- On July 29, 2019, the Company completed a non-brokered private placement of 9,325,000 units at a price of \$0.10 for gross proceeds of \$932,500. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of \$0.20 at any time prior to July 29, 2020, subject to earlier expiry of the exercise period if, at any time after four months from July 29, 2019, the closing price of the shares is greater than \$0.25 for five or more consecutive trading days. In connection with the private placement, the Company paid \$32,596 and issued 234,000 finders warrants priced at \$0.20 as share issue costs.

The Company estimated the fair value of finders' warrants using the Black-Scholes options pricing model, assuming a risk-free interest rate of 1.55%, an expected life of 12 months, an expected volatility of 79% and an expected dividend yield of 0%, which totaled \$6,552, and recorded these values as share issuance costs.

- The Company issued 2,800,000 common shares with a fair value of \$504,000 to Wallace Hill Partners Ltd. and affiliates in consideration for a three-year consulting services agreement.
- The Company issued 1,000,000 common shares with a fair value of \$150,000 to Capital Pearl Investments in consideration for a one-year consulting services agreement.

d) Warrants

During the nine months ended September 30, 2019

- 6,021,300 warrants expired unexercised.

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e) Options

During the nine months ended September 30, 2019

- The Company granted 1,000,000 options with an exercise price of \$0.28 to certain directors and consultants. The options are exercisable for a period of five years.
- The Company granted 500,000 options with an exercise price of \$0.15 to its consultant. The options are exercisable for a period of one year.

As of the date of this MDA, the Company had:

- 62,745,333 common shares issued and outstanding;
- 12,551,140 warrants with an exercise price of \$0.20; and
- 3,950,000 stock options with an exercise price ranging from \$0.145 to \$0.30.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Total compensation of key company personnel during the nine months ended September 30, 2019 and 2018 are as follows:

	For the nine months ended	
	September 30, 2019	September 30, 2018
Consulting fees	\$ 186,711	\$ 157,613
Directors' fees	11,830	-
Exploration and evaluation costs	112,910	172,460
Professional fees	95,200	102,960
Shareholder information and investor relations	-	59,063
Share-based payments	66,342	195,792
	\$ 472,993	\$ 687,888

During the nine months ended September 30, 2019

- The Company incurred consulting fees of \$119,211 to Harbourside Consulting Ltd. which is controlled by the Chief Executive Officer and a Director of the Company (September 30, 2018 – \$115,113).
- The Company incurred consulting fees of \$67,500 to Inlet Consulting Ltd. which is controlled by the Chief Financial Officer and Director of the Company (September 30, 2018 – \$36,500).
- The Company paid \$70,200 for professional fees to Quantum Advisory Partners LLP whose incorporated partner is a former Director of the Company (September 30, 2018 – \$102,960).

The balances due to the Company's directors and officers included in accounts payables and accrued liabilities were \$65,664 as at September 30, 2019 (December 31, 2018 – \$87,923), which were paid subsequent to September 30, 2019. These amounts are unsecured, non-interest bearing and payable on demand.

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OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

These financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting except for cash flow information. Refer to Note 2 of the audited financial statements for the year ended December 31, 2018 for details on critical accounting estimates and judgments.

CHANGES IN ACCOUNTING POLICIES

Adoption of new and amended accounting standards

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2019.

The adoption of the following IFRS pronouncements will result in enhanced financial statement disclosures in the Company's annual consolidated financial statements.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. Under IFRS 16, as a lessee, the Company is required to recognize all leases in the statement of financial position as a "right-of-use" asset and a lease liability unless the lease term is 12 months or less or the underlying asset has a very low value. The asset is subsequently accounted for in accordance with the cost or revaluation model in IAS 16 Property, Plant and Equipment or as Investment Property under IAS 40 Investment Property. The liability is unwound over the term of the lease giving rise to an interest expense. The adoption of this standard did not have an impact on the unaudited condensed consolidated interim financial statements.
- IFRIC 23 – Uncertainty over Income Tax Treatments: This standard was issued by the IASB in June 2017 and specifies the interpretation to be applied to the determination of taxable profit, tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The adoption of this standard did not have an impact on the unaudited condensed consolidated interim financial statements.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 12 of our unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2019. For a discussion on the

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significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended December 31, 2018.

OTHER MD&A REQUIREMENTS

Management's responsibility for financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Risks and uncertainties

Investment in the common shares must be regarded as highly speculative due to the nature of the Company's business and its present stage of operations.

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavor. A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of its securities.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. The purpose of the Private Placement was to raise funds to carry out exploration and, if thought appropriate, development with the objective of establishing economic quantities of mineral reserves. There is no guarantee that economic quantities of mineral reserves will be discovered on any properties optioned by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and you may lose your investment.

Speculative Nature of Mineral Exploration

Resource exploration 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 insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

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Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its option to acquire an interest in the Tuscarora Property there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Gold Deposits

The Tuscarora Property and Gooseberry Gold Projects are in the exploration stage only and are without a known economic mineralization. Development of these properties would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

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. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Tuscarora Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and

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operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Tuscarora Property and the Gooseberry Gold Project is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Tuscarora Property. The Company may face challenges to the title of the Tuscarora Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties optioned or owned by the Company will be dependent on its ability to raise additional funds by equity financing.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Tuscarora Property.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

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Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the property owned by the Company, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Negative Cash Flows from Operations

The Company had negative operating cash flow for the period from incorporation to September 30, 2019. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of Common Shares distributed hereunder will be affected by such volatility. There is no public market for the Common Shares. An active public market for the Common Shares might not develop or be sustained after the Offering. The initial public offering price of the Common Shares has been determined by the Company and this price will not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial public offering price.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant

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provisions of the British Columbia Business Corporations Act. Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

Dividends

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.