CANADIAN MANGANESE COMPANY INC.

MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2021

Dated: November 17, 2021

(Form 51-102F1)

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MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

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The following management discussion and analysis ("MD&A") of financial condition and results of operations of Canadian Manganese Company Inc. ("CMC" or the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended September 30, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are stated in Canadian dollars, unless otherwise noted.

For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the audited financial statements and the accompanying notes for the year ended December 31, 2020, a copy of which is filed under the Company's profile on www.sedar.com.

COMPANY OVERVIEW

CMC was incorporated under the Canada Business Corporations Act on June 13, 2011 for the purpose of acquiring the Woodstock manganese property in New Brunswick ("Woodstock Property") and to pursue the exploration and development of the property to produce speciality manganese metals. Substantially all of the Company's efforts are devoted to advancing the development of the Woodstock Property.

In April and June 2021 CMC completed financings raising a total of $6.2 million, acquired Maximos Metals Corp. and is currently pursuing an application to list its shares on a Canadian stock exchange.

CMC's vision is to create a new technology metals company immediately focused on the advancement of the Woodstock Property, becoming a global leader in the environmentally responsible production of High Purity Manganese Sulphate Monohydrate ("HPMSM") for the rapidly evolving cathode chemistry within the battery sector. The Company's aim is to address the current environmentally harmful and energy inefficient production landscape of HPMSM (currently dominated by China based producers) by providing a new generation of HPMSM consumers with an alternative carbon conscious supply, built on the fundamental goal of delivering long-term societal benefits.

Manganese has been defined by the Canadian and U.S. governments as a strategic metal that is essential for national defense, aerospace, technology, and energy that is highly susceptible to supply interruptions due to the lack of domestic production and concentration of the current global production. The U.S. has included manganese on its list of 35 critical minerals.

On March 11, 2021, Canada's Minister of Natural Resources announced the release of a Canadian critical minerals list, which includes manganese. The critical minerals on Canada's list are used to develop clean technologies, from solar panels to EV batteries. "*They're all essential to lowering emissions, increasing our competitiveness, and strengthening our energy security*" (Minister of Natural Resources). Critical minerals are vital to growing Canada's clean, modern economy. Canada is primed to capitalize on the rising global demand for critical minerals, driven in large part by their role in the transition to a low-carbon and digitized economy. Essential for renewable energy and clean technology applications (batteries, permanent magnets, solar panels and wind turbines), they are also required inputs for advanced manufacturing supply chains, including defence and security technologies, consumer electronics, agriculture, medical applications and critical infrastructure.

Manganese has been used primarily as an additive in steel products, with a proportionately small amount going to electronic equipment, battery manufacture and chemical processing applications. Approximately 89% of the current non-steel production is marketed as alloyed manganese and foundry products such as ferromanganese (high, medium, and low carbon types) and silicomanganese. The remainder is produced as high-purity metallurgical and chemical manganese products and as manganese chemicals.

There is currently no primary manganese mine production in the U.S. or Canada and 100% of the electrolytic manganese metal that is consumed in North America and Europe is imported from other countries, most notably from China, which controls most of the global supply.

Since 2014, the importance of high purity manganese applications in the emerging battery metals market has increasingly driven industry efforts to define and develop opportunities for production of high-quality manganese products such as EMM, HPEMM and HPMSM. Based on analysis of world supply and demand trends for battery metals carried out for CMC, the market analysis and forecasting firm Benchmark Mineral Intelligence (Benchmark) concluded that opportunities for new producers of HPMSM, in particular, will begin to appear as early as this year and continue to rise gradually through 2040.

Woodstock Manganese Carbonate Project

The Woodstock Property is within Carleton County, approximately five kilometres west of the town of Woodstock, in west-central New Brunswick. The property is ideally situated with access to all necessary infrastructure and located near the junction of the Trans Canada and U.S. Interstate I-95 highways, and approximately nine kilometres from the border with the State of Maine. Access to the property is available by New Brunswick Provincial Government maintained paved roads extending from the main Trans-Canada Highway network.

The Woodstock Property covers mineral claims covering 58 km^2 and encompasses the Plymouth Manganese-Iron deposit ("Plymouth Deposit"), hosting a mineral resource estimate of Inferred resources totalling 44.8 million tonnes grading 9.85% Mn and 14.15% Fe at a 3.5% Mn cut-off, or 9.72 billion pounds of contained manganese, on which a positive preliminary economic assessment, NI 43-101 technical report ("PEA") was completed in 2014.

Manganese at the Plymouth Deposit predominately occurs as a manganese carbonate. Manganese carbonates are preferred, relative to higher-grade manganese oxide feed materials, for production of high-purity manganese metals. The Woodstock Property is believed to be the largest manganese carbonate (rhodochrosite) resource in North America and one of the largest in the world outside China.

The 2014 Mineral Resource Estimate for the Plymouth Deposit was prepared by Mercator Geological Services as disclosed in the Technical Report issued in July of 2014 as a Preliminary Economic Assessment of the deposit [*report entitled: Preliminary Economic Assessment on the Woodstock Manganese Property, New Brunswick Canada. Effective Date: July 10, 2014. Prepared by Dharshan Kesavanathan, P.Eng., Laszlo Bodi, P.Eng., Michael Cullen, M.Sc., P.Geo., Mike McLaughlin, P.Eng., Stephanie M. Goodine, P.Eng., and Wenchang Ni, P.Eng.*].

In addition, the Woodstock Property hosts several undeveloped deposits including the North Hartford and South Hartford deposits located less than two (2) kilometres on strike to the north of the Plymouth Deposit. Historical uncategorized resource estimates for the Hartford deposits include *45 million tonnes grading 8% Mn and 12% Fe in the North Hartford deposit and an additional *****45 million tonnes grading 8% Mn and 12% Fe in the South Hartford deposit (Strategic Manganese Corporation; Sidwell, 1957).

***Historical Estimates**: Readers are cautioned that the estimates for the Hartford deposits are historic and based on data obtained and prepared by previous operators and neither CMC nor its predecessors have located original assay sheets or details of the estimation methodology, nor the key assumptions or parameters, underlying the estimates. A qualified person has not done sufficient work to verify or classify the historical estimates as current mineral resources. CMC is not treating the historical estimates as current mineral resources, and these estimates should not be relied upon.*

CMC maintains the Woodstock Property as mineral claims issued by the New Brunswick Department of Energy and Resource Development. The claims are held 100% by the Company as Claim Block 5472 comprised of 232 mineral claims maintained in good standing through payment of annual renewal fees and filing of assessment work credits derived from work undertaken by the Company and its predecessor companies. The Company currently retains surplus excess work credits sufficient to maintain the property for several years.

The Company owns the surface rights for a limited portion of the property (52.6 ha, 0.526 km^2), essentially covering the north half of the Plymouth deposit. That portion of the property is subject to a 1% gross sales royalty retained by the vendors and the Company retains buyback rights for half of this royalty.

Manganese Positioning in Emerging Battery Metals Market

Manganese, as HPMSM, is a key component in the formulations of the cathode material used in high-performance lithium-ion batteries, and in utility bulk energy storage facilities, which are expected to create strong demand for high-purity manganese products.

Advancements in electric vehicle manufacturing, driven in part by global support for decarbonization requirements, are transforming the global energy and automobile industries. This is facilitating increased battery demand forecasts, driving corresponding growth projections in battery grade manganese demand.

Chinese production of HPMSM dominates the global supply, representing ~85% of the market. Most of the purification processes involve an energy intensive calcination step (oxide ores) or inclusion of the environmentally harmful selenium. The global growth in ESG compliance poses a significant risk on this supply, as investors and purchasers are increasingly incentivised to stop supporting businesses and industries that resist implementing strong ESG practices and governance. CMC's carbonate hosted deposit provides the ability to produce a high-quality HPMSM product without utilising these harmful steps that dominate the current global production.

The continued demand for advancements in energy storage and distribution technologies, highlighted by the global adoption of electric vehicles, combined with supply dominance issues, environmentally harmful processes, and the mounting geopolitical support to change these types of antiquated industry dynamics underpins why CMC believes it is critical to create a North American based leader in the responsible production of HPMSM.

Woodstock Development Strategy

CMC has undertaken several programs to evaluate the Plymouth Deposit as a potential open pit mining, hydrometallurgical and electrowinning operation for production of high-purity manganese metal products. In doing so, the Company completed a Preliminary Economic Assessment of the deposit in 2014, supported by, among other things, a comprehensive program of bench-scale metallurgical test work as documented in the PEA Technical Report dated July 10, 2014.

Since 2011, several phases of process development test programs have been completed. Bench scale metallurgical and hydrometallurgical test programs were conducted from 2011 to 2015 using core samples obtained from the 2011 drilling of the Plymouth Deposit. Past metallurgical development programs for the Woodstock Property focused on the production of high-grade electrolytic manganese metal and the intermediate production of purified manganese sulphate solution as an interim step, enabling the add-on production of manganese chemicals, manganese catalyst, battery grade manganese dioxide and high-purity manganese metal for electronics. The metallurgical process defined for processing of the Plymouth mineralization is based on technology to achieve an ultra-pure solution of manganese sulphate.

Preliminary testing and an assessment of alternative technologies relative to the characterization of the core samples indicated that direct sulphuric acid leaching of the feedstock and subsequent solution purification unit operations can produce a high purity manganese sulphate to produce high purity manganese chemicals and metal. To improve on hydrometallurgical operations, metallurgical unit operations were developed to remove acid consuming minerals prior to leaching unit operations.

The results of bench scale testing for development of a hydrometallurgical process for the production of a market grade EMM product indicate that the process is technically viable and EMM with a metallic manganese content of greater than 99.99% and with a total manganese content ranging from 99.70% to 99.76% manganese can be

achieved. A technical and economic assessment of EMM production was completed and reported in the NI 43-101 Preliminary Economic Analysis (PEA) Technical Report prepared by Tetra Tech dated July 10, 2014.

Subsequent to the 2014 PEA, CMC shifted focus from evaluating the production of EMM to evaluating the production of MSM and HPMSM products to address battery market opportunities. Process development studies and preliminary bench scale studies were completed from 2014 to 2015 to assess alternative process technologies to produce high purity manganese sulphate monohydrate (MSM) from the solution phase manganese sulphate used to produce EMM. A flowsheet was developed to include precipitation of calcium and magnesium prior to the crystallization of MSM, based on co-production of MSM with EMM or sole production of MSM.

Evaporation and crystallization tests were conducted on the manganese sulfate solution produced from flowsheet simulation tests. Precipitation methods to remove calcium and magnesium have been tested and MSM grades of 31.3% Mn were achieved. Bench scale studies on product purity and yield have not been completed as of the current date. Optimization or intensification of MSM processing technology, including solution purification and crystallization unit operations for battery grade end use, has not yet been conducted and is the subject of ongoing and future development programs in progress, based on the work completed to date, and further bench scale testing is recommended.

The planned work programs will shift focus to a detailed assessment of the processing alternatives and market requirements for a range of HPMSM products. Concurrently, the Company plans to undertake several programs to advance various project categories to a prefeasibility level of study, including:

- Re-Evaluation of the current mineral resource within a HPMSM landscape;
- Product Market and End-User Market Assessment;
- Process Development and Advanced Metallurgy; and
- Infrastructure Evaluation and Preliminary Environmental Assessment and Social Engagement.

Additionally, CMC is preparing plans for a comprehensive drilling program to further define and increase the confidence level of the mineral resource within the Plymouth Deposit (currently open in several directions) as well as to initiate an exploration program specifically suited to test the historical geological assumptions made and potential regarding the adjacent North and South Hartford properties.

The schedule and timelines for planned evaluation and development programs will depend on the stabilization of the COVID-19 pandemic. The Company has followed the instructions and advice of Federal and Provincial health authorities, as well as industry-wide best practice guidelines, and has limited travel and field activities to help control the spread of COVID-19 and protect local communities. The COVID-19 pandemic and related business lockdowns have adversely affected economies and financial markets, resulting in an economic downturn that could further affect the Company and its ability to finance its planned operations. The Company cannot accurately predict the impact the COVID-19 pandemic will have on its operations, including uncertainties relating to the duration of the pandemic, the ultimate severity of the disease, the duration of travel and quarantine restrictions imposed by governmental authorities, and the impact on schedules and timelines for planned operations or exploration programs.

Qualified Person

Paul Moore, P.Geo., is the Company's designated non-Independent Qualified Person and has reviewed and approved the technical and scientific contents relating to the Woodstock Property in this MD&A.

Acquisition of Maximos Metals

On April 30, 2021, CMC completed the acquisition of Maximos Metals Corp. ("Maximos") by way of a three-cornered amalgamation between Maximos and a wholly owned subsidiary of CMC, which resulted in Maximos becoming a wholly owned subsidiary of CMC, and the shareholders of Maximos becoming shareholders of CMC.

The Maximos transaction was initiated following an internal re-examination of the Woodstock Property, and its potential. This initial examination led to the thesis that the high purity manganese production landscape was fundamentally flawed. The end user's corporate values were at odds with worldwide producer's lack of ESG governance. The Company believes socially conscious development and processing will command premium future value in the high purity manganese space. This strategic proposition and fundamental market change were researched, evaluated in a public market context, refined and ultimately supported by the commitment of new capital to facilitate the new vision. In connection with the Maximos acquisition, CMC completed an equity private placement financing, raising, in two closings, aggregate gross proceeds of $6,203,176.

On the acquisition date, Maximos held a portfolio of assets and passive interests, primarily located in Atlantic Canada, a licence for the use of the proprietary Nanospectra technology and a cash balance of approximately $300,000. Additionally, Maximos held an investment in Spark Minerals Inc. ("Spark"), a private company focused on the advanced exploration of previously identified IOCG (iron-oxide-copper-gold) mineralized breccias, located in Nova Scotia.

In addition to the assets outlined, the acquisition of Maximos brings significant new stakeholders to CMC. Along with strong institutional support, key Maximos shareholders are longstanding and significant members of the Atlantic Canada community, with multi-generational business, political and charitable interests spanning across all the Atlantic provinces, and these new stakeholders provide CMC with a strong base of support for the Woodstock Property in New Brunswick.

To complete the acquisition of Maximos, a total of 59,683,564 common shares of CMC were issued to holders of Maximos shares on the basis of 0.55562527 of a CMC share for each common share of Maximos. In addition, a total of 5,278,440 CMC stock options were issued in replacement of outstanding Maximos options, with each such CMC option being exercisable at a price of $0.18 per share on or before June 30, 2025, and a total of 4,445,002 CMC share purchase warrants were issued in replacement of Maximos warrants, with each such CMC warrant being exercisable at a price of $0.18 per share on or before March 17, 2024.

Maximos' Mineral Property Interests

The primary assets included in the Maximos acquisition provide CMC with potential exposure to several diverse key technology metals - Nickel, Copper and Cobalt, directly through holding over 50,000 hectares of mineral claims in Labrador in identified prospective sulphide nickel environments.

At the acquisition date Maximos also held a 53.1% equity interest in Spark, a private company focused on the advanced exploration of previously identified IOCG (iron-oxide-copper-gold) mineralized breccias, located in Nova Scotia.

The Maximos Nickel Property consists of nine discontinuous mineral Licenses (024907M to 024915M) covering a total area of 336 km^2 in northwestern Labrador on which Maximos completed a diamond drilling program in late 2017 and early 2018. This maiden exploration drill campaign at the Labrador property consisted of 2 holes (~745m) and was designed to test for massive sulphides within a Voisey's Bay type environment on targets identified based on the proprietary Nanospectra interpretations with no traditional geophysical work programs previously completed or analysis available. Both drill holes intersected a type of olivine gabbro-troctolitic rock, containing trace sulphides.

Subsequent to this successful proof of concept drill program, Maximos engaged in an expansive Voisey's Bay style asset identification program using Nanospectra. This facilitated the staking of approximately 57,300 hectares of specifically identified mineral claims hosting multiple targets with the focus on certain claims located approximately 85km south of Vale's Voisey's Bay nickel, copper cobalt mine.

Technical Services Agreements

Through the acquisition of Maximos, the Company has acquired a portfolio of unique and mutually exclusive passive interests that provide additional option value with increased resource and jurisdictional exposure. These holdings were originally obtained by Maximos through structured transactions, based and initiated on the delivery of a proprietary data set of geological interpretations developed using the proprietary Nanospectra technology aimed at significantly increasing the efficiency of the early geological exploration and resource identification process. In each case, Maximos contributed geophysical and other scientific interpretative in-kind services to earn a carried interest and has no future commitments or obligations to fulfill. Consideration provided by the counter parties to these agreements were strategically tied to the identifiable success of a defined area and, given this, many elements of the various consideration packages have significant time horizons.

Maximos entered into a technical services agreement in 2019 with Xcell Security House and Finance S.A. ("Xcell") relating to certain mineral properties in Guinea whereby Maximos contributed geophysical and other scientific interpretative management services and acquired a 10% carried interest in a cooperative venture, as well as 10% of any net revenue from the sale of any gold purchased under the Xcell Gold Standard program and a 3% net smelter royalty on production from any underlying mineral properties discovered or acquired as a result of the exploration activities of the cooperative venture.

Maximos entered into a technical services agreement in 2019 with Harte Gold Corp. ("Harte") relating to certain mineral properties in Ontario under which Maximos contributed geophysical and other scientific interpretative management services and can earn options on up to one million shares of Harte upon achievement by Harte of certain milestones. In addition, if within 10 years from 2019 Harte discovers a mineral deposit of a certain minimum size on the relevant property Maximos will be granted options on 10 million shares of Harte exercisable for a period of five years at a strike price equal to the price of the Harte shares at the date of the grant.

Maximos entered into a technical services agreement in 2019 with Excellon Resources Inc. ("Excellon") relating to certain mineral properties in Mexico under which Maximos contributed geophysical and other scientific interpretative management services and can earn up to 785,000 restricted share units of Excellon with an expiry date of December 15, 2022, and with vesting dates based on specified milestones. In addition, if within 10 years from 2019 Excellon discovers a mineral deposit of a certain minimum size on the relevant property Maximos will be granted an additional 420,000 common shares.

Given the singular focus and exposure to exploration success, the negative implications due to the Covid-19 pandemic on these passive interests have come in two distinct ways. Firstly, the inability to mobilize personal, supplies and equipment has in some cases pushed program timelines back 12-18 months, and in other cases, exploration programs have been re-developed and indefinitely reduced. Secondly, those companies with active operations negatively impacted have increased capital conservation measures and reduced near-term exploration expenditures. These factors have meaningfully reduced the near-term value potential in the related passive interests.

Due to the early-stage exploration focus of these assets, combined with the current restrictions and economic uncertainty caused by the Covid-19 pandemic, and as a reasonable estimate of the value of these interests could not be established, the Company's interest in these technical services agreements has been recorded at nominal value. The Company continues to believe in the potential and fundamental long-term value of both the information provided, and its ability to underpin exploration successes and value creation.

Nanospectra Technology Licence Agreement

As part of the Maximos transaction the Company acquired, indirectly, the rights to an amended and restated technology know-how licence agreement, originally entered into by Maximos, for the exclusive use of the proprietary Nanospectra technology for mineral(s) identification and exploration for manganese, nickel, cobalt and other technology metals worldwide. Prior to entering into this agreement, certain Maximos founders were party to and initiated multiple proof of concept test programs with different mineral types (e.g., base and precious metals), across various stages (e.g., producing, development and exploration), and geological environments and jurisdictions. From these tests the following observations were made from the Nanospectra data:

- Identification of a focused elemental signature

- Identified signature significantly correlated to data obtained from traditional geological evaluation techniques (potentially reducing/eliminating "false positives" provided by some traditional methods)

- Improvement in time and cost of identification and prioritization of higher probability drill zones (significantly reducing the area of initial study and increase focus of accurate confirmatory geophysical tools)

Spark Minerals Inc.

Through the acquisition of Maximos, the Company acquired an indirect 53.1% investment in Spark, a private company focused on the advanced exploration of previously identified IOCG (iron-oxide-copper-gold) mineralized breccias, located in Nova Scotia.

Previous work carried out in 2007 by Minotaur Exploration ("Minotaur") confirmed the IOCG potential, and with its partner Dundee Precious Metals, spent approximately $6 million developing a geophysical database identifying and developing numerous high priority target areas. Minotaur spent an additional $2 million drilling 3 holes regarded as technical successes but discontinued the program due to the impacts of the 2008 financial crisis. Recent drill programs have also identified the existence of Cobalt (~480-776ppm).

On March 17, 2021, prior to being indirectly acquired by the Company, Spark entered into a share exchange agreement with Mongoose Mining Ltd. ("Mongoose") which set out the intent of the parties for Spark to complete a reverse takeover ("RTO") of Mongoose.

Upon completion of the RTO on November 10, 2021, the Company's 53.1% indirect equity interest in Spark was exchanged for 13,006,993 common shares of Mongoose, representing a 40.7% indirect equity interest in Mongoose. Mongoose is listed on the Canadian Securities Exchange under the trading symbol MNG

EXPLORATION AND EVALUATION ASSETS

	September 30 2021 $	Additions 2021 $	December 31 2020 $	Additions 2020 $	December 31 2019 $
Woodstock	4,776,410	114,089	4,662,321	8,621	4,653,700
Maximos mineral properties	1	1	-	-	-
	4,776,411	114,090	4,662,321	8,621	4,653,700

The Company holds a 100% interest in the Woodstock Property located northwest of the town of Woodstock, in west-central New Brunswick. A portion of the property is subject to a 1% gross sales royalty upon commencement of commercial production, with the Company retaining certain rights to buy back one half of the royalty. Substantially all of the Company's efforts are devoted to advancing the development of the Woodstock Property.

In connection with the Maximos Acquisition, the Company acquired interests in certain exploration and evaluation assets held by Maximos. These acquired exploration and evaluation assets consist primarily of nickel-copper-cobalt exploration properties located in northwestern Labrador. The Maximos exploration and evaluation assets have been recorded at a nominal value as the Company has no immediate plans for the ongoing exploration and evaluation of these assets.

In connection with the Maximos Acquisition, the Company also indirectly acquired the Cobequid Highlands property held by Spark, consisting of mineral exploration licences in Nova Scotia with potential for iron oxide-copper-gold ("IOCG") mineralization. The Company's indirect interest in the Cobequid Highlands property is presented as an asset held for sale at September 30, 2021 and is not included in the table above.

RESULTS OF OPERATIONS

The Company recorded no revenue in the three and nine months ended September 30, 2021 and 2020.

For the three months ended September 30, 2021, the Company recorded a loss of $444,341, compared to a loss of $18,327 for the same period in 2020. The loss in the current three month period included share based compensation of $194,813.

For the nine months ended September 30, 2021, the Company recorded a loss of $13,215,708 compared to a loss of $28,421 for the same period in 2020. The loss in the current nine month period included a loss recognized in connection with the Maximos Acquisition of $12,284,235 and share based compensation of $498,563.

On November 10, 2021, subsequent to period end, Spark and Mongoose closed their previously announced reverse takeover transaction. Pursuant to the transaction, the Company's indirect 53.1% equity interest in Spark was exchanged for 13,006,993 common shares of Mongoose, representing an indirect 40.7% equity interest in Mongoose. Accordingly, effective the closing date, the accounts of Spark will be deconsolidated from the Company's consolidated financial statements and, on a go-forward basis, the Company's investment in Mongoose will be accounted for using the equity method. Mongoose is listed on the Canadian Securities Exchange under the trading symbol MNG.

SUMMARY OF QUARTERLY RESULTS

Expressed in $000's, Except for per share amounts	Sept 30 2021 $	June 30 2021 $	March 31 2021 $	Dec. 31 2020 $	Sept 30 2020 $	June 30 2020 $	March 31 2020 $	Dec. 31 2019 $
Net (loss) income	(444)	(12,723)	(48)	(98)	(18)	1	(11)	(30)
Net (loss) income per share - basic and diluted	(0.003)	(0.109)	(0.001)	(0.002)	(0.000)	0.000	(0.000)	(0.000)
Total assets	17,141	17,248	4,702	4,726	4,746	4,752	4,753	4,654
Working capital/ (Deficiency)	10,440	10,781	(308)	(258)	(59)	(40)	(38)	(124)

The loss of $12,723,303 in the quarter ended June 30, 2021 included a loss recognized in connection with the Maximos Acquisition of $12,284,235 and share based compensation of $303,750. The working capital balance of $10,781,135 at June 30, 2021 included assets held for sale of $6,248,551, liabilities directly associated with assets held for sale of $180,933 and a flow-through share premium liability of $500,000.

The loss of $444,341 in the quarter ended September 30, 2021 included share based compensation of $194,813.

LIQUIDITY AND CAPITAL RESOURCES

Current assets at September 30, 2021 were $12,364,904, compared to $63,486 at December 31, 2020. Current liabilities were $1,924,536 at September 30, 2021, including accounts payable and accrued liabilities of $951,293, a flow-through share premium liability of $500,000 and liabilities directly associated with assets held for sale of $473,243, compared to current liabilities of $321,979 at December 31, 2020. The liabilities directly associated with assets held for sale at September 30, 2021 represented the liabilities of indirect subsidiary Spark.

During the nine months ended September 30, 2021, the Company completed a non-brokered equity private placement of common shares and flow-through common shares raising a total of $6.2 million (collectively, the "Financing"). In the first closing of the Financing on April 29, 2021, immediately before completing the Maximos Acquisition, the Company issued 17,544,447 common shares at a price of $0.225 per share for gross proceeds of $3,947,500 and 6,666,666 flow-through shares at a price of $0.30 per flow-through share for gross proceeds of $2,000,000. In the second closing of the Financing on June 21, 2021, the Company issued an additional 1,136,339 common shares at a price of $0.225 per share for gross proceeds of $255,676.

At September 30, 2021, CMC held exploration and evaluation assets with a carrying value of $4,776,411. In addition, included in CMC's assets held for sale at September 30, 2021, is Spark's Cobequid property in Nova Scotia with a carrying value of $5,952,768 (before a 46.9% non-controlling interest). The balance sheet values for these assets may not represent that which could be obtained if the assets were to be offered for sale.

On November 10, 2021, Spark and Mongoose closed their previously announced reverse takeover transaction. Pursuant to the transaction, the Company's indirect 53.1% equity interest in Spark was exchanged for 13,006,993 common shares of Mongoose. Mongoose is listed on the Canadian Securities Exchange under the trading symbol MNG.

RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed.

During the three months ended September 30, 2021, the Company paid or accrued $33,500 to related parties, including a $15,000 management fee (September 30, 2020 - $15,000) to Energold Minerals Limited ("Energold"), a company controlled by John F. Kearney, a director; a $12,500 management fee (September 30, 2020 - $Nil) to 2348035 Ontario Corp.; and $6,000 in rent (September 30, 2020 - $6,000) to Buchans Resources Limited ("Buchans"), a company in which directors John F. Kearney and Danesh Varma serve as directors and officers.

During the nine months ended September 30, 2021, the Company paid or accrued $83,833 to related parties, including a $45,000 management fee (September 30, 2020 - $45,000) to Energold; a $20,833 management fee (September 30, 2020 - $Nil) to 2348035 Ontario Corp.; and $18,000 in rent (September 30, 2020 - $18,000) to Buchans.

During the year ended December 31, 2020, the Company received an advance in the amount of $100,000 from John F. Kearney, a director, to fund working capital expenses. The advance was settled in full in April 2021 as part of the Financing.

Included in accounts payable and accrued liabilities at September 30, 2021 are $143,323 payable to Buchans (December 31, 2020 - $140,203) for administrative services; $16,667 payable to 2348035 Ontario Corp. (December 31, 2020 - $Nil) for management services; $5,650 payable to Energold (December 31, 2020 - $60,711) for administrative and management services; and $179,745 payable to Genesis Industries Corporation Ltd., a company controlled by Peter Steele, a significant shareholder of the Company, primarily for Nanospectra geophysical services provided to Maximos in 2019. These amounts are unsecured, non-interest bearing and due on demand.

CRITICAL ACCOUNTING ESTIMATES

CMC's financial statements are prepared in accordance with IFRS and require management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions affect the carrying value of assets, impact decisions as to when exploration and development costs should be capitalized or expensed and affect estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting valuation of tax accounts. CMC regularly reviews its estimates and assumptions, however actual results could differ from these estimates and these differences could be material.

Adoption of New Accounting Standards

The standards and interpretations within IFRS are subject to change. For further details, please refer to Note 3 of the Company's annual financial statements for the year ended December 31, 2020.

PRINCIPAL RISKS AND UNCERTAINTIES

The realization of mineral exploration assets is dependent on the development of economic ore reserves and is subject to a number of significant potential risks, see under the heading "RISK FACTORS" elsewhere in this document, including:

Failure to Obtain Additional Financing

Other than the Financing, which closed in two tranches effective April 29, 2021 and June 21, 2021, there can be no assurance that CMC will be successful in obtaining any additional required funding necessary to conduct additional exploration or evaluation, if warranted, on CMC's current exploration properties, or any properties that may be acquired, or to develop mineral resources on such properties, if commercially mineable quantities of such resources are located thereon. Failure to obtain additional financing on a timely basis could cause CMC to forfeit its interest in such properties. If additional financing is raised through the issuance of equity or convertible debt securities of CMC, the interests of shareholders in the net assets of CMC may be diluted.

Covid-19 Pandemic

The Company cannot accurately predict the impact the Covid-19 pandemic may have on its operations, including uncertainties relating to the duration of the pandemic, the duration of any travel restrictions imposed by governmental authorities, and the impact on schedules and timelines for planned operations or exploration programs. In addition, this widespread health crisis and related business disruption may adversely affect the Company's ability to finance its planned operations.

Exploration, Development and Operating Risk

Resource exploration and development 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 CMC may be affected by numerous factors that are beyond the control of CMC and that 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 minerals and environmental protection, the combination of which factors may result in CMC not receiving an adequate return of investment capital. Many of the properties in which CMC holds an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results were obtained, and a positive feasibility study is completed.

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. There is no assurance that CMC' mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of CMC' operations will in part be directly related to the costs and success of its exploration and development 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. 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 and at an acceptable cost.

In addition to the above, there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and CMC' continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of CMC to raise additional financing, if necessary, or alternatively upon CMC' ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write- downs of the carrying values.

No Assurance of Production

CMC has limited experience in placing resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel, consultants or contractors, or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that CMC will have available to it the necessary expertise when and if CMC places its resource properties into production and whether it will produce revenue, operate profitably or provide a return on investment in the future.

Fluctuating Mineral Prices

Metal prices are subject to significant fluctuations and are affected by a number of factors which are beyond the control of CMC. The principal factors include: diminished demand, which may arise if economic growth in China, North America, and/or Europe is not sustained, or if the expected growth in electric battery demand does not occur; increases in supply resulting from the discovery and the development of new sources of metals; and supply interruptions, due to changes in government policies, war, or international trade disputes or embargos. The effect of these factors on the future price of manganese and its effect on CMC' operations cannot be predicted.

Factors beyond CMC's Control

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of CMC. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and refining facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

Environmental Risks and Hazards

CMC's operations are subject to environmental regulations in the jurisdiction in which it operates. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

FINANCIAL RISK MANAGEMENT

Fair value

The carrying amounts for cash and cash equivalents, marketable securities amounts receivable and accounts payable and accrued liabilities on the carve-out consolidated statements of financial position approximate fair value because of the limited term of these instruments.

Liquidity risk

CMC liquidity exposure is confined to meeting obligations under short term trade creditor arrangements. This exposure is financed from a combination of cash, additional issues of ordinary equity shares and other financing arrangements.

Further details of CMC's financial risk management policies are set out in Note 20 of the September 30, 2021 unaudited financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

The Company has no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

The Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Fair value estimates of financial assets and liabilities are made at the balance sheet date, based on relevant market information and information about the financial instrument. These estimates involve uncertainties and are subjective in nature. Other financial instruments included in current assets are classified as loans and receivables, which are measured at amortized costs. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at September 30, 2021, the carrying and fair value amounts of the Company's financial instruments were the same.

OUTSTANDING SHARE CAPITAL

The Company has an authorized capital consisting of an unlimited number of common shares. At September 30, 2021 and the date of this MD&A, a total of 144,714,580 common shares of the Company are issued and outstanding.

At September 30, 2021 and the date of this MD&A, there are 4,778,336 share purchase warrants outstanding. Of these, 4,445,003 warrants are exercisable at $0.18 per share until March 17, 2024 and 333,333 warrants are exercisable at $0.27 per share until April 29, 2024.

At September 30, 2021 and the date of this MD&A, there are 7,928,440 stock options outstanding pursuant to the Company's Stock Option Plan. Of these, 5,278,440 options are exercisable at $0.18 per share until June 30, 2025 and 2,650,000 options are exercisable at $0.25 per share until June 30, 2026.

At September 30, 2021 and the date of this MD&A, there are 1,700,000 restricted share units outstanding pursuant to the Company's RSU Plan, all of which expire on December 31, 2024.

FORWARD-LOOKING STATEMENTS

This management's discussion and analysis contains certain forward-looking statements relating to, but not limited to, CMC' expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects changes in exchange rates, fluctuations in commodity prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. CMC undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.