GOLDREA RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Years Ended July 31, 2022 and 2021.

This management's discussion and analysis ("MD&A") was prepared as of November 28, 2022 and should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the years ended July 31, 2022 and July 31, 2021. This MD&A should be read in conjunction with the audited consolidated financial statements and the related notes for the year ended August 31, 2022. The audited consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect the Company management's expectations or beliefs regarding future events and include, but are not limited to, estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements and management's discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

For more information, visit the Company's website at www.goldrea.com or at www.sedar.com.

1.1 **Overall performance**

Description of business

Goldrea Resources Corp., ("the "Company") was incorporated under the provisions of the Business Corporations Act (British Columbia) on March 2, 1981 and is an exploration stage company engaged in the acquisition, exploration and development of mineral properties. In addition to the Company's ongoing work program on the properties, it continues to actively evaluate new potential projects. The Company is listed for trading on the Canadian Securities Exchange under the symbol "GOR". The Company is engaged in the business of exploring, acquiring, and if warranted, developing mineral properties and placing such properties into production. The Company currently holds interests in one resource property, in British Columbia – Cannonball Property. All other properties interest has lapsed. Exploration and development require significant amounts of capital and even if the funds were available, the outcome is dependent on finding sufficient quantities and grades of minerals, permitting the project, successful dealings with various stakeholder groups, constructing the processing and ancillary facilities and starting commercial production. This process takes time, and many factors including commodity prices, political and economic conditions may change affecting the viability of the projects. Priority is given to what the Company deems as the most viable and cost efficient property in the case of allocating funds to advance such properties.

Operations, property interests and activities

The Company's interests are in British Columbia, Canada. Mineral prospects focus mainly on gold, copper, silver, platinum, palladium, and nickel as the major metals of interest. While still interested in potential properties in North America, focus now is on the Golden Triangle, BC.

Constrained by funding, the Company conducted limited exploration activities on its Canadian properties.

A summary of the status for each property is as follows:

Cannonball property

During the year ended July 31, 2016, the Company entered into an agreement (the "Cannonball Property Agreement") to purchase 1,490 hectares, located approximately 15 kilometers northeast of the former Snip mine in the Iskut River district of northwestern B.C. Under the term of the agreement, the Company purchased a 100% interest in the property, for 2,000,000 shares of the Company and a 2% NSR royalty of which the Company can purchase one percent from the holder at any time for the sum of $1,000,000.

In August 2019, the Company entered into a Mineral Property Acquisition Agreement to acquire a mineral tenure (the "Adjacent Property") located next to its Cannonball mineral property in northwestern British Columbia's Golden Triangle District, in exchange for the Company's mineral tenures near Kelowna, BC, known as the Dobbin Property and a 1.5% net smelter returns royalty payable on the Dobbin Property. This royalty can be purchased at any time for the sum of $1,000,000.

In September 2020, the Company acquired an additional 2,269 hectares of mineral claims which adjoin the northern boundary of the Company's Cannonball Project, known as the Adrian Property. Under the terms of the acquisition agreement, consideration for the Property consists of $125,000 in cash ($75,000 paid as of July 31, 2022), one million shares of Goldrea, to be issued or paid over a three-year period and a 2% net smelter return royalty (of which the Company can purchase 1.5%).

The Company completed IP work on the Adrian Property in August and September of 2021. The results established significant targets on what is referred to as the "Juice Box." This is primarily a copper showing with what the Company's geologists feel has a high probability of a copper deposit. Detailed results can be viewed on the Company's website; www.goldrea.com. More defining of the open-ended target is planned for late summer 2022, including the Cannonball gold target on the south part of the property. Drill targets are now more defined for the advent of a drilling program. The combined Cannonball and Adrian property is now referred to a simply the Cannonball Property.

In May of 2022, the Company also acquired an undivided 100% interest in a mineral tenure in northern British Columbia. The Link Property consists of one map-designated claim cell covering 70.9 hectares, and is located approximately one kilometer from the west side of the Company's Cannonball Property.

Dixie Lake Property

In March 2020, the Company closed the acquisition of a 100% interest in a gold prospect near Dixie Lake, Ontario. Goldrea has made a cash consideration to the vendor, plus the cost of staking. The mineral property, known as Dixie Lake Baby project, consists of 17 map-designated claim cells, covering 285 hectares in total in three non-contiguous groups (the "Property"). The claims are located south of the BTU Gold's Dixie Halo project near their TNT target, and one of the Property's cell groups is adjacent to the mineral claims held by Goldon Resources Ltd.

The Dixie Lake property has not been the focus of the Company in the 2021-2022 seasons due to the very positive results coming from Goldrea's flagship property in the Golden Triangle. While BTU Gold is still doing exploration work on the property adjoining, it has not warranted extensive work on Goldrea's property. The Company has determined that funds raised will be best applied to the Golden Triangle property in the foreseeable future.

Link Property

In September 2020, the Company acquired an undivided 100% interest in a mineral tenure in northern British Columbia. The Link Property consists of one map designated claim cell covering 70.9 hectares, and is located approximately one kilometer from the west side of the Company's Cannonball Property. Consideration for the Link Property consists of 100,000 common shares in the capital of the Company, subject to a four month hold period.

Impairment of exploration and evaluation assets:

As at July 31, 2022, the Company has planned for a geological team to put a limited work program in place for August or September exploration depending upon ability to raise funds. The Company wrote down exploration and evaluation assets to $1.

Other items

In July 2021, the Company completed a non-brokered private placement by issuing of 4,805,000 flow-through units at a price of $0.06 per unit for aggregated gross proceeds of $288,300. Each flow- through unit comprises of one common share and one-half common share purchase warrant. Each whole warrant entitles its holder to purchase one common share of the Company at a price of $0.08 per share for two years from the date of issuance. The Company paid finders' fee of $16,379 in cash and issued 36,000 warrants with a fair value of $1,127 using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate – 0.38%, expected dividend yield – 0%, volatility – 200%, estimated remaining life - 2 years. The Company has allocated $48,050 to the flow-through share premium and this amount is included in other liabilities on the Company's consolidated statement of financial position. The Company allocated $nil to the share purchase warrants by applying the residual approach.

In August 2021, the Company received $105,000 cash proceeds relating to the private placements of 1,750,002 flow-through units at price of $0.06 per flow-through unit. Each flow-through unit consists of one common share and one half of a share purchase warrant which entitles its holder to purchase one common share of the Company at a price of $0.08 per share for two years from the date issuance. The Company has allocated $43,750 to the flow-through share premium. The Company allocated $nil to the share purchase warrants by applying the residual approach. The Company made the renouncement during the year ended July 31, 2022.

In December 2021, the Company received $85,800 cash proceeds for the issuance of 1,430,000 units relating to the private placements of flow-through units at price of $0.06 per flow-through unit. Each flow-through unit consists of one common share and one half of a share purchase warrant which entitles its holder to purchase one common share of the Company at a price of $0.08 per share for two years from the date issuance. The

Company's Insiders have purchased 500,000 Units. The Company has allocated $28,600 to the flow-through share premium. The Company allocated $nil to the share purchase warrants by applying the residual approach. The Company made the renouncement during the year ended July 31, 2022.

Subsequent to year end

In August 2022, the Company completed a non-brokered private placement by issuing 2,930,000 units at a price of $0.035 per unit for gross proceed of $102,550. Each unit consists of one common share in the capital of the Company and one common share purchase warrant which entitles the holder to buy one common share at a price of $0.06 per share for two years from the date of issuance. The Company also sold 400,000 flow-through units for gross proceeds of $20,000. Each unit consists of one flowthrough common share in the capital of the Company and one common share purchase warrant which entitles the holder to buy one common share at a price of $0.08 per share for two years from the date of issuance. As at July 31, 2022, the Company received $72,500 proceeds for these private placements.

In September 2022, the Company issued a convertible denture in the amount of $50,000 bearing an annual interest of 12%, payable every three months and maturing on September 21, 2024 The holder of the debenture has the right at any time to convert the outstanding debt, in whole or in part, into common shares of the Company at $0.03 per share. In addition, the holder of the debenture has been issued 1,000,000 common share purchase warrants. Each warrant entitles its holder to purchase one common share of the Company at $0.05 per share during the two years following the warrant's issuance.

In November 2022, the Company issued additional two convertible dentures totaling in the amount of $50,000 bearing an annual interest of 10%, payable every three months and maturing on the second anniversary of the issuance. The holder of the debenture has the right at any time to convert the outstanding debt, in whole or in part, into common shares of the Company at $0.025 per share. In addition, the Company issued total 1,000,000 common share purchase warrants to the debenture holders. Each warrant entitles its holder to purchase one common share of the Company at $0.05 per share during the two years following the warrant's issuance

1.2 Results of operations

During the year ended July 31, 2022, the Company recorded a net loss of 679,435 or $0.01 per share, compared to a loss of $639,245 or $0.00 per share last year.

General and administrative expenses were $799,960 in 2022 (2021 - $641,022). Consulting fees were $153,500 (2021 - $96,000) which includes a bonus of $40,000 to the CEO, shareholder communications were $16,020 (2021 - $126,233). Office and administration expenses were $9,819 (2021 - $16,978) and professional fees were $16,050 (2021 – $30,917).

Fourth quarter

For the quarter ended July 31, 2022, the Company recorded a loss from continuing operations of $563,978 or $0.01 per share as compared to a loss of $141,742, or $0.00 per share in the quarter ended July 31, 2021.

Operating expenses excluding stock-based compensation decreased from $272,837 in Q4 2021 compared to $582,826 in Q4 2022, as the Company wrote-down the exploration and evaluation assets, marketable securities, and receivables in 2020

Office and administration expenses decreased from $4,560 in Q4 2021 to $915 in Q4 2022; consulting expenses increased from $19,643 in Q4 2021 to $26,500 in Q4 2022; professional fees increased from $7,109 in Q4 2021 to $11,186 in Q4 2022.

1.3 Summary of quarterly results

	Quarter ended July 31, 2022	Quarter ended April 30, 2022	Quarter ended Jan 31, 2022	Quarter ended Oct 31, 2021
Net income (loss)	$ (480,187)	$ (77,877)	$ (83,791)	$ (37,580)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)

	Quarter ended July 31, 2021	Quarter ended April 30, 2021	Quarter ended Jan 31, 2021	Quarter ended Oct 31, 2020
Net Income (loss)	$ (141,742)	$ (225,707)	$ (142,807)	$ (128,989)
Basic and diluted loss per share	$ (0.00)	$ (0.01)	$ (0.00)	(0.00)

1.4 Liquidity and solvency

The Company had no revenue in the year ended July 31, 2022. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and increasing of accounts payable. As at July 31, 2022, the Company had cash and cash equivalents of $35,027

Cash flow from operations for the year ended July 31, 2022 was a net cash outflow of $205,544, compared to $328,591 in the same period a year ago.

Investing activities were an outflow of $239,198 compared to $435,277 in the same period of 2021, spent on exploration evaluation assets.

Financing activities were inflows of $239,460 due to a private placements compared to $926,643 in the prior year.

As at July 31, 2022, the Company had unrestricted cash of $35,027. The Company's current assets were $40,648 and total current liabilities were $172,896. The financial statements have been prepared assuming the Company will continue on a going concern basis. The Company has incurred losses since inception. The Company has insufficient cash resources to meet its planned expenditures and is in the process of seeking additional financing. As at July 31, 2022, the Company has a working capital deficit of $132,248. The ability of the Company to continue as a going concern depends upon its ability to raise adequate financing to pursue its business objectives and develop profitable operations. There can be no assurance that the Company will be able to continue to raise funds, in which case, the Company may be unable to meet its obligations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities, contingent obligations and commitments in other than the normal course of business and at amounts different from those in the financial statements.

1.5 Capital resources

As at July 31, 2022, the Company had 7,750,000 outstanding stock options and 17,391,134 outstanding warrants.

1.6 Off-balance sheet arrangements

As of the report date, the Company has no material off-balance sheet arrangements.

1.7 Transactions with related parties

Amounts due to and from officers, directors and companies with common directors are interest free, unsecured and have no specified terms of repayment. They have arisen from the provision of services and expense reimbursements or advances. Related party balances are as follows:

		July 31, 2022		July 31, 2021
Due from directors and officers of the Company	$	**500**	$	**12,767**
Due to directors and officers of the Company	$	**1,096**	$	**4,500**

Amounts due to and from officers, directors and companies with common directors are interest free, unsecured and have no specified terms of repayment. They have arisen from the provision of services and expense reimbursements or advances.

During the year ended July 31, 2022, consulting fees of $141,500 (2021 - $84,000) were recorded to directors and officers of the Company. The Company's head office uses the home space of one officer who is also a director of the Company as the office on monthly basis. The Company incurred $6,840 (2021 - $7,120) in office rent for the year ended July 31, 2022. Key management includes the chief executive officer, chief financial officer and the directors of the Company. The compensation paid or payable to key management for services, excluding the share-based payments during the years ended July 31, 2022 and 2021 is disclosed above. During the year ended July 31, 2022, key management received share-based payments of $29,627 (2021 - $86,893). Key management personnel were not paid post-employment benefits or other long-term benefits during the years ended July 31, 2022 and 2021.

1.8 Proposed transactions

None

1.9 Recent Accounting Pronouncements

A number of new standards, amendments to standards and interpretations are not yet effective for the year ended July 31, 2022 and have not been applied in preparing these consolidated financial statements. None of these pronouncements are expected to have material impact on the Company's consolidated financial statements.

1.10 Risks and uncertainties

The exploration and development of mineral properties are highly speculative activities and are subject to significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The Company's ability to realize on its investments in exploration projects is dependent upon a number of factors; including management's ability to continue to raise the financing necessary to complete the exploration and development of those projects and the existence of economically-recoverable reserves within the projects.

At the present time the Company does not hold any interest in a mining property in commercial production. The Company has incurred net losses since inception, and has limited financial resources and no positive mineral operating cash flow. No assurance can be given that additional funding will be available for further exploration and development of the Company's projects or to fulfill the Company's obligations under any applicable agreements. Other uncertainties include currency and metal price fluctuations, permits and licences, environmental regulatory requirement changes, mineralization estimates, and political risks.

Competitive industry

Mining industry is intensely competitive and the company will compete with other companies that have far greater resources.

Fluctuating metal and share prices

Factors beyond the control of the Company may affect the marketability of gold, molybdenum, or any other metals or minerals discovered. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control whose effect cannot accurately be predicted.

In recent periods, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploratory and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying assets values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Permits and licences

The operations of the Company will require licences and permits from various governmental authorities, which have been applied for and/or will be applied for at the proper time. There can, however, be no assurance that the Company will be able to obtain all necessary licences and permits required to carry out exploration, development and mining operations of its projects.

Environmental regulation

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions or various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are becoming more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. The Company may become subject to liability for pollutions or hazards against which it cannot insure or again which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Estimates of mineral resources may not be realized

The mineral resource estimates published from time to time by the Company with respect to its properties are estimates only and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions, among other things. Short-term factors, such as the need for orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of operations. There can be no assurance that minerals recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions or in production scale operations. Material changes in resources, grades, stripping ratios or recovery rates may affect the economic viability of projects. The estimated resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations. The Company has engaged expert independent technical consultants to advise it with respect to mineral resources and project engineering, among other things. The Company believes that those experts are competent and that they have carried out their work in accordance with all internationally recognized industry standards. However, if the work conducted by those experts is ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays and increased costs in developing its properties.

Dependence on key personnel

The Company is dependent on the services of its senior management, including James Elbert, its President and Chief Executive Officer, and Larry Reaugh, a director of the Company, and a small number of other skilled and experienced employees and consultants. The loss of any such individuals could have a material adverse effect on the Company's operations.

COVID-19

The COVID-19 pandemic has not resulted in any material impact on operations and the Company currently does not expect it will impact its 2021 operations. Preventative measures are in place to ensure the well-being of employees and contractors and no risks were noted at the end of the interim reporting period. Management continues to monitor the situation at the site and corporate office to identify any issues that may affect operational or financial reporting activities.

The following are the risks related to the Company's financial instruments:

a. Credit risk

   Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on the cash balances at the bank. Cash and GICs are with Schedule 1 banks or equivalent, with majority of cash held in Canadian based banking institutions, authorized under the Bank Act to accept deposits, which may be eligible for deposit insurance provided by the Canadian Deposit Insurance Corporation. The maximum exposure to credit risk is equal to the carry value of the financial assets.

b. 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 in place a planning and budgeting process to assist in determining the funds required to support normal operating requirements on an ongoing basis, including capital development and exploration expenditures. As at July 31, 2022, the Company has a cash and cash equivalent balance of $35,027 (July 31, 2021 - $240,309) available to settle current liabilities. Accounts payable and accrued liabilities are due within the current operating period. As at July 31, 2022, the Company had a working capital deficit of $132,248 (July 31, 2021 – $54,096 working capital). Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. See note 2 for additional discussion on going concern.

c. Market risk

   Market risk is the risk of loss that may arise from the changes in market factors such as market prices, foreign exchange rates and interest rates. The Company does not exposed to market risk.

1.11 **Outstanding share data**

As of the report date, the Company has 81,675,443 common shares outstanding. The Company also has 7,750,000 options and17,708,501 outstanding warrants. On a fully diluted basis, therefore, the Company has 107,133,944 common shares outstanding.

1.12 **Approval**

The Board of Directors of the Company has approved this Management Discussion and Analysis on November 28, 2022. Additional information is available on the Company's website, www.goldrea.com, or on the SEDAR website, www.sedar.com.