Critical Reagent Processing Corp.

(formerly Oz Lithium Corporation)

Management Discussion and Analysis

For the years ended

June 30, 2023 and 2022

INTRODUCTORY COMMENT

Critical Reagent Processing Corp. (formerly Oz Lithium Corporation) (the "Company") was incorporated on October 14, 2016 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties.

The head office, principal address and registered records office of the Company is located at Suite 400 – 1681 Chestnut Street, Vancouver, BC, V6J 4M6.

This Management Discussion and Analysis ("MD&A") is dated October 30, 2023 and discloses specified information up to that date. This MD&A should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2023, which are prepared in accordance with International Financial Reporting Standards as issued by the IASB.

The accounting policies applied in preparation of these consolidated financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended June 30, 2023.

Throughout this report we refer from time to time to "Oz Lithium", "the Company", "we", "us", "our" or "its". All these terms are used in respect of Australian Goldfields Limited which is the reporting issuer in this document. ***We recommend that readers consult the "Cautionary Statement" on the last page of this report.***

CORPORATE HIGHLIGHTS

During the year ended June 30, 2023, the Company entered into a purchase option agreement to acquire up to a 100% interest in the Mina Laguna Santa Maria project, which consists of two mining concessions licensed for the production of sodium carbonate.
The terms of the purchase option agreement are further described below:

i. payment of US$100,000 on execution of the purchase option agreement (paid)
ii. payment of US$150,000 following a three-month due diligence period. (subsequently paid – Note 12 to the financial statements)

In accordance with the agreement, the Company recorded $162,882 (June 30, 2022 - $nil) during the current period which consisted of $139,930 (US$100,000) and other acquisition costs of $22,951.

Subsequent to the year ended June 30, 2023, the Company, completed its second and final option payment in the amount of US$150,000 to complete the purchase option agreement for the Mina Laguna Santa Maria project (Note 5 to the financial statements), which consists of two mining concessions licensed for the production of sodium carbonate, by way of purchase option agreement. Pursuant to the option agreement, the Company is now the holder of 100% of Nº 17.643 Ignacio VI and 86% of Nº 1.255 Santa Maria and has filed documentation to obtain the remaining 14%.

Subsequent to the year ended June 30, 2023, the Company, completed the incorporation of its 100% wholly owned subsidiary Critical Reagents Argentina S.A.S.

Pilbara Gold Group Pty Ltd. ("Pilbara")

The acquisition was entered into on June 17, 2020 by way of an agreement with third party arms' length vendors (the "Vendors"), to acquire (the "acquisition") a 100% ownership in Pilbara that controls certain tenements for gold mineralization in Western Australia, whereby, the Company acquired all base and precious metal mineral rights except for diamonds and iron ore which remain with the Vendors.

Share issuances to the Pilbara Shareholders, on a pro rata basis, pursuant to the acquisition agreement are as follows:

(a) 7,500,000 common shares to acquire 100% ownership of Pilbara. These shares are subject to an escrow provision over a 12-month period; (issued)
(b) On the completion of a drill program of 4,000 meters, an additional 2,500,000 common shares;
(c) On the announcement of not less than 500,000 ounces of gold within the property package, as defined in a resource calculated compliant to NI 43-101 standards a further 2,500,000 common shares;
(d) On the announcement of at least 1,000,000 ounces of gold within the property package, as defined in a resource calculated compliant to NI 43-101 standards a further 2,500,000 common shares.

Additionally, the parties agreed that a 2% net smelter royalty (“NSR”) will be held by the current Pilbara Shareholders on the Property. One percent of the NSR will be made available for purchase by the Company for a purchase price of $1,500,000 per 1% point. On closing of the Transaction, 100% of the issued and outstanding shares of Pilbara were assigned to the Company.

In addition, the Company issued 750,000 finders shares in connection to the acquisition agreement. Certain shares are contingent on the achievement of certain milestones ((b), (c), (d)). As at the acquisition date, management determined these performances to be remote and as a result, these share payments were not included in the purchase price.

During the year ended June 30, 2023, as a result of a change in the strategic direction of the Company, the Company impaired the property to $1, recording an impairment to exploration and evaluation assets of $2,122,914.

Projects

Laguna Santa Maria project, Argentina

The Mina Laguna Santa Maria, located in the northwest territory of the province of Salta, Argentina. The project comprises two mining concessions which total 500 hectares. The two concessions are licensed for the production of sodium carbonate, commonly referred to as soda ash, which is a key reagent in the production of lithium carbonate. Located in close proximity to current lithium production and development, the project offers significant freight advantage over competing imports. The project is accessible, being approximately 60 kilometers from the town of Tolar Grande, approximately 357 kilometers from Salta city.

Soda ash is the trade name for sodium carbonate ($Na3CO2$), a chemical refined from the mineral trona or sodium-carbonate-bearing brines (both referred to as natural soda ash) or manufactured from a chemical process (referred to as synthetic soda ash).

Soda ash is a critical reagent in the production of lithium carbonate with the process requiring two tonnes of soda ash for every tonne of lithium carbonate produced. The location of the project in Salta province, where significant lithium production is under development, provides a substantial potential market.

During the year ended June 30, 2023, the Company submitted an Environmental Impact Report, Advanced an Environmental Impact Study with a VES Survey, and commenced a sampling program as further described below:

Geo Brand, a Salta Argentina based technical firm completed a Vertical Electrical Sounding survey over the project area. A total of 8 transects were completed and are comprised of 15 sounding points every 500 meters per transect. The intent of the program is to confirm the depth potential of the soda ash deposit in relation to the visible surface expression.

Eleven liquid samples and fifteen solid samples have been collected at site by the Company’s field exploration team. The samples have been collected under the supervision of William Feyerabend, CPG, a Consulting Geologist and Qualified Person under NI 43-101. All samples will be forwarded to Alex Stewart Laboratories (ISO Certified) of Mendoza, Argentina, for chemical analysis and quality evaluation.

Pilbara – Western Australia

The Pilbara is a large, thinly populated area in the north of Western Australia that has a population of about 65,000 (Australian Bureau of Statistics) and includes some of Earth's oldest rock formations. It's well known for its oil, natural gas and iron ore deposits which contribute significantly to Australia's economy.

The region covers an area of 507,896km2 (193,826mi2) (including offshore islands), roughly the combined land area of the US States of California and Indiana.

Major gold companies active in the Pilbara include Novo Resources Corp, International Prospect Ventures, Artemis Resources, Pacton Gold, De Grey Mining Limited, Millennium Minerals Limited, Calidus Resources Limited and Kairos Minerals.

The most significant, recent gold discoveries in the Pilbara are of the conglomerate hosted gold deposit style which has been compared in part to the Witwatersrand Conglomerate Gold Deposit of South Africa. The Pilbara Gold tenements are strategically located in the area of known mineral discoveries.

In connection to an acquisition agreement with Pilbara, the Company acquired 100% of Pilbara's tenement holdings upon closing.

Pilbara holds five distinct project tenements in the following areas:

- Beatons River comprised of 355 square kilometers adjoins the Beatons Creek Project currently being developed for gold production by Novo Resources Corp. The gold target is conglomerate hosted.
- Cuprite West and East is located 50 kilometers west of Marble Bar, and is comprised of 109 square kilometers. The mineral target is massive sulphide gold mineralization – surrendered subsequent to the year ended June 30, 2023
- Tyche and Fortuna Projects which are two non-contiguous tenements that cover two stratigraphic units of the Fortescue Group which comprise the Hardey and Kylena Formations. The gold target is conglomerate gold hosted in the Hardey Formation – surrendered during the year ended June 30, 2023.
- Nortia Project hosts the Dalton Suite in the center of the tenement, which holds the potential for ultramaphic shear hosted gold mineralization.

During the year ended June 30, 2021, in connection with the acquisition, the Company filed a technical report titled NI 43-101 Technical Report Pilbara Gold Projects, Western Australia, for further information on the report, please refer to the Company's website at https://www.crpc-corp.com, or https://www.sedarplus.ca.

On closing of the acquisition, the Company retained geological staff based in Perth, Australia, to conduct a more detailed site visit. The five-day site visit was completed during the first week of December. The evaluation confirmed the outcrop of the Beaton's Creek Conglomerate within the Beaton's River Project area. A significant area of outcrop was mapped and photographed. Due to the cemented nature of the outcropping zone, it was decided that mechanical sampling was warranted.

To further understand the local geology and topography, the Company engaged Perry Remote Sensing LLC of Denver, Colorado, to complete a LANDSAT and ASTER program on the Beaton's Creek Project. The program was designed to provide and update existing mapping of Proterozoic age pebble conglomerate, believed to be the gold host at the neighboring Beaton's Creek Project owned by Novo Resources. Results confirmed that the conglomerate occupies a central part of a regional syncline with highly altered flanks. The central portion is deemed prospective for nugget gold and the western extent is prospective for epithermal precious metals. A total of 45 locations were identified for ground follow up. The Company is now planning the follow up exploration options to further refine the target focus using Landsat, and to obtain samples of significant size for ground surface sample program.

During 2021, due to market interest, exploration activity for lithium increased in Western Australia, and in particular, in the Pilbara Region. The area has a recent history of lithium exploration and production. In January 2017, Mineral Resources (ASX: MIN) began producing lithium from the Wodgina Mine, located in the Pilbara region. Since this time, other companies have been evaluating the Pilbara for potential lithium. Pilbara Minerals (ASX: PLS) has identified a lithium resource near Marble Bar. In December 2021, Chilean lithium producer SQM announced an AU$12 million joint venture with Kalamazoo Resources (ASX: KZR) on their Dom's Hill Project. After completion of a historical review of the Company project inventory, three projects were selected as having lithium exploration potential.

The Cuprite West and East Projects totaling 109 square kilometers and located 50 kilometers north west of Marble Bar have been selected as having lithium exploration potential. Chilean lithium producer SQM (Sociedad Quimica y Minera de Chile) announced a joint-venture with Kalamazoo Resources (ASX: KZR) in December of 2021 on their Dom's Hill Lithium Project. The Cuprite West and Cuprite East Projects adjoin this area. Historical data indicates the potential presence of pegmatites. During the year ended June 30, 2022, a surface sample program of the Cuprite East project was completed. The results while showing various metal anomalies did not justify immediate follow up for the Company's target commodity of lithium, until further findings are identified using our LANDSAT program.

The Nortia Project, located 30 kilometers east of the historic mining town of Nullagine, and comprised of 5,510 hectares has also been deemed to hold potential for lithium exploration. A reconnaissance site visit in February 2022 accessed various locations within the south-west portion of the claim block. Pegmatite float was identified in the field and samples were collected and sent to A.L.S. Laboratories of Brisbane, Australia (an ISO Certified Laboratory) for assay. All samples returned lithium values ranging from 8.3 ppm to 74.1 ppm. Results were interpreted as indicating the potential for mineralized pegmatite on site. Subsequent to the year ended June 30, 2022, the Company did a follow up sample program of 20 one to two kilogram samples, limited in size and number due to challenging site access. Due to assay backlog in Australia, all samples were forwarded to ALS Laboratories of North Vancouver, B.C., Canada (an ISO Certified Laboratory). The results did not return appreciable values of lithium.

To further guide ground exploration for lithium, the Company retained Perry Remote Sensing of Denver, Colorado to conduct a state of the art LANDSAT program. By employing various satellite hosted sensors, areas of interest can be determined from large land areas.

During the period ended June 30, 2023, on review of its tenement portfolio, and exploration plans, the Company determined not to proceed with exploration on the Tyche and Fortuna tenements and subsequent to the year ended June 30, 2023 the Company determined not to proceed with exploration of the Cuprite East and West tenements. Assessment of the publicly available data on the geology of the area did not meet the Company's targets for base metals or lithium exploration.

During the year ended June 30, 2023, as a result of a change in the strategic direction of the Company, the Company impaired the property to $1, recording an impairment to exploration and evaluation assets of $2,122,914.

Subsequent to the year ended June 30, 2023, on August 17, 2023, the Company changed its name to Critical Reagent Processing Corp. and updated its trading symbol to CSE:CRPC.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had current assets of $2,694,244 (June 30, 2022 - $3,812,677) and current liabilities of $145,010 (June 30, 2022 - $265,258) and working capital as at June 30, 2023 was $2,549,234 compared to June 30, 2022 of $3,547,419.

Shareholders equity at June 30, 2023 was $2,712,117 compared to June 30, 2022 of $5,670,334.

During the year ended June 30, 2023, the Company did not complete any share capital transactions.

Subsequent to the year ended June 30, 2023, the following warrants expired unexercised:

- 597,014 warrants to purchase common shares priced at $0.75;
- 13,930,000 warrants to purchase common shares prices at $0.35.

On March 25, 2022, the Company closed a non-brokered private placement issuing 39,560,000 units (the "Units") at a price of $0.10 per unit for gross proceeds of CAD$3,956,000. Each unit is comprised of one common share and one share purchase warrant. Each Warrant entitles the holder to purchase one common share of the Company at a price of $0.18 per share for a period of 3 years from the date of issuance.

The Company paid finder's fees totaling $288,400 and 2,888,400 finder's warrants. The Finder's Warrants are non-transferable and are exercisable at $0.18 per share for a period of 3 years from the date of issuance.

On April 6, 2022, granted options to purchase a total of 2,575,000 common share at an exercise price of $0.20 per share for a period of five years to certain directors, consultants and advisory board members in accordance with the provisions of its stock option plan. The fair value of the options granted is $457,190, based on the Black-Scholes Option Pricing Model, using a risk-free interest rate of 2.51%, expected life of 5 years, volatility of 182%, and 0% dividend and forfeiture rates.

On May 25, 2022, granted incentive stock options to purchase a total of 1,395,000 common share at an exercise price of $0.20 per share for a period of five years to certain directors, consultants and advisory board members in accordance with the provisions of its stock option plan. The fair value of the options granted is $158,138, based on the Black-Scholes Option Pricing Model, using a risk-free interest rate of 2.6%, expected life of 5 years, volatility of 179.95%, and 0% dividend and forfeiture rates.

During the year ended June 30, 2022, the Company issued 100,000 common shares in exercise of stock options priced at $0.20, for total proceeds of $20,000, of which, $10,000 was recorded to subscriptions receivable (Note 3 to the financial statements) and received subsequent to the year ended June 30, 2022.

As at the year ended June 30, 2023, there were 70,323,065 (June 30, 2022 - 70,323,065) issued and fully paid common shares.

The Company will need to continue raising additional capital to further the investigation of its current and potential new projects of merit and for general working capital purposes. As a public company, the evaluation by the investment community and individual investors will determine the outcome of any financing in the public market.

RESULTS OF OPERATIONS

For the year ended June 30, 2023, the Company recorded a net loss of $2,958,217 (June 30, 2022 - $2,387,681) and had a cumulative deficit of $10,038,546 (June 30, 2022 - $7,080,329).

SELECTED ANNUAL INFORMATION

The following table provides a brief summary of the Company's financial operations for the prior three fiscal years. For more detailed information, refer to the financial statements for the year then ended.

	June 30, 2023 -$-	**June 30, 2022 -$-**	**June 30, 2021 -$-**
Total assets	2,857,127	5,935,592	3,998,508
Non-current assets	162,833	2,122,915	2,122,915
Working capital	2,549,234	3,547,419	1,663,433
Long-term liabilities	-	-	-
Shareholders' equity	2,712,117	5,670,334	3,786,348
Net loss	(2,958,217)	(2,387,681)	(2,510,791)
Net loss per share	(0. 04)	(0. 06)	(0. 11)

Summary of Quarterly Financial Information

The following is a summary of selected financial information compiled from the quarterly unaudited financial statements for the eight quarters ended June 30, 2023.

	Jun. 30, 2023	**Mar. 31, 2023**	**Dec. 31, 2022**	**Sep. 30, 2022**
	-$-	**-$-**	**-$-**	**-$-**
Revenue	-	-	-	-
Total assets	2,857,127	5,243,253	5,405,834	5,663,157
Working capital	2,549,234	2,762,133	3,105,463	3,351,786
Long-term liabilities	-	-	-	-
Shareholders' equity	2,712,117	5,047,929	5,228,378	5,474,701
Net loss	(2,335,812)	(180,449)	(246,323)	(195,633)
Net loss per share	(0.03)	(0.00)	(0.00)	(0.00)
	Jun. 30, 2022	**Mar. 31, 2022**	**Dec. 31, 2021**	**Sep. 30, 2021**
	-$-	**-$-**	**-$-**	**-$-**
Revenue	-	-	-	-
Total assets	5,935,592	6,386,925	3,461,719	3,762,958
Working capital	3,547,419	4,068,127	1,150,589	1,444,791
Long-term liabilities	-	-	-	-
Shareholders' equity	5,670,334	6,191,042	3,273,504	3,567,706
Net loss	(1,158,453)	(716,112)	(294,474)	(218,642)
Net loss per share	(0.02)	(0.02)	(0.01)	(0.01)

Discussion

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period. Other than the factors leading to certain costs discussed above in the section "Results of Operations", management of the Company does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations.

The main categories causing significant variance in the eight quarters ended June 30, 2023, are described further herein.

The main factors contributing to the increase in net loss include in the period ended June 30, 2023, the Company recorded an impairment of $2,122,914 to its Australian exploration and evaluation assets (Note 5 to the financial statements), and incurred exploration expenses of $137,965.

In the period ended June 30, 2022, the Company incurred increases in business advisory of $191,055 in connection to increased exploration and business development and corporate awareness activities, additional exploration expenditures of $152,290, and non-cash stock-based compensation expense of $615,328 on issuance of options.

Additionally, in the period ended March 31, 2022, the Company completed private placement financings, as further described in liquidity and capital resources above, contributing to the variance in total assets, working capital, shareholders' equity, and net loss per share in the periods then ended, during the same period, the Company incurred increases in business advisory of $240,800 and consulting, management, and directors' fees of $248,254 in connection to increased exploration and business development and corporate awareness activities. Exploration activities in the same period increased to $103,430.

The year ended June 30, 2023 and 2022:

For the year ended June 30, 2023, the Company had a net loss of $2,958,217 (2022 - $2,387,681). The Company experienced major decreases in virtually all expense categories of a material nature. Management sought to reduce the Company's operational costs, while assessing and determining a new strategic direction during the year. The

Company realized decreases in business advisory costs of $31,066 (2022 - $588,855), consulting, management, and directors fees of $422,017 (2022 - $489,957), professional fees of $85,587 (2022 - $124,335), exploration expenditures of $314,627 (2022 - $407,824), shareholder communication expense of $18,734 (2022 - $91,726), stock-based compensation of $nil (2022 - $615,328).

Due to the change in strategic direction, the Company recorded an impairment to exploration and evaluation assets of $2,122,914 (2022 - $nil) during the year which was a main contributing factor to the increase in net loss during the year.

The three months ended June 30, 2023 and 2022:

The Company experienced major decreases in virtually all expense categories of a material nature. Management sought to reduce the Company's operational costs, while assessing and determining a new strategic direction during the year. The Company realized decreases in business advisory costs of $5,494 (2022 - $191,055), consulting, management, and directors fees of $44,125 (2022 - $98,340), professional fees of $24,328 (2022 - $43,279), exploration expenditures of $137,965 (2022 - $152,920), stock-based compensation of $nil (2022 - $615,328).

Due to the change in strategic direction, the Company recorded an impairment to exploration and evaluation assets of $2,122,914 (2022 - $nil) during the period which was a main contributing factor to the increase in net loss during the period.

TRANSACTIONS WITH RELATED PARTIES

Related party balances

The following amounts due to related parties are included in trade payables and accrued liabilities (Note 4 to the financial statements) and have arisen from the unpaid portion of certain fees disclosed below as well as amounts owing for expense reimbursements. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

	June 30, 2023 - $ -	**June 30, 2022 - $ -**
Companies controlled by directors and/or an officer of the Company	-	2,500
	-	2,500

As at the year ended June 30, 2023, the Company paid $14,188 in fees relating to July 2023 to companies controlled by directors and/or an officer of the Company recorded to prepaid expenses.

Summary of key management personnel compensation:

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company has a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and Corporate Officers. The renumeration for these key management personnel is included in the amounts disclosed below.

Transactions

During the year ended June 30, 2023, the Company incurred management fees of $180,767 (2022 - $189,767) to the CEO of the Company, director fees of $125,000 (2022 - $150,000) to a company controlled by a director of the Company, consulting fees of $116,250 (2022 - $150,000) with a company controlled by the CFO of the Company which are included recorded in consulting, management and director fees and consulting and geological fees of $41,984 (2022 - $39,556) (Note 9 to the financial statements) to a company controlled by a director of the Company.

The total of the related party transactions during the year ended June 30, 2023, is $464,000 (2022 - $529,513).

As at June 30, 2023, the following parties are Directors and or Officers of the Company:

- Adrian Hobkirk, CEO, President, and Director
- Teresa Cherry, CFO, and Director
- Chris Cherry, Director
- William (Bill) Feyerabend, Director

OFF BALANCE SHEET ARRANGEMENTS

There are no off- balance sheet arrangements.

FINANCIAL RISK 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 summarized 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's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts at a major bank in Canada, and a minimal cash balance held in Australia. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk is assessed as low.

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 necessary levels of equity funding.

Foreign exchange risk
Foreign 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. As at June 30, 2023, the Company has financial assets denominated in the US Dollar, which will be affected by changes in the exchange rate between the Canadian Dollar and the US Dollar.

If the Canadian dollar changes by one percent against the US Dollar, with all other variables held constant, the impact on the Company's foreign denominated financial instruments would result in a nominal change in profit or loss.

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 significant interest rate risks.

Capital Management
The Company's policy is, if permitted by market conditions, to maintain a strong capital base so as to support investor and creditor confidence and support future development of the business. The capital structure of the Company consists of equity, comprising share capital and reserves net of accumulated deficit. The Company is not subject to any externally imposed capital requirements.

Fair value
The Company's financial instruments consist of cash, trade payables and amounts due to related parties. 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.

Cash is measured at fair value using Level 1 inputs.

RISKS RELATED TO THE COMPANY'S BUSINESS

Overview

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring of its property will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial.

The following sets out the principal risks to face by the Company.

Exploration Risk. The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons, or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market Risks. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change both in short term time horizons and longer-term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities. See "Share Price Volatility and Price Fluctuations" below.

Commodity Price Risks. The Company's exploration projects seek graphite. An adverse change in this commodity's price, or in investors' beliefs about trends in this price, could have a material adverse outcome on the Company and its securities.

Aboriginal Accommodation Risks. Aboriginal title claims and rights to consultation and accommodation may affect our existing operations as well as potential development projects. Governments in many jurisdictions must consult with aboriginal peoples with respect to grants of mineral rights and the issuance or amendment of project authorizations. Consultation and other rights of aboriginal people may require accommodations, including undertakings regarding employment and other matters in impact and benefit agreements. This may affect our ability to assure within a reasonable time frame effective mineral titles in these jurisdictions, including in some parts of Canada in which aboriginal title is claimed, and may affect the timetable and costs of exploration and, if warranted, development of mineral properties in these jurisdictions. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions. These legal requirements may affect our ability to expand or transfer existing projects or acquire possible new projects.

Financing Risks. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon either selling equity in the capital markets or obtaining funding partnerships with third parties to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects recently, there can be no assurance that the capital markets will support providing the financing needed to continue its exploration programs on favorable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Competition. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and commencement of production on its property, requires permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its property will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the property in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at its property on terms which enable operations to be conducted at economically justifiable costs.

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 or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

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 its property or abandonment or delays in development of new mineral exploration properties.

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of June 30, 2023, is $10,038,546. The Company has not yet had any ongoing revenue from the exploration activities on its property, nor has the Company yet determined that commercial development is warranted on its property. Even if the Company commences development of its property, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsured Risks. The Company may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. A finding of liability against the Company in such circumstances would have a material effect on the Company’s financial position.

Cyber Security Risks. As the Corporation continues to increase its dependence on information technologies to conduct its operations, the risks associated with cyber security also increase. The Corporation relies on management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm its operations and materially adversely affect its operation results, Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error. The Corporation’s exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. The Corporation has implemented security procedures and measures in order to protect its systems and information from being vulnerable to cyber-attacks. The Corporation believes these measures and procedures are appropriate. To date, it has not experienced any material impact from cyber security events. However, it may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications

Other MD&A Disclosure Requirements

Information Available on SEDAR

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website http://sedar.com.

Disclosure by Venture Issuer Without Significant Revenue

An analysis of the material components of the Company’s general and administrative expenses is disclosed in the financial statements to which this MD&A relates. An analysis of the material components of the exploration and evaluation asset of the Company's mineral property is disclosed in Note 5 to the financial statements.

Outstanding Share Data

As at June 30, 2023, and the current date there are 70,323,065 common shares issued and outstanding as further described in Note 6 to the Financial Statements.

As at June 30, 2023, and the current date there are 56,975,414 warrants outstanding. Subsequent to the year ended June 30, 2023, 597,014 warrants priced at $0.75 expired unexercised and 13,930,000 warrants priced at $0.35 expired unexercised. As at the current date, there are 42,448,400 warrants outstanding.

As at June 30, 2023, and the current date, there are 6,920,000 stock options outstanding as further described in Note 6 to the Financial Statements.

As at the date of this report and the current date there are no special warrants outstanding.

Vancouver, British Columbia October 30, 2023

We recommend that users of this report read the below Cautionary Statements.

Cautionary Statements

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, future possible exercise of warrants and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.