

VALOREM RESOURCES INC.
(formerly JDF Explorations Inc.)

MANAGEMENT DISCUSSION AND ANALYSIS

For The Year Ended April 30, 2021

OVERVIEW

The following management discussion and analysis (“MD&A”), prepared on August 27, 2021, should be read in conjunction with the audited consolidated financial statements for the year ended April 30, 2021. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Valorem Resources Inc. (“the Company”).

FORWARD LOOKING STATEMENTS

Certain statements in this report may be forward-looking statements, which reflect our management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management’s current expectations, estimates and assumptions about our current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of minerals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control, such as the current COVID-19 pandemic.

Additional information relating to Valorem is available by accessing the SEDAR website at www.sedar.com.

DESCRIPTION OF BUSINESS

Valorem Resources Inc (formerly JDF Explorations Inc.) (“VALU” or the “Company”) is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of gold, precious metals, and base metal properties. VALU was incorporated on May 9, 2014. On September 14, 2020, the Company changed its name from JDF Explorations Inc. to Valorem Resources Inc. Trading of the Company’s shares under the new name and symbol commenced on September 15, 2020.

The head office, principal address and registered and records office of the Company is located at 810 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

DESCRIPTION OF BUSINESS (CONTINUED)

The Company is currently evaluating its exploration and evaluation assets and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions.

COVID-19

In March 2020, the World Health Organization declared, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, a pandemic. This has resulted in governments worldwide enacting emergency measures to limit the spread of the virus, including closure of non-essential businesses. As of the date of this MD&A, the majority of the Company's operations are considered essential in all jurisdictions in which the Company operates. As such, to date the Company has been able to continue operating with no material impact to operations.

There have been no material revisions to the nature and number of estimates and judgments made in respect of the Company's financial statements of prior periods. However, the effects of COVID-19 have required significant judgements and estimates to be made in the preparation of the Company's financial statements.

Additionally, the effects of COVID-19 may require revisions to estimates of expected credit losses attributed to accounts receivable. To date no revisions to managements' estimates and judgements used in the preparation of the Company's financial statements have been necessary.

Due to rapid developments and uncertainty surrounding COVID-19 or the possible ending of COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's operations or financial results in the future, its suppliers, and its customers. Additionally, it is possible the Company's operations and consolidated financial results will change in the near term as a result of COVID-19 or the ending of COVID-19.

SUMMARY OF BUSINESS ACTIVITIES

The following financial and operational highlights occurred during the year ended April 30, 2021:

- Subsequent to signing the APA agreement, due to limitations caused by the COVID-19 pandemic, the Company was unable to send personnel to the East Cortez Gold project to conduct the work program, and as a result on April 30, 2020, the Company and the Vendor decided to terminate the APA agreement. As a part of the termination agreement, the Vendor agreed to return 150,000 common shares to the Company. The Company returned the 150,000 shares to treasury and recorded the \$11,250 fair value as a reduction to share capital.
- On August 4, 2020, the Company signed a property option agreement (the “Black Dog Agreement”) to purchase the Black Dog Lake Gold property, which comprises 16 contiguous mineral claims covering 1,002.31 hectares, located in the James Bay region of Quebec.
- On September 4, 2020, the Company closed a non-brokered private placement and issued 3,300,000 units of the Company at a price of \$0.10 per Unit for gross proceeds of \$330,000. Each Unit consists of one common share of the Company and one-half of one transferrable share purchase warrant. Each whole warrant is exercisable at \$0.15 until September 4, 2021. The share purchase warrants are subject to acceleration if the Company's common shares trade at \$0.30 per share for a period of 20 consecutive trading days.

SUMMARY OF BUSINESS ACTIVITIES (CONTINUED)

- The Company paid \$15,750 cash, and issued a total of 154,000 warrants with a fair value of \$10,342 as finder's fees for the September 4, 2020 private placement. The warrants are exercisable at \$0.15 per share, of which 101,500 of the warrants are exercisable until September 4, 2021, and the remaining 52,500 warrants are exercisable until September 4, 2022.
- On November 9, 2020, the Company issued 300,000 shares with a fair value of \$39,000 to settle \$45,000 of consulting fees debt. As a result of the shares for debt settlement, the Company recognized a \$6,000 gain on settlement of debt.
- On November 30, 2020, the Company entered into a one year marketing services agreement with an arm's length firm. The Company paid \$270,000 in advance for the services, of which \$120,919 was expensed to promotion expenses during the current fiscal year.
- On December 1, 2020, the Company paid \$88,496 to an arm's length marketing firm to provide marketing awareness services for a six month period commencing December 1, 2020. The Company expensed \$73,747 to promotion expenses during the current fiscal year.
- On December 4, 2020, the Company engaged arm's length firm to provide digital media services, vendor management, marketing, and data analytics services to the Company. In exchange for these services, the Company paid \$424,245, of which \$170,884 has been expensed to promotion expenses during the current fiscal year.
- On January 4, 2021, the Company entered into a mineral property option agreement (the "Wings Shear Agreement"), to acquire a 100% interest in the Wings Shear Property. The property is comprised of 280 claim units covering 7,000 hectares located 32 kilometers northeast of Gander, Newfoundland and Labrador.
- On January 5, 2021, the Company issued 937,500 common shares with a fair value of \$154,688 pursuant to the Wings Shear Agreement. An additional 450,000 common shares with a fair value of \$74,250 were issued as finder's fees for the Wings Shear Property.
- On January 28, 2021, the Company completed the 1st tranche of a non-brokered private placement. The Company issued 8,889,998 units at \$0.10 per unit for gross proceeds of \$889,000. Each unit is comprised of one common share and one full transferable share purchase warrant. Each warrant is exercisable at \$0.13 per share until January 28, 2022.
- On February 25, 2021, the Company's former Director and CEO agreed to settle \$114,510 of outstanding consulting fees for proceeds of \$Nil.
- On March 26, 2021, the Company received \$21,688 for an outstanding share subscription receivable.
- On March 26, 2021, the Company completed the 2nd tranche of a non-brokered private placement. The Company issued 1,100,000 units at \$0.115 per unit for gross proceeds of \$126,500. Each unit is comprised of one common share and one full transferable share purchase warrant. Each warrant is exercisable at \$0.40 per share until March 26, 2022.

SUMMARY OF BUSINESS ACTIVITIES (CONTINUED)

- On April 19, 2021, the Company received permits to begin exploration work on its Wings Shear Property. The scope of the permit provides exploration approval for ground geophysics, geochemical survey, and prospecting on the property.
- On April 21, 2021, the Company granted 2,250,000 share options to three consultants of the Company. Each option is exercisable at \$0.22 per share until April 21, 2026. All of the options vested upon date of grant. The estimated fair value of the options was \$490,035 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.22; exercise price - \$0.22; expected life - 5 years; volatility – 513%; dividend yield - \$0; and risk-free rate – 0.94%.
- On April 26, 2021, the Company announced that it planned a 2021 exploration and fieldwork program on the Black Dog Property.
- During the year ended April 30, 2021, the Company received a total of \$198,840 from the exercise of 1,325,600 warrants. The fair value of \$5,077 for the 1,325,600 warrants was transferred from contributed surplus to share capital.

Asset acquisition of 1267818 B.C. Ltd.

On February 12, 2021, the Company acquired 100% of 1267818 B.C. Ltd. (“1267818”), a British Columbia based exploration corporation focused on the acquisition of precious metal properties in Canada, via a three-cornered amalgamation.

Pursuant to the terms of the amalgamation, the Company issued 30,000,000 common shares with a fair value of \$5,100,000 to the shareholders of 1267818 in exchange for all of the issued and outstanding shares of 1267818. 1267818 holds a 100% interest in the following Mineral Claims located in BC, collectively “BC Cariboo Property”:

- 100% ownership of the Cariboo Gold Property;
- 100% ownership of the Lac La Hache Gold Property; and,
- 100% ownership of the Pinto Gold Property.

In accordance with IFRS 3 Business Combinations, a business combination is a transaction in which an acquirer obtains control of a business which is defined as an integrated set of activities and assets that is capable of being conducted and managed to provide a return to investors. For an integrated set of activities and assets to be considered a business, the set needs to contain inputs and processes. This acquisition does not meet the definition of a business combination as the primary assets are only the Mineral Claims. Consequently, the transaction has been recorded as an acquisition of an asset. The results of operations from 1267818 are included in the consolidated financial statements since the date of acquisition.

The following table summarizes the consideration paid and the allocation to the assets and liabilities acquired as at the date of acquisition:

SUMMARY OF BUSINESS ACTIVITIES (CONTINUED)

Asset acquisition of 1267818 B.C. Ltd. (continued)

Purchase price:	\$
Total consideration paid - 30,000,000 common shares issued at \$0.17 per share	5,100,000
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Net liabilities assumed:	
Exploration and evaluation asset	-
Accounts payable	(63,514)
Due to MegumaGold Corp.	(47,795)
Loan payable	(100,000)
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Net liabilities assumed – charged to the statement of operations.	(211,309)
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Excess of consideration over net liabilities assumed	5,100,000
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Trading halt and expiry

On April 16, 2021, the Company’s management team learned that the Company had been the target of false statements being made by financialnews.com about the nature of the Company’s assets. We understood from an article published by the Globe & Mail, that the offending website had previously targeted another exploration company with an almost identically worded post about that particular company.

The Company’s management clarified that it had no involvement with this website before nor in connection with the false article about the Company’s assets. The Company has never had any communications with this website, is not associated with this website in any manner whatsoever, nor do we know who they are.

On April 30, 2021, the British Columbia Securities Commission (the “BCSC”) issued a halt trade order on the securities of Company until the end of May 21, 2021 (the “Order”). In the Order, the BCSC indicated that it became aware of unsubstantiated information about the Company posted by a third-party online on or about April 15th and 29th, 2021, and that the information included unsupported claims about the Company’s future share price and mining reserves for its Black Dog Lake Gold Property (“False Information”). The Order also acknowledged that on April 16, 2021, the Company issued a news release stating that the information disseminated by the third-party was false and that the Company had been the target of those false statements.

On May 21, 2021, the Order issued by the BCSC expired. The Company confirms that it will continue to work with the BCSC to assist in its efforts to review the unauthorized third-party claims about the Company’s assets.

At the request of the BCSC, the Company also confirms that it has had no involvement with any promotional activities conducted by Latitude Media, and has never had any communications with Latitude Media nor been associated with them in any manner whatsoever.

The Company strongly disclaims any statements made about us by these third-parties.

SUMMARY OF BUSINESS ACTIVITIES (CONTINUED)

Appointments and resignations

On January 8, 2021, the Company announced that Mr. Gregory Thomas resigned as Director and Chief Executive Officer. The Company wishes to thank Mr. Thomas for his contributions to the Company and wishes him well in his future endeavors.

On January 8, 2021, the Company appointed Mr. Tony Louie as the Company's Interim Chief Executive Officer. Mr. Louie has served on the Company's Board of Directors since August 26, 2019.

On April 30, 2021, the Company appointed Ms. Tammy Gillis as the Company's Chief Financial Officer.

Ms. Gillis is a CPA, CMA with over 20 years' experience in the public markets bringing comprehensive background in finance, reporting and regulatory requirements for manufacturing, bio-technology, technology and junior exploration industries. Ms. Gillis has been part of teams that have completed several financings, grant applications and acquisition transactions. Ms. Gillis started her career working at a corporate and securities law firm. Ms. Gillis previously served as Corporate Accountant for an international manufacturing company that had revenue in excess of \$120 million and as Chief Financial Officer for a technology company with patented cathode materials used in lithium-ion batteries that successfully built a pilot plant with the assistance of over \$4 million in government grants. Ms. Gillis has served as an officer for several TSX-V and CSE listed issuers.

On April 30, 2021, Mr. Drew Brass was appointed as Director of the Company.

Mr. Brass has been a self-employed business consultant specializing in corporate communications for junior publicly listed companies in industries as diverse as minerals exploration, software and oil and gas. He has been involved in the public market for over 30 years on both the equities and money market sides. Mr. Brass' public company experience includes shareholder communications, fund raising and serving as VP of Communications for a number of publicly listed companies.

On April 30, 2021, Mr. Derick Sinclair resigned as a Director and Chief Financial Officer of the Company. The Company wishes to thank Mr. Sinclair for his contributions to the Company and wishes him well in his future endeavors.

SUBSEQUENT EVENTS

Shares issued for Wings Shear Property

On May 5, 2021, the Company issued 712,500 common shares pursuant to the Wings Shear Agreement.

Granted share options

On May 27, 2021, the Company granted 4,700,000 share options to an officer, two directors, and a consultant of the Company. Each option is exercisable at \$0.29 per share until May 27, 2026. All of the options vested upon date of grant.

Exercised warrants

Subsequent to April 30, 2021, the Company received \$220,505 from the exercise of 1,688,500 warrants.

SUBSEQUENT EVENTS (CONTINUED)

Appointment of Director

On June 1, 2021, Mr. Robert Metcalfe was appointed as Director of the Company.

Robert James Metcalfe was a senior partner with the law firm Lang Michener LLP for 20 years. He is the former President and Chief Executive Officer of Armadale Properties and Counsel to all of the Armadale Group of Companies, with significant holdings across numerous industries including finance, construction of office buildings, airport ownership, management and refurbishing, land development, automotive dealerships as well as newspaper publishing, radio and television stations.

Mr. Metcalfe was a director of Canada Lands Company Ltd., one of the largest real estate corporations in Canada, and was a director and Chairman of the Board of the CN Tower Ltd., the tallest communications structure in the world.

Mr. Metcalfe has served as a director of numerous public and private corporations and currently serves as a director of publicly listed companies Gran Colombia Gold Corp. (Lead Director), Blue Star Gold (Chairman), Medcolcanna Organics Inc. (Chairman), Pasofino Gold Limited and BetterLife Pharma Ltd. (Chairman).

As director and shareholder, Mr. Metcalfe has been engaged in numerous acquisitions, divestitures, corporate reorganizations, financings and corporate improvements, as well as serving on numerous special committees across many sectors. He is a member of the Institute of Corporate Directors and a member in good standing of the Law Society of Ontario.

Shares issued for Black Dog Lake Gold property

On August 4, 2021, the Company issued 500,000 common shares with a fair value of \$75,000 pursuant to the Black Dog Agreement. The Company also paid \$35,000 to the Optionor for the first Black Dog Lake property payment.

Revocation of Cease Trade Order

On August 10, 2021, the cease trade order (the "CTO") issued by the British Columbia Securities Commission (the "BCSC") was revoked.

The CTO was issued by the BCSC on June 11, 2021, as a result of the failure of the Company to file a Form 51-102F4 Business Acquisition Report for the significant acquisition of 1267818 B.C. Ltd. (the "BAR"), and the material contracts in relation to the acquisition of 1267818 B.C. Ltd. (the "Material Contracts"). The Company filed the Material Contracts on August 6, 2021 and the BAR on SEDAR on August 10, 2021.

EXPLORATION AND EVALUATION EXPENDITURES

All technical aspects of the Company for this MD & A report, have been reviewed and approved by Dr. Stewart A Jackson, P.Geo., a Qualified Person under NI 43-101 and independent of the Company.

The following table is a reconciliation of exploration and acquisition expenses as at April 30, 2021:

	Blue Hawk Property	BC Cariboo Property	Black Dog Lake Project	Wings Shear Property	Total Costs
	\$	\$	\$	\$	\$
Acquisition costs:					
Additions - 2021	-	5,100,000	85,000	291,568	5,476,568
Acquisition costs, 2021	-	5,100,000	85,000	291,568	5,476,568
Exploration expenditures:					
Claim staking and renewals	829	-	-	-	829
Geological consulting	-	1,770	16,099	500	18,369
Exploration expenditures, 2021	829	1,770	16,099	500	19,198
Total acquisition and exploration expenditures, 2021	829	5,101,770	101,099	292,068	5,495,766

The 2020 exploration and acquisition expenses were primarily attributed to the East Cortez project which was abandoned due to limitations caused by COVID-19.

BC Cariboo Property, British Columbia

On February 12, 2021, the Company issued 30,000,000 common shares with a fair value of \$5,100,000 to the shareholders of 1267818 in exchange for all of the issued and outstanding shares of 1267818. The primary asset held by 1267818 was the BC Cariboo property.

The BC Cariboo Property comprises multiple tenure blocks (the East, Central, and West) totaling more than 4,000 hectares, which strategically target the Transitional or Basalt Siltstone of the Barkerville Terrain located in the Cariboo District, British Columbia.

BC Cariboo Property exploration update

As shown on Figure 2 below, the Central claims group is located in the red rectangle to the southwest of the town of Barkerville. The Central claims group shares boundaries with the mineral claims of Osisko Development's Barkerville area holdings in the heart of the Barkerville Gold District. Osisko's Barkerville property was acquired by Osisko Gold Royalties Ltd. ("Osisko") in 2019 and restructured as Osisko Development.

The location of the Central group of claims, making up a part of the BC Cariboo Property, in addition to its location relative to the Osisko property, has hosted historical gold production and offers potential exploration targets. The Central group of claims is located near the Mostique Creek and Lightning Creek placer areas (see B.C. Minfile No. 093G009 and No. 093G060, respectively). In addition, it covers the Gem gold showing, a turbidite-hosted gold target (see B.C. Minfile No. 093G073).

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

BC Cariboo Property exploration update (continued)



Figure 1. Location of the three groups of claims of the Valorem property (in black) and the Osisko Development claims (in pink) overlain on the regional geology showing the two belts. (Inset) Major cities and Project area shown.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

BC Cariboo Property exploration update (continued)

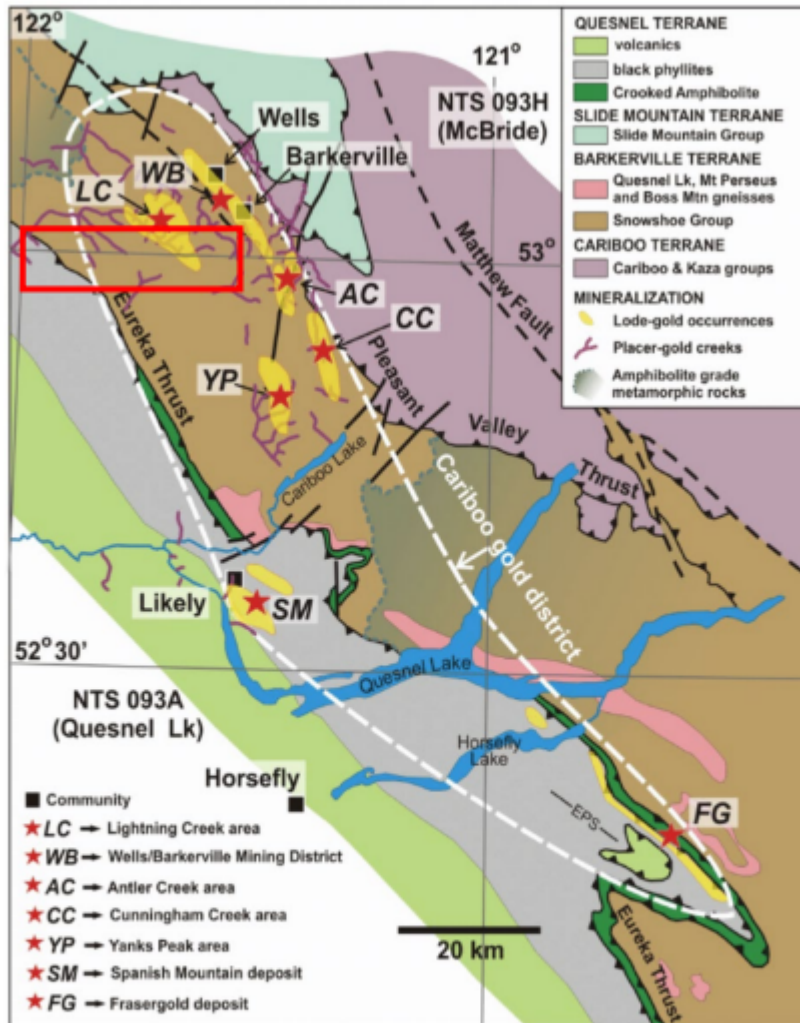


Figure 2. Regional geological setting of the Cariboo Gold District, east-central British Columbia, showing principal terranes and major lithological packages. Areas of known lode-gold occurrences are shaded in yellow, and placer-gold producing creeks are indicated by thick purple lines. Principal known gold-producing areas in the Barkerville Terrane are in areas of greenschist-grade metamorphism and do not extend into amphibolite-grade domains. The Valorem property claims in the Lightning Creek and Barkerville areas are represented by a red rectangle.

The Company is very pleased to provide our shareholders with material exposure to the historic Cariboo gold district. The acquisition of the BC Cariboo Property establishes our presence in a premier historic gold camp in BC, and provides an entry into the historical Franklin Mining Camp, located in southern BC.

The Company is reviewing potential exploration programs on the BC Cariboo Property for the summer of 2021, subject to the availability of working capital.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

BC Cariboo Property exploration update (continued)

On May 28, 2021, the Company provided an update on exploration programs planned for its three gold, nickel, goldcopper, and specimen crystal prospects known as the BC Cariboo Property.

The first two properties, the BC Gold Project and the Lac La Hache Gold Project, are located in the Cariboo District near the historical and currently active mining town of Barkerville in central British Columbia, while the third property, the Pinto Gold-Copper Project, is in the historical Franklin Mining Camp north of the town of Grand Forks in south central British Columbia.

The BC Gold Project is located southwest of the main Barkerville District (see red square on Figure 2 above), and a second project also located in the Cariboo District, the Lac La Hache Gold Project, is located northeast of 100 Mile House on the north shore of Spout Lake. A third property, the Pinto Gold Copper Project is located in the Franklin mining camp north of Grand Forks in south central British Columbia.

BC Gold Project

The BC Gold Project, totaling 4,000 hectares, is comprised of three claim groups, the West, Central and East, extending for approximately 9-15 kms southwest of the Osisko Development Cariboo Gold Project. As shown on Figure 2 above, the property area is located in the red rectangle to the southwest of the town of Barkerville.

The reader is cautioned that the presence of a deposit on the adjoining Osisko Development ground does not necessarily indicate that any such mineralization may be present on the Company's holdings in the area, or that if discovered, any such mineralization may be economically extracted.

The Western Claims of the BC Gold Project are located near the Mostique Creek and Lightening Creek placer areas (see B.C. Minfile No. 093G009 and No. 093G060, respectively). In addition, it covers the Gem gold showing, a turbidite hosted gold target (see B.C. Minfile No. 093G073). Exploration planned for the Western claim group containing the two placer showings and the one bedrock showing in black phyllites will consist of in-depth prospecting and sampling of previously excavated pits on the gold showing in bedrock black phyllites, and compilation of all existing Min files on this area. Encouraging geochemical values of gold are noted in Min files from bedrock sources sampled by previous prospecting.

The Central claims contain the Sovereign nickel-talc-magnesite showing (Assessment File Sovereign Creek deposit, 093A 013). Also within the Central unit are the Peters Creek surficial Placers and the Wormwold Creek surficial placers. Exploration work planned for the Central claims include a re-evaluation of all work done on the nickel and talc zones prospected by historical work to follow up the potential for disseminated nickel values occurring as pentlandite (Property file-Findlay, 1971). Creek bottom geochemical sampling and ridgeline geochemical sampling and bedrock sampling for both nickel and gold, and prospecting will be conducted throughout the Central claims.

The Eastern claims cover several potentially economic target types. The prime targets are the potential for orogenic gold deposits in the Snowshoe Group of rocks that host many gold occurrences in the Barkerville district, plus potential for nickel in serpentinized ultramafic rocks within the property. Also in this claim group are the Emerald Valley showings of quartz-tourmaline pegmatite veins that host very large quartz and plagioclase feldspar crystals of possible value as gem material or specimen material for potential sale to mineral collectors (Assessment Report 33212).

Both geochemical sampling on creeks and ridges, and prospecting in both the nickel and specimen crystal areas will be undertaken on the Eastern claims. There is no resource delineated on any of the claim groups in the BC Gold Project holdings.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

BC Cariboo Property exploration update (continued)

Lac La Hache Property

The second property, the Lac La Hache Gold Project, comprises 180 hectares on the north shore of Spout Lake in the Cariboo gold district located northeast of 100 Mile House. To the south of Spout Lake Engold has been drilling a deposit variously characterized as skarn, carbonate replacement, or porphyry copper deposit containing a modest tonnage of copper-magnetite mineralization. Garibaldi Resources has also been exploring a similar discovery in this area.

The upcoming program for the Company's property in this area will consist of geological, geophysical and geochemical surveying to seek a significant deposit in this prospective area. The property is in the early stage of exploration and no resource has yet been established on the property.

Pinto Gold Project

The third property holding, the Pinto Gold-Copper Project, covers 80.9 hectares just north of the historic Franklin Mining Camp located 50 km north of Grand Forks in south central British Columbia. This property is in an area which has been subject to historical exploration interest by multiple majors during the 1980s, including both Noranda Exploration Company Ltd. and Inco Ltd. (see B.C. Minfile No. 082ENE19).

Several old workings and historical adits and shallow open pits are scattered in the area. A grab sample by Inco in 1989 assayed 6.829 g/t gold, and a chip sample from a one-meter width of stockwork assayed 4.6 g/t gold (B.C. Minfile No. 082ENE19 and B.C. Assessment report 19385).

The Pinto property covers portions of an intrusive complex that contains multiple showings of gold and copper that have been compared to and may be analogous to the historical Phoenix Mining Camp located south of Greenwood, B.C., some 70 km to the southwest of the Franklin Camp.

The former Phoenix Mine produced 25.5 million tonnes of ore averaging 0.9% copper and 1.1 grams gold per tonne. It was mined both from underground and as an open pit from 1900-19 and again from 1956-78 (Northern Miner Press, March 12, 2021). Current VTEM surveying is being conducted in the vicinity of the Phoenix Mine in the search for additional copper-gold deposits.

The presence of copper-gold deposits in the analogous Phoenix Mine does not infer that any such mineralization may be present on the Company's holdings, or that if discovered that any such deposit may be economically recoverable.

Exploration on the Pinto Property will consist of re-evaluation of all available data, prospecting and possibly airborne geophysical VTEM surveying to detect the potential for an intrusive-related porphyry copper style deposit. The acquisition of the BC Gold Project and the Lac la Hache Gold Project establishes our presence in a premier historic gold camp in BC. Additionally, the Pinto Gold-Copper Project provides an entry into the historical Franklin Mining Camp.

Qualified Person: This information for the BC Cariboo Property was prepared by, supervised by and approved by Dr. Stewart A Jackson, PGeo, a Qualified Person under National Instrument 43-101, and independent of the Company.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Black Dog Lake Gold Project, Quebec

On August 4, 2020, the Company signed a property option agreement (the “Black Dog Agreement”) to purchase the Black Dog Lake Gold property, which comprises 16 contiguous mineral claims covering 1,002 hectares, located in the James Bay region, Quebec.

Pursuant to the terms of the Black Dog Agreement, the Company can earn a 100% interest in the Black Dog Gold Project by making the following payments to the Optionors:

Cash Payment Amount to Optionor	Shares to be issued to Optionor	Minimum exploration requirements
\$35,000 (paid) due within 5 business days of the effective date	500,000 shares (issued at a value of \$50,000) and due upon execution of the Black Dog Agreement	\$Nil
\$45,000 due on 1 st anniversary date of the effective date	500,000 shares to be issued on or before one year from signing the Black Dog Agreement	\$50,000 to be spent on or before the 1 st anniversary date of the effective date
\$55,000 due on 2 nd anniversary of the effective date	750,000 shares to be issued on or before two years from signing the Black Dog Agreement	\$200,000 to be spent on or before the 2 nd anniversary of the effective date
\$60,000 due on the 3 rd anniversary date of the effective date	1,000,000 shares to be issued on or before three years from signing the Black Dog Agreement	\$500,000 to be spent on or before the 3 rd anniversary date of the effective date
\$195,000	2,750,000 shares	\$750,000

The Optionors retain a 2% Net Smelter Return Royalty (“NSR”) on all metals recovered from the Black Dog Lake Gold Project. The Company has the right at any time to acquire 50% of the NSR for \$1,000,000.

In the event that the Company declares a proven reserve supported by a 43-101 Technical Report, an additional 1,000,000 common shares are to be issued to the Optionors.

Black Dog Lake Gold Project exploration update

On December 15, 2020, the Company announced that it completed a Technical Report, in accordance with National Instrument 43-101, for the Black Dog Lake Project and has filed on it on www.SEDAR.com. The Technical Report was prepared by Darren L. Smith, M.Sc., P.Geo., of Dahrouge Geological Consulting Ltd., and titled “Technical Report on the Black Dog Lake Property, Quebec, Canada”, effective date December 8, 2020.

The Black Dog Lake Project is an early stage exploration project, which has been the subject of several exploration campaigns by multiple companies since the 1970s. Appreciable gold mineralization has been confirmed to be present on the Property within a sulphide-facies banded iron formation (the “Black Dog Zone”) and represents the primary exploration target on the project. In addition, a series of east-west trending conductors, IP anomalies, and magnetic trends are prevalent across the southern half of the property and parallel the northern contact of the Mistumiss Batholith. Collectively, these features demonstrate additional exploration potential on the property. A total of five (5) target areas have been identified on the property, highlighted by the Black Dog Zone.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Black Dog Lake Gold Project exploration update (continued)

The mineralization at the Black Dog Zone has a current interpreted extent of least 600 m in length and extends at least 100 m down dip, is steeply dipping, and has an apparent thickness of 0.6 to 3.6 m. The zone remains open along strike and at depth and has been tested at wide drill spacings. The grades of drill core intercepts include; 15.2 g/t Au over 0.6 m (in LH-88-01); 5.6 g/t Au over 1.1 m (in LH-88-02); and 4.3 g/t Au over 0.88 m (in LH-88-03), and indicate a fertile environment for mineralization, and therefore, potential to extend to other areas of the property. The zone is coincident with local EM conductors, magnetic trends, and anomalous gold in surface samples, which collectively indicate additional strike potential is present.

The Company intends to carry-out the recommended exploration work on the property, which includes a Phase I program of prospecting, trenching, mapping, and potentially ground geophysics, followed by a Phase II program focused on diamond drilling.

Darren L. Smith, M.Sc., P.Ge., Dahrouge Geological Consulting Ltd., a Permit holder with the Ordre des Géologues du Québec and Qualified Person as defined by National Instrument 43-101, has approved the December 15, 2020 update.

On January 18, 2021, the Company announced that a geophysics program is planned for its Black Dog Lake banded iron formation gold exploration project.

A high-definition ground Magnetometer and Induced Polarization (IP) survey will cover the previously drilled Black Dog target which has returned gold geochemical anomalies, and multiple gold intercepts in diamond drilling in previous campaigns.

The Black Dog east extension had a 14 hole diamond drill program which produced these interesting returns, 1.13g/t gold over 1.24 m. and 1.19g/t gold over 0.75 m.

The previous intersections reflect gold in sulphide rich portions of bedded banded iron formation, a style of mineralization that is manifested in many prominent gold deposits such as Musselwhite, Lupin, Cullaton Lake and Meliadine in Canada and the Homestake deposit of South Dakota, USA.

The exploration potential in such Archean iron formations can reach several tens of millions of ounces of gold. The reader is cautioned that the exploration target is conceptual in nature and that there are no known reserves or resources on the subject property, and if discovered there can be no assurance that any such discoveries may be economically produced.

The iron formations are extensive on the Black Dog Lake Project, returning widespread gold geochemical anomalies, gold in outcrops at the initial prospect, and multiple drill hole gold intersections. The renewed geophysical exploration will assess the potential for and design of additional testing of the prospective banded iron formation underlying much of the 1,003 hectare claim block.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Black Dog Lake Gold Project exploration update (continued)

The project is accessed from the Quebec highway and all- season road system. Potential power sources are close, and terrain is quite flat and low elevation allowing for efficient exploration and if warranted development.

The January 18, 2021 update was prepared by Dr. Stewart A Jackson, a Qualified Person under National Instrument 43-101, and independent of the Company.

On April 26, 2021, the Company announced that it has planned a 2021 exploration and fieldwork program on the Black Dog Project.

The 2021 initial exploration work program on the Black Dog Project will consist of a ground geophysical survey, surface exploration and rock sampling.

Ground geophysical surveys utilizing OreVision®2D and MAG-GPS

OreVision®2D, $a=25$ and $n= 1$ to 10 for a depth of investigation of 110 meters. OreVision® can reveal targets at a greater depth than conventional IP without compromising near-surface resolution. OreVision® technology enables us to read a large number of dipole spacings along individual survey lines and combine the results into a 3D interpretation. The MAG-GPS survey will be completed immediately prior to the OreVision survey.



Image 1: Black Dog Lake Property Survey Area Map

Details of the OreVision and the Mag-GPS surveys, to be conducted by Abitibi Geophysics Inc., will traverse an area located within the following coordinates:

NE corner (412305 E - 5785400 N)

NW corner (411500 E - 5785400 N)

SE corner (412305 E - 5785000 N)

SW corner (411500 E - 5785000 N)

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Black Dog Lake Gold Project exploration update (continued)

Within these coordinates, the Black Dog prospect was discovered by Eastmain Resources in 1988. Five holes were drilled in this area resulting in 15.2g/t Au / .62 meters, 5.6 g/t over 1 meter and 4.3g/t over 0.88 meter of silicified carbonatized sulphide iron formation host rock.

Ground geophysical surveys will be conducted over the same area in order to provide new targeting information for the upcoming drilling campaign. The grid will generate 7.2 line-km of Geophysical data over a zone 800 meters long by 400 meters wide, on 50 meters spaced lines. The survey is designed to capture the easterly trending significant regional structure that controls Black Dog mineralization. It is expected that the OreVision and the Mag-GPS surveys will help locate these structures and provide targeting support for new drilling along the target area of Black Dog.

The new OreVision and the Mag-GPS surveys will be a key tool in developing additional targets immediately surrounding the Black Dog Project. We look forward to the results and the upcoming drilling program to expand the Black Dog deposit.

Prospecting, geology and rock sampling program will be conducted over the main target area of Black Dog Gold Project in order to prospect and rock sample areas of soil anomalies previously detected. The 2021 exploration program and its subsequent results will be utilized in planning the first phase drilling program.



Image 2: Black Dog Property Target Location Map

Qualified Person: The aforementioned Black Dog Project update has been reviewed and approved by Dr. Stewart A Jackson, P Geo., a Qualified Person as defined under National Instrument 43-101, and independent of the Company.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Wings Shear Property, Newfoundland and Labrador

On January 4, 2021, the Company entered into a mineral property option agreement (the “Wings Shear Agreement”), to acquire a 100% interest in the Wings Shear Property. The property is comprised of 280 claim units covering 7,000 hectares located 32 kilometers northeast of Gander, Newfoundland and Labrador.

Pursuant to the terms of the Wings Shear Agreement, the Company can earn a 100% interest in the Wings Shear Property by making the following payments to the Optionor:

Cash Payment Amount to Optionor	Shares to be issued to Optionor	Minimum work commitment
\$45,000 (paid) within 5 business days from the effective date	750,000 shares (issued at a value of \$123,750) to be issued on same day of 1 st cash payment (payment date)	\$250,000 prior to the 1 st year anniversary of the effective date
Reimburse \$13,130 (paid) of staking fees on the effective date	750,000 (37,500 issued at a value of \$6,188) shares to be issued 4 months from the payment date	An additional \$500,000 prior to the 2 nd year anniversary of the effective date
	1,500,000 (75,000 issued at a value of \$12,375) shares to be issued 8 months from payment date	A final \$2,250,000 prior to the 3 rd year anniversary of the effective date
	1,500,000 (75,000 issued at a value of \$12,375) shares to be issued 12 months from payment date	
\$58,130	4,500,000 shares	\$3,000,000

Of the 3,750,000 shares to be issued 4 – 12 months subsequent to the effective date, 187,500 shares with a fair value of \$30,938 were issued at the effective date.

The Optionors retain a 2% Net Smelter Return Royalty (“NSR”) on any commercial production from the Wings Shear Property. The Company has the right at any time to acquire 1.5% of the NSR for \$1,000,000.

The Company also paid \$4,500 cash, and issued 450,000 common shares valued at \$74,250 as finder’s fees for the Wings Shear Property.

Wings Shear Property exploration update

Highlights of the Wings Shear Property include:

- Regional scale land package covering deep seated structural zone parallel to the structural trend underlying Newfoundland Gold’s Queensway Project.
- Greenfield project with drill targets identified
- No prior drilling completed on the showing
- The Wings Shear Property has values from grab samples of up to 12.2 g/t Au.
- The Wings’ Pond mineralized trend has been traced for a strike length of 1.0 km and channel sampling returned values of up to 9.8 g/t Au over 1.0 metres from the main Wings’ Pd showing.
- Additional gold mineralization was found associated with brecciated quartz veins within the Indian Bay-Big Pond Formation. This formation is 14 km long and 1.2 km wide.
- Channel sample from this area assayed up to 1.49 g/t Au, and 0.92 g/t Au over 1.0 m.

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Wings Shear Property exploration update (continued)

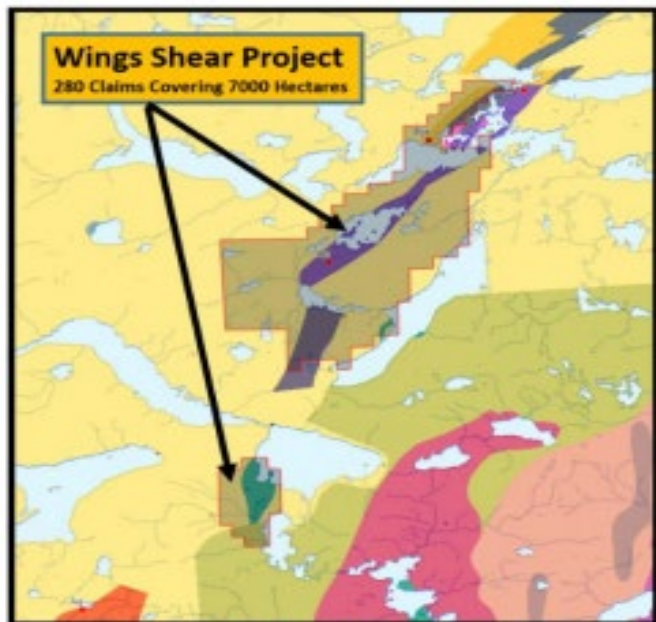
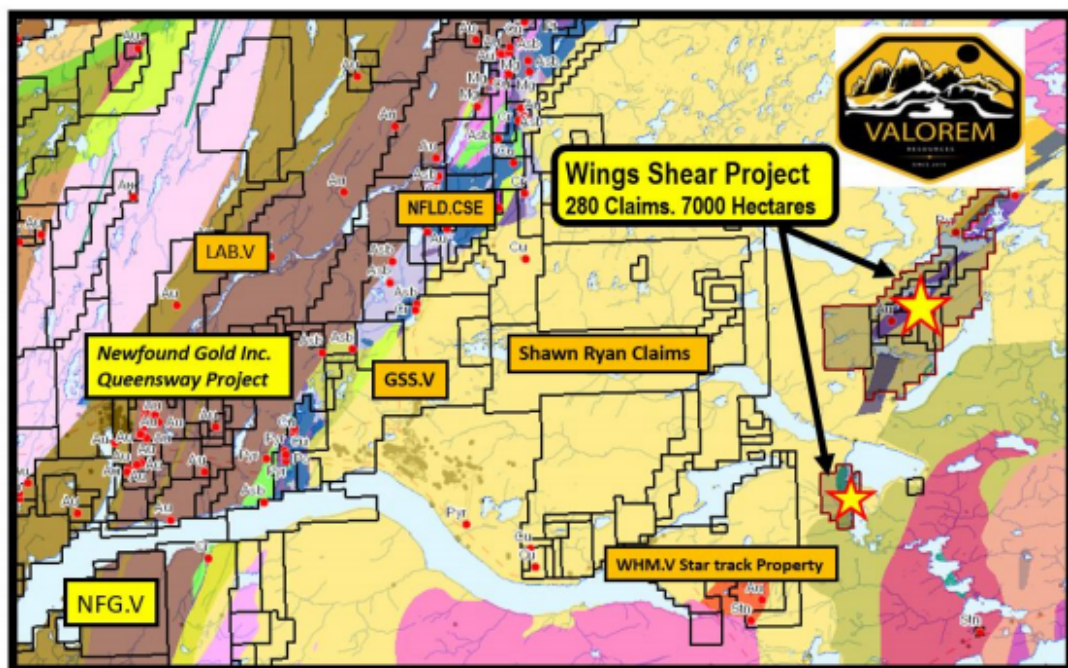


Figure 1: Map showing property geology and mineral occurrences/showing

Note: The data reported here is historic in nature and has not yet been verified by a Qualified Person. Valorem has relied on the information supplied in the NL govt filed assessment reports and from information found in MODS (Mineral Occurrence Data System) published by the Newfoundland Department of Natural Resources. The surface grab samples described in this news release are selective by nature and are unlikely to represent average grades of the property.



EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Wings Shear Property exploration update (continued)

Geology

Situated in the Gander Tectono-Stratigraphic Geological Zone, the Property is underlain by the Indian Bay Big Pond and the Johnathan's Pond formations. It hosts the regionally significant Wing's Pond shear zone which extends for 40-km in a north northeast direction and is associated with a number of historic gold showings. The gold is generally associated with arsenopyrite, stibnite, and base metal sulphides hosted in quartz/breccia veins.

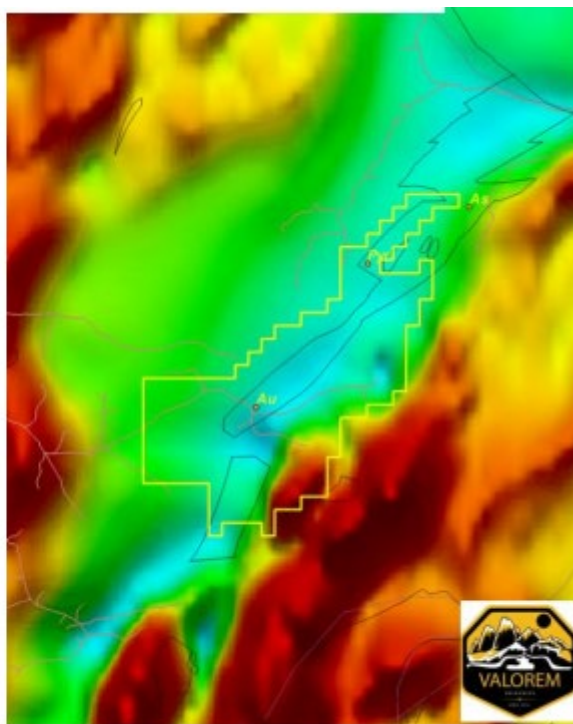


Figure 2: Residual Mag of Prospect area, the eastern mag high boundary is on the property

Local exploration service company Planet X Exploration Services Ltd. was retained through a local group of prospectors as the project operator. The Company looks forward to advancing the property in the near future with the local Newfoundland partnership.

Wayne Reid, P. Geo., a qualified person as defined in National Instrument 43-101, is responsible for aforementioned information.

On April 19, 2021, the Company received permits to begin exploration work on its Wings Shear Property. The scope of the permit provides exploration approval for ground geophysics, geochemical survey, and prospecting on the property.

On April 21, 2021, the Company announced that it would be commencing with field work shortly.

Initial work will consist of geological mapping, prospecting and a preliminary till-sampling program, commissioned through Overburden Drilling Management of Nepean, Ontario. Exploration will commence this week in preparation for an inaugural drilling campaign later in the year.

On June 3, 2021, the Company announced that it has submitted the application for approval of diamond drilling on its Wings Shear Property.

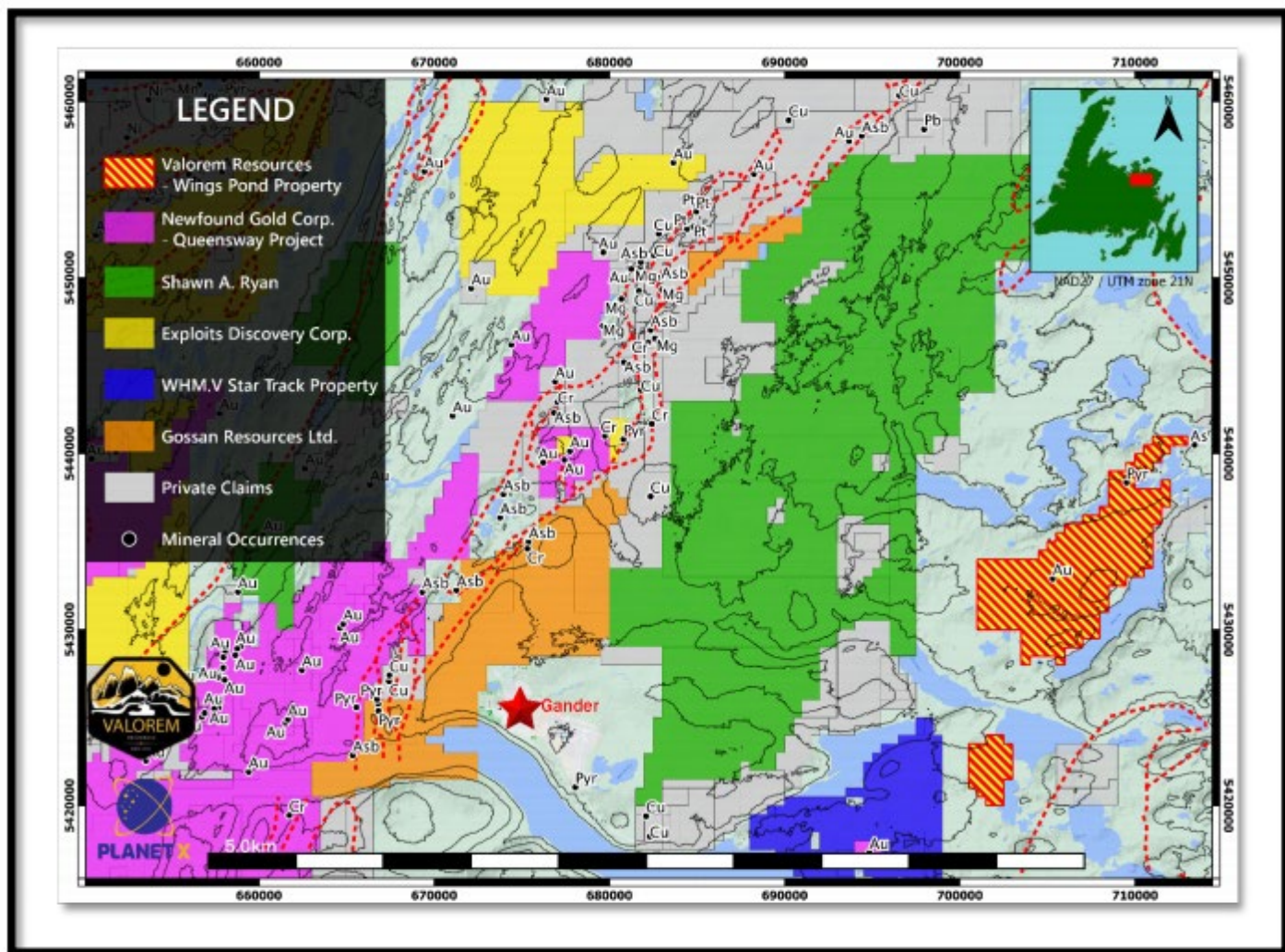
EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Wings Shear Property exploration update (continued)

Highlights

- the Company has planned an initial diamond drilling program of 1,000 meters of diamond drilling over 6 holes focusing on the historically trenching and drill-ready Wings Shear Property.
- The drilling program is set to begin, pending permit approval and drilling contractor availability.
- Surface sampling has been conducted during the ongoing surface exploration program in 2021, and assays are expected in the near future.
- A till survey consisting of 100 samples approximately ten kilograms in size are currently being collected under the guidance of Dr. Steve Amor P. Geo. The till samples will be processed into heavy-mineral concentrates and examined for gold and other pathfinder indicator minerals by Over Burden Drilling Management.

The Wings Shear Property covers a 1 km zone of enhanced gold potential. This feature is shear-zone hosted (the Wings' Pond Shear Zone) and previous sampling is reported with assays up to 12.2 g/t Au from grab samples. There has been no previous drilling in this area.



Map1: Gander area mineral licence holders & mineral occurrences

EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Wings Shear Property exploration update (continued)

Dr. Stephen Amor, PhD, P. Geo., technical advisor to the Company, is the Qualified Person as defined by National Instrument 43-101 who has reviewed and approved the technical data for the Wings Shear Property.

Blue Hawk Property, British Columbia

The Company earned a 100% interest in the Blue Hawk property, which consists of the Blue Hawk claims located near Kelowna, British Columbia in 2015. While evaluating the future economic benefits on its Blue Hawk property, the Company chose to make a payment to the Minister of Finance, in lieu of completing exploration and development work on the property. The Company property was disposed to an arm's length party for a nominal amount of \$500.

East Cortez Gold Project, Nevada

On January 14, 2020 ("the Closing Date"), the Company signed an asset purchase agreement (the "APA") with an arm's length party (the "Vendor") to acquire 32 lode mining claims comprising the East Cortez Gold project, in Eureka County, Nevada. The APA required total cash payment of \$435,000 and total issuance of 500,000 common shares.

On May 1, 2020, due to limitations caused by the COVID-19 pandemic, the Company was unable to send personnel to the property to conduct the work program, and as a result on April 30, 2020, the Company and the Vendor decided to terminate the APA agreement. Pursuant to the termination agreement, the Vendor agreed to return 150,000 common shares to the Company. The Company returned the 150,000 shares to treasury and recorded the \$11,250 fair value as a reduction to share capital.

SELECTED ANNUAL INFORMATION

	For the year ended April 30, 2021	For the year ended April 30, 2020	For the year ended April 30, 2019
Interest income	\$ -	\$ -	\$ -
Net loss and comprehensive loss	\$ 7,143,486	\$ 527,557	\$ 67,266
Loss per share, basic and diluted	\$ (0.12)	\$ (0.01)	\$ (0.00)
Total assets	\$ 674,471	\$ 50,238	\$ 43,019
Total non-current liability	\$ -	\$ -	\$ -
Cash dividends	\$ -	\$ -	\$ -

During the fiscal year ended April 30, 2021, the Company had a net loss and comprehensive loss of \$7,143,486 (2020 - \$527,557; 2019 - \$67,266). The 2021 net loss is primarily attributed to \$622,202 (2020 - \$54,289; 2019 - \$Nil) of promotion expenses and exploration and acquisition expenditures of \$5,495,766 (2020 - \$77,186; 2019 - \$Nil). Share-based compensation of \$490,035 (2020 - \$Nil; 2019 - \$Nil) was also a substantial component of the Company's 2021 net loss and comprehensive loss. In order to raise investor awareness about the Company's plans to explore its exploration and evaluation assets, the Company began a marketing campaign in fiscal 2021. The Company granted 2,250,000 (2020 - \$Nil; 2019 - \$Nil) options to attract and retain qualified and experienced consultants.

The 2021 net loss was partially offset by the \$114,510 write-off of accounts payable for consulting fees due to the Company's former Director and CEO on February 25, 2021.

SELECTED ANNUAL INFORMATION (CONTINUED)

The Company's total assets increased significantly in fiscal 2021. The cash component of increased assets was primarily attributed to \$1,345,500 (2020 - \$300,500; 2019 - \$50,000) received from non-brokered private placements and \$198,840 (2020 - \$Nil; 2019 - \$Nil) from exercised warrants. Share issue costs of \$15,751 (2020 - \$15,000; 2019 - \$Nil) were incurred in relation to the completed private placements.

On February 12, 2021, the Company acquired 100% of 1267818 B.C. Ltd. ("1267818"), a British Columbia based exploration corporation focused on the acquisition of precious metal properties in Canada, via a three-cornered amalgamation. Pursuant to the terms of the amalgamation, the Company issued 30,000,000 common shares with a fair value of \$5,100,000 to the shareholders of 1267818 in exchange for all of the issued and outstanding shares of 1267818. This non-cash transaction was the most significant contributor to the increase in the profit and loss.

The data in the audited consolidated financial statements for the years ended April 30, 2021, 2020, and 2019, respectively, were prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. All amounts presented in the audited consolidated financial statements are in Canadian dollars which is also the Company's functional currency.

RESULTS OF OPERATIONS

Year ended April 30, 2021

During the year ended April 30, 2021 ("2021"), and the year ended April 30, 2020 ("2020"), the Company recorded a net loss and comprehensive loss of \$7,143,486 (2020 - \$527,557) which is mainly attributed to:

- i) Promotion expenses increased \$567,913, from \$54,289 in 2020 to \$622,202 in 2021. In September 2020, the Company embarked on a marketing campaign to raise investor awareness about the Company. To date, the Company has received strategic planning, financial consulting, media and market development, market awareness, marketing analysis, business development, digital media services, vendor management marketing, web development, and data analytics services from various marketing and consulting firms in an effort to inform investors about the Company's plans to explore and develop its exploration and evaluation assets.
- ii) Share-based compensation of \$490,035 (2020 - \$Nil) was recognized on the grant of 2,250,000 (2020 - Nil) stock options to three consultants. Each option is exercisable at \$0.22 per share until April 21, 2026. All of the options vested upon date of grant. The estimated fair value of the options was measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.22; exercise price - \$0.22; expected life - 5 years; volatility - 513%; dividend yield - \$0; and risk-free rate - 0.94%.
- iii) Consulting fees in 2021 decreased \$8,760, from \$278,067 in 2020 to \$269,307 in 2021. Consulting fees are comprised of \$163,500 (2020 - \$118,000) for the current and former CEO's management fees, and \$105,807 (2020 - \$160,067) for business development, management consulting, sourcing projects, and other consulting fees. The CEO fees in 2020 were lower as a result of the CEO being appointed in September 2019.
- iv) Professional fees increased \$57,373, from \$83,125 in 2020 to \$140,498 in 2021. The professional fees consist of \$66,500 (2020 - \$37,500) for CFO fees, \$34,000 (2020 - \$19,500) for accounting services, \$16,800 (2020 - \$Nil) for corporate services, \$9,198 (2020 - \$14,125) for legal services, and \$14,000 (2020 - \$12,000) for audit fees.

RESULTS OF OPERATIONS (CONTINUED)

Year ended April 30, 2021 (continued)

- v) Exploration and acquisition expenditures increased from \$77,186 in 2020 to \$5,495,766 in 2021. During 2021, the Company paid \$14,850 to a consulting geologist to compile a 43-101 report for the Black Dog Lake property, \$3,519 to consulting geologists to review news releases and conduct research on mineral properties, and \$829 for claim staking and renewals for the Blue Hawk property. The Company issued 30,000,000 common shares in 2021 to an arm's length party with a fair value of \$5,100,000 for BC Cariboo Property. The 2020 property expenses were primarily attributed to the East Cortez project which was abandoned due to limitations caused by COVID-19. The reader is advised to refer to the table in the beginning of exploration and evaluation expenditures section of this MD & A.
- vi) A \$114,510 (2020 - \$Nil) write-off of accounts payable for consulting fees due to the Company's former Director and CEO was recorded on February 25, 2021.

As at April 30, 2021, the Company had no continuing source of operating revenues. The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business and exploration activities.

Three month period ended April 30, 2021

During the three month period ended April 30, 2021 ("Q4-2021"), and the three month period ended April 30, 2020 ("Q4-2020"), the Company recorded a net loss and comprehensive loss of \$5,635,646 (Q4-2020 - \$198,413) which is primarily attributed to:

- i) Share-based compensation of \$490,035 (Q4-2020 - \$Nil) was recognized on the grant of 2,250,000 (Q4-2020 - Nil) stock options to three consultants. Each option is exercisable at \$0.22 per share until April 21, 2026. All of the options vested upon date of grant. The estimated fair value of the options was measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.22; exercise price - \$0.22; expected life - 5 years; volatility - 513%; dividend yield - \$0; and risk-free rate - 0.94%.
- ii) Promotion expenses of \$288,221 (Q4-2020 - \$Nil) were incurred in Q4-2021. In September 2020, the Company embarked on a marketing campaign to raise investor awareness about the Company. To date, the Company has received strategic planning, financial consulting, media and market development, market awareness, marketing analysis, business development, digital media services, vendor management marketing, web development, and data analytics services from various marketing and consulting firms in an effort to inform investors about the Company's plans to explore and develop its exploration and evaluation assets.
- iii) Professional fees in Q4-2021 were \$58,998 (Q4-2020 - \$6,679), a \$52,319 increase. The professional fees consist of \$14,500 (Q4-2020 - \$22,575) for CFO fees, \$10,750 (Q4-2020 - \$6,000) for accounting services, \$11,550 (Q4-2020 - \$Nil) for corporate services, \$8,198 (Q4-2020 - recovery of \$33,896) for legal services, \$14,000 (Q4-2020 - \$12,000).
- iv) A \$114,510 (Q4-2020 - \$Nil) write-off of accounts payable for consulting fees due to the Company's former Director and CEO was recorded on February 25, 2021.
- v) Exploration and acquisition expenditures of \$5,495,766 (Q4-2020 - \$77,186). During Q4-2021, the Company issued 30,000,000 common shares with a fair value of \$5,100,000 and acquired various mineral property claims in British Columbia. This non-cash expenditures led to the overall increase in exploration and acquisition expenditures.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the condensed interim and audited financial statements:

	Three month period ended April 30, 2021 -\$-	Three month period ended January 31, 2021 -\$- (Restated)	Three month period ended October 31, 2020 -\$-	Three month period ended July 31, 2020 -\$-
Total assets	674,471	809,041	166,043	40,707
Total liabilities	519,303	500,854	275,699	243,552
Working capital (deficiency)	155,168	308,187	(194,646)	(202,845)
Shareholders' equity (deficiency)	155,168	308,187	(109,656)	(202,845)
Net loss and comprehensive loss	(5,635,646)	(1,160,593)	(271,061)	(76,186)
Loss per share	(0.10)	(0.02)	(0.00)	(0.00)

	Three month period ended April 30, 2020 -\$-	Three month period ended January 31, 2020 -\$-	Three month period ended October 31, 2019 -\$-	Three month period ended July 31, 2019 -\$-
Total assets	50,238	198,873	10,130	27,353
Total liabilities	176,896	127,118	48,376	13,333
Working capital (deficiency)	(126,658)	(38,745)	(38,246)	14,020
Shareholders' equity (deficiency)	(126,658)	71,755	(38,246)	14,020
Net loss and comprehensive loss	(198,413)	(210,909)	(102,266)	(15,969)
Loss per share	(0.00)	(0.01)	(0.00)	(0.00)

On February 12, 2021, the Company acquired 100% of 1267818 B.C. Ltd. ("1267818"), a British Columbia based exploration corporation focused on the acquisition of precious metal properties in Canada, via a three-cornered amalgamation. Pursuant to the terms of the amalgamation, the Company issued 30,000,000 common shares with a fair value of \$5,100,000 to the shareholders of 1267818 in exchange for all of the issued and outstanding shares of 1267818. The Company recorded an exploration and acquisition expense of \$5,100,000.

Working capital peaked at \$308,187 during Q3 ended January 31, 2021 during the last eight quarters as a result of the completing private placements. In Q2 ended October 31, 2020, the Company completed a private placement of 3,300,000 Units at \$0.10 per Unit for gross proceeds of \$330,000. A second 1st tranche private placement of 8,889,998 Units at \$0.10 per Unit for gross proceeds of \$889,000 was completed in Q3 ended January 31, 2021.

On March 26, 2021, the Company completed the 2nd tranche of a non-brokered private placement. The Company issued 1,100,000 units at \$0.115 per unit for gross proceeds of \$126,500.

During the year ended April 30, 2021, the Company received a total of \$198,840 from the exercise of 1,325,600 warrants.

SUMMARY OF QUARTERLY FINANCIAL RESULTS (CONTINUED)

Total liabilities throughout the past eight quarters reached their highest level of \$519,303 during the most recent quarter ended April 30, 2021. Amounts due to related parties of \$248,213 represent a significant portion of the April 30, 2021 total liabilities. The Company's Interim CEO and former CFO provided consulting and professional fees and postponed payment for their services to help the Company preserve its cash. On February 12, 2021, the Company assumed debt of \$100,000 owed to a former Director of the Company's subsidiary, 1267818 B.C. Ltd. On February 25, 2021, the Company's former CEO agreed to permit the Company to write-off \$114,510 of outstanding consulting fees which improved the Company's financial position.

The most significant net loss and comprehensive loss during the past eight quarters was \$5,635,646, which occurred in Q4 ended April 30, 2021. Share-based compensation of \$490,035 was recognized on the grant of 2,250,000 (Q4-2020 – Nil) stock options to three consultants. Promotion expenses of \$288,221 were also a significant component of the Q4-2021 net loss as the Company continues to embark on a marketing campaign to raise investor awareness about the Company. Quarterly expenditures increased due to the acquisition of 126718 BC Ltd.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company may continue to seek capital through various means including the issuance of equity and/or debt.

Net cash used in operating activities was \$1,439,741 during the year ended April 30, 2021, compared to \$319,597 in the year ended April 30, 2020. Cash flows for operating activities were mainly attributed to \$622,202 (2020 - \$54,289) for promotion fees, \$269,307 (2020 - \$278,067) for consulting fees, and \$140,498 (2020 - \$83,125) for professional fees.

Net cash provided by financing activities during the year ended April 30, 2021, was \$1,517,339 (2020 - \$285,500). On September 4, 2020, the Company completed a private placement of 3,300,000 Units at \$0.10 per Unit for gross proceeds of \$330,000. The Company paid \$15,750 cash, and issued a total of 154,000 warrants with a fair value of \$10,342 as finder's fees for the September 4, 2020 private placement. On January 28, 2021, the Company completed the 1st tranche of an 8,889,998 Unit private placement for gross proceeds of \$889,000. On March 26, 2021, the Company completed the 2nd tranche of a 1,100,000 Unit private placement for gross proceeds of \$126,500.

The Company received a total of \$198,840 from the exercise of 1,325,600 warrants during the year ended April 30, 2021.

The \$285,500 net proceeds received from financing activities in the comparative year ended April 30, 2020, was comprised of two non-brokered private placements totaling 2,501,666 Units for gross proceeds of \$300,500 less a \$15,000 finder's fee.

RELATED PARTY TRANSACTIONS

Key management personnel are the Directors and Officers of the Company. Certain key management personnel provide services through companies that they control. The following transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

RELATED PARTY TRANSACTIONS (CONTINUED)

The following amounts, which are unsecured and non-interest bearing, are reported in accounts payable and accrued liabilities, and related party liabilities:

	2021	2020
	\$	\$
Tony Louie - Director and Interim CEO	139,998	51,898
DR Financial Services - A company controlled by former CFO (Derick Sinclair) of the Company	108,215	33,975
Gregory Thomas - former Director and CEO	-	64,200
	248,213	150,073

Loan payable

On February 12, 2021, the Company assumed debt of \$100,000 owed to Eugene Beukman, a former Director of the Company's subsidiary, 1267818 B.C. Ltd. The debt is non-interest bearing, unsecured and due on demand.

Write-off of Account Payable

On February 25, 2021, the Company recorded a \$114,510 write-off of accounts payable for consulting fees due to Gregory Thomas, former Director and CEO.

The following are the transactions with related parties during the years ended April 30, 2021, and 2020:

	2021	2020
	\$	\$
Consulting fees to Tony Louie, Director and Interim CEO	97,500	54,000
Accounting and professional fees to DR Financial Services, a company controlled by Derick Sinclair, a former Director and former CFO of the Company	88,500	57,000
Consulting fees to Gregory Thomas, a former Director and CEO	66,000	64,000
	252,000	175,000

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's annual consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances; however, actual outcomes can differ from these estimates.

CRITICAL ACCOUNTING ESTIMATES (CONTINUED)

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

Usage of the going concern assumption - The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Global pandemic

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

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 primary exposure to credit risk is on its cash held in bank accounts and other receivables. The Company's cash is deposited in bank account held with major banks in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using major banks that are high-quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at April 30, 2021, the Company has \$279,305 (April 30, 2020 - \$26,823) in accounts payable and accrued liabilities that are due within 90 days of period-end.

Currency risk

The Company currently has minimal foreign exchange risk as it conducts the majority of its business within Canada and in Canadian dollars.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

FINANCIAL RISK MANAGEMENT (CONTINUED)

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

ADDITIONAL INFORMATION

Off-Balance Sheet Arrangements

As at the current date, the Company had no off-balance sheet arrangements.

Legal proceedings

As at the current date, management was not aware of any legal proceedings involving the Company.

Outstanding Share Data

As at the date of this report, the Company has 95,168,813 common shares and no preferred shares outstanding.

There are 6,950,000 stock options and 9,614,898 warrants outstanding as of the date of this report.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company intends to carry-out exploration and evaluation work on the BC Cariboo Property, Black Dog Lake Project, and Wings Shear Property. The aforementioned exploration and evaluation work will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current year. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

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

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee.

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

RISKS AND UNCERTAINTIES

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its subsidiaries will result in discoveries of commercial metal reserves.

Mining and development risks always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

RISKS AND UNCERTAINTIES (CONTINUED)

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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

RISKS AND UNCERTAINTIES (CONTINUED)

Title Risks

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Price Volatility of Public Stock

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.