**BLACK TUSK RESOURCES INC.**
**Management Discussion and Analysis**
**For the three months period ended July 31, 2021**

The Management Discussion and Analysis ("MD&A"), prepared September 17, 2021 should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended April 30, 2021 and the notes thereto of Black Tusk Resources Inc. ("Black Tusk") which were prepared in accordance with International Financial Reporting Standards.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## DESCRIPTION OF BUSINESS

Black Tusk Resources Inc. ("the Company") was incorporated on November 18, 2016 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 500-666 Burrard Street, Vancouver, British Columbia, Canada. On November 12, 2019 the Company acquired 100% of Golda Resources Inc. and on January 13, 2020 the Company acquired 100% Chalice Gold Exploration Corp.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at July 31, 2021, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

## EXPLORATION PROJECT

| | Acquisition costs | Exploration costs | Total |
|---|---:|---:|---:|
| | $ | $ | $ |
| Balance, April 30, 2019 | 240,000 | 125,249 | 365,249 |
| Additions | 1,067,500 | 319,048 | 1,386,548 |
| Write-off of mineral property | (65,000) | (113,772) | (178,772) |
| Balance, April 30, 2020 | 1,242,500 | 330,525 | 1,573,025 |
| Additions | – | 811,220 | 811,220 |
| Balance, July 31, 2021 | 1,242,500 | 1,141,745 | 2,384,245 |
| Additions | – | 57,733 | 57,733 |
| Balance July 31, 2021 | 1,242,500 | 1,199,478 | 2,441,978 |

### Goldsmith Property

During the year ended April 30, 2020, the Company decided not to proceed with the Goldsmith Property option and recorded an impairment of $178,772 to write off all the accumulated costs.

**Cluster Project**

On February 5, 2019, the Company entered into a mineral claim purchase agreement to purchase 100% interest in the mineral property called the Cluster Project, located in Val-D'Or, Quebec. In consideration for the Cluster Project, the Company made cash payment of $25,000 and issued 1,000,000 common shares to the vendor during the year ended April 30, 2019.

As at July 31, 2021, the project is still at an early exploration stage. The Company has incurred the following acquisition and deferred exploration costs as at July 31, 2021.

| | **Cluster Project** |
|---|---|
| | $ |
| **Balance, April 30, 2019** | – |
| **Acquisition Costs** | |
| Cash | 25,000 |
| 1,000,000 common shares issued at $0.15 per share | 150,000 |
| Total Acquisition Costs | 175,000 |
| **Deferred Exploration Costs** | |
| Drilling | 161,539 |
| Geological | 128,615 |
| Field and supplies | 7,999 |
| Consulting | 32,372 |
| Exploration costs for the year | 330,525 |
| Total Deferred Exploration Costs | 330,525 |
| **Balance, April 30, 2020 and July 31, 2020** | **505,525** |
| **Acquisition Costs** | |
| Cash | – |
| Total Acquisition Costs | **175,000** |
| **Deferred Exploration Costs** | |
| Drilling | 471,841 |
| Geological | 107,310 |
| Field and supplies | 191,117 |
| Consulting | 40,952 |
| Exploration costs for the year | 811,220 |
| **Total Deferred Exploration Costs** | **1,141,745** |
| **Balance, April 30, 2021** | **1,316,745** |
| Additions | **57,733** |
| **Balance July 31, 2021** | **1,432,211** |

**McKenzie East Project**

On November 12, 2019, the Company entered into a share purchase agreement to purchase 100% of the outstanding shares of Golda Resources Inc. (“Golda”). At the time of acquisition, Golda held a 100% interest in the mineral property called the McKenzie East Project, located in Quebec. In consideration for the mineral property, the Company issued 5,500,000 common shares to the owners of Golda and paid $15,000 cash to a third party consultant.

As at July 31, 2021, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at July 31, 2021:

| | **McKenzie East Project** |
|---|---|
| | $ |
| **Balance, April 30, 2019** | – |
| **Acquisition Costs** | |
| Cash | 15,000 |
| 5,500,000 common shares issued at $0.055 per share | 302,500 |
| Total Acquisition Costs | **317,500** |
| **Deferred Exploration Costs** | |
| Exploration costs | – |
| Total Deferred Exploration Costs | – |
| **Balance, April 30, 2020 and 2021 and July 31, 2021** | **317,500** |

**South Rim Project**

On January 13, 2020, the Company entered into a share purchase agreement to purchase 100% of the shares of Chalice Gold Exploration Corp. (“Chalice”). At the time of acquisition, Chalice held a 100% interest in the mineral property called the South Rim Project, located in British Columbia. In consideration for the mineral property, the Company issued 10,000,000 common shares to the owners of Chalice.

As at July 31, 2021, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at July 31, 2021:

**South Rim Project**

| | South Rim Project |
|---|---|
| | $ |
| **Balance, April 30, 2019** | – |
| **Acquisition Costs** | |
| 10,000,000 common shares issued at $0.075 per share | 750,000 |
| Total Acquisition Costs | **750,000** |
| **Deferred Exploration Costs** | |
| Exploration costs | – |
| Total Deferred Exploration Costs | – |
| **Balance, April30, 2020 and 2021 and July 31, 2021** | **750,000** |

**Environmental**

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and the expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

**SELECTED ANNUAL INFORMATION**
**($000's except loss per share)**

| | | April 30, 2021 | | April 30, 2020 | | April 30, 2019 |
|---|---|---|---|---|---|---|
| Revenue | $ | 0 | $ | 0 | $ | 0 |
| Net Loss | $ | (3,275) | $ | (2,607) | $ | (1,113)) |
| Basic and Diluted Loss Per Share | $ | (0.03) | $ | (0.06) | $ | (0.07) |
| Total Assets | $ | 4,327 | $ | 1,887 | $ | 917 |
| Long-Term Debt | $ | 0 | $ | 0 | $ | 0 |
| Dividends | $ | 0 | $ | 0 | $ | 0 |

## OPERATIONS

**Three-month period ended July 31, 2021**

During the three months ended July 31, 2021 the Company reported a net loss of $394,396. (2020 - $555,341). Included in the determination of operating loss was $80,000 (2020 - $66,000) spent on management fees, $13,619 (2020 - $40,796) on professional fees, $2,187 (2020 - $4,239) on transfer agent and filing fees, $59,899 (2020 - $24,368) on travel and promotion, $229,541 (2020 - $296,235) on consulting, $Nil (2020 - $30,749) on investor communication and $9,150 (2020 - $6,959) on office and miscellaneous. The Company also incurred a stock based compensation charge of $Nil (2020 - $85,995).

## SUMMARY OF QUARTERLY RESULTS
**($000's except earnings per share)**

| | July 31, 2021 | April 30, 2021 | January 31, 2021 | October 31, 2020 |
|---|---|---|---|---|
| Revenue | $ 0 | $ 0 | $ 0 | $ 0 |
| Net loss | $ (394) | $ (1,188) | $ (531) | $ (1,001) |
| Basic and diluted Loss per share | $ (0.00) | $ (0.01) | $ (0.01) | $ (0.00) |

| | July 31, 2020 | April 30 2020 | January 31, 2020 | October 31, 2019 |
|---|---|---|---|---|
| Revenue | $ 0 | $ 0 | $ 0 | $ 0 |
| Net loss | $ (555) | $ (842) | $ (365) | $ (598) |
| Basic and diluted Loss per share | $ (0.01) | $ (0.02) | $ (0.01) | $ (0.02) |

## LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at July 31, 2021 were $1,180,471 compared to $1,699,555 at April 30, 2021.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

| | **July 31, 2021** | **April 30, 2021** |
|---|---|---|
| | $ | $ |
| Accounts payable and accrued liabilities | Nil | 28,901 |

The amounts are due to a company controlled by the Chief Executive Officer ("CEO") of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions for the three month period ended:

| | **July 31, 2021** | **July 31, 2020** |
|---|---|---|
| | $ | $ |
| Management fees | 60,000 | 66,000 |
| Geological fees | 5,250 | 7,776 |

Key management includes directors and key officers of the Company, including the President, CEO and Chief Financial Officer. Management fees were provided by a company owned or controlled by the CEO.

## COMMITMENTS

There were no significant commitments.

## SUBSEQUENT EVENTS

There were no material subsequent events.

**FINANCIAL INSTRUMENTS**

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at July 31, 2021 are as follows:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| | Quoted Prices in Active Markets For Identical Instruments (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
| | $ | $ | $ | $ |
| Cash | 1,180,471 | – | – | 1,180,471 |

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at July 31, 2021 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

## CRITICAL ACCOUNTING ESTIMATES

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

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

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

Share-based payment transaction:

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

## SHARE CAPITAL

Issued

The company has 158,350,264 shares issued and outstanding as at July 31, 2021 and as at September 17, 2021.

Share Purchase Options

The Company has 9,283,000 stock options outstanding at July 31, 2021 and as at September 17, 2021.

Warrants

The Company has 60,500,350 share purchase warrants outstanding at July 31, 2021 and as at September 17, 2021.

Escrow Shares

The Company has no shares held in escrow as at July 31, 2021 and as at September 17, 2021.