Management's Discussion and Analysis
For the Years Ended July 31, 2023 and 2022

DATE AND SUBJECT OF REPORT

The following is management's discussion and analysis ("MD&A") in respect of the results of operations and financial position of Spark Energy Minerals Inc. (formerly St. Anthony Gold Corp.) ("Spark Energy Minerals" or the "Company") for the years ended July 31, 2023 and 2022, and should be read in conjunction with the audited consolidated financial statements for the years ended July 31, 2023 and 2022. The consolidated financial statements of the Company are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.sparkenergyminerals.com. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at sedarplus.ca.

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended July 31, 2023 and 2022, are also referred to as "fiscal 2023" and "fiscal 2022".

The effective date of this MD&A is January 18, 2024.

FORWARD-LOOKING INFORMATION

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate", "believe", "estimate", "expect", "budget", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions; actual results of current exploration activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors.

The Company's management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mining properties. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. Readers should refer to Risks and Uncertainties below.

DESCRIPTION OF BUSINESS

Spark Energy Minerals was incorporated on April 19, 2000, under the laws of the province of British Columbia, Canada. The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "EMIN". The Company is in the business of exploration and evaluation of mineral property interests in Canada. On December 23, 2022, the Company changed its name from St. Anthony Gold Corp. to Spark Energy Minerals.

The head office, principal address and records office of the Company are located at 702 – 595 Howe Street, Vancouver, B.C. V6C 2T5.

DIRECTORS AND OFFICERS OF THE COMPANY

The Board of Directors of the Company consists of Peter Wilson, Eugene Hodson, and Mario Drolet. The management team of the Company is comprised of Peter Wilson (CEO) and Chris Foster, CPA, CGA (CFO).

OUTLOOK

The Company is focused on the exploration of its mineral properties, as well as defining and expanding its mineral resources both through exploration programs, staking, and acquisition. The Company intends to seek additional financing to support these activities. The Company also intends to seek out accretive acquisition opportunities to increase shareholder value.

GOING CONCERN

The consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at July 31, 2023, the Company is not able to finance day to day activities through operations and had recurring losses since inception. For the year ended July 31, 2023, the Company incurred a net loss of $1,568,296. As of July 31, 2023, the Company had an accumulated deficit of $25,681,997 and a working capital deficit of $688,411. There is no certainty that additional financing at terms that are acceptable to the Company will be available going forward, and an inability to obtain financing would have a direct impact on the Company's ability to continue as a going concern. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with the proceeds from equity financings.

The consolidated financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

PER SHARE INFORMATION

On August 3, 2023, the Company completed a consolidation of its common shares on a basis of one post-consolidated common share for every ten pre-consolidated common shares. The Company has restated all number of share and per share information for the effect of this consolidation.

On November 10, 2023, the Company completed a forward split of its common shares on a basis of two post-split common shares for every one pre-consolidated common share. The Company has restated all its number of share and per share information for the effect of this split.

EXPLORATION AND EVALUATION ASSETS

	Panama Lake Gold Project	James Bay Project	St. Anthony Gold Project	Minas Gerais and Bahia Lithium Project and Goas Rare Earth Elements Project	Burgeo Lithium Project	Lithium Valley Lithium Project	Nova Energia Lithium Project	Total
	$	$	$	$	$	$	$	$
Balance, July 31, 2021	839,564	5,535	1,838,597	-	-	-	-	2,683,696
Acquisition	100,000	-	-	-	-	-	-	100,000
Administration	-	-	211,158	-	-	-	-	211,158
Assay testing	-	-	37,535	-	-	-	-	37,535
Drilling	-	-	43,058	-	-	-	-	43,058
Equipment rental	-	-	69,349	-	-	-	-	69,349
Geologist and consulting	3,737	-	218,553	-	-	-	-	222,290
Sale	(943,301)	-	-	-	-	-	-	(943,301)
Impairment	-	(5,535)	(2,418,250)	-	-	-	-	(2,423,785)
Balance, July 31, 2022	-	-	-	-	-	-	-	-
Acquisition	-	-	-	2,578,150	25,000	1,300,000	697,769	4,600,919
Assay testing	-	-	17,500	30,168	-	-	-	47,668
Geologist and consulting	-	-	-	75,421	33,400	-	-	108,821
Licensing	-	-	-	17,969	41,600	-	-	59,569
Impairment	-	-	(17,500)	-	(100,000)	-	-	(117,500)
Balance, July 31, 2023	-	-	-	**2,701,708**	**-**	**1,300,000**	**697,769**	**4,699,477**

Panama Lake Gold Project

On October 22, 2019, the Company entered into an Option agreement with Benton Resources Inc. ("BEX") to acquire the right to acquire a 100% interest in BEX's Panama Lake Gold Project in the Red Lake Mining district, Ontario. The purchase and sale of the claims is conditional upon the following:

- Acceptance for filing of this agreement on behalf of the issuer by the Canadian Securities Exchange;
- The issuance of 400,000 shares upon signing the agreement (issued at a fair value of $170,000 ($0.425 per share));
- The payment of either $100,000 or the equivalent value in common shares (issued 83,333 common shares with a fair value of $100,000 ($1.20 per share) and expenditures by the issuer of $200,000 on the property by the first anniversary (incurred); and
- The payment of either $100,000 or the equivalent value in common shares (issued 161,675 shares at a fair value of $0.62 per share) and expenditures by the issuer of $250,000 on the property by the second anniversary (incurred).

At this stage, the Company will have earned a 50% interest in the Project. To earn an additional 20% interest, the following is required:

- The payment of either $100,000 or the equivalent and expenditures by the issuer of $250,000 on the property by the third anniversary.

At this stage, the Company will have earned a 70% interest in the Project. To earn the final 30% interest, the following is required:

- The payment of either $300,000 or the equivalent and expenditures by the issuer of $300,000 on the property by the fourth anniversary.

On June 1, 2022, the Company signed a Purchase and Sale Agreement ("P+S Agreement") to sell all of its rights and title to the Panama Lake Gold Project to Trillium Gold Mines Inc. ("Trillium"). Pursuant to an Assignment and Assumption Agreement (the "A+A Agreement"), entered into on the closing of the transactions under the P+S Agreement, the Company assigned all of its rights and obligations under the original option agreement to Trillium. In addition, pursuant to the A+A Agreement, Benton agreed to consent to the assignment and agreed to register 100% of the property's title to Trillium while retaining its 50% ownership interest in the property until such time as Trillium fulfills its option to earn 100% interest.

Pursuant to the terms of the P+S Agreement, at closing, Trillium paid the Company $500,000 and issued 200,000 common shares in the capital of Trillium. In the event Trillium acquires a 100% interest in the property, the Company may cause Trillium to exercise its buyback right under the option agreement to repurchase from Benton one-half of the 2% net smelter return royalty on the property and convey such repurchased 1% net smelter return royalty to the Company in exchange for a cash payment by the Company to Trillium of $1,000,000. The common shares of Trillium issued under the P+S Agreement are subject to a four-month holding period from the closing date. The P+S Agreement is subject to the approval of the TSX Venture Exchange and other applicable regulatory authorities.

During the year ended July 31, 2022, the Company recorded a loss on sale of mineral property of $203,301 in connection with the sale of the Panama Lake Gold Project.

James Bay Project

In January 2020, the Company signed a land package acquisition in James Bay Quebec. During the year ended July 31. 2022, the Company recognized and impairment of $5,535.

St. Anthony Gold Project

On October 14, 2020 (the "Effective Date"), the Company entered into a Definitive Joint Venture Earn-in Agreement (the "JV Agreement") with Magabra Resources Inc. ("Magabra"), which superseded a Letter of Intent dated August 10, 2020. Pursuant to the JV Agreement, the Company and Magabra will jointly explore a series of claims compiling the St. Anthony Gold Project located in the Kenora-Patricia mining district in Ontario, Canada.

Pursuant to the JV Agreement, the Company can earn an initial 8% interest (the "First Option") as follows:

- Issuing to Magabra a total of 200,000 common shares (issued at a fair value of $260,000 ($1.30 per share));
- Payment of $300,000 to Magabra (paid);
- Completing a financing of at least $3,000,000 within 30 days of the Effective Date; and
- Issuing to Magabra a total of 5,000 warrants with an exercise price of $1.60 and a maturity date that is two years from issuance (issued at a fair value of $12,264).

The Company can earn an additional 8% interest (the "Second Option") as follows:

- On completion of the First Option, completing a financing of at least $3,000,000 within 30 days.

The Company can earn an additional 34% interest (the "Third Option") as follows:

- On completion of the Second Option, completing a financing of at least $12,000,000 within 12 months of the Effective Date.

On completion of the Third Option, the Company will have earned a 50% interest in the claims. Further, the JV Agreement includes the provision for a bonus payment to Magabra in the form of 800,000 common shares of the Company, so long as Magabra has a continued interest in the claims and upon completion of a National Instrument 43-101 compliant proven resource calculation for the first 1,000,000 ounces of gold identified, with an additional 200,000 common shares issuable for each additional 1,000,000 ounces under similar resource calculations.

To date, the Company has not issued the Restricted Share Consideration, nor has it appointed the directors (collectively, the" Obligations"). On March 31, 2022, the Company received formal termination of the JV Agreement between Magabra and the Company. During the year ended July 31, 2022, the Company recognized an impairment of $2,418,250.

Burgeo Lithium Project

On August 5, 2022, the Company entered into an option agreement to acquire the right to acquire a 100% interest in the Burgeo lithium asset located in Burgeo, Newfoundland. The purchase and sale of the claims is to be achieved in stages and is conditional upon the following:

- The payment of $25,000 cash (paid) and issuance of 50,000 common shares of the Company;
- Completion of $100,000 of qualified expenditures on the property by December 31, 2022 ($75,000 incurred as at July 31, 2023); and
- Completion of $92,000 of qualified expenditures on the property by December 31, 2023.

The Company has not issued the common shares and did not complete the qualified expenditures on the property. As a result, the Company recognized an impairment of $100,000 during the year ended July 31, 2023.

Minas Gerais and Bahia Lithium Project and Goias Rare Earth Elements Project

On December 19, 2022, the Company entered into a mining claims purchase agreement with Foxfire Metals Pty. Ltd. ("Foxfire") to acquire a 75% interest in certain mining claims and associated rights of Foxfire's Minas Gerais and Bahia Lithium Project in the Brazilian states of Minas Gerais and Bahia and Foxfire's Goias Rare Earth Elements Project in the Brazilian state of Goias.

To acquire the 75% interest, the Company shall:

- Pay of $250,000;
- Issue of 4,233,000 common shares (issued at a fair value of $2,328,150 ($0.55 per share))
- Maintain the existing net smelter and gross sales royalties totaling 2% held by the original vendors remains, with a buyback provision of 50% for $1,000,000; and
- Fully fund all maintenance and operations until such time as a bankable feasibility study has been completed.
- Maintenance of management rights of the project by Foxfire for two years with both parties to formulate an agreed upon expenditure budget for the period; and
- The Company being granted the first right of refusal to acquire Foxfire's remaining 25% equity interest in the Brazilian projects.

The Company and Foxfire are to agree to each annual exploration program, which shall be no less than $1,000,000 in each of the first two years.

Each party has the first right of refusal in relation to the sale or disposal of the other party's interest in the project.

On December 20, 2023, the Company amended the mineral claims purchase agreement with Foxfire (Note 4) to acquire a 75% interest in certain mining claims and associated rights of Foxfire's Minas Gerais and Bahia Lithium Project in the Brazilian states of Minas Gerais and Bahia and Foxfire's Goas Rare Earth Elements Project in the Brazilian state of Goas. The Company and Foxfire entered into a Mineral Rights Joint Venture Agreement (the "Joint Venture") which sets out the following terms:

- The Joint Venture Interests are 75% for the Company and 25% for Foxfire
- The manager of the Joint Venture will be Foxfire;
- The manager will provide a work program and budget prior to January 1, 2024, for the quarter ending March 31, 2024, in respect of which the majority of the funds will be allocated to exploration for lithium on the Bahia licenses with budgeted expenditure of a minimum of $250,000;
- The manager will incur a minimum of $1,000,000 on Joint Venture expenditures between December 19, 2022 and December 18, 2024 and a further $1,000,000 between December 19, 2024, and December 8, 2025; and
- The Company must pay the manager the prescribed amounts set out below:
  - $250,000 on or before March 31, 2024, to facilitate exploration on the Bahia licenses;
  - $250,000 on or before June 1, 2024, to facilitate exploration on the Goas licenses and one of the Minas Gerais licenses; and
  - $100,000 on or before October 1, 2024, to facilitate exploration on one of the Minas Gerais licenses.

Lithium Valley Lithium Project

On February 1, 2023, the Company entered into a mining claims purchase agreement with Talisman Venture Partners Ltd. to acquire a 100% interest in 12 mineral tenements comprising approximately 22,000 hectares of surface area in Minas Gerais, Brazil. The vendor retained a 1% net smelter return. The Company can purchase 1% from the vendor at any time for $1,000,000. The Company paid a total of $300,000 and 2,000,000 common shares of the Company (issued at a fair value of $1,000,000 ($0.50 per share)). The Company agrees to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 during the first year of the agreement.

On April 23, 2023 (as amended on December 6, 2023), the Company entered into a mineral claims purchase agreement with Lithium Plus Mining Corp. “Lithium Plus”), a British Columbia corporation, pursuant to which the company will option up to a 65% ownership interest in 12 mineral tenements comprising approximately 22,000 hectares of surface area in Minas Gerais, Brazil.
Pursuant to the terms of the agreement and in order to complete the transaction, Lithium Plus shall:

- Pay the Company $100,000 on or before December 23, 2023;
- Pay the Company an additional $500,000 on or before April 23, 2025;
- Commit to and conduct an exploration work program incurring at least $250,000 in eligible expenditures on or before April 23, 2025; and
- Commit to and conduct an exploration work program incurring at least $1,000,000 in eligible expenditures on or before April 23, 2026.

Nova Energia Lithium Project

On March 9, 2023, the Company entered in to a mining claims purchase agreement with Talisman Venture Partners Ltd. pursuant to which the Company acquired a 100% ownership interest in 6 mineral tenements, known as the Nova Energia property, comprising approximately 8,631 hectares of surface area in Minas Gerais, Brazil. The vendor retained a 1% net smelter return. The Company can purchase 0.5% from the vendor at any time for $1,000,000. The Company paid a total of $100,000 on signing of the agreement and 2,000,000 units of the Company. Each unit consisted of one common share of the Company (2,000,000 common shares issued at a fair value of $400,000 ($0.20 per share)) and an additional warrant giving the unit holder the right to purchase an additional share of the Company at $0.75. The warrants have a two-year term attached and a residual value of $197,769 was recorded. The Company agrees to incur expenditures on or with respect to the property in the aggregate amount of no less than $100,000 during the first year of the agreement.

CE Property

On August 10, 2023, the Company entered into a mining claims purchase agreement with Talisman to acquire a 100% ownership interest in 9 mineral tenements, known as the CE property, located in Ceara state, Brazil. Pursuant to the terms of the agreement, the Company paid $150,000 and issued 9,000,000 common shares to Talisman. Talisman retains a 1% NSR. The Company can purchase one half of the NSR at any time for $1,000,000.

RN Property

On October 10, 2023, the Company entered into a share exchange agreement to acquire all the issued and outstanding shares of Bulletproof Resources Corp. Pursuant to the acquisition, the Company has acquired beneficial ownership of an undivided 100% interest in 12 mineral tenements located in Rio Grande Do Norte state, Brazil, known as the RN property, subject to a 1% net smelter return royalty. On October 20, 2023, the Company issued 11,000,200 units with each unit consisting of one common share and one share purchase warrant. Each share purchase warrant is exercisable at $0.075 per common share expiring on October 20, 2026.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the Company for each of the three most recently completed fiscal years. The information set forth below should be read in conjunction with the audited consolidated financial statements of the same years.

	2023	2022	2021
	$	$	$
Total assets	6,612,692	926,840	3,417,055
Net loss	(1,568,296)	(3,689,824)	(836,674)
Basic and diluted loss per share	(0.08)	(0.52)	(0.14)

The Company has not earned revenue from operations and does not expect to earn revenue from operations in the near future.

SUMMARY OF QUARTERLY RESULTS

The selected quarterly information for the past eight quarters is outlined below.

	2023				2022			
	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $
Net loss	(208,460)	(509,548)	(704,487)	(145,801)	(833,875)	(130,830)	(2,477,842)	(247,277)
Loss per share	(0.01)	(0.02)	(0.05)	(0.02)	(0.07)	(0.02)	(0.39)	(0.04)

The fluctuation of the Company's loss is mainly due to the amount of business activity in each particular quarter plus various one-time expenses, asset impairments and other income. During the quarter ended January 31, 2021, the net loss includes an impairment of exploration and evaluation assets of $2,418,250.

The Company is currently seeking new business opportunities and currently does not have significant operations. Thus, its loss is not subject to seasonality in the past and the Company will curtail its expenses before successfully acquiring or developing a new business operation. Management expects the Company's quarterly results will fluctuate in the future with the amount of business activities conducted and the incidental events that may happen in the future.

RESULTS OF OPERATIONS

Years ended July 31, 2023 and 2022

The Company incurred a net loss of $1,568,296 for the year ended July 31, 2023, compared to $3,689,824 for the comparable period. The Company had a relatively similar operating activity for the year ended July 31, 2023, versus the year ended July 31, 2022, although in fiscal 2023 the Company focused on transitioning from gold exploration to lithium exploration projects, As a result, exploration and evaluation ("E&E") asset acquisition costs increased by $4,500,919 to $4,600,919 during the year ended July 31, 2023 from the year ended July 31, 2022, whereas E&E exploration costs decreased to $216,058 from $583,390.

Within operating expenses, the most notable variations pertained to the following:

- decrease of approximately $132,400 in consulting and management fees from approximately $391,400 during the year ended July 31, 2022 to approximately $259,000 for the current year ended July 31, 2023, due primarily to (i) reversal of a $55,900 accrual for a legal claim that was initiated in fiscal 2022 and resolved in favour of the Company in fiscal 2023, and (ii) a one-time $90,000 management bonus related to the disposal of the Panama Lake gold project paid during the year ended July 31, 2022;

- increase of approximately $109,600 in professional fees from approximately $247,700 during the year ended July 31, 2022 to approximately $357,300 for the current year ended July 31, 2023, due primarily to legal fees associated with the significant increase in exploration and evaluation asset acquisitions;

- increase of approximately $147,200 in investor relations from approximately $92,100 during the year ended July 31, 2022 to approximately $239,300 for the current year ended July 31, 2023, due to increased marketing activity related to the significant increase in recent asset acquisitions; and

- increase of approximately $275,300 in share-based compensation from approximately $109,100 during the year ended July 31, 2022 to approximately $384,400 for the current year ended July 31, 2023, due to the increased number of stock options issued during the current year.

All other operating expenses were comparable between periods.

LIQUIDITY AND CAPITAL RESOURCES

During the year ended July 31, 2023, the Company's cash outflows were approximately $750,000 in respect to operating activities, compared to approximately $543,000 for the comparative period.

The Company realized approximately $2,730,000 in cash flows from financing activities via the issuance of shares/units for cash net of share issuance costs compared to $631,000 in the comparative period.

During the year ended July 31, 2023, the Company expended $891,058 in investing activities associated with the Company's exploration and evaluation assets compared to $152,819 in the comparative period. During the year ended July 31, 2023, the Company invested $1,532,575 in a loan receivable compared to $200,000 in the comparative period.

The Company has relied on cash from financing activities to support its operations and investments. On July 31, 2023, the Company had a working capital deficit of $688,411 (2022 - $63,706).

The Company considers its components of shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable level of risk.

The Company manages and adjusts the capital structure considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

The Company's capital is not subject to external restriction.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include key management personnel and directors, and companies in which they have control or significant influence over the financial or operating policies of those entities.

(a) During the year ended July 31, 2023, the Company incurred $150,000 (2022 - $240,000) in management and consulting fees to the Chief Executive Officer ("CEO") or a company controlled by the CEO.

(b) During the year ended July 31, 2023, the Company incurred $51,500 (2022 – $nil) in management and consulting fees to the Chief Financial Officer ("CFO").

(c) During the year ended July 31, 2023, the Company incurred $nil (2022 - $64,168) in professional fees to a company in which the former CFO has significant influence. As at July 31, 2023, $nil (2022 - $26,105) is included in due to related parties for amounts owed to a company in which the former CFO has significant influence.

(d) During the year ended July 31, 2023, $11,000 in consulting fees (2022 - $nil) and $30,000 in investor relations (2022 – $nil) were paid to a company controlled by a director of the Company. As at July 31, 2023, $54,500 (2022 - $nil) is included in due to related parties for amounts owed to the company controlled by a director of the Company. As at July 31, 2023, $41,020 is included in share subscriptions receivable for amounts due from the company controlled by a director of the Company which relates to the October 26, 2022 non-brokered private placement.

(e) During the year ended July 31, 2023, the Company granted 660,000 (2022 - nil) stock options with a fair value of $288,283 to key management personnel, directors, and a company controlled by the CEO. These options vested immediately upon grant and are exercisable at $0.50 per common share expiring on January 27, 2028.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended July 31, 2023 to which this MD&A relates.

OUSTANDING SHARE DATA

As at the date of this MD&A, the Company has 48,624,269 common shares, 28,910,925 share purchase warrants, and 4,740,000 stock options outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes to the Company's accounting policies during the year ended July 31, 2023.

FINANCIAL INSTRUMENTS

See Note 10 to the audited consolidated financial statements for the year ended July 31, 2023 and 2022 for additional information.

RISKS AND UNCERTAINTIES

Risks of the Company's business include the following:

Risk of new business - The Company is currently looking for new exploration properties and/or other new business opportunities. There is no guarantee that the Company can develop into a viable business.

Conflicts of interest - Certain directors of the Company also serve as directors and/or officers of other companies involved in real estate development or management. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors 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. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

DISCLOSURE CONTROLS AND PROCEDURES

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation are recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.