

CROSS RIVER VENTURES CORP
Management Discussion and Analysis (“MD&A”)
for the year ended January 31, 2022

The following discussion and analysis of the operations, results, and financial position of Cross River Ventures Corp. (“the Company”) for the year ended January 31, 2022 should be read in conjunction with the Company’s audited consolidated financial statements for the year ended January 31, 2022. The effective date of this report is May 26, 2022. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW AND CORPORATE HIGHLIGHTS

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 11, 2017. The principal business of the Company is the identification, evaluation, exploration and acquisition of mineral properties.

On July 13, 2020, the Company completed its initial public offering (“IPO”) on the Canadian Securities Exchange (“CSE”), which included the full exercise of the overallotment option, pursuant to which it has sold 4,600,000 common shares of the Company (the “Offered Shares”) at a price of \$0.10 per Offered Share to raise gross proceeds of \$460,000.

On October 1, 2020, the Company closed a non-brokered private placement of 7,000,000 units at \$0.25 per unit for gross proceeds of \$1,750,000. Each unit consists of one common share and one half common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at \$0.40 per share for a period of two years from the date of closing of the private placement.

On November 13, 2020, the Company completed its mineral property acquisition agreement with Argo Gold Inc. (“Argo Gold”) to acquire a 100% interest in the McVicar Lake Gold Project located in Northwestern Ontario. In consideration of the acquisition, the Company issued 2,500,000 common shares and paid \$200,000 cash.

On November 17, 2020, the Company completed its acquisition of Northern Dominion Metals Corporation (“NDMC”). NDMC is a privately-held mineral exploration company which holds rights to acquire interests in a series of gold exploration projects located in Northwestern Ontario, Canada. In consideration of the acquisition, the Company issued 2,500,004 common shares.

On November 27, 2020, the Company completed its expansion of the McVicar Lake Gold Project by acquiring an additional 4,360 hectares of mineral claims located in the vicinity of the McVicar Lake Gold Project. The new claims merge several blocks in the McVicar Lake area into one cohesive property and completes the consolidation of the Lang Lake Greenstone Belt. In consideration of the acquisition, the Company issued 1,000,000 common shares and \$12,000 cash payment.

On December 23, 2020, the Company closed a flow-through private placement of 5,213,703 units at \$0.37 per unit for gross proceeds of \$1,929,070. Each unit consists of one common share and one half common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at \$0.40 per share for a period of two years from the date of closing of the private placement.

On April 20, 2021, the Company issued 4,737,500 units at a price of \$0.20 in a private placement financing. Each unit consisted of one common share and one half share purchase warrant exercisable at \$0.30 per share, expiring two years from the date of issuance. The Company has recorded \$805,375 towards share capital and \$142,125 to the share purchase warrants. In conjunction with the private placement financing, the Company paid share issuance

costs of \$38,230 and issued 75,000 finder's common shares and 155,500 finder's share purchase warrants exercisable at \$0.30 per share, expiring two years from the date of issuance. The finder's share purchase warrants were valued at \$19,000.

On April 13, 2021, the Company entered into a Mineral Property Option Agreement (the "Option Agreement") with Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. (the "Vendors") to acquire 100% interest of Lower Manitou Gold Project (the "Project"), located in Ontario. In consideration of the acquisition, the Company is required to complete a series of cash payments totaling \$78,000 and issuing a total of 400,000 common shares (the "Option Shares"). On April 22, 2021, the Company issued 200,000 Option shares and paid \$26,000 cash to the Vendors. Upon completion of the required cash payment and issuance of the Option Shares, the Company shall grant a 1.5% NSR royalty in favour of the Vendors. 0.5% of the royalty can be acquired for a one-time cash payment of \$500,000.

On June 29, 2021, the Company issued 200,000 common shares valued at \$31,000 to an arms-length vendor for the expansion of the McVicar Project. The vendor is granted a 2% NSR royalty. 1% of the royalty may be repurchased at any time for a one-time cash payment of \$1,000,000.

On December 15, 2021, the Company issued 11,275,730 flow-through units at a price of \$0.14, and 8,625,400 non-flow through units at a price of \$0.125 in a private placement financing. Each unit consisted of one common share and one half share purchase warrant exercisable at \$0.20 per share, expiring three years from the date of issuance. The Company has recorded \$2,557,272 towards share capital before allocating \$169,136 to flow-through liability, and \$99,506 to the share purchase warrants. In conjunction with the private placement financing, the Company paid share issuance costs of \$101,503 and issued 214,200 common shares as finder's fee. The Company also issued 697,950 Finder's Share Purchase warrants exercisable at \$0.20 per share, expiring three years from date of issuance. These were valued at \$64,500.

Subsequent Event

On February 1, 2022, the Company updated its shareholders on its recent land acquisition and update preparations for the upcoming winter drill program at its 100% owned McVicar Gold Project. The Company acquired a series of four (4) mineral claims located in the vicinity of the Company's existing McVicar Lake Gold Project, located within the Uchi Subprovince, NW Ontario, Canada. 100,000 common shares at a price of \$0.19 have been issued.

Acquisition of Northern Dominion Metals Corporation ("NDMC")

In 2020, the Company and the shareholders of NDMC entered into a definitive share purchase agreement, whereby the company agreed to acquire all of the outstanding share capital of NDMC (the "Acquisition"). NDMC was a privately-held mineral exploration company which holds rights to acquire interests in a series of gold exploration projects located in Northwestern Ontario, Canada. The Acquisition closed on November 17, 2020.

In consideration for the Acquisition, the Company issued 2,500,004 common shares with a value of \$860,002 for all of the issued and outstanding shares of NDMC. Transaction costs associated with the Acquisition included \$53,000 cash payment in option payment pursuant to the share purchase agreement and \$7,838 legal costs.

This acquisition was recorded as an asset acquisition with the net purchase price being allocated to the assets acquired and liabilities assumed as follows:

Considerations:

Fair value of 2,500,004 common shares issued	\$	860,002
Transaction costs		60,838
		<u>920,840</u>

Allocated to the net assets acquired:

Cash	\$	7,000
Accounts payable and accrued liabilities		(7,000)
Mineral exploration and evaluation assets		920,840
	<u>\$</u>	<u>920,840</u>

MINERAL PROPERTY ACQUISITIONS & EXPLORATIONS

Acquisition Costs Summary

	Tahsis property, BC, Canada	Fuchsitz Lake Gold Project, ON, Canada	McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Project, ON, Canada	Total
As at January 31, 2020	20,000	\$ -	- \$	20,000
Acquisition of NDMC	-	-	920,840	920,840
Option payment – cash	-	-	212,000	212,000
Option payment – shares	30,000	200,000	1,174,000	1,404,000
Write-off	(50,000)	-	-	(50,000)
As at January 31, 2021	-	200,000	2,306,840	2,506,840
Option payment – cash	-	75,000	136,000	211,000
Option payment – shares	-	68,000	66,000	134,000
As at January 31, 2022	\$ -	343,000	\$ 2,508,840	\$ 2,851,840

Exploration and Evaluation Expenditures Summary

For the year ended January 31, 2022	Tahsis property, BC, Canada	Fuchsite Lake Gold Project, ON, Canada	McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Projects, ON, Canada	Total
Camp and General	-	\$ -	341,199	\$ 341,199
Geological and geophysical	15,030	36,333	200,204	451,567
Technical reporting	3,000	-	4,000	7,000
Total exploration expenditures for the year ended January 31, 2022	18,030	36,333	745,403	799,766
For the year ended January 31, 2021				
Camp and General	12,724	-	2,200	14,924
Equipment rental	3,630	-	-	3,630
Geological and geophysical	53,100	42,792	105,341	201,233
Technical reporting	1,500	-	-	1,500
Total exploration expenditures for the year ended January 31, 2021	\$ 70,954	\$ 42,792	\$ 107,541	\$ 221,287

McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Projects, Northwestern Ontario, Canada

a) McVicar Lake Gold Project

i) Lang Lake Property

On May 15, 2020, NDMC entered into a property option agreement with 1544230 Ontario Inc. and Gravel Ridge Resources Ltd to acquire 100% interest of Lang Lake Property, located in Northwestern Ontario.

As part of the agreement, the Company is required to make cash payments, issue common shares of NDMC and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments
On execution of the Option Agreement (“Effective date”)	400,000 NDMC shares (issued)	\$10,000 (paid)
First anniversary of the Effective Date	250,000 NDMC shares (issued)	\$10,000 (paid)
Second anniversary of the Effective Date	Nil	\$16,000
Third anniversary of the Effective Date	Nil	\$25,000
TOTAL	650,000	\$61,000

The Lang Lake Property has a 1.5% NSR that can be reduced to 0.75% NSR with a payment of \$500,000.

ii) McVicar Lake Property

On May 15, 2020, NDMC entered into a property option agreement with 1544230 Ontario Inc., Bounty Gold Corp. and Gravel Ridge Resources Ltd to acquire 100% interest of McVicar Lake Property, located in Northwestern Ontario.

As part of the agreement, the Company is required to make cash payments, issue common shares of NDMC and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments
On execution of the Option Agreement (“Effective date”)	300,000 NDMC shares (issued)	\$20,000 (paid)
First anniversary of the Effective Date	300,000 NDMC shares (issued)	\$20,000 (paid)
Second anniversary of the Effective Date	Nil	\$30,000
Third anniversary of the Effective Date	Nil	\$45,000
TOTAL	600,000	\$115,000

The McVicar Lake Property has a 1.5% NSR that can be reduced to 0.75% NSR with a payment of \$500,000.

On November 10, 2020, the Company entered into a Mineral Property Acquisition Agreement (the “Option Agreement”) with Argo Gold Inc. (“Argo Gold”) to acquire 100% interest of McVicar Lake Property (the “Project”), located in Northwestern Ontario. In consideration of the acquisition, the Company issued 2,500,000 common shares valued at \$860,000 (“Consideration Shares”) and paid \$200,000 cash to Argo Gold on November 13, 2020. Following the completion of the required issuance of the Consideration Shares, the Company shall grant a 2% NSR royalty in favour of Argo Gold. 1% of the royalty can be acquired for a one-time cash payment of \$1,000,000.

On November 20, 2020, the Company entered into a mineral property acquisition agreement with Robert Carpenter (the “Vendor”) to acquire a 100% interest in additional mineral claims located in the Company’s existing McVicar Lake Gold Project, located in Northwestern Ontario. In consideration of the acquisition, the Company issued 1,000,000 common shares valued at \$314,000 to a group of arm’s-length parties including the Vendor on November 27, 2020 and paid \$12,000 cash to the Vendor on December 4, 2020.

On June 29, 2021, the Company issued 200,000 common shares valued at \$31,000 to an arms-length vendor for the expansion of the McVicar Project. The vendor is granted a 2% NSR royalty. 1% of the royalty may be repurchased at any time for a one-time cash payment of \$1,000,000.

b) Uchi Belt Properties and Dryden Area Project

The Uchi Belt Properties comprise of i) Shabu Lake Property, ii) Maskooch Property, iii) Dent / Jackson-Manion Property and iv) Ear Falls Property. The Dryden Area Projects comprise of Manitou Fault Property and Lower Manitou Project.

The Company acquired a portfolio of property options in Northern Ontario from its acquisition of NDMC.

The following are the Company's obligations to complete its earn-in option to fully acquire the properties:

Cash payment schedule for November on each annum:					
Year	Shabu Lake Property	Maskooch Property	Dent/Jackson-Manion Property	Ear Falls Property	Manitou Fault Property
2021	\$ 16,000	\$ 16,000	\$ 16,000	\$ 10,000	\$ 20,000
2022	\$ 20,000	\$ 20,000	\$ 20,000	\$ 12,000	\$ 25,000
2023	\$ 25,000	\$ 25,000	\$ 25,000	\$ 20,000	\$ 30,000

All properties have a 1.5% NSR that can be reduced to 0.75% NSR with additional payment of \$500,000 each.

As of January 31, 2022, the cash payments due in 2021 have all been made.

On April 13, 2021, the Company entered into a Mineral Property Option Agreement (the "Option Agreement") with Gravel Ridge Resources Ltd. and 1544230 Ontario Inc. (the "Vendors") to acquire 100% interest of Lower Manitou Gold Project (the "Project"), located in Ontario. In consideration of the acquisition, the Company is required to complete a series of cash and share payments according to the following schedule:

Date	Common Shares	Cash Payments
On execution of the Option Agreement ("Effective date")	200,000 shares (issued)	\$26,000 (paid)
First anniversary of the Effective Date	200,000 shares	\$26,000
Second anniversary of the Effective Date	Nil	\$26,000
TOTAL	400,000	\$78,000

Subsequent to January 31, 2022, the Company further issued 200,000 Option shares and paid \$26,000 cash to the Vendors. Upon completion of the required cash payment and issuance of the Option Shares, the Company shall grant a 1.5% NSR royalty in favour of the Vendors. 0.5% of the royalty can be acquired for a one-time cash payment of \$500,000.

Fuchsite Lake Gold Project, Ontario, Canada

On September 3, 2020, the Company entered into a definitive property option agreement (the "Option Agreement") with Ethos Gold Corp. ("Ethos Gold"). Pursuant to the Option Agreement, the Company and Ethos Gold intend to cooperate in the development of Fuchsite Lake Gold Project (the "Project"), located in Ontario. Under the terms of the Option Agreement, the Company has been granted the right to acquire up to a sixty percent interest in the Project from Ethos Gold in consideration for completing a series of cash payments totaling \$300,000, issuing a total of 2,000,000 common shares (the "Option Shares"), and incurring expenditures on the Project of at least \$1,950,000.

As part of the agreement, the Company is required to make cash payments, issue common shares of the Company and make exploration expenditures according to the following schedule:

Date	Option Shares	Cash Payments	Exploration Expenditures
On execution of the Option Agreement (“Effective date”)	500,000 (issued)	Nil	Nil
On December 31, 2020	Nil	Nil	\$100,000 (To be deferred to December 31, 2022)
First anniversary of the Effective date	500,000 (issued)	\$75,000 (paid)	Nil
On December 31, 2021	Nil	Nil	\$350,000 (To be deferred to December 31, 2022)
Second anniversary of the Effective date	500,000	\$75,000	Nil
On December 31, 2022	Nil	Nil	\$750,000
Third anniversary of the Effective date	500,000	\$75,000	Nil
On December 31, 2023	Nil	Nil	\$750,000
Fourth anniversary of the Effective date	Nil	\$75,000	Nil
TOTAL	2,000,000	\$300,000	\$1,950,000

Following completion of the required cash payments, issuance of the Option Shares and satisfaction of the expenditures, the Company will hold a 60% interest in the Project, subject to a 2% NSR royalty in favour of Ethos Gold. One-half of the royalty can be acquired for a one-time cash payment of \$1,000,000.

Tahsis Property, British Columbia, Canada

On December 6, 2017, the Company entered into an option agreement with Qualitas Holdings Corp. ("Qualitas") to acquire a 100% interest in the Tahsis property located in British Columbia. As part of the agreement, the Company is required to make cash payments, issue common shares of the Company and make exploration expenditures according to the following schedule:

Date	Common Shares	Cash Payments	Exploration Expenditures
On execution of the Option Agreement	Nil	\$20,000 (paid)	Nil
On July 21, 2020	150,000 (issued)	Nil	Nil
First anniversary of the Approval Date	125,000	Nil	\$100,000
Second anniversary of the Approval Date	125,000	Nil	\$150,000
TOTAL	400,000	\$20,000	\$250,000

Qualitas will retain a 3% net smelter returns (“NSR”) in the property, of which up to 2% can be purchased by the Company for \$1,000,000 per 1% upon commercial production being achieved on the property.

Subsequent to the year ended January 31, 2021, the Company decided not to continue funding Tahsis property; therefore, \$50,000 of capitalized costs was written off as at January 31, 2021.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's most recent 8 quarterly results:

	Jan 31, 2022	Oct 31, 2021	Jul 31, 2021	Apr 30, 2021	Jan 31, 2021	Oct 31, 2020	Jul 31, 2020	Apr 30, 2020
Expenses	\$804,287	\$649,118	\$713,628	\$531,251	\$940,482	\$530,853	\$39,069	\$524
Loss for the period	\$797,804	\$630,530	\$698,230	\$524,958	\$986,951	\$530,853	\$39,069	\$524
Weighted average number of shares outstanding	45,580,399	34,226,740	34,161,522	29,060,994	23,298,516	10,948,175	4,406,452	3,500,000
Loss per share	\$0.02	\$0.02	\$0.02	\$0.02	\$0.04	\$0.05	\$0.01	\$0.00
Exploration and evaluation assets - additions	\$223,000	-	\$61,000	\$61,000	\$2,306,840	\$200,000	\$30,000	-

The Company's operating losses are due to ongoing mineral exploration costs, filing fees and professional fees, such as legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance and can vary from quarter to quarter based on planned exploration activities and resource constraints.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes maximum number of common shares outstanding as at January 31, 2022 and as of the date of this MD&A if all outstanding warrants were exercised to purchase common shares:

	<u>January 31, 2022</u>	<u>As at date of MD&A</u>
Common shares	55,453,536	55,753,536
Options	5,024,346	5,024,346
Warrants	19,748,817	19,748,817
	<u>80,226,699</u>	<u>80,526,699</u>

SELECTED ANNUAL INFORMATION

	Year ended January 31, 2022	Year ended January 31, 2021
	\$	\$
Revenue	Nil	Nil
General & Admin. Expenses	2,698,284	1,510,928
Net loss	(2,651,522)	(1,557,397)
Loss per common share, basic and diluted	(0.07)	(0.15)
Weighted average number of common shares outstanding	35,812,585	10,561,912
Statement of Financial Position Data		
Current Assets	3,439,825	2,169,703
Exploration and Evaluation Assets	2,851,840	2,506,840
Total Assets	6,291,665	4,676,543
Current Liabilities	416,891	209,828
Working capital (deficit)	3,022,934	1,959,875
Shareholders' Equity (deficiency)	5,874,774	4,466,715

Dividends

There are no restrictions that could prevent the Company from paying dividends on its Shares. The Company has not paid any dividends on its Common Shares and it is not contemplated that the Company will pay any dividends in the immediate or foreseeable future. It is the Company's intention to use all available cash flow to finance further operations.

Result of Operations

Year ended January 31, 2022 ("2022") compared to the year ended January 31, 2021 ("2021")

The loss for the year ended January 31, 2022 was \$2,651,522 compared to \$1,557,397 for the year ended January 31, 2021. The increase in the loss from the 2021 to 2022 was mainly due to increase in Company activities in relation to completion private placements and increase in exploration activities during 2022. Major differences are explained as follows:

- Consulting fees increased from \$153,198 in 2021 to \$217,971 in 2022. The increase was due to increase in consulting services paid to the Company's consultants in 2022;
- Exploration and evaluation costs increased from \$221,287 in 2021 to \$799,766 in 2022. The increase was due to the fact that the Company acquired new mineral properties and increased exploration and evaluation activities during 2022;
- Investor relations increased from \$130,118 in 2021 to \$305,496 in 2022. The increase was due to increase in news release dissemination and social media services regarding the completion of private placements and exploration activity updates;

- Management and directors fees increased from \$112,975 in 2021 to \$312,900 in 2022. The increase was due to the Company incurring monthly fees paid to the Company's management and directors in 2022;
- Marketing, advertising and conferences increased from \$295,805 in 2021 to \$318,105 in 2021. The increase was due to an increase in marketing campaigns for the Company;
- Office and administration expense increased from \$13,453 in 2021 to \$68,418 in 2022. The increase was due to the Company incurring monthly administration fees.

Three months ended January 31, 2022 ("Q4 2022") compared to the three months ended January 31, 2020 ("Q4 2021")

The loss for the quarter ended January 31, 2022 was \$797,804 compared to \$986,951 for the quarter ended January 31, 2021. The decrease in the loss from Q4 2021 to Q4 2022 was mainly due to decrease in Company activities in relation to acquisitions of new mineral properties and exploration activities during Q4 2022. Major differences are explained as follows:

- Exploration and evaluation costs decreased from \$221,287 in Q4 2021 to \$113,108 in Q4 2022. The decrease was due to the fact that the Company has less activities relating to new mineral properties in Q4 2021;
- Write-off of mineral exploration and evaluation assets decreased from \$50,000 in Q4 2021 to \$Nil in Q4 2022. During Q4 2021, the Company wrote off \$50,000 of accumulated acquisition costs relating to Tahsis property in BC, Canada.

Transactions with Related Parties

Key management personnel consist of directors and senior management including the President, Chief Executive Officer, Corporate Secretary, Vice President of Exploration and Chief Financial Officer. Key management personnel compensation for the years ended January 31, 2022 and 2021 includes:

	2022	2021
Rent	\$ -	\$ 3,000
Management and director fees	312,900	112,975
Share-based compensation expense	206,099	139,545
	\$ 518,999	\$ 255,520

The accounts payable and accrued liabilities of the Company include amounts due to related parties. The amounts owing are interest free, unsecured, current and without fixed terms and are as follows:

	January 31, 2022	January 31, 2021
Key management personnel	\$ -	\$ 32,124

Additional Disclosure for Companies without Significant Revenue

The financial statements included herein provide a detailed breakdown of various expenses incurred by the Company.

Liquidity and Capital Resources

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

Working Capital

As at January 31, 2022, the Company had working capital of \$3,022,934 (January 31, 2021 working capital - \$1,959,875).

Cash

As at January 31, 2021, the Company had cash of \$2,313,209 (January 31, 2021 - \$1,892,179) available to meet short-term business requirements and liabilities of \$416,891 (January 31, 2021 - \$209,828).

Cash Used in Operating Activities

Cash used in operating activities during the year ended January 31, 2022 was \$3,040,163. Cash was mostly spent on consulting, corporate development, exploration and evaluation costs, investor relations, marketing, conferences and shareholder communications, as well as management and director fees. Cash used in operating activities during the year ended January 31, 2021 was \$1,445,543. Cash was mostly spent on consulting, corporate development, exploration and evaluation costs, investor relations, marketing, conferences and shareholder communications, as well as management and director fees.

Cash Used in Investing Activities

During the year ended January 31, 2022, the Company spent a net of \$211,000 on acquisitions of mineral exploration and evaluation assets. During the year ended January 31, 2021, the Company spent \$212,000 on acquisitions of mineral exploration and evaluation assets and \$53,838 on acquisition of NDMC.

Cash Generated by Financing Activities

During the year ended January 31, 2022, the Company received proceeds of \$3,679,278 from issuance of shares, paid \$148,335 of share issuance costs, received \$141,250 from exercise of warrants.

During the year ended January 31, 2021, the Company received proceeds of \$4,139,070 from issuance of shares, paid \$593,512 of share issuance costs, received \$38,450 from exercise of options, received \$33,750 from exercise of warrants and paid \$15,000 promissory note.

Going Concern

The recoverability of amounts shown as mineral exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the mineral property interests. Realized values

may be substantially different than carrying values as recorded in these financial statements.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At January 31, 2022, the Company had not achieved profitable operations, had an accumulated deficit of \$4,414,543. Management estimates that the Company has sufficient financial resources to carry out currently planned exploration and operations through the next twelve months.

There is presently an ongoing global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company's operations.

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the pandemic and the conflict in the Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future

Requirement of Additional Equity Financing

The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Common Shares to finance its business operations. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing

competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's audited consolidated financial statements for the year ended January 31, 2022. Additional information about the Company can also be found on www.sedar.com.

Corporate Directory

Head Office

Cross River Ventures Corp.
800 W Pender St #1430,
Vancouver, BC V6C 1J8

Legal Counsel

Cassels Brock Blackwell LLP
2200 – 885 W. Georgia St
Vancouver, BC V6C 3E8

Officers and Directors

John Fraser (President)
Alex Klenman (CEO, Director)
Alex Tong (CFO)
Dan Placzek (Director)
Perry Grunenberg (VP of Exploration)
Kosta Tsoutsis (Director)

Auditors

Crowe McKay LLP
1100-1177 West Hastings Street
Vancouver, BC V6E 4T5

Members of the Audit Committee

Dan Placzek (Chair)
Alex Klenman
Kosta Tsoutsis

Transfer Agent

Odyssey Trust Company
323-409 Granville Street
Vancouver, BC V6C 1T2