TANTALEX LITHIUM RESOURCES CORPORATION

(FORMERLY TANTALEX RESOURCES CORPORATION)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED NOVEMBER 30, 2022

Management's Discussion and Analysis

Dated as of January 30, 2023

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Tantalex Lithium Resources Corporation (Formerly Tantalex Resources Corporation) (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended November 30, 2022 and November 30, 2021. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations.

The discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended November 30, 2022 and the audited consolidated financial statements for the years ended February 28, 2022 and February 28, 2021, and related notes thereto. The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts are reported in Canadian dollars unless otherwise noted. These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at www.sedar.com.

The results presented are not necessarily indicative of the results that may be expected for any future period. The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee ("**IFRIC**").

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Overview of Company and Highlights
Tantalex Lithium Resources Corporation (formerly Tantalex Resources Corporation) Tantalex Resources Corporation ("Tantalex" or "the Company") was incorporated under the Business Corporations Act (British Columbia) on September 28, 2009.

Tantalex Lithium Resources is a Canadian junior exploration company listed on the Canadian Securities Exchange (CSE:TTX), the OTCQB (OTC:TTLXF) and the Frankfurt Stock Exchange (FSE: DW8). The company is focused on developing Lithium projects in Africa, producing Lithium, Tantalum and Tin.

The directors and management aim to position Tantalex as a first-class exploration and development company in the region, with high standards for both environmental sustainability and the social well-being of local communities.

It is the Company objective to develop its portfolio of assets. By building a strong team of experienced professionals, our focus is on delivering our projects – on time, on budget and always in a sustainable way. Through this sustainable development we aim to create value for our shareholders and the countries we operate in.

Operational Highlights up to the date of this MD&A

- Acquired 52% interest in MINOCOM SAS, holder of the mining concession PER 13698 (Manono tailings);
- Completed infill drilling on dumps K & G at the Manono Tailings Project to bring these dumps to a measured resource which provided the necessary fundamentals to complete an initial mineral resource estimate (released December 2022, see highlights below);
- Filed a technical report titled "NI 43- 101 Mineral Resource Report for the Manono Lithium Tailings Project, Manono, Democratic Republic of Congo, with an effective date of December 13th , 2022.
- The Heavy Liquid Separation (HLS) testwork on the bulk samples sent to Coremet in South Africa have returned positive results. 6.5% Li2O achieved on the sample from Dump K, 6.5% on the sample from Dump G, and 4.9% Li2O on the sample from Dump C;
- The Company was notified by the Ministry of Mines that research permits PR 12447 and PR12448 have now been approved by Ministerial Decree for transformation to Mining Concessions enabling us to complete construction of plant at the Lubule Tantulum and Tin Project;
- Approved a second campaign with upright Africa to continue making a meaningful impact on the lives of the people in Manono.
- The Company's joint venture subsidiary, United Cominiere SAS ("Cominiere"), holder of concessions 12447 and 12448 where the TiTan plant is located, has completed the mandatory transfer of 10% of its share capital to the Congolese Government upon transformation of a research permit to a mining pemit. Following this transfer, the Corporation's subsidiary Sandstone Worldwide Limited will own 63% of United Cominiere SAS whilst Cominiere SA will own 27% and the Congolese Government will own 10%.
- Currently in the process of dissolving its inactive subsidiaries United Materials Congo SARL, Buckel SAS, and Societe De Tailings De Manono.
- The Company entered into a short-term loan agreement with MINOR SARL in the amount of $USD350,000. The loan bears interest of 10% and becomes due May 2023. The Company has the option to convert the loan for 3% of Minor shares if the loan is not repaid by the due date.

Financing Highlights for the nine months ended November 30, 2022 and to the date of this MD&A

- Received proceeds of $190,000 on the exercise of 11,500,000 stock options;
- Converted advances from Afrimet to a loan facility of USD$7,213,006 and a unsecured convertible debenture of USD$1,231,784;
- Entered into a loan agreement with Trade Cloud Services PTE LTD, a related party, for an amount up to USD$3,000,000;
- Completed a private placement of $1,218,424 through the issuance of common shares at $0.08 per share.
- Obtained a revolving finance facility of USD$3,000,000 on January 13, 2023, for its TiTan tin and tantalum concentrate plant.

<u>Manono Kitotolo Tailings (PER 13698) – 105 million tonnes, containing Lithium, Tin and Tantalum</u>

LOI with Minor SARL ("Minor")

On July 7, 2021, the Company announced that it entered into a binding LOI with Minor to expand its land package in the prolific Manono lithium, tin and tantalum hub with an earn-in option agreement to acquire the entirety of the dumps that are located on PER 13698.

In July 2021, the Company signed an agreement ("Agreement") with MINOR SARL to acquire the property interests and related tailings at Manono, DRC. Upon signing, the Company paid USD$1,000,000 to enter into the Agreement.

The earn-in Agreement allows for TTX SAU, a wholly owned subsidiary of Tantalex in the DRC, to acquire up to an effective 52% interest in Minocom Mining SAS ("Minocom's") interest in certain property holdings. In the initial phase of the earn-in agreement, TTX SAU acquired a 25% interest for a payment of $2,000,000 USD (USD$1,000,000 and 20,000,000 shares of Tantalex, valued at $1,600,000 based on the quoted market price on issuance), in addition to the $3,000,000 USD that has previously been paid in fiscal 2019.

TTX SAU also had an option to buy an additional 27% interest in Minocom for either $10,000,000 USD or 20,000,000 shares of Tantalex to be decided by MINOR after the completion of the initial resource estimate.

On October 13, 2021, the Company announced that it completed the Deed of Agreement with Minor SARL to acquire 25% of the shares in MINOCOM SAS. On June 17, 2022, the Deed of Agreement for the purchase of the additional 27% stake in Minocom SAS was amended and the Company exercised its option to acquire the additional 27% stake in the MINOCOM SAS joint venture from MINOR SARL for a total consideration of USD $500,000 and the issuance of 35,000,000 common shares of TTX pursuant to an amending agreement executed on May 17, 2022.

The license has a surface area of 53 square kilometers and is located directly on the site of the former mining operation and world-class LCT-pegmatite of Manono-Kitotolo (MK) mine, which has been historically defined as the largest pegmatitic deposit of tin and coltan ever worked (Bassot, Mario & Levesque, 1980).

The following is a summary of the work completed from March 1, 2022 to the date of this MDA:

- Completed infill drilling on the K & G dumps. The drilling which consisted of 2,117m from 156 aircore holes has been completed. The drilling campaign started in 2021 – 10,000m initial and an additional 3,000m of infill is now complete. K Dump is now confirmed to be mineralized throughout.
- A Mineral Resource Estimate prepared by MSA Group from South Africa was received in December 2022 with the following highlights:
    - 5,46 million tonnes at 0,72% Li_2O in the Measured and Indicated category;
    - 6.63 million tonnes in total Inferred Mineral Resources at a grade of 0,49% Li_2O;
    - Lithium contained in spodumene and amenable for production of 6% Li_2O Spodumene Concentrate (SC6);
    - Mineral Resource defined by 11 922 m of drilling in a total of 368 drillholes;
    - Quick path to production: material on surface, already crushed; no strip ratio, low mining costs.
- A bulk sample of 9 metric tons was been sent to Coremet in South Africa to conduct Metallurgical test-work, results also expected in Q3 2022. The Heavy Liquid Separation (HLS) testwork on the bulk samples returned positive results. 6.5% Li_2O achieved on the sample from Dump K, 6.5% on the sample from Dump G, and 4.9% Li_2O on the sample from Dump C. This is only the first set of test work with further to be done to improve recoveries and considerations around fines and floatation.
- A Preliminary Economic Assessment is expected during Q4 2022.

We will be doing the following additional work for phase 2 of the Coremet Metallurgical testwork:

- Crushing and milling
- +0.5mm fraction dense media separation work

- +0.5 & -0.5 mm recovery testwork
- Gravitational recovery testwork
- Mica removal
- Magnetic testwork
- Flotation testwork

This testwork will enable Tantalex to construct a process flowsheet that is fit for the purpose and cost-effective.

Joint Venture with United Cominiere - PR12447 & PR12448

United Cominiere SAS, a joint venture between Tantalex (70%) and COMINIERE SA (30%), holds 2 adjacent permits PR12447 and PR12448, each encompassing about 390 km2. Manono-Kitotolo is a very large rare-metal pegmatite that extends over an area 800m wide and over 15 km long that has mainly been exploited for cassiterite and columbite– tantalite. Tantalex controls 25km of a 70km long geologic trend ("pegmatite corridor") which extends from the Dathcom SAS Manono Lithium Tin Project, located immediately east of PR12448 in the north, to PR12453, located immediately to the west of PR12447 in the south. The ''pegmatite corridor'', is highly prospective for further discoveries and to this day remains highly unexplored.

Current and planned work

Recent airborne geophysical studies suggest the Manono-Kitotolo pegmatite extends undercover to the southwest into PR12448. Tantalex drilled 6 holes in 2018 confirming the presence of pegmatite in the northeast corner of PR 12448 where diamond hole BMDD001 intercepted multiple, parallel spodumene-bearing pegmatite bodies totalling 99.5 metres in apparent thickness. In the south, east of PR12447 on PR12453, shallow reverse circulation drilling intersected a number of low-grade lithium bearing pegmatite veins with widths of between 7m and 16m with many holes ending in mineralization indicting deeper drilling is required. The pegmatite corridor is highly prospective for hard rock lithium and alluvial tin-tantalum production. A 25km long, 5 km wide corridor, which has been defined by an aeromagnetic survey. Dathcom SAS Mineral`s Roche Dure Li-Sn-Ta deposit located 9km to the northeast, along the trend of the corridor.

Two 4km x 2km radiometric K anomalies are located at the northeast and southwest ends of the corridor, indicating the presence of pegmatites below a shallow cover.

In order to define and better understand the possible resource, the initial exploration plan includes 20,000m of RC and diamond drilling over the next 9 months.

TiTan Tin &Tantalum Plant

Tantalex owns a 70% stake in the mining concessions PR12447 & 12448 with state company Cominiere SA owning the remaining 30%. Exploration work in 2020/21 has indicated that the 9km long Lubule River catchment area within PR12447 has potential to support a semi-industrial alluvial Sn-Ta mine. The Company has been granted a full mining license for these concessions covering over 3,700 Ha of known mineralized G2 gravels.

Highlights for this project include:

- Plant construction is underway.
- Production scheduled to commence in calendar Q2 2023.
- Estimated production period of four years to generate approximately $30m in revenue annually (based on today's commodity prices).
- Projected to produce approximately 1'400 dmt of Tin concentrate and 220 dmt of Tantalum concentrate per annum.

COVID-19

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. This outbreak may increase difficulties in financing, access to properties and increased government regulations, all of which may adversely impact the Company's business and financial condition.

Results of Operations

As at November 30, 2022, the Company had a cash and cash equivalent balance of $647,737 (February 28 2022 - $367,559) and total current assets of $1,320,268 (February 28, 2022 - $466,629). Long term assets at November 30, 2022, increased to $7,196,870 from $5,486,193 February 28, 2022 and are comprised of alluvial mining plant construction, construction vehicles, and other equipment.

Total liabilities amounted to $21,132,716 (February 28, 2022 - $21,362,179). The increase is largely attributed to additional loans and advances received from related parties (see related party section). These loans and advances were used for construction of an alluvial mining plant, acquire equipment, and to conduct exploration programs and the Company's projects. In addition, liabilities include a derivative liability (a non-cash liability related to the convertible debentures), which increased to $4,629,160, from $4,458,448 at February 28, 2022.

For the three and nine months ended November 30, 2022, the Company recorded a net loss of $7,099,567 and $11,339,601compared to a net loss of $10,261,525 and $10,629,248 for the three and nine months ended November 30, 2021. Net income (loss) for the periods is detailed as follows:

(expressed in Canadian dollars)

	Three months ended November 30,		**Nine months ended November 30,**	
	2022	**2021**	**2022**	**2021**
EXPENSES				
General and administrative (a)	$ 1,452,821	$ 170,782	$ 3,065,166	$ 471,440
Exploration expenses (b)	2,530,427	3,376,490	5,944,875	3,579,415
Stock based compensation (c)	205,111	1,298,500	438,485	1,526,660
LOSS BEFORE OTHER ITEMS	(4,188,358)	(4,845,772)	(9,448,525)	(5,577,515)
Change in fair value of derivative liability (d)	(1,380,005)	(5,178,517)	654,065	(4,571,023)
(Loss) gain on foreign exchange	(718,220)	(23,799)	(909,795)	139,820
Interest and accretion	(812,984)	(213,437)	(1,635,346)	(620,530)
NET (LOSS) INCOME FOR THE PERIOD	$ (7,099,567)	$ (10,261,525)	$(11,339,601)	$(10,629,248)

(a) A breakdown of the general and administrative expenses for the three and nine months ended November 30, 2022 and November 30, 2021 is as follows (in $'s):

	Three months ended Nov 30		Nine months ended Nov 30	
	2022	2021	2022	2021
	$	$	$	$
Legal and audit (i)	97,450	38,761	393,634	195,205
Consulting fees	139,908	56,577	317,768	252,022
Personnel (ii)	608,741	39,000	1,196,301	117,000
Office and general (iii)	285,129	25,844	503,955	107,413
Travel	69,357	10,600	69,357	10,600
Marketing (iv)	135,335	-	277,681	-
Amortization	116,901	-	306,470	-
Reversal of over accrued consulting fees	-	-	-	(210,800)
	1,452,821	170,782	3,065,166	471,440

There was an overall increase in most expenses categories as the Company advanced its business plan and substantially increased operations compared to the prior period.

(i) Increase in legal and audit due to addition legal required on the various agreements the Company entered into, as well as for work on reinstating the joint venture with United Cominiere.

(ii) Includes senior and other management used to run corporate and operational activities, increase due to increase in operations and management required to support operations in Africa.

(iii) Office and general include public company costs (such as transfer agent, press releases, regulatory fees, insurance, travel to and from DRC, and other), maintaining offices in North American and Africa and salaries for employees based in Africa. Increase due to substantial increase in operations compared to the prior period.

(iv) The Company commenced various marketing campaigns to increase investor awareness of the Company and its projects.

(b) In the current periods, the Company has been on actively working on all three projects. This includes $5,307,675 of expenses on the projects and $637,200 in acquisition costs. In the comparative period the Company did not have as much funds available.

(c) Represents the value of the stock options expensed during the period. This is a non-cash expense.

(d) The conversion feature of the convertible debentures issued were required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income. This is a non-cash item and represents the conversion feature of the debentures.

Summary of Quarterly Results

Three Months Ended	**November 30, 2022 $**	**August 31 2022 $**	**May 31, 2022 $**	**February 28, 2022 $**
Total Revenue	-	-	-	-
Net income (loss)	(7,099,567)	68,075	(4,308,109)	(4,599,087)
Basic and diluted loss per share	(0.01)	0.00	(0.01)	(0.02)

Three Months Ended	**November 30, 2021 $**	**November 30, 2021 $**	**May 31, 2021 $**	**February 28, 2021 $**
Total revenue	-	-	-	-
Net income (loss)	(10,261,525)	(590,221)	222,499	(3,729,544)
Basic and diluted (loss) per share	(0.01)	(0.01)	0.00	(0.02)

The Company’s level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to mineral properties, the results of the Company’s prior exploration activities on its properties and the amount of expenditure required to advance its projects. Net income in the three months ended August 31, 2022 was the result of the positive change in the derivative liability which offset expenses.

All the above quarterly results presented are prepared in accordance with IFRS.

Liquidity and Capital Resources

The Company’s cash decreased to $647,737 at November 30, 2022, from $367,559 at February 28, 2022. The Company’s working capital deficit was $19,812,448 compared to a working capital deficit of $20,895,550 at February 28, 2022. Cash used in operating activities was $6,441,723 compared to $3,883,288 in the prior year. The increase in cash used in attributed to the Company being active on its exploration projects spending approximately $6.7m compared to $3.6m in the prior period.

Investing activities reflected cash used of $1,680,217 for the purchase and construction of an alluvial mining plant, and for the purchase of other equipment compared to $12,400 for the nine months ended November 30, 2021. The Company also provided a short term loan in the amount of $472,780 to Minor, due May 2023.

In the nine months ended November 30, 2022, the Company had cash from financing activities totalling $8,874,898, being proceeds of $7,697,400 of loans and advances, $500,000 from the exercise of stock options and warrants, $1,195,116 of private placement proceeds and offset by $517,618 from repayments of advances.

Currently the Company does not have the required working capital to maintain corporate operations and conduct exploration programs on its property, and has been relying on loans and advances from related parties. The Company continues to restructure its debt, and raise funds. However, since inception, the Company's capital resources have been limited to amounts raised from the private sale of common shares in the Company as well as loans and advances. The Company will rely on its ability to obtain equity, or other sources of financing, for growth and/or revenues from future production. The ability of the Company to continue operations and carry out further desired activities over the course of the next 12 months is dependent upon obtaining additional financing. The timing and ability to do so will depend on the liquidity of the financial markets as well as the acceptance of investors to finance resource based junior companies, in addition to the results of the Company's exploration programs and the acquisition of additional projects. There can be no guarantee that the Company will be able to secure any required financing.

There were no changes in the Company's approach to capital management during the period.

Total principal debt outstanding as of the date of this MD&A was as follows:

Loans

Amount	**Currency**	**Maturity Date**
$1,000,000	USD	March 2023
$1,000,000	USD	July 2023
$3,000,000	USD	1 year from drawdown date
$7,213,006	USD	Earlier of 18 months from commencement of mining Lubule or Dec 31, 2024

Debentures

Amount	**Currency**	**Maturity Date**
$750,000	USD	Nov 2022 (currently negotiating new terms)
$100,000	CAD	Nov 2022 (currently negotiating new terms)
$1,350,000	USD	Nov 2022 (currently negotiating new terms)
$700,000	CAD	Nov 2022 (currently negotiating new terms)
$1,231,784	USD	July 2023

Further information regarding the Company's loans and convertible debentures, is included in Notes 8 & 10 of the interim condensed consolidated financial statements for the three and nine months ended November 30, 2022.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Transactions with Related Parties

Remuneration of key management personnel of the Company.
The remuneration awarded to key management personnel, including directors, the Chief Executive Officer, the Chief Financial Officer and VPs, is as follows for the nine months ended November 30, 2022 and 2021:

	November 30, 2022	November 30, 2021
Management and consulting fees	**$ 1,013,526**	$ 117,000
Share-based payments	**227,219**	708,300
	$ 1,240,745	$ 825,300

During the nine months ended November 30, 2022, $73,200 (2021 - $54,000) of fees were charged by CFO Advantage Inc., a company owned by the Chief Financial Officer of the Company. As at November 30, 2022, $52,096 of the fees are outstanding (February 28, 2021 - $29,380) and are included in trade payables and accrued liabilities on the statement of financial position. On September 6, 2022, the Company settled $40,000 of debt with CFO Advantage Inc. with the issuance of 500,000 common shares. On October 15, 2021, the Company settled $72,320 of debt with CFO Advantage Inc. with the issuance of 1,033,143 common shares.

During the nine months ended November 30, 2022, $96,750 (2021- $63,000) of fees were charged by 3IM Technologies, a Company owned by the CEO (and former VP) of the Company. As at November 30, 2022, $12,256 of the fees and expenses are outstanding (February 28, 2022 - $18,392) and are included in trade payables and accrued liabilities on the statement of financial position. On September 6, 2022, the Company settled $60,000 of debt with 3IM Technologies. with the issuance of 750,000 common shares.

During the nine months ended November 30, 2022, the Company was charged $116,677 (2021 - $39,110) by Dunton Rainville LLP for legal services and disbursements. Michel Lebeuf is a partner of Dunton Rainville LLP, and former Interim CEO, former director and the current corporate secretary of the Company. As at November 30, 2022, $48,861 (February 28, 2022 - $22,365) was payable to Dunton Rainville and are included in trade payables and accrued liabilities on the statement of financial position.

During the nine months ended November 30, 2022, the Company accrued $326,535 in director fees, of which $268,035 were included in trade payables and accrued liabilities on the statement of financial position.

Amounts included in trade payable are accrued liabilities are unsecured, non-interest bearing and have no fixed terms of repayment.

During the year ended February 28, 2022, 4,500,000 stock options were exercised by officers of the Company, for proceeds of $80,000.

During the nine months ended November 30, 2022 and the year ended February 28, 2022, the Company had the following transaction with Afrimet Resources ("Afrimet"), and Coproco Group SARL, companies controlled by Hadley Nautus, a director of the Company.

- On October 12, 2021, Afrimet loan the Company USD$1,000,000 through the issuance of an unsecured convertible debenture (see note 8).
- See note 8 for loans and advances from Afrimet.
- See note 8 for Grid Notes.
- During fiscal 2022, Afrimet exercised 50,000,000 warrants at a cost of $2,500,000

Unless otherwise stated, none of the transactions provided for special terms and conditions.

See note 8 (to the interim financial statements for the nine months ended November 30, 2022) for the details on the loan agreement with Trade Cloud Services PTE LTD., a related party, ("Trade Cloud").

Unless otherwise stated, none of the transactions provided for special terms and conditions.

Critical Accounting Estimates

The preparation of the financial statements requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the annual audited consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Estimation of uncertainty
Information about the significant estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

Stock based compensation and warrants
The fair value of share-based payments and warrants is determined using the Black-Scholes valuation model taking into account the features of the plan and market data as at the grant date and on the basis of the Company management assumptions. Estimates are made as to the volatility of its own share price based on historical volatility, the probable life of share options and warrants granted and the time of exercise of those share options and warrants.

Significant management judgment
The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements.

Assessment of indicators of impairment
At the end of each reporting period, the Company assesses whether there are any indicators, from external and internal sources of information, that an asset may be impaired, thereby requiring adjustment to the carrying value.

Recognition of deferred income tax assets and measurement of income tax expense
Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

Functional currency
In concluding on the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences costs of operating in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

Estimation of decommissioning and reclamation costs and the timing of expenditure
Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities. Cost estimates are updated annually to reflect known developments and are subject to review at regular intervals.

Income, value added, withholding and other taxes
The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Contingencies

Refer to Note 18 of the interim condensed consolidated financial statements for three and nine months ended November 30, 2022 and 2021.

The amounts recognized in the consolidated financial statements are derived from the Company's best estimation and judgement as described above. However, the inherent uncertainty regarding the outcome of these items means that eventual resolution could differ from the accounting estimates and therefore impact the Company's financial position and its financial performance and cash flows.

Derivative Liabilities

The Company values derivative liabilities by reference to their fair value at the date at which the instrument is granted and each reporting period. Estimating fair value requires determining the most appropriate valuation model. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life and volatility and making assumptions about them. Changes in the input assumptions can materially affect the fair value estimate.

Financial Instruments and Risk

Objectives and policies concerning financial risk management
The Company is exposed to different financial risks resulting from its operations as well as investing and financing activities. The following analysis enables users to evaluate the nature and extent of the risks at the end of the year.

Financial risks
The principal financial risks to which the Company is exposed as well as its policies concerning the management of the financial risks are detailed as follow:

Interest rate risk
The convertible debentures provide for a fixed annual interest rate and therefore expose the Company to the risk of fair value variation due to interest rate variation because this financial asset is recognized at amortized cost. The other financial assets and liabilities of the Company do not represent interest risk because they do not bear interest or are at a fixed interest rate. The Company does not use financial derivatives to decrease its exposure to interest risk.

Liquidity risk
Management's objective is to maintain sufficient levels of cash and to ensure that the Company has at its disposal sufficient sources of financing, such as private financing and capital markets. Obtaining additional funds make it possible for the Company to continue its operations.

As at November 30, 2022, management estimates that funds available will not be sufficient to meet the Company's obligations and exploration programs through the next twelve months. The Company is evaluating different financing options to continue the exploration and development of its projects, which may include the issuance of securities, entering into partnership, joint venture or other arrangements. There can be no assurance that additional funds will be available or available on terms acceptable to the Company. If management is unable to obtain new funding, the Company may be required to delay, reduce the scope of, or eliminate its current or future exploration activities or relinquish rights to certain of its interests.

Foreign Currency Risk
Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar will affect the Company's operations and financial results. At November 30, 2022, the Company has assets of $7,375,654 (February 28, 2022 – $5,164,260) denominated in a foreign currency. The impact to equity of a 10% increase or decrease in foreign currencies to the Canadian dollar exchange rate at November 30, 2022 would be $737,500 (February 28, 2022 - $516,426).

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets at the reporting date. The Company has no trade accounts. The credit risk for cash is considered negligible since the counter parties are reputable banks with high quality external credit ratings and that cash held in Congo is not subject to any restrictions.

Share Capital

As of the date of this MD&A, the Company had 522,785,256 issued and outstanding common shares, 41,250,000 options outstanding and 7,900,000 restricted share units.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's listing statement (Form 2A) dated October 18, 2013, available on SEDAR at www.sedar.com.

In addition to the risks outlined in the Company's listing statement (Form 2A) dated October 18, 2010, the Company has identified the extreme volatility occurring in the financial markets as a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as less so. Companies like the Company are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Company to access the capital markets in order to raise the capital it will need to fund its current level of expenditures.