

Waraba Gold Limited
(formerly Zenith Exploration Inc.)

Management's Discussion and Analysis

For the Three Months October 31, 2021

General

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements and related notes thereto of Waraba Gold Limited (formerly Zenith Exploration Inc.) (the "Company") for the periods ended October 31, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by International Accounting Standards Board. All amounts in the condensed interim financial statements and this discussion and analysis are presented in Canadian dollars, unless otherwise indicated. This MD&A is dated December 29, 2021 and discloses specified information up to that date.

Management is responsible for the preparation and integrity of the condensed consolidated interim financial statements, including the maintenance of appropriate information systems, procedures, and internal controls. Management is also responsible for ensuring that information disclosed externally, including the condensed interim financial statements and MD&A is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

The Company is a resource exploration company that is acquiring and exploring mineral properties.

On October 11, 2018, the Company began trading on the Canadian Securities Exchange (the "Exchange") the Company current trades on the Exchange under the symbol "WBGD".

On October 23, 2020, the Company changed its name to Waraba Gold Limited.

On March 12, 2021, the Company was listed on the Frankfurt Stock Exchange (also known as the Deutsche Boerse AG) under the symbol, "ZE0". The Company's common shares continue to be listed on the Canadian Securities Exchange under the symbol, "WBGD".

During the period ended October 31, 2020, the Company completed a plan of arrangement with its two former subsidiaries, High Point Exploration Inc. ("High Point") and Top Exploration Inc. ("Top Exploration"). Pursuant to the plan of arrangement, the Company transferred the Mantle Property to High Point and the Golden Girl Property to Top Exploration.

Exploration Expenditures

Changes in Accounting Policies

During the period ended October 31, 2021, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The Company also applied this change in accounting policy to the underlying policies of its associates, resulting in additional changes. The condensed consolidated interim financial statements for the period ended October 31, 2020 have been restated to reflect adjustments made as a result of this change in accounting policy.

Mali Gold Project

On January 21, 2020, the Company completed the amalgamation of 1278820 B.C Ltd and 1273795 B.C. Ltd (creating 1285074 B.C. Ltd as a wholly owned subsidiary of the Company) by issuing 25,690,000 common shares of the Company with a fair value of \$7,578,550. The excess of the consideration paid over the fair value of the net assets was attributed to the exploration expenses.

Pursuant to the amalgamation, the Company acquired a 75% interest in Gonka Gold Mali SARL (“Gonka”) a company incorporated in the Republic of Mali.

Gonka entered into an agreement with Fokolore Mining SARL (the “Purchase Agreement”) to acquire the research permit to explore for gold in the Maligonga-Est (Cercle de Kéniéba) region of Mali (the “Region”), issued by the Government of Mali on June 10, 2016 under number 2016-2006/MM-SG (as renewed pursuant to ordinance number 2019-3557/MMP-SG on October 11, 2019, (the “Mining Permit”). The Mining Permit is currently subject to a further renewal, application for which has been made.

Under the terms of the Purchase Agreement, the parties were required to receive ministerial consent to the transfer of the Mining Permit to Gonka (such approval having been granted on 17 August 2021) and the Company was required to pay a total consideration of US\$2,500,000 as follows:

- Payment of US\$250,000 – paid on January 19, 2021.
- Additional US\$1,000,000 – paid on April 9, 2021.
- Remaining US\$1,250,000 – 7,750,000 shares were issued on May 7, 2021.

In addition, Gonka will be required to pay an additional US\$1,000,000 upon proof, to an internationally recognized standard, that the area covered by the Mining Permit holds at least 1,000,000 ounces of gold; and an additional US\$1,000,000 upon proof, to an internationally recognized standard, that the area covered by the Mining Permit holds at least 1,500,000 ounces of gold.

The Company will be expected to fund 75% of all future exploration in relation to the Mining Permit. The remaining 25% of future exploration expense will be funded by the non-controlling shareholder in Gonka.

Scotch Creek Property

On November 14, 2017, the Company entered into a definitive agreement to purchase certain mineral claims covering 1,384.12 hectares comprising the Scotch Creek Property in the Kamloops Mining Division of British Columbia. In connection with the Scotch Creek Property agreement, the Company and vendors have also executed a royalty deed agreement pursuant to the terms and consideration of which the vendors shall receive a net smelter return royalty of 2% from the Company. Brent Hahn and Barry Hartley, former directors and officers of the Company, are vendors of the property.

In consideration for a 100% undivided interest in the property, the Company issued 15,000,000 common shares for total consideration of \$300,000.

The following is a description of the Company's exploration expenditures for the three months ended October 31, 2021:

Mali Gold Project	
Exploration expenses	
Costs incurred during the period:	
Camp and operations	\$ 121,661
Depreciation	11,006
Equipment rental	34,242
Geophysical	356,146
Management fees	14,371
Permits & fees	23,111
Reporting	21,292
Salaries & wages	56,745
Surveying & mapping	12,613
Total exploration expenses	\$ 840,068

Results of Operations

	Three months ended October	
	2021	2020
Expenses		
Management fees	\$ -	\$ 82,270
Consulting fees	-	10,000
Depreciation	4,881	-
Investor relations	36,487	-
Office and miscellaneous	33,570	44
Professional fees	132,833	12,165
Project generation	35,672	81,350
Exploration expenses	840,068	-
Regulatory fees	9,863	2,250
Transfer agent	1,350	4,500
	\$ (1,094,724)	\$ (192,579)
Other Items		
Foreign exchange	53,310	-
Loss for the period	\$ (1,041,414)	\$ (192,579)

Three Months Ended October 31, 2021 and 2020

Net Loss and Expenses

The net loss for the quarter ended October 31, 2021, were \$1,041,414 compared to \$192,579 for the quarter ended October 31, 2020, representing an increase of \$848,835 due to change in policy on expense exploration related expenditures.

Total expenses for the quarter ended October 31, 2021, were \$1,094,724 compared to \$192,579 for the quarter ended October 31, 2020, representing an increase of \$902,145 due to change in policy to expense exploration cost.

Major variances in expenses are as follows:

- For the quarter ended October 31, 2021, Management fees were \$Nil compared to \$82,270 for the quarter ended October 31, 2020. The decrease is due to the fees reclassified as exploration expenses.
- For the quarter ended October 31, 2021, investor relations were \$36,487 compared to \$Nil for the quarter ended October 31, 2020. The increase was attributable to shareholder communications costs.
- For the quarter ended October 31, 2021, office and miscellaneous expenses were \$33,570 compared to \$44 for the quarter ended October 31, 2020. The increase was due to the increased activity of the company. The office and miscellaneous expenses primarily include rent incurred for the head office in Lisbon and website maintenance cost of the Company.
- For the quarter ended October 31, 2021, professional fees were \$132,833 compared to \$12,165 for the quarter ended October 31, 2020. The increase was primarily attributable to an increased in legal and corporate secretarial services incurred in connection with the increased activity in the Company.
- For the quarter ended October 31, 2021, project generation expense was \$35,672 compared to \$81,350 for the quarter ended October 31, 2020. The decrease was attributable to less expenses incurred related to assessment of potential projects for the Company.
- For the quarter ended October 31, 2021, exploration expenses were \$840,068 compared with \$Nil for the quarter ended October 31, 2020; the increase was mainly due to the road construction, environmental study and installation of fence for the camp in Gonka.

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's condensed interim financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Loss for the period ⁽¹⁾	Loss per Share (Basic & Diluted) ⁽¹⁾	Total Assets	Interest Income
31-Oct-21	\$1,041,414	\$0.01	\$2,628,995	\$Nil
31-Jul-21	\$1,801,774	\$12.00	\$3,304,814	\$Nil
April 30, 2021	\$879,969	\$0.01	\$4,692,242	\$372
January 31, 2021	\$10,948,011	\$0.24	\$831,937	\$372
October 31, 2020	\$192,579	\$0.00	\$91,666	\$Nil
July 31, 2020	\$105,014	\$0.00	\$192,894	\$Nil
April 30, 2020	\$7,947	\$0.00	\$101,926	\$Nil
January 31, 2020	\$10,324	\$0.00	\$106,204	\$Nil

⁽¹⁾ Loss for the period have been restated to conform with the change in policy on exploration expenditures.

Financial Condition, Liquidity and Capital Resources

At October 31, 2021, the Company had working capital of \$1,449,180 and July 31, 2021 the Company had working capital of \$2,523,246. The Company does not currently have an active business generating positive cash flows. The Company is reliant on equity financing or shareholder loans to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

Related Party Transactions

Payments to key management and directors during the periods ended October 31, 2021 and 2020 were as follows:

	October 31, 2021	October 31, 2020
Management fees paid to officers or to companies controlled by officers	\$ -	\$ 82,270
Consulting fees paid to directors	18,154	10,000
Professional fees paid to officers	71,056	-
Total compensation	\$ 89,210	\$ 92,270

As at October 31, 2021 \$75,120 (July 31, 2021 - \$Nil), was due to officers.

Amounts owing to and from are unsecure, non-interest bearing and due on demand.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing condensed interim financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

Critical Accounting Estimates

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make estimates and assumptions concerning the future. 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 judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements are as follows:

- i) **Going concern**
Management has determined that the Company will be able to continue as a going concern for the next period.
- ii) **Economic recoverability and probability of future benefits of exploration and evaluation costs**
Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of

existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Financial Instruments and Capital Management

The Company is exposed in varying degrees to a variety of 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:

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 is not exposed to credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Currency Risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as its mining operations are significantly denominated in currencies other than the functional currency of the Company.

Since the Company's reporting currency is Canadian dollars and the Company and its subsidiaries have significant operations in Mali and in parts of Europe, the Company is exposed to foreign currency fluctuations on its reported amounts of assets and liabilities.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

Fair value

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and loans payable. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these investments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

COVID-19

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in future periods.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as at the date of this report.

Additional share information

As at October 31, 2021, and as at the date of this report, the Company had 110,788,911 common shares issued and outstanding.

As at October 31, 2021, and as at the date of this report, the Company had no stock options outstanding.

As at October 31, 2021, the Company had 46,552,500 warrants outstanding.

As at the date of this report, the Company had 38,052,500 warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.