SPEY RESOURCES CORP.

Amended and Restated Management Discussion and Analysis
For the period ended August 31, 2021

The Management Discussion and Analysis ("MD&A"), prepared July 25, 2022 should be read in conjunction with the condensed consolidated interim financial statements and notes thereto for the period from incorporation on March 11, 2021 to August 31, 2021 and the notes thereto of Spey Resources Corp. ("Spey Resources" or the "Company") 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

Spey Resources Corp. was incorporated on July 31, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is Suite 3500-1055 Dunsmuir Street Vancouver, BC V7X 1L2 Canada.

The Company is listed for trading on the Canadian Securities Exchange under the symbol "SPEY". The Company is currently halted from trading pursuant to a cease trade order issued by the British Columbia Securities Commission ("BCSC"), pending the completion of the BCSC's continuous disclosure review, as previously announced in news releases dated August 31, 2021 and October 22, 2021.

On April 23, 2021, the Company entered into a share purchase agreement with the shareholders of Tech One Lithium Resources Corp. ("Tech One"). The transaction completed on April 26, 2021, pursuant to which the Company purchased all of Tech One's issued and outstanding common shares by issuing 23,500,000 common shares (the "Transaction"). Subsequent to the Transaction, the original shareholders of Tech One obtained control of the Company, which resulted in a reverse acquisition. As a result, Tech One is deemed to be the continuing entity for accounting purposes. The historical operations, assets and liabilities of Tech One are included in the May 31, 2021 condensed consolidated interim financial statements, as well as the net assets and operations of Spey from the date of the Transaction.

Tech One was incorporated under the Business Corporations Act of British Columbia on March 11, 2021 and changed its name to Tech One Lithium Resources Corp. on March 15, 2021. The address of the Tech One's head office and registered office is 106-461 16th Street, North Vancouver, BC V7M 1V1, Canada.

Concurrent with the Transaction, the Company completed a private placement of 10,447,000 units at $0.25 per unit for gross proceeds of $2,611,750. Each unit consisted of one common share and one non-transferable share purchase warrant, exercisable for one common share at a price of $0.40 for a period of 24 months, subject to acceleration.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at August 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.

In March 2020, the World Health Organization declared coronavirus COVID-19 ("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, leading to an economic downturn. The extent and duration of the COVID-19 pandemic, the reactions of governments, private sector participants and the public to the pandemic and the associated disruption to business and commerce generally, and the extent to which these will continue to affect the Company's business, financial condition and results of operation in particular will all depend on future developments which are highly uncertain and many of which are outside the control of the Company and cannot be predicted with confidence. Such developments include the ultimate geographic spread, intensity and duration of the pandemic (including the possibility of additional waves), potential mutations of the COVID-19 virus, the ability of governments to administer COVID-19 vaccines to the public in a timely manner, new information which may emerge concerning the severity of COVID-19, the effectiveness and intensity of measures to contain COVID-19 or address its impact (including any potential increase in the duration or intensity of restrictions on public gatherings, restrictions on the operation of non-essential businesses), short and longer term changes to travel patterns or travel restrictions imposed by governments and the other economic impacts of the pandemic and the reactions to it. Given the uncertainties, we cannot predict the extent or duration of the COVID-19 pandemic and the reactions to it, including the possibility that it may result in a prolonged global recession. The Company cautions that current global uncertainty with respect to the spread of COVID-19 and its effect on the broader global economy may have a significant negative effect on the Company. While the precise impact of COVID-19 on the Company's business and operations remain unknown, the continued spread of COVID-19 could have a material adverse effect on global economic activity, and can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, all of which may have a material adverse impact on the Company's business, financial condition, operations and exploration activities.

REVERSE ACQUISITION TRANSACTION

On April 26, 2021, the Company acquired 100% ownership of Tech One by issuing 28,984,500 common shares, 2,214,000 stock options and 9,994,500 warrants to the shareholders of Spey. Subsequent to the Transaction, the original shareholders of Tech One obtained control of the Company. For accounting purposes, the acquisition is considered to be outside the scope of IFRS 3 *Business Combinations* ("IFRS 3") since Spey was relatively inactive prior to the Transaction and did not constitute a business. As a result, the Transaction is accounted for in accordance with IFRS 2 *Share-based Payment* whereby Tech One is deemed to have issued shares, options and warrants in exchange for the net assets of Spey, together with its listing status at the fair value of the consideration deemed received by Tech One. The accounting for this transaction resulted in the following:

(i) The condensed consolidated interim financial statements of the combined entities are issued under the legal parent, Spey, but are considered a continuation of the financial statements, assets and operations of the legal subsidiary, Tech One.

(ii) Since Tech One is deemed to be the continuing entity for accounting purposes, its assets and liabilities are included in the condensed consolidated interim financial statements at their historical carrying values.

(iii) As part of the completion of the Transaction, the original shareholders of the Company retained 28,984,500 common shares of the Company, 2,214,000 stock options and 9,994,500 warrants.

(iv) Concurring with the Transaction, the Company completed a non-brokered private placement of 10,447,000 units at $0.25 per unit for gross proceeds of $2,611,750. Each unit consisting of one common share and one non-transferable share purchase warrant, each warrant exercisable for the purchase one common share at $0.40 for a period of 24 months, subject to acceleration. In connection to this private placement, the Company incurred share issue costs of $107,063 in cash and issued 618,250 finders' warrants which are exercisable at prices ranging from $0.25 to $0.40 per share for a period of two years. The fair value of the share purchase warrants was determined to be $105,193, calculated using the Black-Scholes option pricing model under the following assumptions: weighted average exercise price - $0.32; price on grant date $0.25; risk-free interest rate – 0.32%; dividend yield – 0%; expected volatility – 150%; and expected life – two years.

Since the share and share-based consideration allocated to the former shareholders of the Company on closing of the Transaction is considered within the scope of IFRS 2, and Tech One identified the net assets received and the CSE listing as the goods received in return for the allocation of the common shares, stock options and warrants, the value in excess of the net identifiable assets or obligations of Spey acquired on closing was expensed in the condensed consolidated interim statement of comprehensive loss as listing expense.

The total share-based compensation for the 28,984,500 common shares, 2,214,000 stock options and 9,994,500 warrants was $9,062,988, representing the fair value of the common shares, stock options and warrants retained by the former shareholders of the Company. The weighted average fair value of the options and warrants was based on the followings:

	Common shares	Stock options	Warrants
Number	28,984,500	2,214,000	9,994,500
Fair value	$7,246,125	$482,034	$1,534,829
Fair value per unit	$0.25	$0.22	$0.15
Share price	$0.25	$0.25	$0.25
Exercise price	N/A	$0.10	$0.21
Volatility	N/A	150%	150%
Risk-free interest rate	N/A	0.09%	0.09%
Dividends	N/A	Nil	Nil
Expected remaining lives	N/A	2.98 years	1.09 years

The total listing expense of $8,092,187 was determined as follows:

	$
Fair value of share-based compensation	
Deemed share issuance	7,246,125
Options deemed granted	482,034
Warrants deemed granted	1,534,829
Total consideration	9,062,988
Identifiable net assets obtained:	
Cash	835,483
Amounts receivable	14,826
Exploration and evaluation assets	343,711
Liabilities assumed	(23,219)
	1,170,801
Listing expense	8,092,187

EXPLORATION AND EVALUATION ASSET

	SB Property	**Kaslo Silver Property**	**Candela II**	**Pocitos I & II**	**Total**
	$	**$**	**$**	**$**	**$**
Acquisition					
Balance, beginning of period	-	-	-	-	-
Acquired through reverse acquisition transaction	48,226	295,485	-	-	343,711
Acquisition cost	166,000	28,665	252,000	1,252,000	1,698,665
Exploration expenditures	20,000	10,872	279,654	12,170	322,696
Balance, August 31, 2021	234,226	335,022	531,654	1,264,170	2,365,072

Silver Basin Property

Pursuant to an option agreement (the “SB Agreement”) dated July 30, 2020, the Company has an option to acquire a 100% interest from in the Silver Basin Property (the “SB Property”) located in the Revelstoke Mining Division, of southern British Columbia, free and clear of all liens, charges, encumbrances, claims, rights or interest of any person, with the exception of a 2.0% Net Smelter Return (“NSR”).

The Option is exercisable by the Company pursuant to the following:

a) Paying an aggregate $386,000 as follows:

i) $6,000 upon signing (paid);
ii) an additional $20,000 on or before July 1, 2021 (paid);
iii) an additional $80,000 on or before July 1, 2022;
iv) an additional $80,000 on or before July 1, 2023; and
v) an additional $200,000 on or before July 1, 2024; and

b) Incurring $10,000 work expenditure on the Property before October 30, 2020 (completed).

c) Issuing an aggregate 2,000,000 common shares as follows:

i) 100,000 common shares on approval of the Option by the CSE (issued);
ii) an additional 200,000 common shares on or before July 1, 2021 (issued);
iii) an additional 200,000 common shares on or before July 1, 2022 (issued);
iv) an additional 500,000 common shares on or before July 1, 2023; and
v) an additional 1,000,000 common shares on or before July 1, 2024.

Upon commencement of commercial production, and subject to Exchange policies in effect at the time, the Company shall issue an additional 1,000,000 common shares. At such time, the SB Property will also be subject to the underlying NSR. The Company is entitled, at any time, to purchase 80% of the NSR by making a single payment of $2,000,000 to the Property Vendor.

Kaslo Silver Property

The Company has an option to acquire an undivided 100% interest in and to the Kaslo Silver Property (the "Kaslo Silver Property"), located 12 kilometres west of Kaslo in southern British Columbia. silver and base metal property.

The option is exercisable by the Company pursuant to the following:

a) Paying an aggregate of $310,000 as follows:

i) $30,000 on or before August 31, 2021 (unpaid and included in accounts payable);
ii) an additional $70,000 on or before August 31, 2022;
iii) an additional $100,000 on or before August 31, 2023; and
iv) an additional $110,000 on or before August 31, 2024.

b) Issuing an aggregate of 236,547 common shares as follows:

i) 78,849 common shares on or before August 31, 2021;
ii) an additional 78,849 common shares on or before August 31, 2022; and
iii) an additional 78,849 common shares on or before August 31, 2023.

The Company is also required to Issue an additional 131,415 common shares upon the commencement of commercial production at the Kaslo Silver Property.

Upon commencement of commercial production at the Kaslo Silver Property, the Kaslo Silver Property will be subject to 2.5% net smelter return royalty. All securities issuable in connection with the Option are subject to a statutory hold period expiring four months and a day from the date of issue.

Candella II Project

On March 18, 2021, Tech One entered into a mineral property option agreement (the "Candela II Agreement") with A.I.S Resources Ltd. (the "Optionor"). The Company has an option to acquire up to a 100% interest in the mining tenement known as Candella II located in Salar de Incahuasi, Province of Salta, Argentina (the “Concession”).

On April 28, 2021, the Company entered into an amended and restated exploration and mineral property purchase agreement (the "Amended Agreement") with the Optionor, which supersedes the Candela II Agreement, to include a clause to appoint the Optionor as the exclusive project manager for any exploration conducted on the Concession.

Pursuant to the terms of the Agreement and the Amended Agreement, the Company can acquire an 80% interest in the Concession as follows:

- Making a cash payment of US$100,000 upon signing of the Agreement (paid);
- Making a cash payment of US$100,000 on or before September 18, 2021 (paid CAD$126,000);
- Making a cash payment of US$1,000,000 on or before March 18, 2022; and
- Incurring minimum exploration expenditures totaling US$500,000 on or before March 17, 2022 (US$100,000 incurred as of May 31, 2021).

Upon completion of the above and acquiring its 80% interest in the Concession, the Company can obtain an additional 20% interest, thereby bringing its ownership to 100%, in the concession by making a cash payment of US$6,000,000 on or before March 17, 2023, which may be increased subject to confirmation of indicated and inferred resource estimates on the Concession at the time of payment.

Acquisition of Pocitos I and II

The Company entered into an Option Agreement (the “Pocitos Agreement”) dated June 23, 2021 with AIS for an option to acquire a 100% interest in the Pocitos I and Pocitos II claims (the “Pocitos Property”) located in Salta, Argentina.

Pursuant to an underlying option agreement, AIS has an option (the “Underlying Option”) to acquire the Pocitos Property from the current owners. Upon the exercise of the Underlying Option by AIS, the Company will be able to exercise its option pursuant to the Pocitos Agreement and acquire a 100% interest in the Pocitos Property from AIS by paying a total of US$1,732,000 prior to June 23, 2022.

In order to maintain the option in good standing under the Pocitos Agreement, the Company was required to pay AIS a total of US$100,000 (paid) and issue 2,500,000 common shares (issued). In addition, the Company is required to complete a US$500,000 exploration program on the Pocitos Property within the next 12 months. Upon exercise of the option and the Company's acquisition of a 100% interest in the Property, AIS will retain a 7.5% royalty on the sales revenue of lithium carbonate or other lithium compounds from the Property, net of export taxes.

RESULTS OF OPERATIONS

Period from incorporation on March 11, 2021 to August 31, 2021

The Company recorded a loss of $10,137,281 for the period from incorporation from March 11, 2021 to August 31, 2021. The net loss included the listing expense of $8,092,187. The Company had no revenue, paid no dividends and had no long-term liabilities during the period ended August 31, 2021. Items of note in the operational expenses are:

Management and consulting fees of $848,709 consist mainly of due diligence work performed by consultants with respect to the mineral properties acquired during the period ended August 31, 2021. The consulting fees include management fees paid to officers. See related party section.

Advertising and marketing of $1,040,586 consists of marketing expenses incurred to find new investors. Marketing costs was high because the Company had to rebrand after acquiring additional projects. This included a brand new website, corporate presentation, corporate materials and more marketing and promotional efforts and actively promoting its business and market awareness during the period.

Transfer agent and filing fees of $7,143 includes stock transfer and regulatory fees.

Professional fees of $38,267 consist mainly of accounting and legal fees.

Office expenses of $110,389 consist mainly of administrative expenses including listing on the OTCQB and shareholder communications for news releases.

Three months ended August 31, 2021

The Company recorded a loss of $1,386,075 for the three months ended August 31, 2021. The Company had no revenue, paid no dividends and had no long-term liabilities during the three months ended August 31, 2021. Items of note in the operational expenses are:

Consulting fees of $528,534: During the three months ended August 31, 2021, consulting fees incurred due to more consultants were used in connection with the mineral properties acquired during the period ended August 31, 2021 which were the primary focus of the period. During the last three months the Company has been focused on the mineral properties. The consulting fees include management fees paid to officers. See related party section.

Advertising and investor relation fees of $734,975: During the three months ended August 31, 2021, the Company had an increase in marketing activity for rebranding after acquiring additional projects. This included a brand new website, corporate presentation, corporate materials and more marketing and promotional efforts and actively promoting its business and market awareness during the period.

Transfer agent and filing fees of $4,606 includes stock transfer and regulatory fees. The transfer agent and filing fees slightly decreased during the three months ended August 31, 2021 compared with the prior period due to a decrease in corporate and share capital activities.

Professional fees $14,492 were for accounting and legal fees.

Office expenses of $103,468: During the three months ended August 31, 2021, office and other fees increased as the Company incurred increased administrative expenses including shareholder communications for news releases in connection with the mineral properties acquired during the period ended August 31, 2021.

During the three months ended August 31, 2021, the Company issued common shares as follows:

i) During the period ended August 31, 2021, the Company issued a total of 400,000 common shares with a fair value of $166,000 for the SB Property.

ii) On August 23, 2021, the Company issued 2,500,000 common shares with a fair value of $1,000,000 for the acquisition of the Pocitos I & II Properties.

iii) The Company issued 3,025,000 common shares pursuant to the exercise of share purchase warrants for total proceeds of $632,500.

iv) The Company issued 775,000 common shares pursuant to the exercise of options for total proceeds of $79,500.

The funds raised in the private placement during the quarter ended August 31, 2021 will be used for general corporate expenses and for the exploration of the Company's Silver Basin and Kaslo properties as well as the Candela II Project, Lithium Triangle, Argentina. Spey will continue to carry out its comprehensive exploration program consisting of sampling, trenching, geophysics, drilling, data compilation and a National Instrument 43-101 Technical Report describing the Candela II Property.

SUMMARY OF QUARTERLY RESULTS

Selected information derived from the Company’s interim financial statements for the past two periods is as follows:

Quarter ended	**Three month ended August 31, 2021 $**	**Period from incorporation on March 11, 2021 to May 31, 2021 $**
Revenue	Nil	Nil
Expenses	(1,386,075)	(659,019)
Net and comprehensive loss	(1,386,075)	(8,751,206)
Loss per share – Basic and diluted	(0.02)	(0.18)

As the Company was incorporated on March 11, 2021 there are only two periods to present. During the period ended August 31, 2021, the Company incurred costs comprised mainly of listing expense, advertising and marketing, management and consulting fee, and office and other expense which related to the completing the reverse acquisition transaction.

LIQUIDITY

The Company has total assets of $4,404,544 as at August 31, 2021 consisting of cash, amounts receivable, prepaid expenses and exploration and evaluation assets. The Company has positive working capital of $1,997,827. At August 31, 2021, the Company had cash of $1,641,071. The amounts receivable in the amount of $52,060 from GST and $346,341 from prepaid.

During the period ended August 31, 2021, the Company used $2,410,243 in operating activities.

At August 31, 2021, share capital was $12,932,112 comprising of 69,631,500 issued and outstanding Common Shares.

At August 31, 2021, the value of exploration and evaluation assets was $2,365,072.

During the period ended August 31, 2021, the Company raised a total of $4,206,390, of which $3,494,390 by private placements $632,500 by exercise of warrants and $79,500 by exercise of stock options. The Company intends to raise additional funds in the near future by way of private placement. The funds from the previous and anticipated future private placements will be spent on exploration and evaluation expenditures on the Company's mineral properties once results from preliminary exploration activities are received.

The Company's current assets are not sufficient to support the Company's general administrative and corporate operating requirements on an ongoing basis for the foreseeable future. Accordingly, further financing will be required and the Company will have to raise additional funds to continue its operations. Please see Overall Performance section with respect to the Company's financing plans.

Liquidity Outlook

The Company's cash position is highly dependent on its ability to raise cash through financings. Based on the Company's financial position as at August 31, 2021, the Company will need to complete additional external financing either through equity, debt or other forms of financing. As other opportunities become available to the Company and subject to exploration work on the Company's project and results from such exploration program is determined, management may be required to complete additional financing.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term, but recognizes that there will be risks involved which may be beyond its control.

Share Capital

The Company had 69,631,500 common shares issued and outstanding on August 31, 2021 and as of the date of this report 69,631,500.

For the period ended August 31, 2021, the Company had the following share capital transactions:

i) On March 20, 2021, the Company completed a private placement of 15,640,000 common shares at a price of $0.001 per share for gross proceeds of $15,640.

ii) On March 27, 2021, the Company completed a private placement of 1,000,000 common shares at a price of $0.01 per share for gross proceeds of $10,000.

iii) On April 16, 2021, the Company completed a private placement of 5,720,000 common shares at a price of $0.10 per share for gross proceeds of $572,000.

iv) On April 23, 2021, the Company completed a private placement of 1,140,000 common shares at a price of $0.25 per share for gross proceeds of $285,000.

v) On April 26, 2021, the Company issued 28,984,500 common shares for acquiring the common shares of Tech One.

vi) On April 26, 2021, concurrent to the Transaction, the Company closed abrokered private placement of 10,447,000 units at $0.25 per unit for gross proceeds of $2,611,750. Each unit consisting of one common share and one non-transferable share purchase warrant, each warrant exercisable for the purchase one common share at a price of $0.40 for a period of 24 months, subject to certain acceleration provisions. In connection with this private placement, the Company incurred share issue costs of $107,063 in cash and issued 618,250 finders' warrants which are exercisable at prices ranging from $0.25 to $0.40 per share for a period of two years. The fair value of the share purchase warrants was determined to be $105,193.

vii) During the period ended August 31, 2021, the Company issued a total of 400,000 common shares with a fair value of $166,000 for the SB Property.

viii) On August 23, 2021, the Company issued 2,500,000 common shares with a fair value of $1,000,000 for the acquisition of the Pocitos I & II Properties.

ix) The Company issued 3,025,000 common shares pursuant to the exercise of share purchase warrants for total proceeds of $632,500.

x) The Company issued 775,000 common shares pursuant to the exercise of options for total proceeds of $79,500.

Stock Options

As of August 31, 2021 and as of the date of this report, the Company has 1,439,000 and 1,439,000 stock options outstanding, respectively.

Share Warrants

As of August 31, 2021 and as of the date of this report, the Company has 18,034,750 and 18,034,750 warrants outstanding, respectively.

Capital Resources

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Going Concern

The Company's condensed consolidated interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue and, as at Augsut 31, 2021, had an accumulated deficit of $10,137,281. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance (as measured by numerous factors including the progress and results of its projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets.

The Company is required to make the scheduled payments of cash and shares detailed under the Silver Basin Property Section in order to keep the property option in good standing.

Contractual Obligations

The Company is subject to certain contractual obligations associated with the exploration and evaluation assets as discussed above. The Company has no other material and long-term contractual obligations.

Significant Accounting Policies and Estimates

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgment on matters which are inherently uncertain. Details of the Company's significant accounting policies can be found in Note 3 of the condensed consolidated interim financial statements for the period ended August 31, 2021.

New Accounting Standards

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its condensed consolidated interim financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed consolidated interim financial statements.

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 summarizes related party transactions for the six months ended August 31, 2021:

	August 31, 2021
Consulting fee to CEO	$31,000
Consulting fee to CFO	$10,000
Consulting fee to Former CFO	$19,600
Consulting fee to Former president	$34,250

The management includes the CEO, CFO and President.

As at August 31, 2021, included in accounts payable and accrued liabilities was $nil due to management of the Company. The amount is unsecured, non-interest bearing and due on demand. The Company had incurred the following key management personnel cost from related parties:

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

The Company's financial instruments consist of cash and accounts payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOCI, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	August 31, 2021
		$
Cash	FVTPL	1,641,071
Accounts payable and accrued liabilities	Amortized cost	41,645

The Company measures certain financial instruments and other items at fair value. To determine the fair value, the Company uses the fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use to value an asset or liability and are developed based on market data obtained from independent sources. Unobservable inputs are inputs based on assumptions about the factors market participants would use to value an asset or liability. The three levels of inputs that may be used to measure fair value are as follows:

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).

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurements. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of accounts payable approximate their respective carrying values because of their immediate or short-term nature.

Fair value

The fair value of the Company’s financial instruments approximates their carrying value as at August 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.

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.

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.

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 risk, the Company places these instruments with a high-quality financial institution.

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.

Summary of Outstanding Share Data as of date of this MD&A

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 69,631,500 common shares

Warrants: 18,034,750

Stock options: 1,439,000

Subsequent Events

On Oct 22, 2021, the Company continues to work with the British Columbia Securities Commission (the "BCSC") to complete its continuous disclosure review, as previously announced on August 31, 2021. The Company continues to cooperate with the BCSC to assist in the completion of the review and revocation of the cease trade order in a timely fashion.