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MANAGEMENT DISCUSSION AND ANALYSIS

April 30, 2020

Form 51-102 F1
Management Discussion and Analysis ("MD&A")
North Arrow Minerals Inc.
Containing Information up to and including July 17, 2020

Description of Business

North Arrow Minerals Inc. ("North Arrow", "NAR" or the "Company") is a Canadian mineral exploration company focused on evaluating prospective diamond exploration properties in Canada. The Company's key diamond properties include the Naujaat (Nunavut), Mel (Nunavut), Pikoo (Saskatchewan), Lac de Gras (Northwest Territories), and Loki (Northwest Territories) projects. Shares of the Company trade on the TSX Venture Exchange ("TSXV") under the symbol NAR.

The following discussion and analysis of the Company's financial condition and results of operations for the year ended April 30, 2020 should be read in conjunction with the audited financial statements of the Company for the years ended April 30, 2020 and April 30, 2019, together with the notes thereto. The MD&A supplements but does not form part of the audited financial statements of the Company. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

Forward Looking Statements

This document may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to sources of and anticipated financing requirements, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans and estimated future financing requirements contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks, and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on our behalf, except as required by law.

Covid-19

During March 2020, the World Health Organization declared Covid-19 a global pandemic and levels of government throughout Canada have declared states of emergency. The Company has followed evolving federal, territorial and provincial health guidelines, as appropriate, and instituted a number of measures including work from home measures for head office staff and cancellation of planned field work (see Loki and LDG JV Project updates). The Company's planned activities have been impacted by the uncertainty created by this pandemic and its duration and full impact are unknown at this time.

Tenure to the Company's exploration properties is secure. Core exploration properties have sufficient assessment credits to maintain them in good standing for at least 3 years, much longer (>5 years) in the case of tenures hosting known diamondiferous kimberlites. Furthermore, tenure relief has been granted in Nunavut and Saskatchewan and is expected to be granted in the Northwest Territories, as part of these territorial and provincial government's response to the pandemic.

Management is working with the Company's board of directors to review contingencies over the coming months to ensure the safety of employees and a return to exploration activities as access is reopened in the jurisdictions where the Company's tenures are held.

Highlights for the year ended April 30, 2020 and subsequent events up to July 17, 2020

Naujaat project, NU

- Effective June 1, 2020, the Company granted EHR Resources Ltd. ("EHR") an option to earn a 40% interest in the project by funding the collection and treatment of a $5,600,000, 1,500 to 2,000t bulk sample from the Q1-4 kimberlite in 2021. The Company and EHR also signed a non-binding letter of intent ("LOI") to negotiate a second option agreement under which EHR may elect, after completing the 2021 preliminary bulk sample, to earn an additional 20% interest in the Q1-4 diamond deposit by funding the collection and treatment of a 10,000 tonne bulk sample.

- Continued working with the Hamlet of Naujaat on plans for permitting and funding construction of a community access trail that will pass approximately 1.5 km southeast of the Q1-4 diamond deposit;

- Continued with planning and permitting for collection of a 10,000t bulk sample from the Q1-4 diamond deposit, including initiation of an engineering design and costing study of a small-scale mobile diamond recovery plant for use at the project site.

Lac de Gras joint venture project, NT

- On July 8, 2019, the Company announced the discovery of the Anchor kimberlite as part of the 2019 exploration program. Thirteen ground geophysical survey grids, anomaly checks, Lidar Surveying and till sampling were also completed as part of the 2019 exploration program.

- On February 27, 2020 the Company announced the start of ground geophysical surveys as part of a $3.5M 2020 exploration program. During the fourth quarter of fiscal 2020, the joint venture operator notified the Company that the 2020 exploration program had been suspended as a result of the Covid-19 pandemic. Subsequently the joint venture operator filed for creditor protection under Companies' Creditor Arrangement Act.

Loki project, NT

- During the year ended April 30, 2020, the Company completed a program of till sampling and limited ground geophysics.
- On September 9, 2019, the Company closed the sale of royalty interests in the Loki Diamond Project to Umgeni Holdings International ("Umgeni"). Under the terms of the agreement Umgeni increased its royalty interests in certain mineral claims at the Loki Project to 2.0% in exchange for payment to the Company of $266,000 (received). Umgeni is a private company of which Chris Jennings, a director of the Company, is a beneficiary of the sole shareholder.

- During the fourth quarter of fiscal 2020 due to the Covid-19 pandemic the Company cancelled planned spring ground geophysical surveys and potential drilling programs.

Financing

- On July 31, 2019, the Company issued 17,904,286 units at a price of $0.07 per unit for gross proceeds of $1,253,300. Each unit consisted of one common share and a transferrable warrant that entitles the holder to purchase one additional common share at a price of $0.10 for a period of 60 months.

- On July 31, 2019, the Company extended the expiry date of 26,481,717 warrants by two years and repriced 25,070,887 of these warrants to $0.225 in accordance with TSX Venture Exchange Policy 4.1 Sec 3.3(d).

A summary of the exploration activities for the Company follows, as well as a description of other corporate activities. These summaries include some discussion of management's future exploration plans. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in these statements. The Company's exploration programs are subject to change from time to time, based on the analysis of results and changing corporate priorities, exploration targets and funding consideration.

Exploration Projects Overview

An overview of the exploration activities for the Company follows. For additional details the reader is referred to the Company's continuous disclosure documents available on SEDAR (www.sedar.com)

EXPLORATION AND EVALUATION ASSETS

	April 30, 2020	Expended During the Year	Write-offs During the Year	April 30, 2020
Diamond Properties				
Lac de Gras, Canada				
Exploration costs	$ 235,404	$ -	$ -	$ 235,404
Acquisition and tenure costs	277,918	-	-	277,918
Geological, data collection and assays	153,559	-	-	153,559
Office and salaries	134,040	-	-	134,040
	800,921	-	-	800,921
Pikoo, Canada				
Exploration costs	1,259,526	2,414	-	1,261,940
Drilling	2,085,859	-	-	2,085,859
Acquisition and tenure costs	217,782	685	-	218,467
Geological, data collection and assays	1,597,248	250	-	1,597,498
Office and salaries	644,946	16,119	-	661,065
Contribution from joint-venture partner	(637,813)	-	-	(637,813)
	5,167,548	19,468	-	5,187,016
Loki, Canada				
Exploration costs	443,655	57,647	-	501,302
Drilling	296,657	-	-	296,657
Acquisition and tenure costs	57,524	20,775	-	78,299
Geological, data collection and assays	204,754	82,314	-	287,068
Office and salaries	167,555	89,223	-	256,778
Recoveries	(270,000)	(366,000)	-	(636,000)
	900,145	(116,041)	-	784,104
Naujaat, Canada				
Exploration costs	849,587	134,978	-	984,565
Drilling	1,464,020	-	-	1,464,020
Acquisition and tenure costs	378,528	24,353	-	402,881
Geological, data collection and assays	4,916,690	139,447	-	5,056,137
Office and salaries	867,712	140,154	-	1,007,866
	8,476,537	438,932	-	8,915,469
Mel, Canada				
Exploration costs	1,341,032	(10,343)	-	1,330,689
Drilling	465,004	-		465,004
Acquisition and tenure costs	288,085	15,067	-	303,152
Geological, data collection and assays	991,850	5,229	-	997,079
Office and salaries	328,795	42,971	-	371,766
	3,414,766	52,924	-	3,467,690
TOTAL	$ 18,759,917	$ 395,283	$ -	$ 19,155,200

Unless otherwise stated below, the Company's Canadian exploration activities are conducted under the supervision of Kenneth Armstrong, P.Geo. (NWT, NU, ON), President and CEO of the Company.

Diamond Projects

Naujaat diamond project, Nunavut

The Naujaat diamond project is located near the community of Naujaat (Repulse Bay), Nunavut. A total of eight kimberlite pipes (Q1-4, A34, A42, A59, A76, A94, A97 and A152) have been identified within the project as well as a number of laterally extensive kimberlite dyke systems. The Q1-4 kimberlite, located just 7 km from the Company's laydown near the community of Naujaat, is the largest and most diamondiferous of the kimberlites discovered to date and hosts an important population of Type IaA - Ib fancy coloured, yellow to orangey yellow, diamonds.

On May 15, 2013 the Company confirmed an Inferred Mineral Resource for the 12.5 hectare Q1-4 kimberlite to be 26.1 million carats from 48.8 million tonnes total content of kimberlite with an average +1 DTC total diamond content of 53.6 carats per hundred tonnes (cpht) extending from surface to a depth of 205m. Additional resource upside in the form of a target for further exploration was estimated at between 7.9 to 9.3 million carats of diamonds from 14.1 to 16.6 million tonnes total content of kimberlite with an average +1 DTC total diamond content of 56.1 cpht, extending from 205m depth to 305m depth. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The potential quantity and grade of a target for further exploration referred to above is conceptual in nature, there has been insufficient exploration to define a mineral resource, and it is uncertain whether further exploration will result in the target being delineated as a mineral resource. For information on the data verification, exploration information and the resource and target for further exploration estimation procedures please see the technical report dated May 13, 2013 which is available under the Company's profile at www.sedar.com and on the Company's website (www.northarrowminerals.com). The authors of the report were Barb Kupsch, P.Geol. and David Farrow, P.Geo.

Evaluation work completed by the Company since 2014 has included mini-bulk sampling (2014 and 2017) and delineation drilling (2017). Eleven drill holes were completed during the 2017 delineation drill program with approximately 2,440 m of kimberlite core recovered. The holes are part of a planned program to increase confidence in the Q1-4 geological model, including the target for further exploration (TFFE) between 205 and 305m below surface (-135 to -235 meters above sea level "masl") outlined in the most recent May 2013 technical report on the project. Drilling tested all five major phases of the kimberlite and confirmed the kimberlite extends well beyond 305m below surface with the deepest drill hole terminated in kimberlite at a depth of 376 m below surface (approximately -311 masl). A more complete summary of the drilling results can be found in the Company's Management Discussion and Analysis for the years ended April 31, 2018 and 2019.

The Company has collected two bulk samples from Q1-4, including a 210 tonne sample in 2017 of the A88 and Green kimberlite phases, and a 1353 tonne sample (A282014) collected in 2014 from the A28 phase. The 2017 sample was processed as three sub samples: C1 (Green Kimberlite phase), C2 (A88 kimberlite phase) and C3 (Mixed Green and A88). A summary of the diamond recoveries from the 2017 and 2014 bulk samples is provided in the table below, including the proportion of coloured (yellow to orangey yellow) diamonds recovered from the samples.

Sample	Weight (Dry tonnes)	# Diamonds (+1 DTC)	Carats	Sample Grade (cpht[2])	Proportion Yellow Diamonds[1]	
					By Stones	By Carats
C1[3]	27.06	344	8.46	31.2	2.6%	3.1%
C2[3]	51.73	467	12.99	25.1	9.9%	9.9%
C3[3]	131.04	1,180	42.80	32.6	11.6%	28.2%
C1+C2+C3[3,4]	209.84	1,991	64.25	30.6	10.7%	21.2%
A282014[5]	1,353.3	11,083	384.28	28.4	9.0%	21.5%

[1] includes very pale to pale to intense/dark yellow + green yellow diamonds; same colour breakdown as undertaken for sample A282014.
[2] carats per hundred tonnes
[3] As reported in North Arrow news release dated February 28, 2018
[4] total 2017 Pit C sample determined by arithmetic
[5] As reported in North Arrow news release dated May 5, 2015.

It is management's opinion that Q1-4 represents a compelling under evaluated diamond resource that benefits from its large size and close proximity to tidewater and infrastructure of the Hamlet of Naujaat. The coloured (yellow to orangey yellow) diamonds are a distinguishing characteristic of the Q1-4 diamond population. A study of the nitrogen aggregation characteristics of the coloured diamonds has confirmed they are a distinct population of rare Type IaA - Ib coloured diamonds. In 2015, the Company initiated a polishing exercise on a selection of the coloured diamonds to provide information on their suitability for polishing, potential yield, and final polished colour. Results from this work have confirmed that i) a portion of the yellow diamond population are certifiable fancy orangey yellow diamonds that would be desirable for use in the luxury gem and jewelry trade and ii) the presence of these fancy coloured diamonds could have a significant positive impact on the overall value of the Q1-4 diamond population. As such the Company continues to focus on planning efforts for collection of a 10,000 tonne bulk sample from Q1-4 for the purpose of evaluating the diamond size distribution and value characteristics of the deposit, with particular emphasis on the fancy yellow to orangey yellow diamond population. Design planning is underway for the bulk sample program, including permitting, collection, transportation and processing options, as well as financing options for collecting the sample. This planning is also considering the collection of an initial, Phase 1, sample of approximately 1,500 tonnes to be followed by a larger, Phase 2 10,000 sample. The purpose of a smaller Phase 1 sample would be to confirm a coarse size distribution for the deposit's coloured diamond population, whereas the larger Phase 2 sample is needed to more confidently determine the value of the overall diamond population. Required work permits are in place for the Phase 1 bulk sample.

The Company has also been working in support of an application by the Hamlet of Naujaat to construct a community access trail extending 14.8 km northeast of the community. The proposed access trail will pass approximately 1.5 km southeast of Q1-4 and would lie entirely within the community's municipal boundaries and the Hamlet has taken the lead on its design and construction as the proposed trail has a number of beneficial social and economic development outcomes, including increased tourism and education opportunities, access to natural aggregate sources and carving stone sources as well as improved and safer access to the land for traditional land use activities. North Arrow has been working with the Hamlet on routing, permitting and construction of the access trail, including sharing results of the Company's ecological mapping, engineering and archaeological studies of potential routes. During and subsequent to the year ended April 30, 2020, field studies supported by the Company have included freshet studies as well as ecologic mapping and engineering route design studies and archeological surveys. The Hamlet has received some initial funding from the Government of Nunavut, Department of Economic Development and Transportation's Community Transportation Initiatives Program.

During the year ended April 30, 2020 the Company concluded an engineering design and costing study of a small-scale mobile diamond recovery plant that could be used as part of a future bulk sampling program.

Subsequent to the year ended April 30, 2020 the Company granted EHR Resources Ltd. ("EHR") an option to earn a 40% interest in the project by funding the collection of a $5,600,000, 1,500 to 2,000t bulk sample from the Q1-4 kimberlite in 2021. Under terms of the initial option agreement, EHR has advanced to the Company, as operator, a non-refundable $300,000(received) advance on expenditures to be used to purchase and position fuel and other sampling supplies in Naujaat in 2020. The bulk sample will be collected during the summer months of 2021 and shipped south by sealift for processing and diamond recovery. Final results would be expected in the first quarter of calendar 2022. The Company and EHR have also signed a non-binding letter of intent ("LOI") to negotiate a second option agreement under which EHR may elect, after completing the 2021 preliminary bulk sample, to earn an additional 20% interest in the Q1-4 diamond deposit by funding the collection of a 10,000 tonne bulk sample.

The Naujaat project is subject to a 0.5% gross overriding royalty ("GOR") and net smelter royalty ("NSR") on diamond, precious metal and base metal production from the project. The holder of this royalty will also receive a payment of $2.5 million at the time the first royalty payment relating to the project is due.

The Naujaat project is also subject to a 3% NSR on metals and a 3% gross production royalty ("GPR") on the sale of industrial minerals, including diamonds. Subject to a November 2016 amending agreement, the NSR and GPR may each be reduced to 1% subject to future contingent cash payments to the royalty holder totalling $5.15M and future staged exploration expenditures totalling $20M.

Pikoo diamond project, Saskatchewan

The Company's 100% owned Pikoo diamond project consists of 39,752 hectares of mineral claims located approximately 140 km east of La Ronge, Saskatchewan. An all-season road to the community of Deschambault Lake comes to within 6 km of the project's southern boundary. Three drilling programs (53 drill holes; 7,369m) have been completed at the project (2013, 2015, and 2016) and a total of 10 discrete kimberlite occurrences have been discovered. Microdiamond testing of five of the kimberlites has confirmed that all are diamondiferous. A full summary of the initial diamond results from these kimberlites can be found in the Company's MD&A's for the years ended April 30, 2014 and 2016 as well as the MD&A for the three months ended July 31, 2016.

All of the kimberlite occurrences within the Pikoo project have been discovered at or near the up-ice termination of well-defined kimberlite indicator mineral (KIM) trains. The trains have been geographically described as the South Pikoo target area (1 KIM train; four kimberlite discoveries); North Pikoo area (1 KIM train; 4 kimberlite discoveries) and the

East Pikoo area (2 KIM trains, 2 kimberlite discoveries). A fourth target area, called Bear Lake, has been identified on the basis of a cluster of anomalous KIM results from till samples collected in the southern part of the project area. Detailed evaluations of the petrography of the discovered kimberlites in conjunction with diamond results, mineral abundances and core logging information have been conducted and indicate that additional, as yet undiscovered kimberlites are located in both the North Pikoo and South Pikoo areas.

The Pikoo project is subject to a 1% GOR and NSR on diamond, precious metal and base metal production and a contingent cash payment of $1.25 million owing to the royalty holder at the time the first royalty payment is due.

Loki Diamond Project – Northwest Territories

The Loki diamond project consists of 23 mineral claims covering approximately 12,898 ha, acquired by staking between 2013 and 2018 in the Lac de Gras region of the Northwest Territories. The Company holds a 100% interest in these claims, 19 of which are subject to 2% royalties on diamonds and base and precious metals. The Loki project mineral claims cover identified target areas to the southwest of Lac de Gras ('South Loki') and to the south and east of the Monument kimberlite cluster ('East Loki'). During the year ended April 30, 2020, the Company completed the sale of additional royalty interests in the Loki Project to Umgeni. Under the terms of the agreement, Umgeni increased its existing royalty interests in nineteen Loki Project claims to 2% in exchange for the payment of $266,000 (received). Umgeni is a private company of which Chris Jennings, a director of the Company, is a beneficiary of the sole shareholder.

During the year ended April 30, 2020 the company conducted a summer ground truthing and till sampling program during which 190 samples were collected from the Loki project. During September 2019, ground magnetic surveys were completed on two target areas. Results have been received for 138 priority 1 and priority 2 till samples, which have helped enhance the definition of priority target areas, particularly in the North Loki area. The sample and geophysical survey results will be used to prioritize targets for future exploration drilling.

During the year ended April 30, 2020 the Company was awarded a $100,000 grant as part of the government of the Northwest Territories Mineral Incentives Program (MIP).

During the year ended April 30, 2020, due to health and travel restrictions related to the Covid-19 Pandemic, the Company elected not to proceed with a spring 2020 exploration program.

Lac de Gras Diamond Project – Northwest Territories

The Lac de Gras Diamond project forms a very large, approximately 147,200 ha contiguous block of mineral claims and mining leases located within the Lac de Gras region of the Northwest Territories. The project area directly adjoins the mineral leases that host the Diavik diamond mine, located 10 km to the north, and the mineral claims of the Company's Loki project to the west. The Ekati diamond mine is located within 40 km to the northwest.

The project is being evaluated under a joint venture arrangement between the Company and Dominion Diamond Mines. Dominion is the joint venture operator and exploration programs are managed by Aurora Geosciences of Yellowknife, NT.

On July 8, 2019 the Company announced the joint venture's first new kimberlite discovery on the property. The summer drill program concluded with a total of 10 drill holes testing 2 target areas. At the first target area, kimberlite (the 'Anchor' kimberlite) was intersected in 6 of 7 drillholes. The kimberlite is described as a a dark grey, fine grain, macrocryst-poor, autolith-rich, segregationary, coherent kimberlite. Three drillholes tested a second target area where kimberlite was not intersected.

On January 15, 2020, the Company reported caustic fusion results of drill core samples from the Anchor kimberlite had been received as summarized in the following table:

Kimberlite	Sample Weight Dry Kg	Number of Diamonds per Sieve Size (mm Square Mesh Sieve)							
		+0.075 -0.106	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	Total Stones
Anchor	388.15	153	56	20	3	0	0	0	232

The presence of microdiamonds in this fine grained kimberlite is encouraging and a kimberlite indicator mineral (KIM) characterization study is underway to compare the Anchor kimberlite mantle sample with the distribution of KIMs in the local till sample database to aid in identifying additional drill targets in the area. This work is part of a full review of the project database that is presently underway, including results from LIDAR surveying, ground geophysical surveys, prospecting, till suitability mapping, geophysical anomaly checking and till sampling.

The Company also reported on January 15, 2020 that the joint venture had approved a 2020 program with a budget of $3.5M, designed to continue with systematic exploration of the project including at least 2,000m of drilling to test new targets. On February 27, 2020 the Company reported the start of the program, with ground geophysical surveys to be followed by exploration drilling in late spring or summer.

On March 19, 2020 the Company was notified by Dominion that the 2020 exploration program had been suspended as a result of the Covid-19 pandemic. The Company is awaiting notification from Dominion on the extent of the suspension and next steps for ongoing work on the joint venture. Subsequent to the notification of the suspension of operations, Dominion filed for creditor protection under the regulations of the Companies' Creditors Arrangement Act ("CCAA") to allow time for the reorganization of its finances with respect to its operating mine and operations in the Northwest Territories. The impact of the CCAA process on the LDG joint venture remains uncertain and Company management continues to monitor the process.

The Company has elected not to contribute its proportionate share of costs to all approved joint venture programs since 2016 including the 2020 program. Dominion has elected to fund each of these programs and budgets, although the company does not expect the full $3.5M program and budget for 2020 will be completed. The Company estimates its current interest in the joint venture is approximately 22%.

Pursuant to a previous acquisition agreement between the Company and Springbok Holdings Inc. ("Springbok") (Please see the Company's Annual Management Discussion and Analyses for the year ended April 30, 2016 for further details on the acquisition agreement), in the event the Company incurs $2 million in joint venture expenditures on the Lac de Gras Joint Venture Property, the Company will issue to Springbok that number of common shares of the Company having a value of $1 million.

Mel Diamond Project – Nunavut

The Company maintains a 100% interest in the Mel diamond project. The project consists of approximately 56,075 hectares on the Melville Peninsula, Nunavut, approximately 140 km south of the community of Hall Beach and 210 km northeast of the community of Naujaat. The property is located within 18 km of tidewater and hosts several well defined kimberlite indicator mineral (KIM) trains. On October 16, 2017, the Company announced the prospecting discovery of the diamondiferous ML8 kimberlite near the up-ice termination of the northernmost KIM train. ML8 was identified in subcrop and float and a total of 23 diamonds greater than the 0.106mm sieve size were recovered from caustic fusion analyses of a 62.1 kg composite sample of the kimberlite.

During the year ended April 30, 2019 the Company completed the first ever exploration drilling of this new kimberlite field as well as work focused on the generation of new targets through till sampling and geophysical surveys. Six holes (787.5m) were drilled with kimberlite intersected in five holes testing the ML8 and ML345 targets. Details of the 2018 drill program and its results can be found in the Company's Management Discussion and Analysis for the Year ended April 30, 2019.

On November 13, 2018 and January 24, 2019, the Company reported the results of caustic fusion processing of 208 kg of ML8(Upper) kimberlite collected from the same subcropping location as the 2017 discovery. Results were also reported for 24 kg of kimberlite from ML(Lower) in drill hole 18-ML-03. The results are summarized in the following table along with the 2017 microdiamond results:

Sample Year	Body	Sample Weight Dry Kg	‘+0.106 -0.150	‘+0.150 – 0.212	‘+0.212 – 0.300	‘+0.300 – 0.425	‘+0.425 – 0.600	‘+0.600 – 0.850	‘+0.850 – 1.18	Total Stones
2018	ML8 (Lower)*	24.15	0	3	0	2	1	1	1	8
2018	ML8 (Upper)*	79.48	4	4	4	0	0	0	1	13
2018	ML8 (Upper)**	129.0	7	9	8	6	1	1	1	33
2017	ML8 (Upper)***	62.1	9	3	5	4	0	1	1	23

** Reported in North Arrow news release dated January 24, 2019*
***Reported in North Arrow news release dated November 13, 2018*
**** Previously reported in North Arrow news release dated October 17, 2017*
ML8 (Upper) samples collected at surface as float and/or subcrop

Detailed till sampling was also completed during the 2018 field program with 447 samples providing complete coverage of the entire Mel Project area. Positive sample results have widened the North Mel KIM target (host of the ML8 and ML345 kimberlites) by at least 750m, to a total width of 3,600m. In particular, a sample returning 34 KIMs including Cr-pyrope, eclogitic garnet and Mg-Ilmenite, was collected approximately 1,200m north of the significantly diamondiferous ML-8 kimberlite occurrences and is interpreted as a potential fourth KIM train within the North Mel area. Sampling in the southern part of the property expanded the South Mel KIM target area including the most anomalous sample returned to date from this area (15 KIMs including Cr-pyrope, eclogitic garnet, and Mg-ilmenite). Next steps for the project include additional prospecting and till sampling to better define target areas, as well as further geophysics to better define drill targets at the head(s) of more well-defined KIM trains.

The Mel project is subject to a 1% GOR held by Anglo Celtic Exploration Ltd., a private company controlled by D. Grenville Thomas, a director of the Company. The Company retains the right to buy back half of the GOR (0.5%) for $1 million at any time.

Luxx Diamond Project – Nunavut

The Company maintains a 100% interest in the Luxx diamond project, Nunavut. The project was acquired to cover unexplained KIM trains identified from public datasets and consists of approximately 2,300 acres on the tidewater of Chesterfield Inlet, approximately 60 km from the community of Chesterfield Inlet and 100 km north of the community of Rankin Inlet. The project includes at least one, and possibly three KIM trains comprised of Mg-ilmenite, pyrope and eclogitic garnet. The Company presently has the required permits to allow for exploration drilling of targets on the property. During fiscal 2019, the Company wrote-off $355,247 of exploration and evaluation expenses related to the property due to the lack of active exploration on the property over the last three years.

The Luxx project is subject to a 1% GOR held by Anglo Celtic Exploration Ltd., a private company controlled by D. Grenville Thomas, a director of the Company. The Company retains the right to buy back half of the GOR (0.5%) for $1 million at any time.

Gold and Other Projects

Hope Bay ORO Gold Project – Nunavut

The Company’s 100% owned ORO gold property is located in the Hope Bay Volcanic Belt (HBVB) in Nunavut and is strategically located on tide water covering the northern end of the HBVB, approximately 3.25km to the north of TMAC Resources’ Doris gold mine. Gold mineralization at the Doris gold mine occurs along a well-defined stratigraphic volcanic contact, which extends northward onto the ORO property. The ORO property hosts numerous gold showings and potentially gold bearing structures including the Elu shear zone and Wombat zone.

SUBSEQUENT EVENTS/PROPOSED TRANSACTIONS

Subsequent to April 30, 2020 the Company entered into an option agreement with EHR Resources Ltd. ("EHR") to fund further evaluation of the Q1-4 Naujaat Diamond Project, Nunavut. Under the terms of the option agreement, EHR can earn a 40% interest by investing $5,600,000 to collect a 1,500 to 2,000 tonne preliminary bulk sample during the 2021 summer field season. As part of the agreement, EHR has posted a $300,000 non-refundable advance to be used by North Arrow, as operator, to position fuel and other items by sealift in 2020. A condition of the option is that EHR must complete a financing sufficient to fund the remaining $5,300,000 required under the terms of the option agreement. North Arrow and EHR have also entered into a non-binding letter of intent to negotiate a second option agreement under which EHR may elect after completing the 2021 preliminary bulk sample to earn an additional 20% interest in the Q1-4 diamond deposit by funding the collection of a 10,000 tonne bulk sample.

FINANCIAL CONDITION, LIQUIDITY, CAPITAL RESOURCES, OPERATIONS AND FINANCIAL RESULTS

Overall performance

		April 30, 2020		April 30, 2019		April 30, 2018
Current assets	**$**	**704,676**	$	**648,992**	$	1,026,379
Non-current assets		**19,266,186**		**18,830,423**		16,404,232
Current liabilities		**(477,100)**		**(496,517)**		(437,497)
Long-term Liabilities		**(4,164)**		**-**		-
Shareholders' equity	**$**	**19,489,598**	$	**18,982,898**	$	16,993,114

		April 30, 2020		April 30, 2019		April 30, 2018
Net Sales and total revenue	**$**	**-**	$	-	$	-
Net income (loss) for the year	**$**	**(870,891)**	$	(1,460,752)	$	(939,924)
Net income (loss) per share	**$**	**(0.01)**	$	(0.02)	$	(0.01)
Total assets	**$**	**19,970,862**	$	19,479,415	$	17,430,611
Total long-term liabilities	**$**	**4,164**	$	-	$	-
Dividends declared	**$**	**-**	$	-	$	-

Financing/Use of Proceeds

On May 18, 2017, the Company completed a non-brokered private placement of 20,000,000 units at a price of $0.25 per unit for gross proceeds of $5,000,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.40 per share for a period of three years. The proceeds raised were used for drilling and mini-bulk sampling programs at the Loki and Naujaat projects, ongoing exploration work at other projects and working capital. On July 31, 2019, the Company extended the expiry date of the warrants by two years and reduced the exercise price of the warrants to $0.225.

On June 19, 2018, the Company completed a non-brokered private placement of 10,135,000 flow-through shares at a price of $0.20 per share and 6,481,717 units at a price of $0.17 per unit for gross proceeds of $3,128,892. Each unit consisted of one common non-flow-through share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.30 per share for a period of two years. The proceeds raised will be used for drilling and sampling programs at the Mel, Loki, and Naujaat projects as well as ongoing exploration work on other projects and working capital. On July 31, 2019, the Company extended the expiry date of the warrants by two years and reduced the exercise price of 5,070,887 of the warrants to $0.225.

On July 31, 2019, the Company issued 17,904,286 units at a price of $0.07 per unit for gross proceeds of $1,253,300. Each unit consisted of one common share and a transferrable warrant that entitles the holder to purchase one additional common share at a price of $0.10 for a period of 60 months. Finders' fees and costs of $24,464 were payable in connection with the private placement. At July 31, 2020 the Company's market price was $0.06 per share: accordingly, $179,043 of the proceeds were assigned to the value of the warrants under the residual method.

Results of Operations

During the year ended April 30, 2020 (the "current year"), the Company recorded a loss of $870,891 or $0.01 per share. This is compared with a loss of $1,460,752 or $0.02 per share for the year ended April 30, 2019 (the "comparative year"). The $589,861 reduction in the loss for the current year was largely due to reductions in share-based compensation, office costs and amounts written-off related to exploration and evaluation assets. These reductions in costs were offset by an increase in depreciation related to the amortization of leased assets.

Expenses for the current year were $892,039 (comparative year - $1,423,668) a decrease of $531,629 from the comparative year. The decrease in expenses during the current year was largely related to reduced share-based compensation $148,755 (comparative year - $715,863), reduced advertising and promotion $61,562 (comparative year $132,150) and reduced office costs $84,596 (comparative year - $117,684) offset by increased depreciation charges $89,298 (Comparative year - $16,275). The reduction in office costs and the increase in depreciation is largely due to the Company's adoption of International Financial Reporting Standard 16 ("IFRS 16"). Under this new standard, leased assets and an equivalent liability are recognized on the statement of financial position. Lease payments are recorded as reductions to the liability and the leased assets are depreciated over the term of the lease. The effect of this accounting policy is the Company's operations show an increase in depreciation expense and a decrease in office rent.

In addition, to the reduced operating expenses during the current year the Company had a recovery on exploration and evaluation assets of $nil (comparative year - $25,000), gained $14,998 (comparative year – loss $16,500) on marketable securities transactions, wrote-off $nil (comparative year - $355,247) of exploration and evaluation assets and recorded $nil (comparative year - $304,050) of other income. The other income that was recorded in the comparative year reflects the premium investors paid to purchase flow through shares.

Summary of quarterly results

The following table sets out selected unaudited quarterly financial information of North Arrow and is derived from the Company's unaudited quarterly consolidated financial statements prepared by management. The Company's interim financial statements are prepared in accordance with IFRS and are expressed in Canadian dollars.

Quarter Ending	Interest Income		Income or (Loss) from Continued Operation and Net Income (Loss)		Basic Earnings (Loss) per share from Continued Operation and Net Income (Loss)		Earnings (Loss) per share
April 30, 2020	$	931	$	(263,262)	$	(0.00)	$ (0.00)
January 31, 2020	$	3,011	$	(258,234)	$	(0.00)	$ (0.00)
October 31, 2019	$	2,100	$	(168,149)	$	(0.00)	$ (0.00)
July 31, 2019	$	250	$	(181,246)	$	(0.00)	$ (0.00)
April 30, 2019	$	1,704	$	(673,271)	$	(0.01)	$ (0.01)
January 31, 2019	$	413	$	(242,151)	$	(0.00)	$ (0.00)
October 31, 2018	$	910	$	(5,418)	$	(0.00)	$ (0.00)
July 31, 2018	$	222	$	(539,912)	$	(0.01)	$ (0.01)

Variations in Quarterly Results

The Company's quarterly results can be affected by many factors such as seasonal fluctuations, variations in capital markets, the write-off of capitalized amounts, stock-based compensation costs, tax recoveries and legal matters.

The $263,262 loss for the fourth quarter of fiscal 2020 reflects the Company's ongoing administration costs, the effects of IFRS 16 and share based compensation costs of $25,152.

The $258,234 loss for the third quarter of fiscal 2020 reflects the Company's ongoing administration costs, increased depreciation on leased assets as a result of the adoption of IFRS 16 and share-based compensation of $67,419.

The $168,149 loss for the second quarter of fiscal 2020 reflects the Company's ongoing administration costs, increased depreciation on leased assets as a result of the adoption of IFRS 16 and share-based compensation of $16,149.

The $181,246 loss for the first quarter of fiscal 2020 reflects the Company's ongoing administration costs, increased depreciation on leased assets as a result of the adoption of IFRS 16 and share-based compensation of $40,035.

The $673,271 loss for the fourth quarter of fiscal 2019 reflects the Company's ongoing administration costs, the write-off of $355,247 of exploration and evaluation assets and share based compensation costs of $112,429.

The $242,151 loss for the third quarter of fiscal 2019 reflects the Company's ongoing administration costs and share based compensation costs of $85,220 reduced by income, recoveries and gains of $14,189. The income was primarily a result of the Company conducting Canadian exploration and crediting to operations $30,609 of the premium it received on a flow through financing.

The $5,418 loss for the second quarter of fiscal 2019 reflects the Company's ongoing administration costs, and share based compensation costs of $85,220 reduced by income, recoveries and gains of $227,153. The income was primarily a result of the Company conducting Canadian exploration and crediting to operations $173,105 of the premium it received on a flow through financing.

The $539,912 loss for the first quarter of fiscal 2019 reflects the Company's ongoing administration costs, share based compensation costs of $432,994, other income of $100,336 and no recovery of exploration and evaluation expenses on the disposition of non-core assets.

Fourth Quarter

At April 30, 2020, the Company had cash of $579,550, exploration and evaluation assets of $19,155,200, current liabilities of $477,100 and shareholders' equity of $19,489,598. These amounts are compared to cash of $793,980, exploration and evaluation assets of $19,105,114, accounts payable and accrued liabilities of $345,569 and shareholders' equity of $19,727,708 at January 31, 2020.

During the fourth quarter of fiscal 2020 the Company incurred a loss of $263,262 compared to a loss of $673,271 for the comparative quarter of fiscal 2019 and $258,234 for the three months ended January 31, 2020. During the fourth quarter of 2020 the Company had expenses of $264,811 (comparative quarter - $326,950) and wrote-off $nil (comparative quarter - $355,247) of exploration and evaluation assets. Included in expenses for the fourth quarter is $25,152 (comparative quarter - $112,429) of share-based compensation costs.

During the fourth quarter of fiscal 2020, the Company continued exploration and evaluation activities on its projects and incurred exploration and evaluation expenditures of $50,086 (comparative quarter - $369,160).

Liquidity

At April 30, 2020 the Company had working capital of $227,576 compared to a working capital of $152,475 at April 30, 2019. The increase in working capital is largely a result of the financing closed in July 2019. Included in accounts payable and accrued liabilities is a $241,000 provision for the demobilization costs related to the MEL project in Nunavut. The $241,000 provision is an estimate of costs required to demobilize the project's related exploration equipment should the Company not undertake additional drilling within the next year. During the current year the Company's cash position increased $70,465 (comparative year – decreased - $265,866) as a result of cash expenditures of $678,275 (comparative year - $616,425) and $440,026 (comparative year - $2,688,164) spent on operating and investing activities respectively and completion of $1,188,766 (comparative year - $3,038,723) of financing activities.

Operating activities

During the current year the Company's operating activities used $678,275 (comparative year - $616,425) of cash. The use of cash in operating activities during the year reflects the Company's funding of a loss of $870,891 (comparative year – $1,460,752) adjusted for both non-cash gains and expenditures and the use of cash of $35,439 (comparative year – receipt of $69,492) to finance changes in items such as receivables, prepaid expenses and accounts payable.

Non-cash gains and expenditures consist of the recovery of exploration and evaluation assets $nil (comparative year - $25,000), share-based compensation $148,755 (comparative year - $715,863), write-offs $nil (comparative year - $355,247), depreciation $89,298 (comparative year - $16,275), other income – deferred premium $nil (comparative year - $304,050) and a gain of $14,998 (comparative year – loss of $16,500) on marketable securities.

Investing activities

During the current year the Company's investing activities used $440,026 (comparative year - $2,688,164) of cash. During the current year the Company used $510,607 (comparative year - $2,738,164) to evaluate its exploration and evaluation assets and purchase equipment. The investing expenditures for the current year were reduced by the cash the Company received of $70,581 (comparative year - $50,000) from the sale of marketable securities and exploration and evaluation assets respectively.

Financing activities

During the current year the Company raised net proceeds of $1,188,766 (comparative year - $3,038,723) from financing activities. During the current year the Company raised net proceeds of $1,228,836 (comparative year - $3,038,723) from the issuance of units by way of private placement. In addition, it received $40,000 (comparative year - $nil) pursuant to a bank line of credit and made payments of $80,070 (comparative year - $nil) related to its lease liabilities.

Capital Resources

The Company's financial condition and future prospects are significantly affected by overall economic conditions. The Company has no source of operating revenue and relies on equity financings, joint ventures and warrant and stock option exercises to further exploration on its properties.

The Company's long-term financial success is dependent on management's ability to discover and develop economically viable mineral deposits. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity and the Company's ability to raise additional funds on favourable terms. Management recognizes there will be risks involved that may be beyond their control. The Company intends to continue to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate.

The Company's ability to generate cash is very much affected by the current market conditions, its share price and third-party interest in its assets. In the current equity market, funds for companies at an early/grass-roots stage of exploration are limited and dilution to existing shareholders from an equity financing increases as the share price decreases. The Company has limited credit facilities that could be used for ongoing operations because it has no operating cash flow.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities and, in the past, from the sale of investments. Although the Company has had past success in obtaining financing, there can be no such assurance that it will be able to obtain adequate financing in the future or that the terms of any financing will be favourable. Many factors influence the Company's ability to raise funds, including the state of the resource market and commodities prices and, the climate for mineral exploration.

The Company's management actively manages its landholdings in an effort to keep those landholdings with the greatest exploration potential in good standing for as long as possible. The Company's management regularly reviews its cash position against future plans and makes decisions regarding these plans accordingly.

The Company is seeking to minimize variable expenses to the extent possible and may seek joint venture partners to continue to further exploration of its mineral properties.

Risks and Uncertainties

Industry

An investment in natural resource companies involves a significant degree of risk. The degree of risk increases substantially where the Company's properties are in the exploration as opposed to the development stage. Investment in the securities of the Company should be considered as highly speculative due to the nature of the Company's business. The following additional risk factors should be given special consideration.

Exploration, Development and Mining Risks

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. 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 diamonds and base/precious metals, any of which could result in work stoppages, damage to property, and possible environmental damage. If any of the Company's exploration programs are successful, there is a degree of uncertainty attributable to the calculation of resources and reserves and the corresponding grades that could be mined or dedicated to future production. Until reserves are actually mined and processed, calculations of quantity and grade must be considered as estimates only. In addition, the quantity of resources and reserves may vary depending on diamond or metal prices. Any material change in resources and reserves, including grade or recovery ratio, may affect the economic viability of the Company's properties. In addition, there can be no assurance that diamond and metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. The Company closely monitors its activities and those factors, which could impact them, and employs experienced consulting, engineering, and legal advisors to assist in its risk management reviews.

The Company's properties are currently being assessed for exploration and as a result, the Company has no source of operating cash flow. Failure to obtain additional financing could result in a delay or indefinite postponement of further exploration. Development of the Company's mineral properties will only follow upon obtaining satisfactory exploration results. Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of mineralization that can be converted into resources or reserves. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish resources and reserves through drilling, to develop metallurgical processes to extract the metal or diamonds, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. 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 the funds required for development can be obtained on a timely basis.

Foreign Operation Risks

Historically, the majority of the Company's expenses have been denominated in Canadian Dollars so its exposure to foreign exchange risk has been limited. Exploration activities outside of Canada can expose the Company to foreign exchange risk. Presently, the Company does not have foreign operations or use foreign-exchange contracts to mitigate this risk, but that may change in future, depending upon the size of the Company's exploration programs denominated in currencies other than the Canadian Dollar.

Insurance

The Company's involvement in the exploration for mineral properties may result in the Company becoming subject to liability for pollution, property damage, personal injury or other hazards. Although the Company may have insurance to address many risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

Environmental Risks

All phases of the mineral exploration and development business present environmental risks and hazards and are subject to environmental legislation. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances used and or produced in association with mineral exploration and mining operations. The legislation also requires that facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Prices, Markets and Marketing of Diamonds and Base/Precious Metals

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of diamonds and base/precious metals or interests related thereto. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities, increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of diamonds and base/precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as the proximity and capacity of milling facilities, mineral markets and processing equipment and governmental regulations including regulations relating to royalties, allowable production and importing and exporting of minerals.

Substantial Capital Requirements and Liquidity

The Company anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of its mineral properties in the future. The Company currently has no revenue and may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects.

Issuance of Debt

From time to time the Company may enter into transactions or activities that may be financed with debt which could impair the Company's ability to obtain additional financing in the future. The inability of the Company to access sufficient capital for the repayment of any debt could have a material effect on the Company's financial condition, results of operations or prospects.

Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value.

As at July 17, 2020, the Company had the following shares, options and warrants outstanding:

		Number
Shares issued and outstanding		110,676,744
Options:		
Expire June 23, 2022	$0.27	2,210,000
Expire November 21, 2022	$0.25	50,000
Expire May 10, 2023	$0.27	2,070,000
Expire July 12, 2023	$0.20	2,670,000
Expire November 8, 2024	$0.10	2,970,000
Warrants:		
May 17, 2022	$0.225	20,000,000
June 19, 2022	$0.225	5,070,887
June 19, 2022	$0.30	1,410,830
July 31, 2024	$0.10	17,904,286
Fully diluted		165,032,747

Stock options and warrants

At the Company's Annual General Meeting on December 19, 2019, the shareholders of the Company ratified the stock option plan (the "Plan"). The Plan gives the directors the authority to grant options to directors, officers, employees and consultants. The maximum number of shares to be issued under the Plan is 10% of the issued and outstanding common shares at the time of the grant. The exercise price of each option granted shall not be less than the market price at the date of grant less a discount up to 25% in accordance with the policies of the TSXV.

Options granted can have a term up to 5 years with vesting provisions determined by the directors in accordance with TSXV policies for Tier 2 Issuers, with a typical vesting period of 25% upon grant and 25% every six months thereafter.

Transactions with Related Parties

The Company incurred the following transactions in the normal course of operations in connection with companies which have an officer and/or director in common.

a) Paid or accrued consulting fees of $18,000 (2019 - $18,000) to the Corporate Secretary of the Company. This amount is included in salaries disclosed below.
b) Paid $4,111 (2019 - $3,993) for office costs to a company controlled by a director.
c) Charged related parties $7,800 (2019 - $21,850) for rent, office and administrative costs.
d) Included in other receivables is $nil (2019 - $268) due from companies having a director or officers in common.
e) Included in accounts payable is $6,540 (2019 - $nil) due to directors and officers.

The remuneration of directors and key management personnel during the year ended April 30, 2020 was as follows:

		April 30, 2020		April 30, 2019
Salaries[1]	**$**	**244,747**	$	189,555
Salaries in exploration costs[1]		**62,363**		117,438
Share-based compensation[2]		**94,016**		495,609
Total	**$**	**401,126**	$	802,602

1 – When key management is working specifically on mineral properties their time is capitalized against the mineral property. Included in salaries are payments as follows: CEO - $225,000, CFO - $60,000, Corp. Sec. - $18,000.
2 – Share-based compensation is the fair value of options that have been granted to directors and key management personnel.

During the year ended April 30, 2016, the Company entered into an employment agreement with a senior employee and officer for his services requiring a minimum annual payment of $225,000. In addition, the employment agreement contains clauses which could provide for a payment or payments in excess of $450,000 on termination of employment or conclusion of a change in control or similar transaction.

CHANGES IN ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

NATURE AND CONTINUANCE OF OPERATIONS

North Arrow Minerals Inc. (the "Company") is incorporated federally under the laws of the Canada Business Corporations Act ("CBCA").

The financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company. The Company trades on the TSX Venture Exchange (TSXV – NAR) and its registered office address is Ste. #960-789 West Pender Street, Vancouver, BC, Canada V6C 1H2.

The Company's principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

The Company's financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At April 30, 2020, the Company had an accumulated deficit of $22,958,175 (April 30, 2019 - $22,087,284), incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. The Company's financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

The Company's continuation as a going concern is dependent on the successful results from its mineral property exploration activities, its ability to reduce or defer discretionary expenditures and its continued ability to raise equity capital or borrowings sufficient to meet current and future obligations.

Statement of Compliance

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements are presented in Canadian dollars unless otherwise noted.

Historical cost

The Company's financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during this period.

Although management uses historical experiences and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets and the valuations for share-based payments, marketable securities, deferred premiums, deferred tax amounts, right-of-use assets and lease liabilities.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Economic recoverability and probability of future benefits of exploration and evaluation costs.
   Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

ii) Valuation of share-based payments and warrants recorded as marketable securities
   The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and warrants recorded as marketable securities. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and Company's earnings and equity reserves.

iii) Income taxes
   In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax

authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

iv) Valuation of deferred premiums and flow-through shares
On issuance the Company bifurcates the flow-through share into a flow-through share premium liability based on the estimated premium the investor pays for the flow through share and share capital. When qualifying expenses are incurred the Company derecognizes the liability and the premium is recognized as other income.

v) Valuation of marketable securities
Marketable securities are valued at fair market value based on quoted prices in active markets. Changes in market prices can materially affect the fair value estimate and the Company's earnings.

vi) Valuation of right-of-use assets and related lease liabilities
Lease liabilities are initially measured at the present value of the lease payments discounted using the Company's estimated incremental borrowing rate or the interest rate implicit in the lease. Lease payments are allocated between the lease liability and the finance cost. The finance cost is charged to profit or loss using the effective interest method.

The right-of-use assets are initially measured at the cost or corresponding lease liability plus direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

New Accounting pronouncements

i) The IASB has issued standards and amendments which have been adopted by the Company. Each of the new standards is effective for annual periods beginning on or after January 1, 2019. The adoption of the standards and amendments did not have a material effect on the financial statements except as disclosed below in change in accounting standard – IFRS 16.

ii) Certain pronouncements were issued by the IASB or IFRIC but were not effective as at April 30, 2020. The Company intends to adopt these standards and interpretations when they become effective.

CHANGE IN ACCOUNTING STANDARD – IFRS 16, Leases

On May 1, 2019, the Company adopted IFRS 16 - Leases ("IFRS 16"), which is effective for annual periods on or after January 1, 2019. This new standard eliminates the classification of leases as either operating or financing leases and requires the lessee to recognize assets and liabilities for all significant leases with a term of longer than 12 months.

The Company has analyzed its contracts and determined that the significant lease agreements in place relate to the Company's office space and office equipment. The Company has applied the exemptions in IFRS 16 for low value leases and leases that end within 12 months. Mineral leases held by the Company are exempt from the provisions of IFRS 16.

The Company adopted IFRS 16 using the modified retrospective application method where comparatives are not restated. On adoption of IFRS 16, the Company recognized right-of-use assets and related lease liabilities of $129,778. The lease liabilities were initially measured at the present value of the lease payments discounted using the Company's estimated incremental borrowing rate, rather that the interest rates implicit in the leases as those rates could not be readily determined. Each lease payment is allocated between the lease liability and the finance cost. The finance cost is charged to profit or loss using the effective interest method.

The right-of-use assets comprise the initial measurement of the corresponding lease liabilities and any direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, marketable securities, receivables, accounts payable and accrued liabilities, bank line of credit and lease liabilities. Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of receivables, accounts payable and accrued liabilities and bank line of credit approximate their fair values due to their immediate or short-term maturity. Marketable securities consisting of common shares are recorded at fair value based on the quoted market prices in active markets at the reporting date, which is consistent with Level 1 of the fair value hierarchy. Marketable securities consisting of warrants are recorded at fair value based on a Black Scholes pricing model consistent with Level 3 of the fair value hierarchy.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk, liquidity risks, foreign currency risk, and equity market risk. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by investing its excess cash in short-term investments with investment grade ratings, issued by a Canadian chartered bank. The Company's receivables consist primarily of sales tax receivables due from the federal government and receivables from companies with which the Company has exploration agreements or options. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. It is management's opinion that the Company is not exposed to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required through future equity financings, asset sales or exploration option agreements, or a combination thereof. The Company has no regular cash flow from its operating activities. The Company manages its liquidity risk by forecasting cash flow requirements for its planned exploration and corporate activities and anticipating investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of annual budgets and significant expenditures and commitments. Failure to realize additional funding could cast significant doubt on the Company's ability to continue as a going concern. As at April 30, 2020, the Company had cash of $579,550 (April 30, 2019 - $509,085) available to settle current liabilities of $477,100 (April 30, 2019 - $496,517).

Foreign currency risk

The Company's activities are within Canada and accordingly the Company is not subject to significant foreign currency risk.

Equity market risk

The Company is exposed to equity price risk arising from its marketable securities, which are classified as fair value through profit or loss. The Company plans to sell its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

Capital Management

The capital of the Company consists of the items included in shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company's objective for capital management is to plan for the capital required to support the Company's ongoing acquisition and exploration of its mineral properties and to provide sufficient funds for its corporate activities.

The Company's exploration and evaluation assets are in the exploration stage. As an exploration stage company, the Company is currently unable to self-finance its operations. The Company has historically relied on equity financings to finance its operations. In order to carry out the Company's planned exploration programs and to pay for administrative costs, the Company will have to raise additional funds as required. To effectively manage the Company's capital requirements, the Company's management has in place a planning and budgeting process.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation assets and expenses is provided in the Company's statement of financial position, statement of changes in equity, statement of loss and comprehensive loss and the Exploration and Evaluation Assets note contained in its financial statements for the years ended April 30, 2020 and 2019. These statements are available on SEDAR at www.sedar.com.

Additional Information

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

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.