AURWEST RESOURCES CORPORATION

Management Discussion and Analysis

for the year ended December 31, 2023

(Expressed in Canadian Dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management Discussion and Analysis ("**MD&A**") provides a discussion of Aurwest Resources Corporation's (the "**Company**" or "**Aurwest**") financial position and the results of its operations for the twelve-month period ended December 31, 2023. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022, and the related notes thereto, which were prepared in accordance with IFRS applicable to the preparation of financial statements. All amounts expressed are in Canadian dollars unless otherwise stated. The MD&A is current as of April 23, 2024, and was reviewed, approved, and authorized for issue by the Company's Board of Directors on the date.

Technical and corporate information contained in this MD&A has previously been disseminated by way of news releases and are filed on SEDAR+ at www.sedarplus.ca and on the Company's website at www.aurwestresources.com. The reader should be aware that historical results are not necessarily indicative of future performance (readers should refer to "**Forward Looking Statements**").

CORPORATE OVERVIEW

Aurwest is a Canadian-based junior resource company focused on the acquisition and exploration of gold and copper-gold properties in North America. Aurwest is listed on the Canadian Securities Exchange (**CSE: AWR**). The Company currently holds Option Agreements to acquire a 100% interest in the Stellar copper-gold project and the Stars copper porphyry project in British Columbia. To date the Company has not earned revenues from any of its exploration efforts and its projects are in the early exploration stage.

The Company was incorporated as Shamrock Enterprises Inc. pursuant to the Business Corporations Act (British Columbia) on April 17, 2008. On January 8, 2020, the Company underwent a name change to Aurwest Resources Corporation and commenced trading under the stock symbol "AWR". Effective December 31, 2020, the Company changed its year end from May 31 to December 31. The Company maintains its head office at Suite 2003, 188 – 15 Ave SW, Calgary, Alberta Canada T2R 1S4.

As at the date of this MD&A, Aurwest's directors and officers are as follows:

Directors & Officers	Position
Cameron Macdonald	Director and Chief Executive Officer ("CEO")
Sonja Kuehnle	VP Finance and Chief Financial Officer ("CFO")
Colin Christensen	Director
Brian Prokop	Director

Audit Committee
Brian Prokop
Colin Christensen

Qualified Person

Mr. Elmer B. Stewart, MSc. P. Geol. is the qualified person as defined under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") who has reviewed and approved all technical and scientific disclosure contained in this MD&A regarding the Company's mineral properties.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "*forward-looking statements*" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and 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. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. This MD&A contains forward-looking statements which reflect management's expectations and goals, as well as statements with respect to our belief, plans, objectives, expectations, anticipations, estimates and intentions. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements are not guaranteeing of future performance and involve assumptions and risks and uncertainties that are difficult to predict, therefore, actual results may differ materially from what is expressed, implied, or forecasted in such forward-looking statements.

By their very nature, forward looking statements involve several 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 such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, and readers are advised to consider such forward-looking statements considering the risk factors set forth below and as further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects; the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations; risks of litigation and other risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

HIGHLIGHTS AND SIGNIFICANT EVENTS FOR YEAR ENDED DECEMBER 31, 2023

- On April 20, 2023, Aurwest announced that effective April 19, 2023, the Company has terminated its option agreement dated April 19, 2021, with Tenacity Gold Mining Company Ltd. on the Stony Caldera Property to focus on the exploration of the Paradise Lake property in Newfoundland and Labrador.
- On May 24, 2023, Aurwest announced the appointment of Sonja Kuehnle as CFO of the Company, effective May 11, 2023. Alongside the appointment Ms. Kuehnle was granted incentive stock options to acquire up to 100,000 common shares at an exercise price of $0.025 per share for a period of two (2) years from the date of issuance. Concurrent with this appointment, Amy Stephensen resigned as CFO.
- On June 27, 2023, Aurwest announced the grant of 4,825,000 (amended to 4,700,000) common share incentive stock options at an exercise price of $0.02 per share for a period of two (2) years from the date of issuance to certain directors, management, and consultants in accordance with the provisions of its rolling incentive share option plan. The option grant was subject to acceptance by the Canadian Securities Exchange.
- On June 27, 2023, Aurwest issued 733,333 common shares, to the former chief financial officer, current chief financial officer and current interim chief executive officer of the Company. The Shares have been issued in lieu of cash payments for services rendered pursuant to consulting agreements whereby these individuals provided various management services to the Company in the first half of 2023.
- On June 27, 2023, the Company announced it had accepted the voluntary resignation of Mr. Cam Grundstrom as President and Chief Executive Officer and as a Director of Copper Star Exploration Ltd., a wholly owned subsidiary of the Company, effective May 24, 2023.
- On September 29, 2023, the Company announced that, due to the weakness in the capital markets and mining sector over the course of the last year, it was expected that the Copper Star Financing requirement under the Plan of Arrangement would be unable to be completed by the Financing Condition Date. In anticipation of this it held a shareholders' meeting on September 12, 2023 (the "Meeting"), to among other things, wherein it received shareholder approval to extend the Financing Condition date by one (1) year until September 28, 2024 (the "Financing Condition Extension"). The accompanying Court Order was received on September 28, 2023 from the Supreme Court of British Columbia to vary the Plan of Arrangement for the Financing Condition Extension.
- Subsequent to year end, on February 15, 2024, the Company announced the termination of the Paradise Lake & Miguel Lake properties due to the difficulty in raising capital in the current junior equity markets and the high work commitment costs. The termination allows the Company to focus its capital and efforts on its 100% owned projects in British Colombia. The termination resulted in a total write off of exploration and evaluation assets of $3,467,631 as at December 31, 2023.

PROPERTY SUMMARY

During the three months ended December 31, 2023, no work was completed by the Company on any of its owned or optioned properties. During the year ended December 31, 2023, the Company incurred $39,383 in field costs. The Paradise Lake, Pistol Lake and Miguels Lake projects all located in Newfoundland Labrador are collectively referred to as the Paradise Lake project.

Industry Overview

During the year, spot prices for both gold and copper exhibited significant volatility. Increasing inflationary pressures, the potential for a pending global recession and instability of the Chinese economy and global economic concerns is some of the main factors affecting the near-term demand and pricing for gold and copper. In the short-term, declining inflation and reduction of current central bank interest rates could have a significant positive effect on gold prices. In the medium-term copper demand is forecasted to increase, driven by discussions related to transitioning to a low carbon economy, population growth, and infrastructure requirements. If copper and gold demand materialize as forecasted, and the structural issues facing these industries are not resolved; the long-term sustainable supply of these metals could be materially impacted, leading to increased pricing for both gold and copper.

Corporate Overview

During the year ended December 31, 2023, the Company spent $76,359 (2022 - $1,849,121) on exploration expenditures. During the fourth quarter of fiscal 2023, no work was completed on any of the Company's projects and the Company wrote-off its Stellar, Paradise Lake and Miguels Lake properties to focus its efforst on its Stars copper project. In fiscal 2024 Aurwest is planning a drilling program on the Stars copper project to further test the aerial extensions of the existing zones of copper-molybdenum mineralization previously identified from its successful 2018/19 drilling program.

For the Stars project in British Columbia, the four mineral tenures are all in good standing, with one tenure good until January 2026 and three tenures good until January 2029.

As of the date of this MD&A, Aurwest has relinquished its options to earn a 100% interest in the Paradise Lake and Miguels Lake gold projects in the Central Newfoundland Gold Belt. In addition, a total of 36 mineral tenures comprising the Stellar copper project in British Columbia, Canada have been relinquished. On the remaining three mineral tenures comprising the Stellar project, Aurwest can either complete additional exploration work on the claims, or has the option to make a cash payment on or before the anniversary date of the tenures, which are in good standing until August 2024.

During the first quarter of fiscal 2023, Aurwest terminated its option agreement with Tenacity Gold Mining Company Ltd. on the Stony Caldera Property (see news release dated April 19, 2023) to focus its future exploration efforts on the Paradise Lake property. At the date of termination of the Stony Caldera option agreement (that includes the North Rim Stony project), all terms and conditions of the Stony Caldera option agreement were met and Aurwest had no further ongoing obligation related to the Stony Caldera project.

The technical information disclosed in this MD&A has been previously disclosed in news release and quarterly MD&A discussions made by Aurwest and is being maintained for reporting purposes only.

BRITISH COLUMBIA PROJECTS

Stars- Stellar Copper-Gold Projects

The Company's 100% owned Stars-Stellar property (28,815.2 ha) is in the Omineca Mining Division, north central British Columbia situated approximately 25 km southwest of the town of Houston. The mineral tenures that comprised the Stellar portion of the property is subject to a 2% NSR. The Company has the right to purchase 50% of the NSR for a purchase price of $1,000,000.

The property is underlain by Lower Jurassic Hazelton Group volcanic and sedimentary rocks that have been intruded by early Cretaceous McCauley Island dioritic to monzonitic intrusive rocks and Late Cretaceous

Bulkley dioritic to felsitic intrusive rocks. This suite of rocks host most of the significant porphyry copper mineralization in this portion of British Columbia. An exploration model like the Huckleberry porphyry copper deposit/mine is being used to explore the Stars-Stellar property.

During the fourth quarter, twenty-eight Stellar mineral claims totalling 17,715 hectares were allowed to expire due to the lack of exploration expenditures being made, or cash payments in lieu. Subsequent to quarter end, as at the anniversary date eight Stellar mineral tenures totalling 4,286 hectares, with neither the exploration expenditures nor the cash payment in lieu of the exploration expenditures were filed toward maintaining the tenures in good standing, and as such they were allowed to expire. There are three remaining Stellar mineral claims totalling 2,617 hectares.

2023 Exploration Results

During the year ended, December 31, 2023 no field activities were conducted on the Stars-Stellar project.

2022 Exploration Results

In 2022, Aurwest filed an independent Technical Report titled "TECHNICAL REPORT ON THE STELLAR - STARS PROPERTY British Columbia, Canada" Prepared in accordance with National Instrument 43-101, by Perry Grunenberg, P.Geo., as Qualified Person with an Effective Date of April 27, 2022.

Following description of Stars-Stellar project (previously reported) is presented below to provide the reader a summary of the exploration results and potential to host significant copper mineralization.

The Stars-Stellar property hosts an open-ended zone of porphyry style copper-molybdenum mineralization with low but significant concentrations of silver hosted in volcanic and intrusive rocks. In 2018-2019. drilling (6,472m in 16 drill holes) intersected copper-molybdenum-silver mineralization over an area measuring approximately 700m long by 700m wide and to a depth of 300m. The mineralized envelope remains open in several directions. Selected historical mineralized intervals from this program are set out below.

DD18SS004 – 204 m of 0.45 % Cu from 23.5 m to 227.7 m, including 40.2 m of 0.93% Cu and 3.27 g/t Ag.
DD18SS010 – 405 m of 0.20 % Cu from 29.6 m to 435.0 m, including 30.5 m of 0.40% Cu and 1.34 g/t Ag.
DD18SS013 – 73 m of 0.30 % Cu from 54.3 m to 127.4 m, including 15.5m of 0.40% Cu and 1.46 g/t Ag.
DD18SS015 – 67 m of 0.35 % Cu from 231.0 m to 298.1 m, with an additional 9.9m (444.4 m – End of Hole)
Source: BC Geological Survey, Assessment report #38189, dated April 1st, 2019.

In the northeast portion of the Stars-Stellar property (formerly referred to as the Stellar Project); widespread copper-gold-silver mineralization with numerous rock samples of disseminated and vein hosted chalcopyrite-bornite mineralization yielding greater than 1.0% copper. The mineralogy and alteration strongly support the presence of a porphyry system. In addition to the porphyry targets, a 2.4 km long, structurally controlled Quartz vein system with gold values up to 37.6 g/t (1.2 oz/t) occurs in the northeast corner of the property peripheral to porphyry style mineralization.

During the twelve-month period ended December 31, 2023, Aurwest incurred $13,956 (2022 - $26,558) in exploration expenditures towards the Stars-Stellar project, primarily related to maintenance costs. During 2023, a number of the Stellar related tenures expired, resulting in a write down of $1,033,071 (2022 - $nil) of associated E&E assets.

NEWFOUNDLAND PROJECTS

During the quarter, no additional field work was completed as such the following is provided for information purposes. During the year ended December 31, 2023, the Company incurred $39,383 in field costs. Aurwest's gold properties were located within the Exploits Subzone of the Dunnage tectonic zone underlain by Ordovician and Silurian sediments of the Volcanic suite. The location, geology, structural setting and recent exploration results indicates that the Aurwest's properties within the Valentine Lake Cape Ray structural corridor have potential for both "Orogenic" and "Intrusion Related" styles of gold mineralization.

Option Agreements

Aurwest had the option to earn a 100% interest in the Paradise Lake and Pistol Lake properties subject to making cash payments totalling $400,000, issuing 5,000,000 units and incurring exploration expenditures of $4,000,000 over a four-year period. During the year ended December 31, 2022, discussions with Tenacity resulted in an agreement whereby the 2023 exploration expenditures set out in the Option Agreement were deferred to being required in 2024. The total exploration expenditures required pursuant to the Option Agreement were extended 2025. The required 2023 cash and Unit considerations pursuant to the option agreement were not extended. Tenacity Gold Mining Company ("Tenacity") held a 3% Net Smelter Returns royalty ("NSR") on the property. At the end of 2023, the Company decided to terminate the option agreement on the Paradise Lake project and as a result, the Company recorded an impairment charge of $2,188,397 to write-off the exploration asset.

Aurwest had the option to earn a 100% interest in the Miguels Lake property, subject to making cash payments of $50,000, issuing 750,000 units and incurring exploration expenses totalling $580,000 over four years. During the year ended December 31, 2022, the exploration expenditure term was extended by 12 months. Tenacity holds a 1% NSR and Alexander Duffitt a 2% NSR on the property. At the end of 2023, the Company decided to terminate the option agreement on the Miguels Lake project and as a result, the Company recorded an impairment charge of $246,163 to write-off the exploration asset.

Exploration Model

The results of the exploration program completed in 2021-2022 supports Aurwest's exploration model for "Orogenic" and "Intrusive Related" styles of gold mineralization within its optioned properties. The Cape-Ray-Valentine Lake ("CRVL") structural zone and subsidiary structures are regional scale structures that hosts the Valentine Lake, Cape Ray, Moosehead, and Queensway gold deposits. Re-activation of these structures during orogenic events allowed hydrothermal activity associated with late stage intrusives to emanate fluids upward along these regional scale structures to form "leakage halos" within the overlying Botwood Group sediments and Stony Lake volcanics. These leakage halos are characterized by quartz-pyrite-arsenopyrite veins and occasionally free gold exposed in outcrop/subcrop along the surface traces of these regional structures. Post Botwood intrusive activity (granodiorite/syenite) occurred in the vicinity of Twin Ponds-Paradise Lake indicating potential for an Intrusion Related style gold mineralization.

Paradise Lake Project

The Paradise Lake property consists of three separate claim blocks (Paradise Lake, Pistol Lake and Miguels) held under two separate option agreements covering 236km2. Collectively the properties cover a 27kms strike length of the CRVL. The CRVL structure hosts the Valentine Lake gold deposit to the southwest and the high-grade Moosehead gold discovery to the northeast of the Paradise Lake project.

(expressed in Canadian dollars)

The Paradise Lake portion of the property is underlain by Ordovician and Silurian sediments (Botwood Group and Badger Group) and post sedimentary intrusive rocks (syenites, monzodiorites & gabbro) in the Twin Ponds-Paradise Lake area. The Miguels Lake portion of the property is located along a major structural/ lithological boundary with the rocks of the Botwood Group lying to the north side of the boundary and mafic to ultramafic rock to the south side of the boundary. The Pistol Lake portion of the property is located on the west side of the property and is located on the north side of the same lithological/structural boundary seen at Miguels.

The Paradise Lake project is in the early exploration stage and the exploration focus is on locating target areas that indicate the potential to host significant concentrations of gold mineralization along structural trends on which to conduct future exploration programs.

During the year ended December 31, 2023, Aurwest incurred $59,583 (2022 - $1,441,397) in exploration expenditures towards the Paradise Lake project, primarily related to maintenance costs, which were written off in full.

Stony Caldera Project

On April 19, 2023, the Company decided to terminate the option agreement relating to the Stony Caldera Project. As previously disclosed, this resulted in total net expenditures of $870,307 being written off for the year ended December 31, 2022. During year ended December 31, 2023, Aurwest incurred final expenditures of $30,376 towards the Stony project, which were directly expensed and offset by $7,280 in cost recoveries.

SELECTED ANNUAL INFORMATION

	December 31, 2023	December 31, 2022	December 31, 2021
	$	$	$
Loss for the year	**(4,061,348)**	(1,724,751)	(704,090)
Loss per share	**(0.04)**	(0.02)	(0.01)
Total resource properties	**966,535**	4,395,797	3,476,983
Total assets	**1,063,911**	4,775,613	6,210,788
Long term liabilities	**-**	-	97,126

The $2,336,597 increase in net loss for the twelve-month period ending December 31, 2023, from the same period in 2022 due to the write-off of the Paradise Lake and Miguel project for $3,467,631 (2022 - $870,307 for Stony Caldera) offset by a reduction consulting fees of $121,334 and share based compensation of $172,238. The decrease in total assets on December 31, 2022, of $3,711,702, primarily relates to the write-off of the Paradise Lake and Miguel projects and cash outflows for operating activities and other expenses.

All the information described below is accounted for in accordance with IFRS, as issued by the IASB. The reader is encouraged to refer the Company's audited financial statements for the year ended December 31, 2023.

(expressed in Canadian dollars)

SUMMARY OF QUARTERLY RESULTS

	2023				2022			
	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar
Net loss ($)	(3,711,184)	(102,181)	(136,911)	(111,072)	(1,091,665)	(183,370)	(158,353)	(291,363)
Net loss per share (weighted avg)	($0.04)	($0.00)	($0.00)	($0.00)	($0.02)	($0.00)	($0.00)	($0.00)

SUMMARY OF OPERATING AND FINANCIAL RESULTS

Operating results for years ended December 31, 2023, and 2022

The operational and financial highlights for the years ended December 31, 2023, and 2022 are as follows:

	December 31, 2023	December 31, 2022
	$	$
EXPENSES		
Consulting fees	**210,666**	332,000
Exploration and evaluation expenditures	**23,096**	15,840
Marketing & investor relations	**6,628**	68,589
Office and general	**31,594**	48,367
Professional fees	**236,144**	194,683
Regulatory and filing	**15,434**	49,698
Share-based compensation	**70,155**	242,393
Total operating expenses	**593,717**	951,570

- The Company has not generated revenue to date and as of December 31, 2023, total operating expenses were $593,717 (2022 – $951,570), a decrease of $357,853 principally due to a decrease in share-based compensation of $172,238, a non-cash item, as well as a decrease in consulting fees of $121,334, a decrease in marketing and investor relations of $61,961 and a decrease in regulatory expenses of $34,264.
- Share-based compensation for the year ended December 31, 2023, was $70,155 (2022 - $242,393) primarily reflecting the fair value of the 4,800,000 (2022 – 1,200,000) stock options granted. The reduction in expense can be associated with the reduced share and exercise price at the time of grant being $0.02 compared to the January 2022 grant stock and exercise price of $0.13.
- Operating expenses, not including share-based compensation, decreased by $185,615 to $523,562 (2022 - $709,177) for the year ended December 31, 2023, primarily due to the reduced consulting fees, marketing/investor expenses and regulatory expenses.
- Consulting fees relate to services provided by directors, officers, and contractors. During the year ended December 31, 2023, consulting fees decreased by $121,334 to $210,666 (2022 - $332,000) as the Company saw the departure of the previous CEO during Q1/23, leaving only one management contract in place for the Chairman of the Company, and interim CEO, for the first quarter of the year, with the joining of the new Chief Financial Officer in May 2023.

(expressed in Canadian dollars)

- Exploration and evaluation expenses during the year ended December 31, 2023, were $23,096 (2022 - $15,840). These were primarily related to closing severance costs associated with the termination of the Stony Caldera project, offset with a recovery of $7,280 for the JEA Mineral Incentive Program received during the year.
- Marketing and investor relations expenses for the year ended December 31, 2023, were $6,628 (2022 - $68,589), a decrease of $61,961 as the Company completed its investor relations program in June 2022 and focused on preserving cash.
- Office and general for the year ended December 31, 2023, decreased by $16,773 to $31,594 (2022 - $48,367) due primarily to a reduction in office rent expense compared to the previous year.
- Professional fees for the year ended December 31, 2023, increased by $41,461 to $236,144 (2022 - $194,683) due primarily to a increase in the legal provision of $115,080 associated with an ongoing arbitration process with a former related party.
- Regulatory and filing fees for the year ended December 31, 2023, decreased by $34,264 to $15,434 (2022 - $49,698) due to the prior year having costs associated with the Plan of Arrangement.

Operating results for three months ending December 31, 2023 and 2022

The operational and financial highlights for the three months ended December 31, 2023, and 2022 are as follows:

	Three months ending December 31, 2023	Three months ending December 31, 2022
	$	$
EXPENSES		
Consulting fees	**44,619**	80,000
Exploration and evaluation expenditures	**107**	5,404
Marketing & investor relations	**198**	7,609
Office and general	**5,120**	17,232
Professional fees	**196,514**	109,685
Regulatory and filing	**(3,005)**	1,427
Share-based compensation	**-**	-
Total operating expenses	**243,553**	221,357

- During the three months ending December 31, 2023, the Company did not generate any revenue. Operating expenses not including share-based compensation were $213,553 (2022 - $221,357) for the period.
- Consulting fees for the three months ending December 31, 2023, totalled $44,619 (2022 - $80,000) a decrease of $35,381 primarily due to the reduction in the consulting fees for the previous CEO compared to the prior year.
- Exploration and evaluation expenses were $107 (2022 - $5,404) for the three-month period ending December 31, 2023. This is due to remaining closing costs for the Stony Caldera project of storing core and these being expensed rather than capitalized due to the termination of the project.

- Marketing and investor relations expenses for the three months ending December 31, 2023, were $198 (2022 - $7,609), a decrease of $7,411 due to reduced investor relation activity as the Company focused on preserving cash.
- Office and general expenses the three months ending December 31, 2023, were $5,120 (2022 - $17,232), a decrease of $12,112 due to the previous year including teneral expenses submitted relating to the Plan of Arrangement.
- Professional fees for the three months ending December 31, 2023, increased by $86,829 to $196,514 (2022 - $109,685) due primarily to an increase in the legal provision of $115,080 associated with an ongoing arbitration process with a former related party.
- Regulatory and filing fees for the quarter decreased by $4,432 to a credit of $3,005 (2022 - $1,427), due to allocation of costs to the SpinCo's for fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, Aurwest has no regular cash in-flow from operations, and the extent of its operations is principally a function of the availability of capital resources. To date, the primary source of funding has been equity financing. As of December 31, 2023, the Company's cash position was $69,997 (December 31, 2022 - $337,292).

Major expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete such exploration and development as well as the future profitable production or proceeds from potential dispositions.

Management reviews the carrying value of the Company's interest in each property and, where deemed necessary, exploration and evaluation mineral properties are written down to their estimated recoverable amount. Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

At the end of 2023, the Company terminate the option agreement on the Paradise Lake and Miguel Lakes projects, and as a result, the Company recorded an impairment charge of $2,434,560 to write-off the exploration asset. Also, a number of claims on the Stellar project expired, resulting in an additional impairment charge of $1,033,071 to write-off a portion of the exploration asset.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing at favourable terms for these or other endeavours, including general working capital purposes.

Working Capital

As of December 31, 2023, Aurwest had a working capital deficit of $442,632 (December 31, 2022 – $44,051 surplus). Working capital decreased by $486,683 primarily due to net cash used in operations of $235,184 and net capital expenditures of $42,593 primarily due to the renewal of property claims. Additionally, the Company saw a increase in a contingent legal provision of $115,080 during the year associated with an ongoing dispute for amounts owing to a former officer and director, being the total award recorded a total of $300,401 (2022 - $185,320), inclusive of both contract amounts, interest accrued and legal costs.

(expressed in Canadian dollars)

The Company manages its working capital through conscientious controlling of spending on its properties and operations. Due to the on-going planned advancement of project milestones for the Stars project over the near term and projected capital expenditures, Aurwest intends to continue to incur expenditures without revenues and with accumulate operating losses. As a result, the Company needs to obtain adequate financing to fund future exploration and development. It is not possible to predict whether future financing efforts will be successful or whether financing on favourable terms will be available.

As of December 31, 2023, Aurwest has due to related companies totalled $43,622 (December 31, 2022 - $77,388), which is related to the amounts due to the SpinCos.

Cash Flow Highlights for the years ended December 31, 2023, and 2022:

	December 31, 2023 **$**	December 31, 2022 $
Net cash used in operating activities	**(235,184)**	(580,063)
Net cash used in investing activities	**(42,593)**	(1,418,071)
Net cash provided by financing activities	**10,482**	118,644
Change in cash and cash equivalents	**(267,295)**	(1,879,490)
Cash and cash equivalents, beginning of the year	**337,292**	2,216,782
Cash and cash equivalents, end of the year	**69,997**	337,292

Operating Activities

Cash used in operating activities for the year ended December 31, 2023 was $235,184 (2022 - $580,063) mostly due to loss of the period of $4,061,348 offset by the non-cash write off of the exploration and evaluation assets in the amount of $3,467,631 and non-cash share-based compensation as well as share-based payments totalling $84,822. Remaining cash used for operations is impacted by timing issues associated with changes in non-cash working capital totalling $243,711.

Investing Activities

Cash used in investing activities for the year ended December 31, 2023 was $42,593 (2022 - $1,418,071) due to capital spending of $88,043 relating to exploration expenditures offset by the JEA exploration advance in the amount of $45,450 received in 2023. Of the amount spent, $29,121 of the total capital spending was associated with the renewal of claims for the Company's properties.

Financing Activities

Cash provided by financing activities for the year ended December 31, 2023 was $10,482 (2022 - $118,644) and was associated with proceeds from the exercise of 3,066,669 options. Cash provided by financing activities for the year ended December 31, 2022 of $118,644 was associated with the exercise of 1,200,000 agent warrants and common share purchase warrants totalling $120,000, the exercise of options of 1,200,000 options totalling $30,000, and offset by cash used in share repurchased under the NCIB activities of $31,356.

(expressed in Canadian dollars)

Capital Resources

As of December 31, 2023, the Company had a working capital deficit of $442,632 (2022 – working capital surplus of $44,051) of which $69,997 (2022 - $337,292) was in cash, $4,517 (2022 - $35,249) was in sales tax receivable, $16,333 (2022 - $nil) was in due from related parties, and $6,529 was in prepaids (2022 – $7,275). This is offset by accounts payable and accrued liabilities of $195,985 (2022 - $258,377), provision of $300,401 (2022 - $nil) and due to related companies of $43,622 (2022 – $77,388). The Company also had $966,535 (2022 - $4,395,797) in exploration and evaluation assets.

Commitments

As at December 31, 2023 the Company had no commitments other than those noted in the related party contracts.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate values of transactions relating to key management personnel were as follows:

	December 31, 2023	December 31, 2022
	$	$
Consulting fees paid or accrued to officers and directors or companies controlled by directors and officers	**207,666**	296,000
Share-based compensation –directors and officers	**59,960**	111,577
Total fees and other short-term benefits	**267,626**	407,577

As at December 31, 2023, there were two executive consulting agreement contracts, one with an officer for an annual salary of $70,000 and one with a director and officer for an annual salary of $120,000. The executive consulting contracts have termination provisions in the event of a change of control, whereby the Company would be required to pay between 2 months and 12 months of fees upon the termination of the contract resulting from change of control.

As at December 31, 2023, accounts payable included $43,000 (2022 - $655) owing to key management personnel and $43,622 (2022 - $77,388) owing to the SpinCos from the Plan of Arrangement.

As at December 31, 2023, there were due from related party amounts of $16,333 (2022 - $Nil) that relate to subscriptions receivable from options exercised during the year.

FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist of cash, due from related parties, accounts payables and accrued liabilities, and due to related companies.

Determination of Fair Value

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy, based on the number of observable inputs used to value the instrument:

- Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

- Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The Company's activities expose it to a variety of financial risks, which arise because of its exploration, development, production, and financing activities. These include:

- Credit risk
- Market risk
- Liquidity risk

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk the Company will realize such as a loss is limited because the loans payable bear interest at a fixed rate. The Company is not currently subject to interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. All the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. As at December 31, 2023, the Company has a working capital deficit of $442,632 (2021 - $44,051 surplus).

Capital Management

The Company's capital structure includes working capital and shareholders' equity. The Company is reliant on junior resource venture capital markets for additional financing requirements.

RISKS AND UNCERTANTIES

It is Indeterminable if Exploration Properties Will Result in Profitable Commercial Mining Operations

Mine development projects, specifically the Stellar project, require significant expenditures during the development phase before production is possible. Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and availability of adequate financing. The economic feasibility of development projects is based on many factors, including estimation of mineral reserves, anticipated metallurgical recoveries, environmental considerations and permitting, future metal prices, and anticipated capital and operating costs. The Stellar project has no operating history upon which to base estimates of future production and cash operating costs. Particularly for development projects, estimates of Proven and Probable Mineral Reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual capital and operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

Any of the following events, among others, could affect the profitability or economic feasibility of a project. Unanticipated changes in grade and tons of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices, foreign exchange rates, accidents, labor actions and force-majeure events.

It is not unusual in new mining operations to experience unexpected problems during the start-up phase, and delays can often occur at the start of production. The actual results for the Stellar project could differ from current estimates and assumptions, and these differences may be material. In addition, experience from actual mining or processing operations may identify new or unexpected conditions that could reduce production below, or increase capital or operating costs above, current estimates. If actual results are less favorable than currently estimated, our business, results of operations, financial condition and liquidity could be materially adversely affected.

Securing Additional Funding to Bring the Ore Body into Commercial Production

The business of mineral exploration and extraction involves a high degree of risk with very few properties that are explored ultimately achieving commercial production. As a mining company in the exploration stage, the future ability of the Company to conduct exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

In turn, the Company’s ability to raise such funding depends in part upon the market’s perception of its management and properties, as well as metal prices and the marketability of securities of speculative mineral exploration and development companies. There is no assurance that the Company will be successful in obtaining the required financing.

Estimates of Mineral Resources may not be realized

The Company currently has no mineral resources. No assurance can be given that any level of recovery of metals will be realized or that identified resources will ever qualify as a commercially mineable or viable deposit which can be legally and economically utilized. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may 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. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those 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 proven and probable reserves or resources, grades, waste-to-minerals ratios, or recovery rates may affect the economic viability of projects. The estimated Mineral Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company's Activities on its Properties are Subject to Environmental Regulations and Approvals

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, or its ability to develop its properties economically. Before production may commence on any property, the Company must obtain regulatory and environmental approvals and permits. There is no assurance such approvals and permits will be obtained on a timely basis, if at all. Compliance with environmental and other regulations may reduce profitability or preclude economic development of a property entirely.

Title Matters

In those jurisdictions where the Company has property interests, the Company makes a search of mining records in accordance with mining industry practices to confirm satisfactory title to properties in which it holds or intends to acquire an interest but does not obtain title insurance with respect to such properties. The possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims, or concessions. The ownership and validity of mining claims and concessions are often uncertain and may be contested. There is, however, no guarantee that title to the Company's properties and concessions will not be challenged or impugned in the future. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

Share Price Risk

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company, including the market sentiment toward the resource sector and for all resource sector shares, the breadth of the public market for the stock, the need for certain funds to sell shares for external reasons other than those relevant to the Company and the attractiveness of alternative investments. The effect of these and other factors on the market price of the common shares of the Company on the exchanges on which the common shares are listed suggests that the share price will be volatile.

(expressed in Canadian dollars)

SUBSEQUENT EVENTS

On February 14, 2024, the Company terminated the option agreement relating to the Paradise Lake and Miguels Lake properties.

On March 24, 2024, the Company announced its plans to complete a non-brokered private placement to raise up to $1,250,068 through the issuance of 15,429,993 flow-through shares at a price of $0.03/share and up to 39,358,402 units at a price of $0.02/unit. Each unit will consist of one common share at a price of $0.02 and one half of one common share purchase warrant which entitles the subscriber to purchase an additional share at a price of $0.05 for 24 months from the date of issuance. No proceeds had been received as of the date of this MD&A.

DISCLOSURE OF OUTSTANDING SHARE CAPITAL DATA

Authorized

The Company is authorized to issue an unlimited number of commons shares without par value.

Issued

Under the Plan of Arrangement, Aurwest's previous common shares were exchanged into an equal number of New Common Shares, Class A Preferred Shares and Class B Preferred Shares. Accordingly, on September 22, 2022, the Company issued 99,871,633 New Common Shares, 99,871,633, Class A Preferred Shares and 99,871,633 Class B Preferred Shares. On September 28, 2022, the Class B Preferred Shares were redeemed in full.

As at December 31, 2023, the Company had 104,521,635 (December 31, 2022 – 100,721,633) Common Shares and 99,871,633 (December 31, 2022 – 99,871,633) Class A Preferred Shares issued and outstanding. There were no common shares held in escrow at December 31, 2023 (December 31, 2022 – nil).

As of the date of this report the Company has the following options and warrants outstanding:

Stock Options

Number of Options	Exercise Price	Expiry Date
100,000	$0.025	24-May-25
1,633,331	$0.02	27-Jun-25
1,733,331	**$0.02**	

Share Purchase Warrants

Number of Warrants	Exercise Price	Expiry Date
250,000	$0.197	26-May-24
300,000	$0.121	22-Nov-24
137,500	$0.147	19-Apr-25
425,000	$0.055	6-Dec-25
1,112,500	**$0.12**	

OFF-BALANCE SHEET ARRANGEMENTS

During the twelve months ended December 31, 2023, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues, expenses, liquidity, capital expenditures or capital resources of the Company.

CHANGES IN ACCOUNTING STANDARDS

Adoption of new accounting pronouncements

Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued Amendments to IAS 1 and IFRS Practice Statement 2 to provide guidance to help entities apply materiality judgment to accounting policy disclosure. The amendments require disclosure of material accounting policy information rather than disclosing significant accounting policies and provide guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to IAS 1 are effective for annual reporting periods beginning on or after January 1, 2023. The Company adopted these amendments, which have resulted in the disclosure of only material accounting policy information, but did not impact the measurement, recognition of presentation of any items in the Company's consolidated financial statements.

New accounting standards and interpretations issued but not yet adopted

Amendments to IAS 1, Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current.

In January 2020 and October 2022, the IASB issued amendments to clarify the requirements for classifying liabilities current or non-current. The amendments specify that the conditions that exist at the end of a reporting period are those that will be used to determine if a right to defer settlement of a liability exists. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective January 1, 2024, with early adoption permitted, and the amendments are to be applied prospectively. The Company is assessing the impact of the amendments to its consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the audited financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company bases its estimates and assumptions on current and various other factors it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Judgements

Recoverability of exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Going Concern

The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year.

Estimates

Share-based compensation and fair value of brokers' warrants

The Company measure the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value of share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models use for estimating fair value for share-based payment transactions are disclosed in.

Fair value of spin out

For the distribution of Aurwest's common shares to the shareholders of the Company, the Company must determine the fair value of the net assets distributed and shares issued. As the net assets to be transferred consist of cash, the common shares were fair valued at an amount equal to the cash commitment. In addition, for the proposed spin out of Copper Star, the Company must follow and apply guidance under IFRS 5 – non-current assets held for sale and discontinued operations. The Company concluded all of the criteria have not yet been met.

OUTLOOK

Management and the Company's Board plan to continue increasing their mineral properties exposure in British Columbia at its Stellar and Stars projects. Based on exploration results, ongoing capital requirements and capital market conditions, the Company is focusing on properties that have mineral exploration potentials The Company continues work on their Stellar property to delineate. The junior mining space has cooled but it is expected that with the improvement in commodity prices, especially in Copper, that the Company's value proposition should see improvement.

APPROVAL

The Audit Committee of Aurwest has reviewed and approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it, and it is also available under our SEDAR+ profile at www.sedarplus.ca.