



**Management Discussion and Analysis
For the Three and Six Months Ended September 30, 2020**

PRELIMINARY INFORMATION

This Management’s Discussion and Analysis (“MD&A”) contains information up to and including November 30, 2020.

The following MD&A of Harvest Gold Corp. (the “Company”) should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended September 30, 2020 and the audited consolidated financial statements for the year ended March 31, 2020 and the related notes contained therein. The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

All financial information in this MD&A have been prepared in accordance with International financial reporting standards (“IFRS”), and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING INFORMATION

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. For more information on forward-looking information please refer to the “Caution Regarding Forward Looking Statements” section below.

OVERVIEW

The Company was incorporated on June 28, 2005 under the BC Business Corporations Act and is a reporting issuer in British Columbia and Alberta. The Company’s common shares are traded on the TSX Venture Exchange under the symbol “HVG”. Subsequent to September 30, 2019, the Company completed a 10 for 1 share consolidation. All references to number of shares and per share amounts have been retroactively restated to reflect the consolidation.

The Company is a mineral exploration and resource development company engaged in the business of acquiring, exploring and evaluating natural resource properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is complete. As at the date of this MD&A, the Company has not earned any production revenue and is considered to be an exploration stage company.

RESOURCE PROPERTIES - PERFORMANCE SUMMARY

Emerson, Jacobite & Goathorn – British Columbia

On June 23, 2020, the Company entered into an Option Agreement with two private B.C. companies, Running Dog Resources Ltd. and Attunga Holdings Inc. (or collectively, “the Vendors”) whereby the Company can earn up to an 100% interest in up to three early stage Copper-Gold porphyry projects located in the Omineca Mining Division of central B.C. This was approved by the TSX on July 21, 2020.

The Company can earn a 100% interest in any or all of the three projects by completing the following:

Time	Exploration (CDN)	Cash (CDN)
TSX-V Approval	-	\$35,000 for all three projects
December 31, 2021	\$450,000	\$20,000 per property
December 31, 2022	-	\$25,000 per property
December 31, 2023	-	\$50,000 per property
December 31, 2024	-	\$75,000 per property
TOTAL	\$450,000	Minimum: \$35,000;

Once the Company has completed the Phase 1 work program it will have until December 31, 2021 to elect to retain one or more of the three projects or return any not selected to the Vendors with two years good standing. Providing that the Company continues to make cash payments or equivalent payments in shares on the anniversary dates it will earn a 100% interest in each project, subject to a 1.5% NSR royalty in favour of the Vendors. One half of the NSR royalty (0.75%) may be purchased for \$500,000 prior to the publication of a mineral resource or for \$1,500,000 thereafter. The Vendors will also be entitled to annual Advance Royalty Payments ("ARP") of \$5,000 per project per year for four years commencing January 1, 2025 and increasing to \$10,000 per project per year for four years commencing January 1, 2029. Thereafter and continuing for as long as the Company or successor owns the permits, the annual ARP will increase to \$20,000 per project. All amounts provided as advance royalty payments can be paid in shares, at the Company's option and will be deductible from future NSR royalty payments.

Harvest Gold Corp.'s review of technical data on the recently acquired 50-square-kilometre (5,000-hectare) Emerson project has provided historic drill log evidence of a strong mineralized system that is gold bearing and that has many similarities to Artemis Gold Inc.'s Blackwater gold project, located in central British Columbia, 200 km southeast of Emerson in a similar geological setting.

Geological similarities between Emerson and Blackwater

Host rocks

Blackwater is hosted by felsic Kasalka group volcanics and volcanoclastics, which had previously been mapped as belonging to the Hazelton group (widespread in the area) or the Ootsa Lake group (which contains felsics). Emerson is mapped regionally as being underlain by the Hazelton group but felsic volcanics thought to belong to the Kasalka group are present at Emerson.

Plutonic association

Blackwater is thought to have formed from fluids released by monzogranites of the Blackwater plutonic suite, which were emplaced between 66.9 and 72.2 Ma. Emerson is related to a feldspar-quartz porphyry stock of unknown composition dated at 71.06 Ma, within the Blackwater plutonic suite age range.

Alteration

Host rocks within the Blackwater deposit area are pervasively hydrofractured and pyritized. In the early main-stage mineralization at Blackwater, green sericite, euhedral pyrite and lesser quartz are disseminated and present in wavy, discontinuous veins, commonly accompanied by base metal sulphides. The late main-stage mineralization is similar but with the addition of chlorite and local carbonate. Rocks within the Emerson soil geochemical anomaly are altered by quartz, white mica and pyrite, both disseminated and within abundant discontinuous veinlets. The significance of green sericite (Blackwater) versus white mica (Emerson) is not known.

Geochemical pathfinders

Blackwater is indicated by elevated gold, silver, zinc, copper, lead and arsenic values in soil geochemical samples, and is distal to Cu-Mo porphyry mineralization. Emerson has a strong coincident Ag-Mo-Pb-Au soil geochemical anomaly over an area of 500 m by 1,100 m. To date, the source of the Ag, Mo and Pb soil geochemistry at Emerson has not been found.

Geophysical indicators

Gold-silver mineralization at Blackwater is marked by a chargeability high. An open-ended 1.9 km by 2.1 km chargeability high has been reported at Emerson. The Emerson chargeability anomaly lies at the south end of a six km by nine km magnetic low, which is mainly covered by glacial overburden and may represent an extensive zone of the magnetite-destructive quartz-white mica-pyrite alteration.

Gold bearing

The Emerson alteration is gold bearing, as shown by the 2019 rock sample from subcrop that assayed 0.762 g/t Au.

In 1968, AMAX, a major molybdenum producer at the time, drilled four holes at Emerson, exploring its molybdenum potential and assaying only for copper and molybdenum. That drilling was unsuccessful in finding molybdenum mineralization but intersected wide intervals of intense quartz-sericite-pyrite alteration penetrated by abundant hairline quartz veinlets. The drill logs indicate wide zones of this alteration **ranging from 102 to 230 veinlets per metre over the entire length of their first drill hole which stopped at 298 metres**, representing the hallmark of a strong hydrothermal system.

The AMAX drill holes were not assayed for gold but drilling in 1987 by Lornex (five holes) included gold assays. Three of the Lornex holes were abandoned in overburden and only one hole was collared in the quartz-sericite alteration averaging 110 parts per billion Au over 42 m before passing through a fault; the other hole was drilled entirely on the wrong side of that fault.

Harvest Gold Corp. has contracted Vancouver-based Equity Exploration Consultants Ltd. to manage all exploration work on the company's B.C. mineral property portfolio, including the Flagship Emerson project. Under the arrangement, Equity Exploration will provide a complete, as-needed, exploration team with significant experience in permitting, planning, geological targeting and program execution in British Columbia.

Founded in 1987, Equity Exploration has experience exploring every region of British Columbia.

Its team of 19 full-time geologists and support staff includes experts in structural geology, 3-D modelling, databases, logistics, project management, permitting and resource estimation and has all the experience and skills required to execute efficient, stepwise and geologically focused programs at Emerson, Goathorn and Jacobite.

Harvest Gold Corp. has staked two additional adjoining claims to the south of its Emerson property in the interior plateau of British Columbia. With the new staking, the Emerson property has now expanded to over 56 square kilometres in size.

CERRO CASCARON PROJECT - MEXICO

On June 7, 2017, as amended on April 17, 2018 and June 21, 2019, the Company had entered into an Option Agreement (the "Option Agreement") to acquire up to an 80% interest in the Cerro Cascaron Project located in Mexico. Under the terms of the Option Agreement, the Company was to earn an initial 70% interest (the "Initial Interest") in the Cerro Cascaron Project by issuing 200,000 common shares, cash payments of \$800,000 and incur exploration expenditures of \$4,000,000 by June 7, 2021.

During the year ended March 31, 2020, the Company and the Optionor agreed to terminate the agreement. The Company wrote off \$1,602,425 to operations.

SURINAME CONCESSIONS

On July 27, 2016, the Company completed its 100% acquisition of Canasur Gold Limited (“CanaSur”) and its wholly owned projects located in Suriname.

On May 7, 2018, the Company entered into a Share Purchase Agreement for the sale of its 100% interest in Canasur for \$192,753 (US\$150,000). The consideration of US\$150,000 is payable in increments of US\$30,000 due on or before July 1, 2018, November 1, 2018, March 1, 2019, July 1, 2019 and November 1, 2019. The option is secured by a pledge of the 100% interest in Canasur.

During the year ended March 31, 2018, the Company had derecognized the assets and liabilities of Canasur from the consolidated statements of financial position setting up the amount to be collected as the fair value of the remaining exploration and evaluation asset and recognized a corresponding impairment.

During the year ended March 31, 2020, the Company received US\$10,000 (\$13,051) (2019 – US\$35,000 (\$44,820)) in relation to this agreement.

ROSEBUD GOLD MINE, NEVADA

During the year ended March 31, 2016, the Company reached an option to sell agreement with Rosebud Exploration LLC (“RE”), a private Nevada corporation, for its Rosebud Gold Mine Property as follows. In Stage One, RE paid the Company US\$25,000 upon signing. RE then paid US\$50,000 to Newmont for the Company’s December 15, 2015 Advanced Royalty Payment on Rosebud. RE also paid all Bureau of Land Management (“BLM”) and county fees on Rosebud for its 2015 obligations. RE then informed the Company of its intention to continue with the project and paid the Company US\$15,000 in September 2016. RE also paid the US\$50,000 2016 Advanced Royalty Payment to Newmont and has committed to pay 2017 BLM and county fees on the property by the end of July 2017.

RE exercised its option to purchase Rosebud any time after January 1, 2016 up to November 23, 2017 and paid the Company CDN\$100,000. As RE exercised its option to purchase, it has also committed to paying CDN\$1,000,000 to the Company within 30 days of RE receiving funding designed to commission and construct a mine at Rosebud. On Closing of the sale of Rosebud, RE assumed all obligations of the Company in respect of the 3% NSR on Rosebud including the obligations to make annual advance Royalty payments

RW PROPERTY, EUREKA COUNTY, NEVADA

Effective January 1, 2012 the Company entered into a mining lease and option to purchase agreement with Kinetic Gold (US) Inc. (“Kinetic”). As per the terms in the agreement the Company is in receipt of the first US\$10,000 upon execution of the agreement and is in receipt of the next installment which was paid on December 21, 2012. On September 5, 2013 there was an amendment to the Mining Lease and Option to Purchase RW Claims to incorporate an additional year on the payment schedule. On August 13, 2015 the agreement was amended whereby Kinetic paid US\$5,000 (CDN\$6,475; received) and will pay US\$15,000 thirty days after Kinetic assigns the property to a third party. Kinetic will then pay a further US\$30,000 on the first anniversary and US\$40,000 on the second anniversary of assigning the property to a third party. With the property optioned to Kinetic, the Company no longer manages the property and has no activities planned.

On June 1, 2019, the Company entered into a royalty agreement with Kinetic whereby the Company received a 1% net smelter royalty on the RW claims located in Eureka County, Nevada, USA in exchange for \$1,000.

RESULTS FROM OPERATIONS

Three Months Ended September 30, 2020 compared with Three Months Ended September 30, 2019

The Company incurred a loss of \$141,462 for the three months ended September 30, 2020 compared to a loss of \$66,608 for the three months ended September 30, 2019. In the current period, the Company granted 295,000 incentive stock options, which resulted in share-based payments, a non-cash expense of \$45,709. There were no stock options granted in the comparative period. In addition, due to the increase activity of the Company, consulting fees increased from \$10,749 in the comparative period to \$36,819 during the current period.

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019
Total assets	\$ 307,618	\$ 242,213	\$ 299,056	\$ 1,943,544
Evaluation and exploration assets	182,882	134,882	134,882	1,729,570
Working capital (deficiency)	(19,993)	(765)	46,550	138,392
Shareholders' equity (deficiency)	162,889	134,117	197,415	1,883,945
Net income (loss) for the period	(141,462)	(63,298)	(1,692,165)	(73,864)
Net income (loss) per share	(0.01)	(0.01)	(0.21)	(0.01)

	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018
Total assets	\$ 2,017,083	\$ 2,097,242	\$ 2,153,758	\$ 2,206,196
Evaluation and exploration assets	1,729,570	1,674,570	1,687,621	1,476,940
Working capital	212,256	339,499	382,975	484,134
Shareholders' equity	1,957,809	2,030,052	2,086,579	2,131,417
Loss for the period	(66,608)	(56,527)	23,196	(317,443)
Loss per share	(0.01)	(0.01)	0.00	(0.05)

LIQUIDITY AND CAPITAL RESOURCES,

As at September 30, 2020, the Company had cash of \$115,548. The Company has slowed its utilization of its cash resources on administrative requirements. The Company has no significant income and will rely on replenishing cash balances by capital fundraising.

During the period ended September 30, 2020, the Company's Board of Directors approved and completed a private placement to raise up to \$127,500 through a non-brokered private placement of up to 1.275 million units at a price of \$0.10 per unit. Each unit consisted of one common share and one common share purchase warrant. Each warrant will be exercisable into one transferable common share of the Company at a price of \$0.15 for three years from the date of closing. A finders' fee may be payable in cash or warrants in accordance with the policies of the exchange.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing

operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, GST receivable, trade payables and advances payable. Cash is designated as amortized cost. Trade payables and due to related party are designated as other financial liabilities and recorded at amortized cost.

The fair value hierarchy establishes three levels to classify inputs to the valuation techniques used to measure fair value. Level 1 inputs are quoted market prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable (supported by little or no market activity).

Cash is stated at fair value and are classified as Level 1 of the fair value hierarchy. The fair values of trade payables and due to related party approximate carrying value because of the short-term nature of these instruments.

The fair value of available for sale investments are determined based on a market approach reflecting the closing price of each particular security at the closing balance sheet date. The closing price is a quoted market price obtained from the exchange that is the principal active market for the particular security, and therefore available for sale securities are classified within Level 1 of the fair value hierarchy.

RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Exploration for mineral resources involves a high degree of risk, and the cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The Company attempts to mitigate its exploration risk through joint ventures with other companies.

Beyond exploration risk, management is faced with other possible risks which include the following:

Metal Price Risk

The price of gold and silver greatly affects the value of the Company and the potential value of its properties and investments. This, in turn, greatly affects its ability to form joint ventures and the structure of any joint ventures formed.

Financial Market Risk

The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

Title Risk

The Company has investigated its right to explore and exploit its properties and, to the best of its knowledge, has title to properties in which it has a material interest. However, the results of the Company's investigations should not be construed as a guarantee of title.

Environmental Risk

The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the country in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.

Value Risk

There is no certainty that the properties which the Company has deferred as assets on its consolidated balance sheet will be realized at the amounts recorded. These amounts should not be taken to reflect realizable value.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements. The Company has not completed a feasibility study on any of its properties to determine if it hosts a mineral resource that can be economically developed and profitably mined.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements during the period.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

OUTSTANDING COMMON SHARE DATA

As at September 30, 2020 and the date of this report, the Company had 10,147,512 common shares issued and outstanding. The Company also had 1,304,750 warrants with an exercise price of \$0.15 expiring July 30, 2023. The Company also had 1,084,500 stock options exercisable between \$0.15 and \$0.75 to August 23, 2025.

RELATED PARTY TRANSACTIONS

Related party transactions are measured at their exchange amounts, which is the amount of consideration paid or received as agreed by the parties. Related party transactions are as follows:

a. Contractual commitment with related parties

On January 1, 2015, the Company entered into a management agreement with an officer and director to fulfil the role as Chief Executive Officer for a period of 5 years for a monthly rate of \$4,000 per month. In October 2016, the contract was renewed at a new monthly rate of \$5,000. In October of 2018, the contract was renewed at a new monthly rate of \$7,500 with a bonus payment of \$40,000 for past services rendered to the Company.

b. Transactions with related parties

During the period ended September 30, 2020, the Company paid or accrued \$6,000 (September 30, 2019 - \$6,000) of consulting fees and \$27,000 (September 30, 2019 - \$48,500) of management fees to officers and directors and companies controlled by officers and directors of the Company.

As at September 30, 2020, included in accounts payable and accrued liabilities was \$66,175 (March 31, 2019 - \$16,000), owing for fees due to certain officers and directors of the Company. These amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

c. Transactions with key management personnel

	Six months ended	
	Sept. 30, 2020	Sept. 30, 2019
Management and professional fees	\$ 33,000	\$ 28,500
Share based payments	\$ 31,764	\$ -

CAUTION REGARDING FORWARD LOOKING STATEMENTS

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual

results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting that occurred during the Company's most recent period ended September 30, 2020 that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

APPROVAL

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

CHANGES IN ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

New Standards, Interpretations and Amendments Effective This Year

IFRS 16, Leases: This standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019. The Company has considered the impact of this change and has determined that, since the Company currently has no leases, the adoption of this standard did not result in any impact on the Company's financial statements.

Recent Accounting Pronouncements

Certain new accounting standards, amendments to standards and interpretations have been issued, effective for annual periods beginning on or after April 1, 2020. These standards have been assessed to not have a significant impact on the Company's financial statements.

GOING CONCERN ISSUE

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its

equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The junior resource industry has been severely affected by the world economic situation as it is considered speculative and high-risk in nature, making it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with any financing ventures.

SUBSEQUENT EVENT

Subsequent to September 30, 2020, the Company announced subject to the approval of the TSX Venture Exchange, intends to complete a non-brokered private placement of units and flow-through units to raise total gross proceeds of up to \$900,000. The company will determine the breakdown of units and FT units to be issued up to a maximum combination of five million units and FT units.

Unit financing

The unit financing will be completed at 15 cents per unit. The company proposes to issue units at 15 cents per unit. Each unit will consist of one common share and one transferable warrant with each warrant exercisable at a price of 25 cents for a period of two years, provided that in the event that the closing price of the company's shares on the exchange (or such other exchange on which the company's shares may become traded) is 35 cents or greater per share during any 15-trading-day period at any after the closing date, the warrants will expire at 4 p.m. PT on the 30th day after the date on which the company provides notice of such accelerated expiry to the holders of the warrants.

FT units financing

The FT unit financing will be completed at 22 cents per FT unit. The company proposes to issue FT units at 22 cents per FT unit. Each FT unit will consist of one flow-through common share and one warrant, with each warrant exercisable at a price of 30 cents for a period of two years, provided that in the event that the closing price of the company's shares on the exchange (or such other exchange on which the company's shares may become traded) is 44 cents or greater per share during any 15-trading-day period after the closing date, the warrants will expire at 4 p.m. PT on the 30th day after the date on which the company provides notice of such accelerated expiry to the holders of the warrants.

All securities issued in the private placement will be subject to a hold period of four months and one day following the closing date of the private placement.

Finders' fees may be payable in accordance with the policies of the exchange.

The company intends to use the gross proceeds of the private placement for its initial exploration activities on its three 100-per-cent-owned B.C. properties. These activities will include planning, permitting, indigenous consultations, airborne geophysics for all three properties and reconnaissance drilling on its Emerson property. The funds will also be used for continuing due diligence costs, marketing and general working capital.

OTHER INFORMATION

Additional information is available on the Company's website at www.harvestgoldcorp.com.