OMEGA PACIFIC RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE PERIOD ENDED JANUARY 31, 2025

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Omega Pacific Resources Inc. (hereinafter "Omega Pacific" or the "Company") for the three months ended January 31, 2025. The MD&A should be read in conjunction with the unaudited condensed interim financial statements of the Company for the three months ended January 31, 2025 and the audited financial statements for the year ended October 31, 2024. This report is dated April 1, 2025.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Omega Pacific. The Company reports its financial results in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS") and related interpretations as issued by the International Standards Board. All published financial results include the assets, liabilities, and results of operations of the Company.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by, or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks and Uncertainties section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

GENERAL BUSINESS

Omega Pacific Resources Inc. was incorporated under the Business Corporations Act in the province of British Columbia, Canada on June 3, 2022. The Company's primary business is the acquisition and exploration of mineral properties in Canada. The Company's common shares are listed for trading on the Canadian Securities Exchange (the "CSE") under the symbol "OMGA" and on the OTCQB trading platform in the United States under the trading symbol "OMGPF".

The Company's head office is located at 250 Southridge NW, Suite 300 Edmonton, AB, Canada T6H 4M9. The Company's registered address and records office is located at 888-750 West Georgia Street, Vancouver, BC, Canada V6B 1H4.

Omega Pacific is a mineral exploration company focused on the advancement of the Williams Property located in the Toodoggone District of the Golden Horseshoe in British Columbia, Canada. The Williams Property is considered to be prospective for precious metal mineralization and is along structural and stratigraphic belts known to host mineral deposits across northern British Columbia.

OVERALL PERFORMANCE

To date, the Company has no producing mines and therefore no revenue or cash flow from operations. Consequently, the Company relies on obtaining financing through access to the Canadian equity capital markets, partnerships and potential joint ventures to fund exploration expenditures and meet working capital requirements. The Company recognized a loss and comprehensive loss of $- during the three months ended January 31, 2025.

DISCUSSION OF OPERATIONS

The Company does not have any revenue as it is in the early stages of exploration of the Williams Property and Lekcin Property, both located in British Columbia, Canada. The Company's management intends to continue exploration of its properties with the objective of identifying potentially economic precious metal mineralization. As it is successful in doing so, the Company will focus attention and resources to expand such mineralization and develop economically recoverable resources.

Highlights

On December 4, 2024, the Company announced results of the fourth and final drill hole from its 2024 exploration program. Drill hole WM24-03 was drilled west of previous holes and intersected multiple zones of gold mineralization. The Company reported highlights of 0.38 g/t Au over 64.97 metres and 1.48 g/t Au over 37.01 metres, including 2.99 g/t Au over 1.25 metres. Local high-grade mineralization in individual assays up to over 9 g/t Au were also encountered, similar to that seen in previous holes. The mutliple mineralized zones encountered are hosted in the andesitic-basaltic rocks, typical at GIC, with varying amounts of alteration and quartz veining. The results indicate that mineralization is open in all directions, including to surface and depth.

On November 19, 2024, the Company announced results of its 2024 work program at the Lekcin Property. The work program was completed by Equity Exploration Consultants ("Equity") of Vancouver, BC. The program involved a UAV magnetic survey, rock sampling and geochemical assays. The UAV magnetic survey defined areas of high magnetism in the north, southeast and southwest parts of the Property. Results of the 2024 work program indicate that magnetic highs on the Lekcin Property can correlate with either mafic-ultramafic or granodiorite-diorite but is still, likely, a useful method for delineating those parts of the Property most prospective for hosting a near surface mafic-ultramafic intrusion of sufficient size to host Giant Mascot-style sulphide mineralization.

On November 12, 2024, the Company announced that it has earned a 51% interest in the Williams Property. In order to exercise the interest earn in, the Company completed payments to CopAur Minerals of 3,000,000 common shares, $1,050,000, and incurred $2,100,000 in qualifying exploration expenditures. The Company intends to complete a second exploration program in 2025 designed to expand known gold mineralization at the GIC Prospect, the details of which will be finalized in late spring 2025.

On November 5, 2024, the Company announced the appointment of Mr. John Williamson as Independent Director. Mr. Williamson has over 35 years of experience in the mining and minerals industry, leading several notable successful ventures ranging from exploration to production stage across three continents, raising over $1 billion in capital and the discovery/growth of over 10 million ounces of gold.

Willams Property

On February 29, 2024, the Company entered an Option/Joint Venture Agreement with CopAur Minerals Inc. to acquire up to a 100% interest in the Williams Property (the "Williams Option") located in northern British Columbia, Canada approximately 150 km southeast of Dease Lake and 330 km north of Smithers, BC. Exploration work at the Williams Property is granted under a Mines Act Free Use Permit, currently approved until March 2028. The 11,489 Ha (114.89 square km) Williams Property holds two key prospects, GIC and T-Bill. Since entering the Williams Option, the Company has focused attention on the GIC Prospect, where previous operators encountered gold mineralization of 2.0 g/t over 50 meters in drill hole WM22-02 (2022) that also ended in mineralization. The Company completed a 4-hole 1,700 metre drill program at the GIC Prospect during the 2024 exploration season and encountered robust gold mineralization in each drill hole. The Company is designing a follow up, second phase exploration program for the 2025 exploration season.

Pursuant to the terms of the Agreement, the Company can earn a 100% interest in the Williams copper-gold project by satisfying the following terms with the optionors:

First option – to earn a 51% undivided and beneficial interest in the Williams copper-gold project, the Company must:

a) Make cash payment to CopAur of $1,000,000 within 10 business days upon CSE approval of the Williams Agreement (paid).
b) Issue 3,000,000 common shares of the Company within 10 business days upon CSE approval of the Williams Agreement (issued).
c) Incur a total of $2,000,000 in exploration expenditures within the first-year anniversary of the Williams Agreement (completed).
d) Paying $5,000 annual advanced royalty payment in favor of property optionors.

Second option – after the Company elects to exercise the first option, the Company is granted the sole and exclusive right to acquire an additional 29% undivided and beneficial interest in the Williams copper-gold project. To earn a total 80% interest, the Company must:

a) Make cash payment to CopAur of $500,000 on or before the second-year anniversary of the Williams Agreement.
b) Issue 2,000,000 common shares of the Company on or before the second-year anniversary of the Williams Agreement.

c) Incur a total of $4,000,000 in exploration expenditures on or before the second-year anniversary of the Williams Agreement.
d) Paying $5,000 annual advanced royalty payment in favor of property optionors.

Third option – after the Company elects to exercise the second option, the Company is granted the sole and exclusive right to acquire an additional 20% undivided and beneficial interest in the Williams copper-gold project. To earn the total 100% interest, the Company must pay an additional amount to CopAur equal to the fair market value of the 20% interest in the Williams copper-gold project as determined by an independent valuator which the Company may satisfy by cash payment or the issuance of additional shares of the Company on or before the third-year anniversary of the Williams Agreement.

In the event the Company does not exercise the second option to acquire the additional 29%, the Company shall relinquish and transfer back to CopAur a 1.01% interest in the Williams copper-gold project so that CopAur will hold a 51% interest and the Company will hold a 49% interest and the parties will form a joint venture. If the Company

If the Company exercises the second option but does not exercise the third option to acquire a 100% interest, the parties will be deemed to form a joint venture to continue to advance the Williams copper-gold project.

On September 18, 2024 the Company acquired three mineral exploration claims comprising of 51.716 hectares at its Williams property in British Columbia's Golden Horseshoe. As consideration for the purchased claims, the Company issued 71,500 common shares to an arms-length third party.

The following summarizes the cumulative costs capitalized to the Williams Property exploration and evaluation asset as at January 31, 2025 and 2024:

	$
Balance, October 31, 2023 and January 31, 2024	**-**
Addition: property option payments	3,312,155
Balance, October 31, 2024 and January 31, 2025	**3,312,155**

The exploration expenses incurred on the Williams Property during the period ended January 31, 2025 are presented in the following table:

	$
Geologist consulting fees	19,382
Fieldwork and supplies	2,714
Other exploration expenses	8,639
Mineral exploration tax credit	(261,907)
Total	**(231,172)**

Lekcin Property

On August 10, 2022, the Company entered into a Binding Letter Agreement (the "Lekcin Agreement") whereby the Company will have the right to earn a 100% interest in the Lekcin Property. The Lekcin Property is comprised of 2,521 hectares including 5 BC Mineral Titles Online (" BCMTO") claim tenures located in the New Westminster Mining Division, British Columbia, Canada. The claims are adjacent to the past producing Giant Mascot nickel-copper mine that was intermittently active between the 1930's and 1973. Average grades of the Giant Mascot mine were 0.6% Ni and 0.3% Cu. Previous work on the Lekcin Property identified two nickel and copper showings and several occurrences of ultramafic intrusions, similar to what hosts the Giant Mascot mine and is the host rock for the target style of mineralization.

In accordance with terms of payment in the second year of the Lekcin Agreement, the Company paid $20,000 and issued 100,000 common shares to the Lekcin Property Optionors, and incurred $120,000 in exploration expenditures.

Cash payment amount to Optionors	Shares to be issued to Optionors	Minimum exploration requirements
$16,000 within 7 business days of signing the agreement (paid).	100,000 shares to be issued within 10 days of listing on the Canadian stock exchange (issued).	$75,000 to be spent on or before the 1st anniversary date of the effective date (met).
$20,000 to be paid on or before the 1st anniversary date (paid).	100,000 shares to be issued on the 1st anniversary date of the Lekcin Agreement (issued).	$120,000 to be spent on or before the 2nd anniversary date of the effective date. (met)
$32,000 to be paid on or before the 2nd anniversary date (paid).	200,000 shares to be issued on the 2nd anniversary date of the Lekcin Agreement (issued).	$240,000 to be spent on or before the 3rd anniversary date of the effective date.
$48,000 to be paid on or before the 3rd anniversary date.	200,000 shares to be issued on the 3rd anniversary date of the Lekcin Agreement.	$600,000 to be spent on or before the 4th anniversary date of the effective date.
$84,000 to be paid on or before the 4th anniversary date.	400,000 shares to be issued on the 4th anniversary date of the Lekcin Agreement.	
Total cash $200,000	1,000,000 shares	$1,035,000

Excess expenditures from one year can be applied to the next. If there is a shortfall in exploration expenditures in any one year, the Agreement can be maintained in good standing by making a payment, in the equivalent cash, of the shortfall to Optionor. If the optionee spends more funds in one year than prescribed by this section, the surplus will be applied and carried forward to the following years.

In addition, the optionor will receive an additional 500,000 shares on the confirmation of a resource on the Lekcin Property and an additional 500,000 shares upon a decision by the optionee to produce minerals from the property.

The Lekcin Property is subject to a 2% Net Smelter Royalty ("NSR") royalty in favour of the property Optionors. The Company has the right to purchase 1% of the NSR for $3,200,000 any time prior to the commencement of commercial production. The NSR buy-out price will be adjusted annually according to the consumer price index with a base of December 31, 2025.

The following summarizes the cumulative costs capitalized to the Lekcin Property exploration and evaluation asset as at January 31, 2025 and 2024:

	$
Balance, October 31, 2023 and January 31, 2024	**99,000**
Addition: property option payments	68,000
Balance, January 31, 2025	**167,000**

The exploration expenses incurred on the Lekcin Property during the three months ended January 31, 2025 are presented in the following table:

	$
Geologist consulting fees	10,746
Total	**10,746**

The results of the 2024 exploration program were announced by the Company in a press release on November 19, 2024.

RESULTS OF OPERATIONS

	Three months ended January 31,	
	2025	2024
Operating Expenses		
Investor relations	**5,789**	-
Professional fees	**11,356**	2,983
Listing expenses	**9,171**	-
Management and consulting fees	**48,000**	10,500
Marketing	**61,830**	-
Office and administrative	**1,558**	-
Regulatory and transfer agent fees	**6,300**	4,915
Exploration expenses	**(220,426)**	-
Total	**76,422**	(18,398)

FOR THE THREE MONTHS ENDED JANUARY 31, 2025

The Company's income and comprehensive income for the three months ended January 31, 2025, was $76,422, compared to a loss and comprehensive loss for the three months ended January 31, 2024 of $18,398. The income was primarily comprised of the following items:

a) Investor relations and marketing fees for the three months ended January 31, 2025, were $61,830, compared to investor relations and marketing expenses of $nil in the comparative period, a substantial increase as the Company conducted marketing and investor relations campaigns to publicize the acquisition and exploration results of its newly acquired Williams Property.

b) Professional fees for the three months ended January 31, 2025, were $11,356 which comprised of accounting fees and audit and tax preparation services compared to professional fees of $2,983 for the prior comparative year that comprised of audit and tax preparation services.

c) Listing and filing fees totaled $9,171 of which $ related to ongoing disclosure and an increased level of disclosure concerning exploration activities. Listing expenses for the comparative period were $Nil.

d) Management and consulting fees totaling $48,000 were comprised of management fees related to the Company's executive officers compared to a lower management and consulting fees of $10,500, due to a minimal corporate activity, during the comparative period.

e) Regulatory and transfer agent fees of $4,289 were comprised of CSE sustaining fees compared to $4,915 filing fee for the prior comparative period.

f) Exploration recovery for the three months ended January 31, 2025, was $220,426 compared to exploration expenses of $Nil for the prior comparable period. The Company incurred expenses in the current period of $41,481 for continued exploration work on the Company's Lekcin and Willams properties, that were offset by a mineral exploration tax credit of $261,907.

SELECTED ANNUAL INFORMATION

	2024	**2023**	**2022***
Financial Results			
Revenue	-	-	-
Net loss	(3,499,915)	(147,423)	(104.628)
Net loss per share – basic and diluted	(0.13)	(0.01)	(0.02)
Balance Sheet Data			
Total assets	3,993,569	448,786	532,967
Total current liabilities	527,655	19,091	18,849
Shareholders' equity	3,465,914	429,695	514,118

Period from June 3, 2022 (inception) to October 31, 2022

SUMMARY OF QUARTERLY RESULTS

Selected financial data published for operations of the Company during the last eight quarters are as follows:

3 months ended (in Dollars)	**January 2025 (Q1)**	**October 2024 (Q4)**	**July 2024 (Q3)**	**April 2024 (Q2)**	**January 2024 (Q1)**	**October 2023 (Q4)**	**July 2023 (Q3)**	**April 2023 (Q2)**
Net income (loss)	76,432	(650,221)	(2,658,298)	(172,998)	(18,398)	(16,514)	(16,025)	(62,654)
Loss per share - basic and diluted	0.00	(0.02)	(0.08)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	4,052,044	3,993,569	6,009,443	5,766,075	421,844	448,786	436,634	452,710
Total liabilities	511,354	527,655	1,920,521	94,916	10,547	19,091	18,425	69,476

LIQUIDITY AND CAPITAL RESOURCES

The Company has no operations that generate cash flow. The Company's future financial success will depend on its ability to raise capital or through the discovery and development of one or more economic mineral deposits. Discovery and development may take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company and its management. To date, the Company has financed its activities by the issuance of equity securities, consisting of a combination of flow-through and non-flow-through securities. In order to continue funding exploration activities and corporate costs, the Company is reliant on their ongoing ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for the target commodities, a company's track record, and the experience and caliber of the Company's management. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. There can be no assurance that consultants, service providers, and advisors will continue to extend unpaid accounts, services, and liabilities to the Company in order to maintain its business and filing requirements as a reporting issuer.

As at January 31, 2025, the Company had a working capital of $61,535 compared to a working capital deficit of $13,241 as at October 31, 2024.

SHARE CAPITAL AND OUTSTANDING SHARE DATA

The Company has unlimited authorized common shares. As at the date of this report the Company the following:

	April 1, 2025
Common shares outstanding:	34,282,796
Stock options	-
Warrants (weighted average exercise price of $0.13)	7,000,651
Fully diluted common shares outstanding	**41,283,447**

There were no share issuances during the three months ending January 31, 2025.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements or commitments.

PROPOSED TRANSACTIONS

As at January 31, 2025, the Company does not have any proposed transactions.

RELATED PARTY TRANSACTIONS

Balances

At January 31, 2025, accounts payable and accrued liabilities include $72,284 (October 31, 2024 - $93,345) owing to directors and officers of the Company. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Transactions

Related Party	Nature of Relationship
Jason Leikam/1318434 B.C. Ltd.	CEO/Company controlled by CEO
Mark Minckler	CFO
Sheri Rempel/ARO Consulting	Former CFO/Company controlled by former CFO
Robert L'Heureux/2596201 Alberta Ltd.	Director/Company controlled by director

		For the three months ended	
Payee	**Nature of the transaction**	**January 31, 2025**	**January 31, 2024**
CEO	Management and consulting fees	**$ 30,000**	$ -
CFO	Management and consulting fees	**18,000**	-
Former CFO	Management and consulting fees	**-**	10,500
		$ 48,000	$ 10,500

All related party transactions are in the normal course of operation and have been measured at the agreed amount, which is the amount of consideration established and agreed to by the related parties.

ACCOUNTING POLICIES

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing the financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

CRITICAL ACCOUNTING ESTIMATES

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

Although management uses historical experience and its best knowledge of the amount, events, or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of evaluation and exploration assets and recognition of deferred tax amounts.

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

Going concern

Management assesses the Company's ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events, whose subsequent changes could materially impact the validity of such an assessment.

Impairment of assets
The impairment assessment of a financial asset requires judgment. Management evaluates the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow. When the fair value declines, management makes a judgment if the decline in value is other than temporary impairment to be recognized in profit or loss.

FINANCIAL INSTRUMENTS
The Company's financial instruments consist of cash, accounts payable and accrued liabilities. The carrying values of cash, accounts payable and accrued liabilities approximate their fair values because of the relatively short-term nature of the instruments. These estimates are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumption could significantly affect the estimates.

There are three levels of the fair value hierarchy as follows:

Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.
Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.
Level 3: Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The Company's cash is considered to be Level 1 within the fair value hierarchy.

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management process, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

Foreign exchange risk
The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Credit risk
The Company's cash is held in large Canadian financial institutions. The Company has not experienced nor is exposed to any significant credit losses. As a result, the Company's exposure to credit risk is minimal.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company has no interest-bearing assets or liabilities, the Company is not exposed to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

The Company aims to have sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from its ability to raise equity capital or borrowing sufficient funds and its holdings of cash and cash equivalents.

OTHER RISK AND UNCERTAINTIES

Core Business

The Company's business is in the mining and exploration sector with no active operations.

Some risks the Company may be exposed to include, but are not limited to, the following:

Competition

There is aggressive competition within the mineral exploration and development sector with larger exploration companies developing their own assets. Larger companies may also have greater financial and personnel resources to maintain and increase their competitive advantage. As such, significant capital investment is required along with extensive other resources to develop any potential mineral claims and future mining operations, if attainable. There can be no assurance the Company will be successful in obtaining the required capital on acceptable terms to reach its business objectives.

Exploration and Development

Exploration for and development of minerals involves significant risks, and despite careful and diligent evaluation, experience and knowledge of management and key consultants and contractors, the Company may not eliminate all risks. Few exploration assets are ultimately developed to the mine production stage. There are no guarantees that any minerals and/or deposits identified will be economically recoverable. There can be no assurance that any discovered minerals will result in the definition of a mineral resource. The Company's operations are subject to all the hazards and risks typically encountered in the exploration and development of mineral assets. These include unexpected geological formations, seismic activity, flooding and other natural conditions that may prevent access or development of mineral properties, damage to life or property, environmental damage, and possible legal liability. Although precautions to mitigate all risks are taken, exploration and development activities are subject to hazards that may result in adverse impacts on the Company's business, operations and financial performance. Significant resources are required to identify and establish mineral deposits through drilling and other geological techniques. The remoteness and restrictions to access of the Company's mineral properties may have an adverse effect on the economics of asset development. There are additional physical risks associated with exploring for and developing mineral assets, such as difficult terrain and limited work seasons due to climate conditions. While benefits may be derived from the discovery and development of mineral resources, no assurance can be given that the minerals will be discovered in sufficient quantities and values to justify development into commercial mining operations or that the necessary capital to achieve production can be obtained on a timely basis.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its exploration and evaluation assets and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic

Economic and Commodity Volatility

The price of minerals and metals is volatile and affected by numerous factors beyond the Company's control. These include supply and demand, consumer product demand, international economic and trade, foreign exchange rate fluctuations, interest rates, price inflation, geopolitical risk, domestic and international political events, land claims and other market conditions. Low commodity prices may render mineral deposits as well as the exploration for these commodities uneconomic.

Environmental Risks

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation includes restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability, and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Failure to comply with applicable laws, regulations and permitting 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. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at any future-producing exploration and evaluation assets or require abandonment or delays in the development of new mining properties.

Reliance on Key Personnel

The success of the Company will be largely dependent upon the performance of its management and key employees and contractors. In assessing the risk of an investment in the shares of the Company, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the proposed management of the Company.

Permits and Licensing

The Company is subject to approvals and laws governing exploration and development of mineral assets. These include labour standards, community and Indigenous government consultation and engagement, occupational health and safety, dangerous substance handling. Changes to current laws and regulations may adversely impact on the activities of the Company.

Uninsured Risks

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured due to high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from negative environmental impacts or any other damage or injury.

Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

Conflicts of Interest

The Company's directors and officers also serve as directors and/or officers in other private and public companies involved in other business ventures. Consequently, there exists the possibility for these individuals to be in a position of conflict. Any decision made by these individuals involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. As such, these individuals would refrain from voting on the conflicted matter and would be forced to forego potential business or conduct such business in conflict.

Negative Operating Cash Flows

As the Company is in the early development stage, it will continue to have negative operating cash flows without the development of revenue streams from its business. Positive operating cash flows require the Company to complete successful mineral exploration to first identify viable exploration targets through seismic, geographic surveying, drilling, sampling, assays, 43-101 technical report and mining operations, none of which can be assured.

Going Concern Risk

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, and conduct research and development. As a result, start-up operating losses are expected, and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Reliance on Joint Ventures, Partnerships, or Minority Interests

The nature of the Company’s operations may require it to enter into various agreements with partners, joint venture partners, or minority interests in mineral and exploration projects.
There is no guarantee that those with whom the Company needs to deal will be successful in these joint or participating interests for mining and exploration.

Growth Management

In executing the Company’s business plan for the future, there will be significant pressure on management, operations, technical, and other assets, or resources. The Company anticipates that its operating and personnel costs will increase substantially in the future when and if it is able to commence commercial operations. In order to manage its growth, the Company will have to substantially increase consultants, geological personnel, engineers, technical, human resources, and executive and administration staff to run its operations, while at the same time efficiently maintaining a large number of relationships with third parties. The Company will also have to acquire, lease, or rent a substantial amount of mining and extraction equipment. There can be no assurance that the Company will be able to meet these growth objectives.

Reliance on Key Personnel, Service Provider and Advisors

The Company relies heavily on its officers and directors, along with key service providers, business advisors and consultants. The loss of their services would have a material adverse effect on the business of the Company. There can be no assurance that directors and officers, or consultants engaged by the Company will continue to provide services in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors.

MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with generally accepted Canadian accounting principles and include certain amounts based on management’s best estimates using careful judgment. The selection of accounting principles and methods is management’s responsibility.

Management recognizes its responsibility for conducting the Company’s affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, the majority of which is comprised of non-management directors. This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee communicates annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

QUALIFIED PERSON

The disclosures contained in this MD&A regarding the Company's exploration and evaluation properties have been prepared by, or under the supervision of Robert L'Heureux, P.Geol., Director of the Company., and a Qualified Person for the purposes of National Instrument 43-101.

OTHER INFORMATION

Additional information on the Company is available on SEDAR+ at www.sedarplus.ca.