

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

This Management's Discussion and Analysis ("MD&A") provides a discussion on the financial and operating results of American Creek Resources Ltd. ("American Creek" or the "Company") for the year ended December 31, 2020 (the "fourth quarter 2020" and "year ended 2020") and compares the results with the year ended December 31, 2019 (the "fourth quarter 2019" and the "year ended 2019"). In order to gain a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read in conjunction with the December 31, 2020, audited consolidated financial statements and accompanying notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with the appropriate provincial regulatory bodies. The Company regularly discloses additional information through press releases and financial statements available on the Company's website at www.americancreek.com and on SEDAR at www.sedar.com.

This MD&A was prepared as of April 29, 2021 (the "Report Date").

All monetary amounts are expressed in Canadian dollars, unless otherwise noted.

1. Business Overview

American Creek's business purpose is to acquire and explore mineral properties, principally for precious metal deposits. The Company was incorporated and commenced operations in British Columbia pursuant to the *Companies Act* (British Columbia) on February 12, 2004. In late August 2005, the Company was continued under the provisions of the *Business Corporations Act* (Alberta). On December 11, 2018, the Company continued again into British Columbia. American Creek has no producing properties and no earnings and therefore has financed its activities to date by the sale of common shares.

The Company carries on exploration on mining properties and has not yet determined whether these properties contain economically viable mineral deposits. The Company holds interests in properties located in various regions of British Columbia in Canada. These properties are presented below under "Exploration projects". The Company concentrates its efforts towards precious metals, with a specific interest in properties containing gold and silver. The Company's common shares are traded on the TSX Venture Exchange ("TSXV") under the symbol AMK.

2. Exploration Projects

All American Creek's exploration projects are located in British Columbia, Canada.

During the year ended 2020, expenditures included in exploration and evaluation assets were \$933,200. The largest expenditures included the acquisition of 45 crown grants adding to the Company's Dunwell property, by issuing 3,000,000 common shares with fair value of \$210,000 and \$50,000 in cash, and issuance of 1,150,000 common shares with fair value of \$0.29 per share for payment under agreement for the Ample Goldmax property, the Glitter King Property and the Silverside property. Additional expenditures included geological work and assay costs on the Company's Dunwell and Gold Hill, Ample Goldmax and other properties and additional claims staked surrounding the D-1 McBride property.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

The Company also disposed of the Electrum property during the year ended 2020. Proceeds from the disposition of these capitalized acquisition and exploration costs included \$250,000 cash and 1,400,000 common shares of Tudor Gold Corp. with fair value of \$1.49 per share (total proceeds of \$1,072,231) as at the closing date of the agreement. Because the price of the Tudor Gold shares had increased from the agreement date to the issuance date, the transaction resulted in a gain on the sale of the property in the amount of \$1,263,769.

A detailed schedule of costs, capitalized on the Company's balance sheet by property name, can be referenced in note 9 of the December 31, 2020 audited financial statements. Additional details of the exploration progress for properties of interest owned by the Company is provided on the Company's website and below:

Electrum Project

The Electrum Project consists of six claims located approximately 40 km north of Stewart, British Columbia. American Creek initially acquired 100% interest in the Electrum property in 2007 pursuant to an option agreement entered into effective September 15, 2004. The vendors retained a 2% NSR royalty interest in the project, which the Company may purchase for \$1,000,000.

In 2016, the Company entered into a joint venture agreement to sell an undivided 60% interest in its Electrum property and Slippery Willow property. A 60/40 joint venture was formed and Tudor is the operator of the project. The Company maintains a 40% interest in the property and is required to contribute 40% of the costs of exploration on the property upon specific notice from the operator.

During the year ended December 31, 2020, the Company disposed of the Electrum property, including the adjacent Slippery Willow claims, for proceeds of \$250,000 cash and 1,400,000 shares of Tudor Gold Corp. The value of the shares at the closing date of the agreement was \$1.49 per share, which resulted in a gain on disposal totaling \$1,263,769.

Treaty Creek Project (20% interest carried through exploration until production notice is given)

The Treaty Creek Project covers approximately 114 square km in the Skeena Mining District of northern British Columbia and is situated approximately 70 km north of Stewart. It is directly north of and adjoining the Kerr-Sulphurets-Mitchell property held by Seabridge Gold Inc. Also, immediately to the south, is Pretivm Resources Inc.'s, highly prospective Brucejack Project which includes the area known as the Valley of the Kings.

The Company currently owns a 20% interest in the property which is "fully carried" during the exploration period until a production notice is given. Thereafter, the Company will be responsible for 20% of the total costs under and subject to the terms of the joint venture. Exploration costs in the amount of \$Nil (2019 - \$75) were incurred by the Company during the year ended 2020.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

Gold Hill Project (100% owned)

The 100% owned Gold Hill property covers approximately 836 hectares and is located along the western edge of the Kimberly Gold Trend in the Fort Steele Mining Division near Cranbrook, BC. The property contains a significant portion of the Boulder Creek drainage, a headwater tributary of the Wild Horse River, considered to be one of the greatest gold rivers in the entire province. Gold rushes have taken place there since the 1860's that have yielded 48 tonnes of reported gold, making it Canada's 4th largest placer producer. The majority of the gold recovered from the Wild Horse was located along a 6 km stretch between Boulder Creek (upstream) and Brewery Creek (downstream). Early efforts by Cominco and others to locate the source of the Wild Horse placer gold led explorers up Boulder Creek to what is now called the Gold Hill property.

During the year ended 2020, \$17,016 (2019 - \$79,391) was spent on exploration work to compile and create geological reports for further work recommendations and to provide general maintenance on the claims. A Mining Exploration Tax Credit was also received during the previous year in the amount of \$77,183 which offset the additions during the year ended 2019. Assay results were included in the Company's press release dated March 15, 2019 and can be found on the Company's website.

Dunwell Property

The Dunwell property was a combination of separately acquired adjacent properties and is located approximately 7km from Stewart, British Columbia. Included in these acquisitions was the historic Dunwell Mine Property. The contiguous land position now spans some 1,560 hectares covering a significant portion of the rich Portland Canal Fissure Zone.

During the year, 45 crown grants were added to the Company's Dunwell property by issuing 3,000,000 common shares with fair value of \$210,000 and \$50,000 in cash. Exploration costs in the amount of \$257,018 (2019 - \$838,475) were incurred during the year ended 2020.

Ample Goldmax Property

The *Ample Goldmax* property package spans 1,044 hectares and is located approximately 8 km west of Lillooet, BC. The property demonstrates an excellent exploration target in the search for an economic deposit of gold with associated silver and copper. The property is being acquired through a four-year option agreement. (See payment terms in the December 31, 2020 audited financial statements and the Company's press releases dated September 15, 2016 and September 28, 2020) Exploration costs in the amount of \$33,242 (2019 - \$Nil) were incurred during the year ended 2020.

Other Properties, British Columbia, Canada

The Austruck-Bonanza Property is located within the Kamloops Mining Division 53 kilometers north west of the city of Kamloops in south central British Columbia. It lies within the southern extension of the Quesnel Trough (a heavily mineralized major trend through central B.C) and is contiguous with WestKam Gold's Bonaparte Gold property to the south east. The property was considered impaired in 2019 and \$16,191 in exploration costs were written off.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

The *Glitter King Property* is located on the eastern side of Pitt Island approximately 90 km south of Prince Rupert, BC. The property is part of the southern extension of the Alexander Terrane which is host to numerous significant massive sulphide deposits with copper, gold, silver, lead and zinc. The property is being acquired through a four year option agreement. (See payment terms in the December 31, 2020 audited financial statements and the Company's press releases dated September 15, 2016 and September 28, 2020.)

Exploration costs in the amount of \$5,858 (2019 - \$Nil) were incurred and 350,000 shares were issued at \$0.29 in accordance with an amended agreement during the year ended 2020.

The *Silver Side Property* is located in the Kamloops mining division approximately 20 km north of Clearwater, BC and approximately 50 km west of Imperial Metal's Ruddock Creek lead/zinc deposit. Past exploration work on the property resulted in showings of very high grade silver, lead and zinc. The property is being acquired through a four year option agreement. (See payment terms in the December 31, 2020 audited financial statements and the Company's press releases dated September 15, 2016 and September 28, 2020.)

Exploration costs in the amount of \$18,577 (2019 - \$Nil) were incurred and 250,000 shares were issued at \$0.29 as part of an amended agreement during the year ended 2020.

3. Results of Operations

The financial information in this MD&A has been prepared using accounting policies consistent with IFRS.

Three months ended December 31, 2020

The Company's net loss for the three months ended December 31, 2020 was \$378,762 or \$0.00 per common share, as compared to a net loss of \$527,579 or \$0.00 per common share for the year ended 2019. Significant variances are described in the paragraph below.

- Advertising and promotion increased by \$62,941 due to increased marketing events efforts related to the plan of arrangement and increased overall marketing efforts.
- Business development and property investigation increased by \$30,191 due to increased general costs related to corporate development.
- Depreciation on fixed assets increased by \$3,126 due to purchases of property and equipment during the year.
- Filing and transfer agent fees increased by \$11,290 due to increased filing costs related to the initial filings for the plan of arrangement.
- Management fees allocated to operational expenses increased by \$21,791 due to increased consultant incentive payments related to specific performance criteria.
- Office and administration costs were up by \$22,780 due to printing and other additional support related to the annual meeting and plan of arrangement completion.
- Professional fees increased by \$95,786 as the Company exercised a large number of warrants and received advice and completed filings for the plan of arrangement.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

- Stock-based compensation paid during the quarter was \$42,988 and \$420,994 in the year ended 2019.
- An increase in unrealized gains on marketable securities during the year of \$1,638,998 as opposed to \$2,714 in the previous year.

Year ended December 31, 2020

Year Ended:	Dec. 31 2020	Dec. 31 2019	Dec. 31 2018
Year:	\$	\$	\$
Revenue	\$Nil	\$Nil	\$Nil
Net income (loss) (000s)	885	(1,391)	(664)
Loss per share – basic and dilutive	0	0	0
Total assets (000s)	12,807	6,045	3,142
Total current and non- current financial liabilities	191,099	236,045	35,073
Cash dividends	\$Nil	\$Nil	\$Nil

The Company's net income for the year ended December 31, 2020 was \$885,007 or \$0.00 per common share, as compared to a net loss of \$1,390,620 or \$0.00 per common share for the year ended 2019. Significant variances are described in the paragraph below.

- Advertising and promotion increased by \$23,894 due to increased marketing efforts.
- Business development and property investigation increased by \$46,796 due to increased general costs related to corporate development.
- Depreciation on fixed assets increased by \$30,953 due to purchases of property and equipment during the year.
- Filing and transfer agent fees increased by \$11,574 due to increased filing costs related to the initial filings for the plan of arrangement.
- Management fees allocated to operational expenses increased by \$117,232 due to increased consultant incentive payments related to specific performance criteria.
- Office and administration costs were down by \$32,811 as no rent was required due to the purchase of the previously rented property used for office and storage space.
- Professional fees increased by \$179,143 as a large number of warrants were exercised and required processing, received advice and completed filings for the plan of arrangement, and completed the sale of exploration and evaluation property.
- A gain on the disposition of exploration and evaluation assets during the year increased net income by \$1,263,769.
- Stock-based compensation paid during the year was \$907,893 and \$678,797 in the year ended 2019.
- An unrealized gain on marketable securities was recorded in the amount of \$1,638,998.

AMERICAN CREEK RESOURCES LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS
OF OPERATIONS - FORM 51-102F
For the year ended December 31, 2020

4. Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for the eight most recent fiscal quarters.

Quarter Ended:	Dec.	Sep.	Jun.	Mar.	Dec.	Sep.	June	Mar	Dec.
Year:	31	30	30	31	31	30	30	31	31
	2020	2020	2020	2020	2019	2019	2019	2019	2018
Net sales or total revenue (000s)	\$Nil								
Total Assets (000s)	\$12,807	\$12,536	\$8,092	\$6,067	\$6,045	\$5,916	\$3,126	\$3,203	\$3,142
Net loss:									
(i) in total (000s)	\$885	\$929	\$326	\$222	\$528	\$565	\$140	\$158	\$195
(ii) per share ⁽¹⁾	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

(1) Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102*, it is Management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue. Because the majority of such companies' expenditures consist of exploration costs that are capitalized, their quarterly losses usually result from costs that are of a general and administrative nature.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from factors that are difficult to anticipate in advance or to predict from past results. They are as follows: (i) decisions to write off deferred exploration costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (ii) the granting of incentive stock options, which results in the recording of amounts for stock-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter. A third factor that can have a major influence on quarterly results of junior exploration companies that finance a portion of their activities through the issuance of flow-through shares is the renunciation of qualifying Canadian Exploration Expenses to the investors who purchased the flow-through shares.

American Creek is in the minerals exploration business, and has not generated any sales or revenues since its formation in early 2004. Consequently, the Company has experienced operating losses from quarter to quarter. These losses include expenditures on general and administrative activities, advertising and promotion, and depreciation of investments in property and equipment, all of which result from the Company's ongoing exploration activities. Superimposed on regular quarterly operating costs are (a) the write-offs of deferred exploration costs when property values are considered impaired or claims are abandoned for failing to meet the Company's criteria for continued capitalization, (b) the recording of stock-based compensation expense associated with the granting of incentive stock options and, (c) renunciation of qualified Canadian exploration expenses to investors who have purchased the Company's offerings of flow-through shares resulting in income tax recovery.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

In the first quarter 2020, the Company incurred a net income of \$1,040,985 as compared to a net loss of \$527,577 in the fourth quarter 2019. Professional fees decreased by \$20,850 due to audit fees accrued in the fourth quarter 2019 as well as decreased general legal fees. Advertising and promotion decreased by \$8,002 mostly due to the allocation of contract services shifted more towards office work rather than advertising. Management fees increased by \$24,984 due to increased demand for services. Office administration stayed relatively consistent with increases in contractor payments to offsetting decreases in rent due to the purchase of the Company's office space in the previous year. A gain on the shares issued for debt was recognized in the fourth quarter 2019 in the amount of \$65,829 as well as a recovery of flow-through premium of \$56,667. In addition, stock based compensation for the fourth quarter 2019 decreased by \$420,994 as no options were granted in the first quarter 2020. The sale of exploration and evaluation assets also resulted in a gain on disposal of \$1,258,738.

During the second quarter 2020, the company incurred a net loss of \$326,016 as compared to a net income of \$1,040,985. Business development and property investigation increased by \$7,791 over the previous quarter. Management fees increased by \$93,614 due to increased workload and incentive compensation payments paid during the second quarter. Office and administration costs decreased by \$9,626 due to the purchase of property for office and storage space instead of rental arrangements. Professional fees also dropped by \$7,784 as compared to the previous quarter. Stock-based compensation expense in the form of incentive options were paid in the amount of \$71,137. The sale of exploration and evaluation assets also resulted in a gain on disposal of \$1,258,738 in the previous quarter.

During the third quarter 2020, the company incurred a net loss of \$928,880 as compared to a net loss of \$326,016 in the second quarter. Significant variances are as follows: Management fees decreased by \$100,000 due to incentive compensation payments paid during the second quarter; Professional fees increased \$15,507 as compared to the previous quarter; Stock-based compensation expense in the form of incentive options were paid in the amount of \$793,768.

During the fourth quarter 2020, the company incurred a net income of \$1,143,661 as compared to a net loss of \$928,880 in the third quarter. Significant variances are as follows: Professional fees increased \$108,913 as compared to the previous quarter; Advertising and promotion increased by \$69,192 due to printing and shareholder notification of the plan of arrangement as well as a general increase in marketing efforts; Business development costs increased by \$30,838 due to the addition of a business development contractor and increased maintenance costs on equipment; Office and administrative costs and listing fees also increased by a combined amount of \$35,725 due to increased administration costs related to the plan of arrangement; Stock-based compensation expense in the form of incentive options were paid in the previous quarter in the amount of \$793,768 and only \$42,988 was paid in the fourth quarter. The Company also recognized an unrealized gain on marketable securities of \$1,638,998 and income tax recovery increased by \$22,863 due to use of associated flow through funds.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

5. Liquidity and Capital Resources

The Company's cash and working capital positions at the dates indicated were as follows:

	December 31 2020	December 31 2019
	\$	\$
Cash	4,812,982	1,647,543
Working capital	8,514,360	1,493,702

During the year ended 2020, there were no private placements however, 50,373,166 warrants were exercised for cash proceeds of \$4,320,940 and 3,000,000 stock purchase options were exercised for cash proceeds of \$150,000. An exploration and evaluation property was sold for \$250,000 cash and 1,400,000 common shares of the purchaser and equipment was sold for \$26,599 which also increased the Company's working capital.

During the year ended 2019, private placements for net proceeds of \$4,354,789 were concluded which were used to fund operations and exploration activities and to reduce the company's payables. Warrants were also exercised for proceeds of \$192,000. The Company's long term debt was also repaid in full in the amount of \$36,942. Marketable securities were disposed of for proceeds of \$20,265 and were also used to reduce payables and fund operations. A shares for debt transaction also reduced payables in the amount of \$122,368.

The Company has been successful in raising capital and does not anticipate the Company will require additional funding at this time to continue operations or investigate existing and future exploration and evaluation assets. Additional funding in the form of private placements will still be considered where market terms are acceptable. Alternative forms of financing that management continues to consider include optioning out or disposing of existing properties and investments where possible to advance the Company's exploration assets and conserve liquid assets.

The Company's properties are in good standing. Agreements on the Ample Goldmax, Glitter King and Silverside properties have been renegotiated and though some cash payments are technically in default, the optionor has confirmed the agreement remains effective. All other properties have been kept current.

The Company does not use financial derivatives.

The Company has not entered into any off balance sheet financing arrangements.

6. Going Concern

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

The Company's audited December 31, 2020 interim financial statements have been prepared using International Financial Reporting Standards as they apply to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. The Company is in the exploration stage and has not generated revenue from operations. The Company showed a net income of \$885,007 during the year ended December 31, 2020 and as of the same date the Company's deficit was \$38,488,342 and working capital of \$8,514,360. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is normally dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. These circumstances cause material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

In addition, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods. Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global oil prices
- Demand for base metals
- The severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labour availability and supply lines
- Availability of essential supplies
- Purchasing power of the Canadian dollar
- Ability to obtain funding

At the date of the approval of these interim financial statements, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods

These financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities, or to the reported revenues and expenses that would be necessary if the Corporation were unable to realise its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

7. Transactions with Related Parties

Included in accounts payable and accrued liabilities is \$1,615 (2019 – \$Nil) due to companies controlled by officers of the Company. Included in prepaid expenses is \$100,000 paid to a company controlled by an officer of the Company. These amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

During the year ended December 31, 2020, the Company incurred the following related party transactions:

- a) Incurred management fees in the amount of \$290,000 (2019– \$224,838) to a company controlled by the Company's Chief Executive Officer.
- b) Incurred management fees in the amount of \$212,000 (2019– \$164,000) to a company controlled by the Company's Chief Financial Officer.

For the year ended December 31, 2020, the total remuneration of key management personnel was \$502,000 (2019 - \$384,768) of management fees, \$Nil (2019 - \$4,070) of capitalized exploration expenditures and \$664,660 (2019 - \$560,211) of stock-based compensation.

8. Commitments

Amended NSR Agreement

During 2016, the Company issued 15,000,000 common shares at \$0.05 under an amended agreement with arm's length third parties that hold a NSR related to the Company's interest in the Treaty Creek property located in NW British Columbia. The amended agreement reduces the prior \$6 million payment obligation which was potentially triggered if the Company reduced its 51% interest in the property, or granted access for development and tunnel construction.

Additional terms of the amended agreement include:

- The NSR Holders were issued 15,000,000 common shares of the Company.
- The NSR Holders will hold a 2% NSR on certain Treaty Creek property mineral tenures ("Group I") and a 1% NSR on the remaining Treaty Creek mineral tenures ("Group II"). The NSR interests apply only to the Company's interest in the Treaty Creek property. Within 30 days of a Treaty Creek property feasibility study being completed, the NSR Holders will be paid an aggregate sum of \$1,500,000 in order for the Company to collectively buy out 0.75% of the Group I NSR and 0.25% of the Group II NSR. At any time the Company may buy out a further 0.75% of the Group I and 0.25% of the Group II NSR for the aggregate sum of \$1,500,000. The NSR Holders will retain a 0.5% NSR on the Group I and Group II mineral tenures.
- The NSR Holders were entitled to 25% of the purchase price the Company received in 2016 from the Company's sale of a 31% interest in the Treaty Creek property to an arm's-length purchaser. Consequently, the Company transferred to the NSR Holders 125,000 of the 500,000 purchaser shares received by the Company from such sale, thereby fully fulfilling this obligation under the amended agreement

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

- The Company will pay the NSR Holders 25% of any consideration the Company may receive from any non-governmental party for access, easement or right of way over, on, under or through any part of the Treaty Creek property for a mining infrastructure purpose, or fees for the use of the Company's own infrastructure facilities.
- The Company will pay the NSR Holders 25% of any compensation proceeds the Company may receive from any governmental or quasi-governmental agency for the loss of any rights resulting from the expropriation of access, easement or right of way over, on, under or through any part of the Treaty Creek property for a mining infrastructure purpose.

Mineral Property Acquisitions

During the year ended December 31, 2016, the Company entered into four option agreements to acquire a 100% interest in the Ample Goldmax Property, the Glitter King Property and the Silverside Property. The Company satisfied some of the obligations under the agreement, however, others remained outstanding and were in default. The original agreement was replaced under by a new agreement executed on September 22, 2020. The terms of each of the current agreements are as follows:

Ample Goldmax Property

\$2,500 cash payment as an agreement extension fee (in default), a \$15,000 cash payment (in default) and issuance of 550,000 common shares within 10 business days of executing the agreement (shares issued with a fair value of \$159,500);

Year 1 - \$30,000 cash payment and \$100,000 in exploration work related to the Property prior to September 22, 2021;

Year 2 - \$100,000 in exploration work related to the Property prior to September 22, 2022;

The optionor will also retain a 25% bulk sample royalty on any net profits the Company receives from the extraction of a bulk sample as well as a 3% NSR Royalty which can be bought out anytime for \$500,000 for each 1% purchased.

Glitter King Property

\$2,500 cash payment as an agreement extension fee (in default), a \$20,000 cash payment (in default) and issuance of 350,000 common shares within 10 business days of executing the agreement (shares issued with a fair value of \$101,500);

Year 1 - \$30,000 cash payment and \$45,000 in exploration work related to the Property prior to September 22, 2021;

Year 2 - \$35,000 in exploration work related to the Property prior to September 22, 2022;

The optionor will also retain a 3% NSR Royalty which can be bought out anytime for \$500,000 for each 1% purchased.

AMERICAN CREEK RESOURCES LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS
OF OPERATIONS - FORM 51-102F
For the year ended December 31, 2020

Silverside Property

\$2,500 cash payment as an agreement extension fee (in default), a \$20,000 cash payment (in default) and issuance of 250,000 common shares within 10 business days of executing the agreement (shares issued with a fair value of \$72,500);

Year 1 - \$30,000 cash payment and \$35,000 in exploration work related to the Property prior to September 22, 2021;

Year 2 - \$50,000 in exploration work related to the Property prior to September 22, 2022;

The optionor will also retain a 3% NSR Royalty which can be bought out anytime for \$500,000 for each 1% purchased.

All cash payments, share payments and work commitment amounts in each of the agreements may be accelerated at the Company's discretion. There are cash payments that are technically in default however, the optionor has confirmed the agreement remains effective.

9. Risk Factors Relating to the Company's Business

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time

- Lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Federal and provincial political risk
- Commodity price risk
- Financial markets

The Company is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. 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.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

10. Outlook

The Company is also optimistic that as commodity prices show renewed strength in volatile capital markets that investor interest will be revived towards exploration companies. This will be especially true for those who hold prospective properties in favorable locations and that have experienced and competent management. The Company's properties in the Golden Triangle in Northern British Columbia continue to be of particular interest to investors. Current market conditions also remain somewhat favorable for companies like American Creek to accumulate quality exploration projects that have been undervalued due to the industry's difficulty in raising capital. The Company continues to look for these types of projects, where possible, to supplement its existing portfolio. As market conditions improve, greater emphasis will be placed on further exploration of the most promising properties within the Company's portfolio where possible.

11. Securities Outstanding at the Report Date

The Company had 402,028,887 common shares, 33,420,000 stock options and 36,301,111 warrants outstanding at the Report Date. Options are exercisable at between \$0.05 and \$0.335 per share and expire between March 20, 2022 and August 27, 2030. The warrants are exercisable at prices ranging between \$0.06 and \$0.12 per common share and expire between December 1, 2020 and December 4, 2021. If all options and warrants were to be exercised the Company would have 471,749,998 common shares issued and outstanding.

12. Subsequent events

Spin out transaction

On February 25, 2021 a plan of arrangement spin out transaction was completed by the Company.

The amended and restated arrangement agreement dated October 2, 2020, entered into between the Company and Stinger (a wholly owned subsidiary of the Company), was approved by the shareholders of the Company on December 3, 2020, by a Final Order granted by the Supreme Court of British Columbia on December 7, 2020, in accordance with Part 9 of the Business Corporations Act (British Columbia), and accepted by the TSX Venture Exchange.

Pursuant to the Arrangement Agreement and on the Effective Date:

- a) The Company transferred the following assets to Stinger in consideration for 45,000,389 common shares of Stinger (the "Stinger Shares"):
 - i) the three (3) mineral properties commonly referred to as the Dunwell Property, the Gold Hill Property and the D1 McBride Property;
 - ii) optioned interests in the 3 mineral properties commonly referred to as the Silver Side Property, the Ample Goldmax Property and the Glitter King Property;
 - iii) 1,400,499 common shares of Tudor Gold Corp;

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

- iv) \$2,500,000 cash;
 - v) the right to receive additional cash in the event previously issued share purchase warrants of the Company are exercised after the Effective Date;
 - vi) the real property located at #92 - 2nd Avenue West, Cardston, Alberta, and all leasehold improvements related thereto and office furniture, computers and other equipment therein; and
 - vii) vehicles, an assortment of exploration equipment.
- b) the existing common shares of the Company were re-designated as Class A Shares (the "AMK Class A Shares") and the Company created a new class of common shares known as the "New AMK Common Shares";
 - c) each AMK Class A Share was exchanged for one New AMK Common Share and 0.11324 of one Stinger Share;
 - d) the AMK Class A Shares were cancelled;
 - e) all outstanding of the Company warrants were adjusted to allow holders to acquire, upon exercise, one New AMK Common Share and 0.11324 of one Stinger Share, such that an aggregate of 4,636,030 Stinger Shares may be issued if all outstanding warrants are exercised;
 - f) all holders of the outstanding of the Company options received 0.11324 of one Stinger option with whole option entitling the holder therefore to purchase one Stinger Share, such that an aggregate of 3,782,213 Stinger Shares may be issued if all such options are exercised;
 - g) Stinger became a reporting issuer in British Columbia, Alberta, Saskatchewan and Ontario; and
 - h) The Company retained its interests in the Treaty Creek Property and the Austruck-Bonanza Property and approximately \$2 million cash for working capital, and remains listed on the TSXV and continues to trade under the trading symbol "AMK" as a junior exploration company.

Options exercised

On February 2, 2021, incentive stock options to purchase 200,000 common shares at \$0.05 per share were exercised by a director of the Company.

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended December 31, 2020

Options granted

On March 5, 2021, the Company granted 6,300,000 incentive stock options under the Company's stock option plan to certain directors, officers and contractors of the Corporation. The options granted were at a price of \$0.32 and are exercisable until March 4, 2031.

Warrants exercised

Between March 16, 2021 and April 27, 2021, 4,638,778 warrants were exercised to purchase 4,638,778 common shares at prices between \$0.06 per share and \$0.12 per share.

Forward-looking information

Certain information contained in this document constitutes forward-looking statements regarding the Corporation's mineral properties. Forward looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the reasonable opinions and estimates of management of American Creek and are subject to a variety of risks, uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include: the inherent risks involved in the exploration and development of mineral properties, uncertainties involved in the interpretation of drill results and other geological data, fluctuating commodity prices, unforeseen permitting requirements, changes in environmental laws or regulations, the possibility of project cost overruns or unanticipated costs and expenses, weather conditions, the availability of contractors for equipment and services, the availability of future financing and general business and economic conditions. Such statements are also based on a number of assumptions which may prove to be incorrect, including assumptions about general business and economic conditions being accurate, the timing and receipt of regulatory approvals for projects and operations, the availability of financing, the ability to secure equipment and labour, and American Creek's ongoing relationship with third parties. The foregoing factors, risks and assumptions are not exhaustive. Events or circumstances could cause actual events or results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are as of the date they are made and American Creek disclaims any obligation to update any forward-looking statements, except as required by law.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR

AMERICAN CREEK RESOURCES LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS
OF OPERATIONS - FORM 51-102F
For the year ended December 31, 2020

(www.SEDAR.com) No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.