VANADIUM ONE IRON CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MAY 31, 2020 AND 2019

DATED JULY 28, 2020

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General information

The following Management Discussion and Analysis ("**MD&A**") presents the results, financial position and cash flows of Vanadium One Iron Corp. ("**Vanadium One**" or the "**Company**") and should be read in conjunction with the Company's interim financial statements and accompanying notes for the three months ended May 31, 2020 and the audited financial statements of Vanadium One for the years ended February 29, 2020 and February 28, 2019 and with the related notes attached thereto.

In addition to containing an analysis for changes for three months ended May 31, 2020 and 2019, this MD&A reports on items deemed significant that occurred between May 31, 2020 and the date on which the MD&A is approved by the Company's Board of Directors, which is July 28, 2020, inclusively.

The disclosures and values in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") and with the current issued and adopted interpretations effective as of July 28, 2020.

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-looking statements and use of estimates

Any statement contained in this report that does not constitute a historical fact may be deemed a forward-looking statement. Verbs such as "believe", "foresee", "estimate" and other similar expressions, in addition to the negative form of these terms or any variations thereof, appearing in this report generally indicate forward-looking statements. These forward-looking statements do not provide guarantees as to the future performance of Vanadium One Iron Corp. and are subject to risks, both known and unknown, as well as uncertainties that may cause the outlook, profitability and actual results of Vanadium One Iron Corp. to differ significantly from the profitability or future results stated or implied by these statements. Detailed information on risks and uncertainties is provided in the "Risk Factors" section of the MD&A.

In preparing financial statements in accordance with IFRS, management must exercise judgment when applying accounting policies and use assumptions and estimates that affect the amounts of the assets, liabilities, and expenses reported in the financial statements.

Because the use of assumptions and estimates is inherent to the financial reporting process, the actual results of items subject to assumptions and estimates could differ from original assumptions and estimates. Unless otherwise indicated, all reference to "dollar" or the use of the symbol "$" are to the Canadian dollar and all references to "US dollars" or "US$" are to the United States dollar in this Management Analysis and Discussion.

ITEM 1 - Overview

Vanadium One was incorporated on February 27, 2007 pursuant to the *Business Corporations Act* (Ontario) and was classified as engaged in the exploration of its properties for base metals and precious metals in Canada. All mineral property interests held are currently in the exploration stage.

The Company listed its common shares on the TSX Venture Exchange for trading upon the completion of its initial public offering ("IPO") as disclosed in a prospectus filed with the regulators and dated May 25, 2007. The Company's shares are listed under the symbol VONE on the TSX Venture Exchange.

Property Descriptions

- ***Mont Sorcier, Magnetite Iron Ore and Vanadium Project, Chibougamau, Quebec***

  On September 29, 2016, the Company entered into an option agreement to earn a 100% interest in the Mont Sorcier Vanadium-Iron-Titanium project in Roy Township, Quebec, 18 km east of the Town of Chibougamau. Pursuant to the agreement, the Company paid Chibougamau Independent Mines Inc. a single cash payment of $100,000 and issue to Chibougamau Independent Mines Inc. 4 million common shares of the Company. A minimum of $1 million in exploration was undertaken within the first 24 months following signature of the agreement. Chibougamau Independent Mines Inc. will retain a 2% Gross Metal Royalty ("GMR") on all mineral production from the property. In order to facilitate the deal, Globex Mining Enterprises Inc. (GMX-TSX), which held a 3% GMR on a number of claims, has reduced its royalty to 1% GMR but it has been extended to the recently enlarged claim group. In addition, a finders' fee of 400,000 common shares of the Company was to be issued in relation to the acquisition.

  On October 14, 2016, the Company and Chibougamau Independent Mines Inc. amended the payment terms of the agreement increasing the single cash payment to $150,000 and decreasing the number of shares to 2,750,000 to be issued to Chibougamau Independent Mines Inc., and as a result of this change the finders' fee was reduced to 300,000 common shares of the Company. The Company received final approval from the TSX Venture Exchange for the above noted acquisition.

  In November 2016, the Company reported that it had completed an initial National Instrument 43-101 Technical Report on the Mont Sorcier Magnetite Iron Ore and Vanadium Project in Roy Township, near Chibougamau, Quebec. The Technical Report includes a detailed review of the exploration work completed to date, interpretations and conclusions, and recommendations for the next phases of work. Vanadium is recognized for its use in metallurgical alloying and also its potential use in "utility scale" rechargeable batteries. It is also considered a strategic mineral according to the USGS.

During 2017 and 2018 The Company undertook two drilling programs and further metallurgical tests. These results were incorporated into the Company's first NI 43-101 Mineral Resource Estimate (MRE) for its 100% owned Mont Sorcier Iron and Vanadium Project, near Chibougamau, Quebec which was released on April 23, 2019.

Highlights of the "2019 NI 43-101 Technical Report" are as follows:

- Total Indicated Resources are calculated to be 113.5 million tonnes in the ground, with the potential to produce 35 million tonnes of Concentrate grading 65.3% Fe and 0.6% Vanadium Pentoxide.

- Additional Inferred Resources are defined as 520.6 million tonnes, with the potential to produce 178.3 million tonnes of Concentrate grading at 64.4% Fe and 0.6% Vanadium Pentoxide.

- The deposit has two major zones, known as the North Zone and the South Zone.

- The South Zone is estimated to host 113.5 million tonnes of Indicated Mineral Resources grading 30.9% Magnetite, with a potential to recover 35 million tonnes of concentrate grading 65.3% Fe and 0.6% Vanadium Pentoxide (V_2O_5), with low amounts of titanium (1.2% TiO_2).

- The South Zone is estimated to hold an additional Inferred Mineral Resource of 144.6 million tonnes grading 24.9% Magnetite, with a potential to recover 36.1 million tonnes of concentrate grading 66.9% Fe, 0.5% Vanadium Pentoxide (V_2O_5) and 1.0% TiO_2.

- The North Zone is estimated to hold additional Inferred Mineral Resources of 376 million tonnes grading 27.4% Magnetite, with a potential to recover 142.2 million tonnes of concentrate grading 63.7% Fe, 0.6% Vanadium Pentoxide (V_2O_5) and 1.8% TiO_2.

- All concentrate grades are calculated from Davis Tube Testing (DTT) results.

On February 27, 2020 the Company released the results of its Preliminary Economic Assessment ("PEA") at its Mont Sorcier iron and vanadium project located near Chibougamau, Quebec. The PEA was completed by independent consulting group CSA Global Consultants Canada Ltd. ("CSA Global") an ERM Group Company. The PEA for Mont Sorcier was based upon the Mineral Resource Estimate outlined in the company's most recently released National Instrument 43-101 Technical Report dated April 23, 2019. The PEA outlines a robust economic assessment for Mont Sorcier, based on a traditional open pit mining scenario with magnetic separation processing to produce approximately 5.0 million tonnes per annum of vanadium rich iron concentrates, with low levels of impurities. Based on test work to date, this material is amenable for direct blast furnace route use. A full NI 43-101 Report was filed on SEDAR on April 9, 2020.

Highlights of the PEA Results are as follows

- Based upon long term price assumptions for Platts 65% Iron ore prices and a premium for the contained Vanadium credits based upon an independent market study the project shows potentially robust economic results with a an after tax NPV at 8% discount rate of C$1,699 million and IRR of 33.8%. Project economics are based on a potential 37-year mine life with a 3-year payback period, with positive after-tax cash flow commencing in Year 1. Total cumulative, after tax free cash flow over the life of mine is estimated at C$6,253 million.

- Annual production targeted at approximately 5.0 million tonnes of high grade, low impurity, iron concentrate grading ~65% iron with 0.6% V2O5 per tonne of concentrate. The current Mineral Resource Estimate supports a potential mine life of 37 years

- Initial Capex C$457.5 million with a payback period of 3.0 years.

- Annual after-tax free cash flow is estimated to average C$169 million over the life of the mine

- Total Site Operating costs of C$52.38/t of concentrate over the life of mine. Additional international seaborne freight costs to China were assumed in the PEA. Mining costs remain low due to a low life of mine stripping ratio of 0.89:1 while the processing plant designed for Mont Sorcier is in line with similar projects in production globally using standard equipment and existing proven technologies. The PEA has included crushing and grinding to a P95 of 45 microns to ensure the production of premium concentrate grades, with three stages of magnetic separation

- Economics supported by the robust access to existing infrastructure such as all-weather roads, water, low cost grid hydro power and sufficient railway capacity to support project development with only modest infrastructure capital needs mainly focused on a rail loading loop at the mine site and some upgrades to the Port of Saguenay for ship loading.

- Upside potential from resource expansion and the potential to expand production

Important announcements

- On April 23, 2019 the Company released its first 43-101 Mineral Resource Estimate for its 100% owned Mont Sorcier Iron and Vanadium project. Total Indicated Resources are calculated to be 113.5 million tonnes in the ground, with the potential to produce 35 million tonnes of Concentrate grading 65.3% Fe and 0.6% Vanadium Pentoxide. Additional Inferred Resources are defined as 520.6 million tonnes, with the potential to produce 178.3 million tonnes of Concentrate grading at 64.4% Fe and 0.6% Vanadium Pentoxide

- On June 4, 2019 Vanadium One Energy Corp. announced that the company filed Articles of Amendment effecting its name change to Vanadium One Iron Corp., pursuant to a shareholders' resolution passed at a special meeting of the shareholders on December 18, 2018. The Company continued to trade with the same ticker symbol "VONE", upon the opening of the markets on Wednesday, June 5, 2019.

- On July 3, 2019, Vanadium One announced that it has appointed Dennis J. Moore to its Board of Directors. Dennis Moore holds a BSc. in Geology from the University of Oregon and a Master's degree in Engineering from the University of Sydney. Mr. Moore is also a member of the Australian Institute of Geoscientists and the Society of Economic Geologists. Since May 2017, Mr. Moore has been President, CEO and founder of Fremont Gold Ltd, a publicly listed exploration and mining company with a portfolio of significant gold properties in Nevada, including the Gold Bar and Gold Canyon mines. Mr. Moore has held numerous positions throughout his nearly 40-year career in the mining industry.

- On October 1, 2019, Vanadium One announced the appointment of Mr. Cliff Hale-Sanders to the office of CEO and a Director and Mr. Ashley Martin to the office of COO. Mr. Martin Walter, and John Priestner, resigned from their positions of CEO and COO, respectively, however, they remain as Directors of the Company. Mr. Pierre-Jean Lafleur stepped down as a Director, however, remains as VP Exploration.

- On October 18, 2019 Vanadium One announced a proposed non-brokered combined hard dollar and Flow through private placement to raise up to $1,200,000. On December 10, 2019 the Company announced it has closed the placement and issued a total of 11,910,715 common share units (the "Units") at a price of $0.07 per unit for gross proceeds of $833,750. In addition, the Company issued a further 1,900,000 units of Charity Flow-through Units ("CFT Unit") at a price of $0.12 per CFT Unit for gross proceeds of $228,000. Each Unit and CFT Unit is comprised of one common share plus one-half warrant. Each full warrant entitles its holder to purchase one additional common share at an exercise price of $0.11 for a period of 2 years from the closing date of the private placement.

- On November 19, 2019 the Company announced that the Board of Directors has accepted the resignation of Mr. Mitchell Kidd as a Director, effective immediately.

- On December 3, 2019 Vanadium One announced the appointment of Maria Virginia Anzola to its Board of Directors. Ms. Anzola has over 20 years of experience advising companies in the mining sector.. Ms. Anzola has been called to the BAR in Ontario and Venezuela and has an LL.M from the University of Michigan, Ann Arbor and from Osgoode Hall Law School.

- Also, on December 3, 2019 Vanadium One announced the appointment of Mr. Robert Campbell and Mr. Les Ford to its Advisory Board to support the Board and Management in the ongoing development of the Mont Sorcier Iron Ore and Vanadium project.

- On January 29, 202 Vanadium One announced the appointment of Alonso Sotomayor to the position of Chief Financial Officer, replacing Jacques Arsenault who resigned to pursue other business interests. Mr. Sotomayor is a Chartered Professional Accountant (Ontario) with over 10 years of progressive financial reporting experience in the mining sector. He holds a B.B.A. in Management and Accounting from the University of Toronto.

- On April 9, 2020 Vanadium One Iron announced that it had filed the technical report entitled "NI 43-101 Technical Report - Preliminary Economic Assessment (PEA) of the Mont Sorcier Project, Province of Quebec, Canada". The report was completed by CSA Global Consultants Canada Ltd, an ERM Company (CSA Global) and has an effective date of February 27, 2020. The report was prepared in accordance with Canadian Securities Administrators' National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects.

- On May 21, 2020 the Board of Directors approved a motion to appoint Mark Brennan as Executive Chairman in light of his increased role in day to day operations of the firm.

Officers and Board of Directors

As of the date of this Management Discussion and Analysis the executive officers of the Company are:

Cliff Hale-Sanders, President and Chief Executive Officer (CEO)
Ashley Martin, Chief Operating Officer (COO)
Alonso Sotomayor, Chief Financial Officer (CFO)
Michael Skutezky, General Counsel and Corporate Secretary
Pierre-Jean Lafleur, Vice President, Exploration

The members of the Board of Directors are:

Mark Brennan, Executive Chairman
Cliff Hale-Sanders, President and CEO
Martin Walter (Independent Director)
W. John Priestner (Independent Director)
Dennis J. Moore (Independent Director)
Casper Groenewald (Independent Director)
Maria Virginia Anzola (Independent Director)

(Expressed in Canadian dollars)

ITEM 2 - Results of Operations

For the three-month period ended May 31, 2020, the Company incurred total operational expenses of $63,479 compared to $339,127 in the same period in 2019, for a decrease of $275,648, or 81%.

For the period ended,	**May 31, 2020**	**May 31, 2019**
	$	$
General and administrative expenses	**9,993**	78,785
Professional and consulting fees	**39,718**	69,350
Management fees	**12,000**	94,000
Write down on mineral property	**-**	1
Foreign exchange loss	**158**	-
Depreciation	**1,610**	1,209
Share-based payments	**-**	95,782
	63,479	339,127
Deferred income tax recovery	**(29,924)**	-
Loss and comprehensive loss for the period	**(33,555)**	(339,127)
Basic and diluted loss per share	**(0.001)**	(0.007)
Weighted average number of common shares outstanding - basic and diluted	**65,126,757**	51,316,042

During the quarter, general and administrative expenditures, and professional and consulting fees have decreased by $68,792 (87%) and $29,632 (43%) respectively, mainly due to an overall reduction in non-essential office and general administrative costs during the period. Management fees have decreased by $82,000 (87%) as a result of changes in management and management compensation effective October 2019. There were no stock options issued during the three months ended May 31, 2020 resulting in share-based payment expense of $Nil (May 31, 2019 – $95,782).

The Company recognized a premium on the issuance of the December 2019 Flow-through shares in the amount of $95,000 and set up a corresponding liability for this amount. As funds have been expended during the period this liability has been reversed and offset against deferred income tax. As at May 31, 2020 the balance of the premium liability was reduced to $18,529.

The net comprehensive loss for the quarter ended May 31, 2020 was $33,555 (May 31, 2019 - $339,127). The loss per share for the three months ended May 31, 2020 was $0.001 (May 31, 2019 - $0.007).

(Expressed in Canadian dollars)

ITEM 3 – Summary of Quarterly Results

The following table sets forth, for each quarter ended on the date indicated since incorporation, information relating to the Company's revenue, net loss and loss per common share:

Quarter ended,	Revenues	Net loss and Comprehensive loss	Net loss (per share basic)	Weighted Average shares outstanding
	$	$	$	#
May 31, 2020	-	(33,555)	(0.001)	65,126,757
February 29, 2020	-	(417,141)	(0.006)	64,901,162
November 30, 2019	-	(59,585)	(0.001)	53,699,375
August 31, 2019	-	(173,966)	(0.003)	51,316,042
May 31, 2019	-	(339,127)	(0.007)	51,316,042
February 28, 2019	-	(40,830)	(0.001)	51,316,042
November 30, 2018	-	(346,382)	(0.007)	48,902,692
August 31, 2018	-	(108,086)	(0.003)	34,475,576
May 31, 2018	-	(76,424)	(0.002)	34,475,576

(Expressed in Canadian dollars)

ITEM 4 - Liquidity

As at May 31, 2020 the Company had a working capital deficiency of ($119,802) and at February 29, 2020 the Company had the following working capital:

	May 31, 2020	February 29, 2020
	$	$
Cash and cash equivalents	**61,026**	140,159
Restricted cash	**44,469**	116,287
Receivables and other	**26,598**	34,284
Total current assets	**132,093**	290,730
Less: accounts payable and accruals	**(233,366)**	(279,641)
Less: flow-through share premium	**(18,529)**	(48,453)
Working capital	**(119,802)**	(37,364)

Cash and cash equivalents as at May 31, 2020 is $61,026 compared to $140,159 as at February 29, 2020. Restricted cash as at May 31, 2020 is $44,469 compared to $116,287 as at February 29, 2020. Receivables and other as at May 31, 2020 is $26,598 compared to $34,284 as at February 29, 2020. Receivables and others at May 31, 2020 and February 29, 2020 relate mostly to Harmonized Sales Tax ("HST") receivable.

Accounts payable and accrued liabilities includes an amount of $38,617 as at May 31, 2020 (May 31, 2019 - $8,997) due to related parties (see Item 7).

Working capital as at May 31, 2020 is ($119,802) compared to working capital of ($37,364) as at February 29, 2020.

(Expressed in Canadian dollars)

ITEM 5 - Capital Resources

Share capital

Authorized and issued: The Company is authorized to issue an unlimited number of common shares. The issued and outstanding common shares are as follows:

	May 31, 2020	February 29, 2020
Shares issued and fully paid:		
Beginning of the year	**65,126,757**	51,316,042
Private placements	**-**	13,810,715
Shares issued and fully paid end of the period	**65,126,757**	**65,126,757**
For each class of share capital:		
The number of shares authorized		Unlimited
The number of shares issued and fully paid		65,126,757
The number of shares issued but not fully paid		Nil
Par value per share, or that the shares have no par value		no par value

At May 31, 2020 and February 29, 2020 the Company had 65,126,757 common shares outstanding. At the date of this MD&A report the Company had 65,126,757 common shares outstanding.

In order to finance the Company's future development and expansion, management will be seeking to raise additional funds primarily by way of the issuance of common shares from the treasury. The timing and ability to fulfill these objectives will depend on the liquidity of the financial markets as well as the willingness of investors to finance junior exploration companies operating with limited operating history.

Shares issued

(a) On November 9, 2019, Vanadium One announced it has completed the first tranche of a non-brokered private placement financing. Pursuant to the financing, the Company issued 9,750,000 common share units at a price of $0.07 per unit for gross proceeds of $682,500. Each unit consists of one common share in the capital of the Company and one-half common share purchase warrant. Each warrant entitles its holder to purchase one additional common share at an exercise price of $0.11 for a period of 24 months following the closing date of the private placement. A cash fee of $2,430 was incurred as unit issuance costs.

(b) On December 10, 2019, the Vanadium One announced that it has completed the second tranche of its non-brokered private placement financing. Pursuant to the financing, the Company issued a total of 2,160,715 common share units at a price of $0.07 per unit for gross proceeds of $151,250. Each Unit is comprised of one common share plus one-half warrant. Each full warrant entitles its holder to purchase one additional common share at an exercise price of $0.11 for a period of 24 months following the closing date of the private placement. A cash fee of $6,078 was incurred as unit issuance costs.

In addition, the Company issued 1,900,000 units of Charity Flow-Through Units ("CFT Unit") at a price of $0.12 per CFT unit for gross proceeds of $228,000. Each CFT Unit is comprised of one common share plus one-half warrant. Each full warrant entitles its holder to purchase one additional common share at an exercise price of $0.11 for a period of 24 months from the closing date of the private placement. A cash fee of $8,299 was incurred as unit issuance costs.
The Company intends to use the gross proceeds of the offering to fund costs to continue exploration and development of the preliminary economic assessment of the Company's Mont Sorcier Iron and Vanadium Property and for general administration purposes.

(Expressed in Canadian dollars)

The Company recognized a premium on the issuance of Flow-through shares in the year 2019 in the amount of $95,000 and set up a corresponding liability for this amount. As funds have been expended in the year this liability has been reversed and offset against deferred income tax. At year end the balance of the liability was $48,453.

(f) There were no warrants or options exercised for common shares during the year ended February 29, 2020.

Financings

To date, the following financings have been completed by the Company:

	Gross Proceeds $	Type of Transaction
December 10, 2019	379,250	Private Placement
November 9, 2019	682,500	Private Placement
December 21, 2018	600,000	Private Placement
October 2018	1,070,035	Private Placement
December 2017	510,010	Private Placement
February, 2017	1,010,000	Private Placement
December, 2016	300,740	Private Placement
September, 2016	130,000	Debt Settlement
August 2, 2016	384,387	Private Placement
July 27, 2016	158,175	Private Placement
October 7, 2014	49,000	Private Placement
February 18, 2014	32,500	Private Placement
January 3, 2014	142,500	Private Placement
August 30, 2013	100,000	Private Placement
December, 2012	291,250	Private Placement
June, 2011	774,775	Private Placement
August, 2010	54,000	Debt Settlement
July, 2010	600,000	Private Placement
May, 2007	350,000	Initial Public Offering
April, 2007	10,000	Private Placement
February, 2007	50,000	Private Placement

(Expressed in Canadian dollars)

Stock Options

The stock options activity is summarized below:

	May 31, 2020		February 29, 2020	
	Number of units	Weighted average exercise price	Number of units	Weighted average exercise price
Balance at beginning of the period	6,100,000	0.13	3,650,000	0.16
Granted during the period	-	-	4,100,000	0.12
Expired during the period	(550,000)	0.14	(1,650,000)	0.17
Balance at end of the period	**5,550,000**	**0.13**	**6,100,000**	**0.13**

As at May 31, 2020 stock options issued and outstanding are as follows:

Exercisable	Weighted Average Exercise Price ($)	Expiry dates
1,450,000	0.15	October 23, 2021
1,100,000	0.15	March 27, 2022
250,000	0.15	March 27, 2021
2,450,000	0.10	December 10, 2021
300,000	0.10	January 24, 2022
5,550,000	**0.13**	

- On October 23, 2018, the Company announced that 1,450,000 incentive stock options were granted to Directors, Officers and Consultants of the Company. The options are exercisable at $0.15 per option for a period of 3 years from the date of grant and vest immediately.

  The fair value of the 1,450,000 stock options at the issue date was $107,840, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 36-month expected average life; share price of $0.15; 144% expected volatility; risk free interest rate of 0.50%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On March 27, 2019, the Company announced that 1,100,000 incentive stock options were granted to Directors and employees of the Company. The options are exercisable at $0.15 per option for a period of 3 years from the date of grant and vest immediately.

  The fair value of the 1,100,000 stock options at the issue date was $119,321, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 36-month expected average life; share price of $0.125; 178% expected volatility; risk free interest rate of 1.47%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On March 27, 2019, the Company retained Red Cloud Klondike Strike Inc. to assist the Company with accelerated capital markets outreach and agreed to pay them a fee of $10,000 per month for a six-month period and to grant them up to 250,000 options in the Company exercisable at $0.15 per option for a period of 2 years from the date of grant and vest immediately.

  The fair value of the 250,000 stock options at the issue date was $19,460, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 24-month expected average life; share price of $0.125; 132% expected volatility; risk free interest rate of 1.47%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On December 10, 2019, the Company granted to certain employees, advisors, and directors of the Company, pursuant to the Company's stock option plan, a total of 2,450,000 stock options, each such option entitling the holder to purchase one (1) common share of the Company at a price of $0.10 for a period of 2 years from the date of grant and vest immediately.

  The fair value of the 2,450,000 stock options at the issue date was $70,737, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 24-month expected average life; share price of $0.055; 128% expected volatility; risk free interest rate of 1.68%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On January 24, 2020, the Company granted to certain employees, advisors, and directors of the Company, pursuant to the Company's stock option plan, a total of 300,000 stock options, each such option entitling the holder to purchase one (1) common share of the Company at a price of $0.10 for a period of 2 years from the date of grant and vest immediately.

  The fair value of the 300,000 stock options at issue date was $6,197, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 24-month expected average life; share price of $0.045; 123% expected volatility; risk free interest rate of 1.53%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

(Expressed in Canadian dollars)

Warrants

The following is a summary of warrants outstanding:

	May 31, 2020		**February 29, 2020**	
	Number of Warrants	Weighted average exercise price	Number of Warrants	Weighted average exercise price
Balance at beginning of the period	18,363,284	0.12	12,470,533	0.13
Warrants issued	-	-	7,855,358	0.11
Warrants expired	-	-	(1,962,607)	0.11
Balance at end of the period	**18,363,284**	**0.12**	**18,363,284**	**0.12**

The fair value of the warrants was based on the Black-Scholes option-pricing model. The following assumptions were used to value them:

Grant date	**Oct. 17, 2018**	**Oct. 17, 2018**	**Nov. 8, 2019**	**Dec. 6, 2019**	**Dec. 6, 2019**
Number of warrants	**9,714,784**	**793,142**	**4,875,000**	**1,080,358**	**1,900,000**
Exercise price ($)	0.14	0.07	0.11	0.11	0.11
Expected volatility	144%	144%	125%	123%	123%
Expected warrant life	2 years	2 years	2 years	2 years	2 years
Expected dividend yield	N/A	N/A	N/A	N/A	N/A
Risk-free interest rate	0.5%	0.5%	1.60%	1.67%	1.67%

As at May 31, 2020, the outstanding share purchase warrants are as follows:

Exercise price	**Number outstanding and exercisable**	**Weighted average remaining contractual life (years)**	**Expiry**
0.14	9,714,784	0.38	October 17, 2020
0.07	793,142	0.38	October 17, 2020
0.11	4,875,000	1.44	November 8, 2021
0.11	1,080,358	1.52	December 6, 2021
0.11	1,900,000	1.52	December 6, 2021
0.12	**18,363,284**	**0.85**	

ITEM 6 - Off-Balance Sheet Arrangement

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

(Expressed in Canadian dollars)

ITEM 7 - Transactions with Related Parties

The Company's related parties include its subsidiaries, key management and their close family members, and others as described below. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. In addition to share issuances, transactions with related parties were as follows:

Transactions during the period ended,	**May 31, 2020**	**May 31, 2019**
	$	$
Management fees to a company controlled by an officer	38,026	30,000
Consulting fees to a company controlled by an officer	-	4,500
Expenses reimbursable to an officer	184	168
Share based payments to officers and directors	-	80,664
Geological fees and expenses to a director or officer, charged to mineral properties	9,623	23,226
	47,833	**138,558**

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

Amounts payable to related parties included in the accounts payable and accrued liabilities were as follows:

Outstanding balances owing to related parties as at,	**May 31, 2020**	**May 31, 2019**
	$	$
Management fees payable to an officer	29,500	-
Expenses reimbursable to an officer	3,302	2,392
Consulting fees payable to a company controlled by an officer	2,825	-
Amounts payable to a director or officer for geological fees and expenses	2,989	6,605
	38,617	**8,997**

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. These amounts include amounts paid to the CEO, COO and CFO of the Company.

Paid to Key Management Personnel	**May 31, 2020**	**May 31, 2019**
	$	$
Management fees	38,026	206,292
Share-based payments	-	48,345

ITEM 8 - Proposed Transactions

There are no proposed transactions at this time.

ITEM 9 - Risk Factors

Investment in the Company must be considered highly speculative due to the nature of the Company's business, its formative stage of development, its current financial position and its lack of an earnings record. An investment in any securities of the Company should only be considered by those persons who can afford a total loss of their investment. The following is a summary of the risk factors to be considered:

- Exploration Risks: exploration for minerals is a speculative venture necessarily involving substantial risk.
- Mining Risks: mineral resource exploration and development is a speculative business and involves a high degree of risk.
- Uninsurable Risks: mining operations generally involve a high degree of risk, which it cannot insure or against which it may elect not to insure due to prohibitive costs or otherwise in accordance with standard industry practice.
- Calculation Risks: there is a degree of uncertainty attributable to the calculation of mineral reserves, mineral resources and corresponding grades being dedicated to future production.
- No Assurance to Title or Boundaries: title to the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.
- Competition: the mineral exploration and mining business is competitive in all of its phases.
- Permits and Licenses: the planned operations of the Company, including mineral exploration and development activities and commencement of production on its properties, require permits from various levels of government.
- Governmental Regulation and Policy Risks: failure to comply with applicable laws, regulations and permit requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.
- Environmental Risks: mineral exploration and development, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with the pollution of the environment and the disposal of waste products.
- Price Volatility of Publicly Traded Securities: in recent years and especially in the recent months, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.
- Possible Failure to Realize Anticipated Benefits of Future Acquisitions: the Company may complete acquisitions to strengthen its position in the mineral exploration industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as the Company's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own.

- Operational Risks: mineral exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion and contaminant spills, each of which could result in substantial damage to mining properties, producing facilities, other property and the environment or in personal injury.

- Substantial Capital Requirements; Liquidity: the Company may have to make substantial capital expenditures for the acquisition, exploration, development and production of mineral resources in the future.

- Issuance of Debt: from time to time the Company may enter into transactions to acquire assets or shares of other Companies. These transactions may be financed partially or wholly through debt, which may increase debt levels above industry standards.

- Dilution: the Company's common shares, including incentive stock options, rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares of the Company, may be created, issued, sold and delivered on such terms and conditions and at such times as the board of the Company may determine.

- Net Asset Value: the Company's net asset value will vary dependent upon a number of factors beyond the control of the Company's management, including commodity prices.

- Reliance on Management: shareholders of the Company will be dependent on the management of the Company in respect of the administration and management of all matters relating to the Company and its properties and operations.

- Conflicts of Interest: certain of the directors and officers of the Company are also directors and officers of other reporting issuers involved in mineral exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Company, as the case may be, and as officers and directors of such other companies.

- No Dividends: to date, the Company has not paid any dividends, and it is not anticipated that the Company will pay any dividends in the near future.

- Changes in Legislation: it is possible that the Canadian federal and provincial government or regulatory authorities could choose to change the Canadian federal income tax laws, royalty regimes, environmental laws or other laws applicable to mineral exploration companies and that any such changes could materially adversely affect the Company and the market value of the Company securities.

- Early Stage Development Risks: the Company has no history of operations and the Company is in the early stage of development and must be considered a start-up.

- Future Financing Requirements: the Company may need additional financing to continue in business and there can be no assurance that such financing will be available or, if available, will be on reasonable terms.

Unfavourable global economic conditions

The Company's results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. A severe or prolonged economic downturn could result in a variety of risks to our business, including our ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy could strain our suppliers, possibly resulting in supply disruption, or cause delays in payments for our services by third-party payors. Any of the foregoing could harm our business and we cannot anticipate all of the ways in which the current or future economic climate and financial market conditions could adversely impact our business. For example, since December 31, 2019, 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. The extent to which the COVID-19 impacts our results will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of the COVID-19 and the actions required to contain the COVID-19 or remedy its impact, among others.

ITEM 10 - Critical Accounting Estimates

This section is not required as the Company is a Venture Issuer, as the term is defined in National Instrument 51-102.

ITEM 11 - Changes in Accounting Policies

The Company would like to direct readers to its financial statements for the year ending February 29, 2020 which are incorporated by reference and can be found on the regulator's web site at www.sedar.com.

Future accounting changes

Explanations and descriptions of future accounting changes are presented in Note 6 to the financial statements for the three months ended May 31, 2020.

ITEM 12 - Financial Instruments and Other Instruments

The Company is not a party to any financial instrument, as the term is defined in National Instrument 51-102F1 paragraph 1.14.

ITEM 13 - Capital Structure

The Company is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote.

As of the date of this Management Discussion and Analysis there were 65,126,757 common shares, 18,363,284 purchase share warrants and 5,950,000 share purchase options, all issued and outstanding.

ITEM 14 - Subsequent events

On June 29, 2020 Vanadium One announced that it had appointed Mr. Norman Steinberg as Strategic Advisor to the Company and Mr. Kurt Menchen to the Company's Advisory Board. In addition, the Company announced that the Board of Directors has approved the granting of stock options to Mr. Steinburg and Mr. Menchen under the Company's Stock Option Plan to acquire an aggregate of 400,000 common shares of the Company, exercisable at C$0.10 per common share, for a period of 2 years from June 24, 2020. Vesting is immediate.

On July 21, 2020 Vanadium One announced a proposed non-brokered private placement financing for aggregate gross proceeds of approximately $1,300,000, through a combination of common share units ("Units") and Quebec Flow-Through common share units ("CFT Units"). The units are priced at $0.10 per unit and the CFT Unit shares are priced at $0.18 per share. Each unit will consist of one common share in the capital of the Company plus one common share purchase warrant. Each full warrant will entitle its holder to purchase one additional common share at an exercise price of $0.15 for a period of 2 years from the closing date of the private placement. There can be no assurance that the Offering will be completed, whether in whole or in part. The Company proposes to close the Offering in multiple tranches at the discretion of the Company.

Readers are encouraged to read and consider the risk factors, which are incorporated in this MD&A, and additional information regarding the Company, the SEDAR website at www.sedar.com.

Signed: *"Cliff Hale-Sanders"*

Cliff Hale-Sanders
President and Chief Executive Officer

Vanadium One Iron Corp.
July 23, 2020
Toronto, Ontario
Canada