ETRUSCUS RESOURCES CORP.
Management's Discussion and Analysis
Nine-months ended December 31, 2021

Introduction

This management's discussion and analysis ("MD&A") is dated February 11, 2022, and provides information on the activities of Etruscus Resources Corp. ("Etruscus" or "the Company") as at and for the three and nine-month periods ended December 31, 2021 and should be read in conjunction with the Company's condensed interim financial statements for the three and nine-month periods ended December 31, 2021, the annual financial statements for the year ended March 31, 2021 and notes to the financial statements thereto. The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The results presented for the period ended December 31, 2021 are not necessarily indicative of the results that may be expected for any future period.

Technical aspects of this MD&A have been reviewed and approved by the Company's Vice-President of Exploration, Stephen Wetherup, P.Geo., designated as a Qualified Person under National Instrument ("NI") 43-101. This MD&A was written to comply with the requirements of NI 51-102 - Continuous Disclosure Obligations and includes material events and transactions up to the date of this report.

The Company was incorporated on July 1, 2017 and its common shares were listed for trading on the CSE Exchange ("CSE") under the symbol "ETR" on January 15, 2019. The shares were also listed for trading on the Frankfurt Stock Exchange on May 19, 2020, under the trading symbol "ERR". Further information about the Company and its operations can be obtained from the Company's website at www.etruscusresources.com, from the Company's office located at Suite #604 - 850 West Hastings St., Vancouver, BC, V6C 1E1, and all publicly disseminated information may be viewed at www.sedar.com (the "Canadian System for Electronic Document Analysis and Retrieval").

Comments on COVID-19:

On March 11, 2020, the World Health Organization declared the coronavirus COVID-19 a global pandemic. This contagious disease outbreak has continued to spread, creating public health issues around the world. The outbreak has adversely affected global workforces, economies and financial markets. It is not possible at this time for the Company to predict the duration or magnitude of the continuing adverse results of the outbreak nor its effects on the Company's business or operations. The rollout of the initial vaccines began in December 2020, but the timelines, the extent of populations willing to be vaccinated and the impacts from new virus variants cannot be determined.

We note however that the pandemic, to date, has not materially impaired the Company's overall operations. Capitalized exploration costs of over $3.7 million as at December 31, 2021 remain unimpaired, credit risks to the Company remain negligible and there were no impacts on the key judgements and assumptions used by the Company in its financial reporting. Through 2021 and first half of 2021, the Company responded to the impacts on investor engagement caused by the pandemic by using online resources to continue building its branding, awareness and messaging activities and campaigns.

The Company's top priority remains the health and safety of its workers and our operations follow a Worksafe BC compliant COVID-19 Safety Plan, with protocols and guidelines for all aspects of our operations, and which is updated in accordance with time-to-time changes in public health policy. The Plan allowed us to coordinate with similar plans developed by our exploration subcontractors. Like many organizations, at the outset of the pandemic we utilized measures including work-from-home policies, teleconferencing and limiting the number of workers in the office and at other work locations. These actions ensured the continuation of the Company’s operations and exploration work through these periods of uncertainty and will continue to be utilized, as necessary. Nevertheless, the Company’s head office has been open since May 2020 after closing two months earlier at the onset of the pandemic.

Our Tahltan First Nations partners have maintained very rigorous health and safety measures to keep COVID-19 out of their communities but have allowed members to remain employed in the mining and other industrial sectors. Those measures have been very successful to date. The Tahltans’ COVID-19 community protocols are regularly updated and are shared with their exploration and business partners.

Cautionary Note Regarding Forward-Looking Information

Readers are cautioned that management’s discussion and analysis contains "forward-looking statements". Forward-looking statements reflect the Company’s current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the nature of the COVID-19 pandemic, fluctuation of currency exchange rates, actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold, silver and other precious or base metals, possible variations in mineral resources, grade or recovery rates, accidents, labour disputes and other risks of the mining industry, delays in obtaining, or inability to obtain required governmental approvals or financing, as well as other risks discussed under "Risk Factors” and “Financial Risks”. Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. The Company has made numerous assumptions about the forward-looking statements and information contained herein, including among other things, assumptions about the Company's anticipated costs and expenditures and its ability to achieve its goals.

Even though the Company's management believes that the assumptions made, and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Forward-looking statements contained in this MD&A are made as of the date of this report. Accordingly, readers should not place undue reliance on forward-looking statements. The Company will update forward-looking statements in its management discussion and analysis as required by applicable law.

Description of Business

The Company is a mineral exploration company without any operating revenues. Its principal project is in the Liard Mining Division in northwestern British Columbia where it has a 100% interest in the Rock & Roll Property ("Rock & Roll"), a group of 40 contiguous mineral claims totaling 22,699 hectares ("ha"). Fourteen (14) of the claims are subject to a 2% net smelter return ("NSR") royalty, held by a group of six parties (the "Royalty Holders"). The Company has an option to purchase one-half of the 2% NSR (the "NSR Buyout Option") for a future payment of $2,000,000 to the Royalty Holders within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier.

Previous drilling at Rock & Roll by other operators primarily between 1989-1991 totaled 103 holes, outlining a volcanogenic massive sulphide ("VMS") deposit, known as the Black Dog Deposit. The Company's primary exploration goal is to build upon the existing resource by discovering additional bigger, richer zones using new geological understandings, additional historical data sources and new analytical, exploration and drilling techniques. The second priority is to expand the scope, depth and grade of the Black Dog Deposit through additional testing and drilling.

In 2019 the Company also staked the Sugar Property ("Sugar"), located 5 km northwest of Rock & Roll. This 5,180 ha claim package was acquired as open claims through the BC mineral tenure website. These claims contain a number of copper showings from historic sampling done in the 1990's as well as gold, silver and zinc and demonstrate a large area of possible skarn or porphyry mineralization, located 25 km south of the Galore Creek deposit, a joint venture between Newmont and Teck Resources. Sugar provides a large, underexplored land package in the Golden Triangle that is conveniently accessed from infrastructure set up to explore Rock & Roll.

In July 2021, the Company entered into option agreements to earn a 100% interest in the Lewis Gold Property ("Lewis Property") in central Newfoundland for staged aggregate payments of $870,000 and 3,100,000 common shares. To date, Etruscus has paid the optionors $110,000 and issued 500,000 common shares. The Lewis Property consists of two claim blocks in the heart of the Peyton Linear mineralized trend: the Peyton South claims and the Linear claims. Together, they total 25.67 square kilometers (2,567 ha) and establishes the Company in a key location within central Newfoundland's highly active gold belt.

Mineral exploration involves a high degree of risk. The recoverability of the amounts expended on exploration by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete its exploration programs, the development of its mineral properties and the future profitable production of any reserves or the proceeds from the disposition of its properties. The Company has not yet determined whether its properties contain economically recoverable reserves.

Corporate Outlook

The Company now has properties in two of the most active exploration regions in Canada: the Golden Triangle region of northwest BC, and the central Newfoundland gold belt. Management is very optimistic over the Company's foreseeable future, and cites the following key factors for that outlook:

- Drilling at Rock & Roll in 2020 increased the size of the mineralizing system down dip and along strike, potentially expanding the Black Dog Deposit as well as highlighting new zones of mineralization;

- Geochemical results from the 2021 silt, soil and rock sampling on the program have been received and are being plotted and interpreted to prioritize targets and determine work programs in 2022;

- Recent option notice from Hochschild Mining plc to Skeena Resources stating its intention to spend approximately $100 million in the next four years to retain a 60% ownership of the historic Snip Mine, currently being explored by Skeena. This provides strong possibilities of infrastructure upgrades only 7 km from the Rock & Roll property border;

- Acquisition of the Lewis Property, centrally located within the Newfoundland Gander gold belt and near New Found Gold Corp.'s recent major gold discoveries at its Queensway Project;

- Canadian properties remain physically accessible and are unaffected by international travel curtailments or foreign pandemic-related lockdowns;

- The Company utilizes Canadian government incentives and programs, such as flow-through shares which provide investors with exploration tax credits, and the BC Mineral Exploration Tax Credit program;

- The spot price of silver and gold are near five-year highs, underpinned by rising inflation; and

- The Company successfully raised $2.6 million in a 2021 private placement, providing sufficient liquidity for the Company's 2021 and 2022 Phase I exploration programs, including its remaining flow-through expenditure obligations, and its working capital needs for the ensuing fiscal year.

Management believes that moving forward, it will be able to raise the financing needed to carry out additional exploration work next summer, beyond Phase I exploration work.

Mineral Properties:

The Lewis Gold Property, Newfoundland

The Lewis Property consists of 103 mineral claims in two claim blocks in the heart of the Peyton Linear mineralized trend: the Peyton South claims and the Linear claims which together total 25.67 square kilometers (2,567 ha) and are located approximately 32 km from Gander, Newfoundland. The Lewis Property can be accessed by highway and a network of unsealed forestry roads and trails. Rail access is within 8 km of the claims and a powerline traverses the property. The town of Gander offers all the conveniences of a major center including daily flights to St. John's and Toronto.

The Company entered into option agreements with three vendors including Mr. Gary Lewis, a well-respected Newfoundland-based prospector and New Rock Mining Corp., led by Jeff Zajac. The Company can acquire a 100% interest in the claim blocks for aggregate, staged consideration of $870,000 and 3,100,000 common shares over a four-year period, as follows:

Date	Cash	Shares
Acceptance Date	$110,000	500,000
First Anniversary	$150,000	625,000
Second Anniversary	$150,000	650,000
Third Anniversary	$195,000	650,000
Fourth Anniversary	$265,000	675,000
Total	**$870,000**	**3,100,000**

The Company has paid the $110,000 cash and issued 500,000 common shares pursuant to the Acceptance Date obligations in the above schedule.

Each claim block carries a two percent (2%) Net Smelter Returns royalty, subject to the purchase of one percent (1%) for $2,000,000 on or before commercial production.

The area has recently seen robust financing and exploration news from neighboring companies such as Exploits Discovery Corp. to the north and east, Sassy Resources Corporation to the west, and New Found Gold Corp. to the south. The burgeoning Newfoundland gold rush is expected to yield significant new discoveries and the Lewis Property is centrally located within the Newfoundland Gander gold belt.

Historical work

Recorded historic work at the Lewis Property began in the late 1980’s with Noranda and later by Rubicon, Paragon Minerals as well as Gary Lewis and his associated companies. The original prospecting work, initiated due to anomalous lake sediment geochemistry, led to the discovery of multiple mineralized showings along the Salmon River. Follow up work by Noranda consisted of soil and IP surveys that partially overlap with the southern claims and provided the basis for further work. These surveys were successful in identifying multiple drill targets with a high success rate of encountering gold mineralization. Significant anomalies from the IP and soil sampling remain untested at Lewis. Prospecting returned numerous boulders containing up to 25.8 g/t Au along with multiple gold showings on the Company’s claim blocks including the Corsair and Sabre showings that have demonstrated up to 1,347 g/t Ag and 2.1 g/t Au in hand samples. Drilling programs on and adjacent to the property have returned 8.83 grams per ton (“g/t”) Au over 0.7 meters (“m”) and 3.25 g/t Au over 5.3 m.

Property Geology

The Lewis Property lies within the tectonostratigraphic Dunnage Zone and the Exploits Sub-zone which is host to numerous orogenic gold showings and deposits, such as those on New Found Gold’s Queensway Project. Gold mineralization in the area is mainly hosted in ENE and NNW striking orogenic shear zones with much of the exploration focused on shears and linears in sedimentary sequences and not within intrusive hosted rock units. The Lewis Property is underlain by the Mt. Peyton Batholith which is also cut by these ENE and NNW structures, including the NNW oriented “Mt. Peyton Trend” and remains an underexplored area within the Exploits Sub-Zone which has also shown to be host to gold mineralization.

Exploration – 2021

During the months of August and September 2021, under the oversight of Stephen Wetherup, Vice-President of Exploration, three contracted sampling teams collected 1,926 soil and 60 rock samples. The

Program expanded on the data derived from historic sampling programs completed in the early 1990's on and around the central portion of the property. These soil samples will be used to assess exploration potential outbound of historic showings as significant parts of the property have not been explored. Once assay results have been received, reviewed and disclosed, follow up on anomalous areas will be undertaken with prospecting and use of ground based geophysical techniques.

Although the Lewis Property is predominantly overlaid by glacial till, exploration teams located outcrops throughout the property, where rock samples were collected. Showings referenced in historic reports were also located and verification samples were collected from outcrops to confirm grade values. Historically, two styles of mineralization were observed on the property: 1) sericite-pyrite alteration zones up to a meter wide containing minor quartz-arsenopyrite-stibnite-galena; and 2) 10 to 50 cm wide quartz-stibnite-arsenopyrite veins which typically host the highest Au grades. Both styles were sampled during the 2021 field season as well as sampling of arsenopyrite filled shear zones and disseminated stockwork pyrite veined zones. All of these occur within coarse grained monzosyenite and diorite phases of the Mt. Peyton Intrusive Suite.

The Company has not yet received all of the assay results from the 2021 field program. The results have been delayed due to overall volume as well as multiple analytical techniques being implemented. Once a complete list of assays has been returned, they will be released to the public after analysis and interpretation. The company is looking forward to utilizing the new data alongside historic results to highlight drill targets for the upcoming field program in the summer. An induced polarization ("IP") geophysical survey will also be utilized in priority areas to pinpoint drill targets.

The Rock & Roll Property, British Columbia

Rock & Roll consists of 40 wholly-owned contiguous mineral claims totalling 22,699 ha. It is centered at 50º 43' north latitude and 131º 12' west longitude in the resource-rich Golden Triangle region of northwestern British Columbia, 150 km north of Stewart's deep-sea port. Property access is by helicopter as no roads yet exist at Rock & Roll.

Rock & Roll hosts the polymetallic Black Dog Deposit (the "Deposit"), geologically similar to the VMS deposits at the Eskay Creek Mine and Granduc Mine. Historic drilling at Rock & Roll resulted in the discovery of the massive sulphide "Black Dog Horizon" as well as the "SRV Zone". The Deposit is a poly-metallic VMS deposit containing economically significant tenors of gold, silver and zinc which are saleable commodities subject to normal price variations in the global market (see Table 1). Numerous geochemical anomalies and geophysical conductors remain untested and potential for finding other massive sulphide lenses remains high as these types of deposits often form in clusters. The Deposit is located at low elevations (150 m above sea level), close to infrastructure, 10 km from the Bronson Creek Airstrip, 27 km from an all-weather road and 33 km from a 195 MW power line.

In 2019 the Company also greatly expanded the land package to the north and west to further assess the potential for other mineralizing systems and continue exploration along strike from the Black Dog Deposit. Field work during the 2020 program as well as a VTEM geophysical survey, totaling 1285 line km, has helped highlight key areas for exploration work outside of the known resource. Property wide reconnaissance geochemical sampling and geological mapping sought to progress and identify additional exploration targets on the overall property and prioritize these targets for work in 2021.

Two diamond drill programs were executed on the property by Etruscus in 2019 and 2020. Combined, these two programs drilled 4,600 m, mostly focusing on large step out holes from the Black Dog VMS resource.

These programs were successful in extending the prospective horizon along strike as well as down dip from known mineralization. In 2020, the highest ever drilled copper grades on the property were returned during the drill program. The remainder of the property did not have drilling permits until September 2021.

In October 2021, Hochschild Mining announced its intention to spend approximately $100 million in the next four years to retain a 60% ownership of the historic Snip Mine, currently being explored by Skeena Resource. This provides strong possibilities of infrastructure upgrades only 7 km from the Rock & Roll property border that will likely include bringing road access much closer. This will help bring down the price of exploration as well as improve the economics of the Black Dog Deposit.

Exploration costs are capitalized under exploration and evaluation assets and as at December 31, 2021 total exploration costs of over $3.4 million have been incurred by the Company at Rock & Roll, before recoveries and tax credits.

Table 1: Rock & Roll Inferred Mineral Resource Estimate, August 3rd, 2018 (Cut-off Grade 0.5 g/t AuEq)							
Resource		**Grade**					**AuEq** (g/t)
Inferred	2,015,000 Tonnes	**Au** (g/t)	**Ag** (g/t)	**Cu** (%)	**Pb** (%)	**Zn** (%)	
		0.71	87.1	0.23	0.23	0.98	2.63
	Contained Metal	46,000 Ozs	5,643,000 Ozs	10,246,000 Lbs	10,180,000 Lbs	43,503,000 Lbs	170,000 Ozs

**Mineral resources are reported at a base case cut-off grade of 0.5 g/t gold equivalent (AuEq) considering metal prices in USD of $1,250.00/oz Au, $17.00/oz Ag, $3.00/lb Cu, $1.00/lb Pb and $1.20/lb Zn, and assuming metal recoveries of 95% for zinc, 80% for lead, 90% for copper, 85% for silver and 80% for gold or 85% for AuEq. Metallurgical recoveries will be adjusted with future metallurgical testing. AuEq = (Au g/t * 0.8) + (Ag g/t * 0.012) + (Cu% * 1.48) + (Pb% * 0.44) + (Zn% * 0.63).*

Property Geology

The geology at Rock & Roll comprises Triassic to Jurassic stratigraphy of the Stuhini and Hazelton formations, respectively. These unis have been intruded by a number of, magmatic plugs, dykes and plutons ranging from Triassic to Cretaceous in age. The area is well known for Texas Creek intrusion that often form around the contact between Stuhini and Hazelton stratigraphy and are responsible for much of the mineral endowment of the Golden Triangle. At Rock & Roll, identification of this key time horizon termed “The red line unconformity” has been mapped across large portions of the property and is highly prospective.

Exploration – 2021

Exploration work began on July 5, 2021 with an emphasis on the extended claims outside of the historic group of claims first acquired by the Company in 2018. The 22 day field program was completed by 5 geologists and included prospecting, mapping and sampling a number of targets with the use of daily helicopter set-outs. Significant geochemical sampling and geological mapping was completed to better understand and delineate the current targets highlighted from last year. Geochemical samples included 231 rocks, 385 soils and 54 silts. Assay results as well as geological mapping highlighted two new main areas of interest.

At the Heather Zone, further field work this year has highlighted a new, high priority target where previously identified quartz veins had run up to 25.4 g/t Au. Geological mapping demonstrated a 350 m x 200 m zone of intense pyrite-quartz vein stockwork and intense pyrite alteration, both features typically associated with porphyry system. This discovery led to the completion of a 400 m x 400 m soil grid survey over top of the anomalous area. Results received from the survey have indicated that this pyrite stockwork zone contains anomalous Cu-Mo-Au-As with a Zn halo which is coincident with a geophysical magnetic high. Of the 52 soils collected in this area, 10 samples returned >50 ppb Au (a high of 3.17 g/t Au in soil), 12 samples >150 ppm Cu and 13 samples >20 ppm Mo within a cluster directly over the identified stockwork zone.

At the Discovery Zone, geological mapping has further confirmed the potential of this highly altered 100 m x 500 m mineral showing comprised of intensely sericite-pyrite-silica altered Hazelton rocks. The geochemistry suggests this is a high level alteration of a robust hydrothermal system that may have a porphyry Cu-Mo deposit at depth. This showing is less than 200 m above the Stuhini-Hazleton Red Line contact, further increasing its potential. There has been no historical drilling to test this hypothesis and Etruscus is also planning to conduct an IP survey over this area in 2022 to better define drill targets.

This work has highlighted both these targets for an induced polarization ("IP") survey to be completed early in the 2022 exploration season. This will be in combination with a 3-week field program of sampling and mapping across the extended claims.

The Company was awarded an amendment to the 5 year drilling permit for the extended claims at Rock & Roll, and for Sugar. This was an amendment to initial drilling permit that only covered areas around the Deposit. This permit will now allow up to 80 drill sites as well as 20 line km's of ground-based geophysics and is valid until 2026.

Sugar Property

A group of 11 mineral claims staked by the Company totals 5,180 ha and is known as the Sugar Property ("Sugar"). It is located approximately 5 km northwest of Rock & Roll and 25 km southwest of Teck Resources/Newmont Gold's Galore Creek joint venture project, a large copper-gold-silver deposit currently in pre-feasibility. No historical drilling has been recorded on the Sugar claims, which were staked by the Company following an extensive review and technical analysis of historical data available, including past B.C. Assessment Reports and publicly available B.C. Minfile reports, amongst other data. Most of the staking was completed in May 2019.

Historical mapping on the property has outlined multiple Texas Creek intrusive units that are commonly associated with important copper and/or gold deposits within the Golden Triangle including the Red Chris Mine, KSM copper-gold deposit and Pretium's Brucejack (Valley of the Kings) gold deposit.

Sugar includes several types of copper and copper/zinc occurrences which are mainly associated with skarns and/or quartz veins/stockworks. A 3.2 km long mineralized skarn trend, copper-bearing quartz veins/stockworks and prominent gossans have all been located on Sugar. Historic rock samples have returned numerous results greater than 1% copper and 5% zinc.

The Company completed its first work on the property in 2020 with a 5-day exploration program that included rock sampling and geological mapping. With the help of geological mapper Jim Logan, Etruscus was able to update the geological maps and identify new areas of mineralization as well as confirm historic sampling. This program outlined a 3.5 km skarn trend on the north of the property with multiple gossanous outcrops sampled along a continuous scarn face. Copper grades of approximately 0.3-1% were common hosted within massive pyrrhotite. Verification of historic showings was also helpful in assessing the value of the various prospects.

At the Hammer Showing, a large gossan located on the eastern arm of the property, historic sampling confirmed copper grades of up to 8% with elevated gold and cobalt also present. This showing has also been flown with VTEM geophysical airborne survey and delineated a 100 x 300 m magnetic high that underlies the magnetite, chalcopyrite mineralization.

2021 Exploration

Field exploration at Sugar was completed alongside the Rock & Roll exploration program, facilitated with a crew of 5 geologists staying at the Mclymont km 8 Truffle camp. This team spent a total of 5 days prospecting, geological mapping, and geochemical sampling across a number of areas on the property. A total of 66 rock samples and 10 silt samples were collected during this time. These samples were packaged with the rest of the samples from the Rock & Roll and delivered to ALS Canada labs for geochemical analysis.

Results at Sugar demonstrated high-grade rock sampling and continued to improve the geological map. Silt sampling across the property confirmed previously identified showings although it did not highlight any significant new areas of mineralization. At the Hammer Target, an effort was made to outline a possible drill pad locations, but it remains quite difficult to drill due to steep and remote terrain. Further rock sampling at the Hammer demonstrated up to 6.9% Cu in hand sample. New identification of another skarn showing 1 km to the northwest was mapped and sampled returning up to 0.7% Cu in massive pyrrhotite.

<u>Community Relations</u>

In April 2021, the Company renewed its annual Communications Agreement with the Tahltan Central Government ("TCG"). The TCG is the administrative body of the Tahltan Nation, located in northwest British Columbia, whose traditional territory encompasses both the Rock & Roll and Sugar properties. The TCG protects Tahltan Indigenous rights and title, the ecosystems and natural resources of the Tahltan traditional territory by managing sustainable economic development and supporting the cultural wellness of the Tahltan community. The Agreement establishes a solid framework and collaborative working arrangement between the parties, based on open dialogue, transparent communications and mutual co-operation with regards to the company’s exploration activities on its properties. In addition, the agreement offers opportunities for employment, cultural, economic and educational support for Tahltan members. For more information about the TCG, visit www.tahltan.org.

In February 2020, the Company also entered into an Opportunity Sharing Agreement with the TCG to provide further commercial opportunities for the TCG and their members’ businesses over the exploration cycle. The Company supports certain Tahltan community events, youth causes, exploration symposiums and job fairs in local communities near the Company’s mineral properties, although for the third spring in a row, due to COVID-19 most of these events have been suspended again.

The Company respects the rigorous COVID-19 community protocols issued by the TCG which are updated regularly and shared with their exploration partners. We continue our regular dialogue with Tahltan representatives in regard to our exploration activities and we hire Tahltans and their businesses as part of our exploration crews whenever we have the need or opportunity.

QA/QC and Analytical Procedures

The Company has adopted a rigorous quality assurance and quality control ("QA/QC") program to ensure best practices in sampling both diamond drill core and surface rock chip samples of approximately 1 kg in weight. For 2021, the Company used ALS Canada Inc. ("ALS") for its samples which did not include any drill core. In 2020, samples and drill core were assayed by MSA LABS which has facilities in Terrace and Langley, BC. Both ALS and MSA have similar quality controls and are independent from the Company.

In 2020, drill core was flown from drill sites to the core shack facility where it was sampled at 1-3 m intervals. The samples were then half cut with one half sent to the lab via reputable expeditor. Intervals of half NQ drill core were crushed to 70% pass 2 mm fraction, and then a 250g split was pulverized to better than 85% passed a 75-micron screen. The geochemical analyses were performed by MSA LABS using multi-element aqua-regia digestion ICP-MS package (IMS-111). Higher gold grades (>2 g/t) were analyzed by fire assay (FAS-114).

ALS is a provider of geochemical laboratory services for the exploration and mining industries and is an ISO 17025 (Testing and Calibration) and ISO 9001 (Quality Management System) accredited laboratory independent of the Company. In addition to the lab's internal QA/QC program, the Company inserted 10% lab certified standards, blanks and duplicates into the overall sampling stream.

In 2021, all rock and soil samples were crushed to 70% pass 2mm fraction, and then a 250g split was pulverized to better than 85% passed a 75-micron screen. Stream sediment samples were also sieved through 75-micron screen. The geochemical analyses were performed by ALS Laboratory using multi-element aqua-regia digestion ICP-MS package (ME-MS41). Higher gold grades (>1 g/t) were analyzed by fire assay and ICP-AES (Au-ICP21). Samples that returned above detection limits in silver, copper, lead, and zinc were reanalyzed with appropriate ore grade analysis to determine absolute values.

Selected Quarterly Financial Information

	Three Months Ended December 31, 2021	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021	Three Months Ended March 31, 2021
Total assets	$ 5,241,137	$ 5,491,007	$ 5,538,018	$ 3,165,281
Total liabilities	(96,295)	(166,685)	(224,919)	(113,491)
Shareholders' equity	5,144,842	5,324,322	5,313,099	3,051,790
Major operating expenses:				
Advertising, marketing, promotion	-	15,895	34,617	51,894
Consulting fees	132,417	138,254	72,942	69,758
Investor relations fees	15,000	21,000	24,000	23,999
Professional fees	2,611	18,034	-	21,770
Regulatory and transfer agent	7,151	5,816	3,414	4,212
Share-based compensation	-	2,937	8,669	10,006
Other income on settlement of flow-through share premium liability	14,796	64,391	11,693	8,544
Net income (loss)	(179,480)	(165,014)	(154,398)	(191,430)
Earnings (loss) per share- basic and diluted	(0.00)	(0.00)	(0.01)	(0.01)

	Three Months Ended December 31, 2020	Three Months Ended September 30, 2020	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020
Total assets	$ 3,353,466	$ 3,681,184	$ 1,938,183	$ 1,866,852
Total liabilities	(119,313)	(753,550)	(210,255)	(189,249)
Shareholders' equity	3,234,153	2,927,634	1,727,928	1,677,603
Major operating expenses:				
Advertising, marketing, promotion	43,297	164,124	173,586	22,717
Consulting fees	39,350	85,330	60,438	51,059
Investor relations fees	25,500	2,167	-	-
Professional fees	2,217	31,577	316	16,250
Regulatory and transfer agent	7,343	6,928	16,744	5,428
Share-based compensation	25,451	120,843	41,516	7,504
Other income on settlement of flow-through share premium liability	-	78,889	4,266	4,266
Net income (loss)	(157,645)	(352,947)	(296,916)	(117,965)
Earnings (loss) per share- basic and diluted	(0.01)	(0.01)	(0.01)	(0.00)

Results of Quarterly Operations

In the following discussion concerning the results of operations, the quarterly periods are referenced as follows, bearing in mind that the fiscal year end is March 31:

Three-month period ended December 31, 2021: Q3 2022
Three-month period ended September 30, 2021: Q2 2022
Three-month period ended December 31, 2020: Q3 2021
Nine-month period ended December 31, 2020: 2020

Three months ended December 31, 2021 compared to three months ended September 30, 2021:

The Company had a net loss of $179,480 (Q2 2022 - $165,014) in the current quarter. The net loss is composed of operating expenses of $198,177 (Q2 2022 - $229,193), other income on settlement of flow-through share premium liability of $14,796 (Q2 2022 - $64,391), amortization of discount of $230 (Q2 2022 - $315) and finance income of $4,131 (Q2 2022 - $113).

The key operating expenses include consulting fees of $132,417 (Q2 2022 - $138,254), advertising, marketing and promotion of $Nil (Q2 2022 - $15,895), investor relations fees of $15,000 (Q2 2022 - $21,000), professional fees of $2,611 (Q2 2022 - $18,034) and property investigation expenses of $19,290 (Q2 2022 - $Nil) which together comprise 85% (Q2 2022 – 84%) of all operating costs. Remaining operating costs include office expenses, rent, depreciation and regulatory and transfer agent fees.

Consulting fees were consistent across both periods, showing a period to period decline of $5,837, although fees to related parties declined $24,200 and fees to third-parties increased $18,363. The Company incurred higher related party fees in the prior quarter (Q2 2022) when it transitioned CEO’s in the summer, while the current period’s third party fee increase is the result of amortizing the service period of a prepaid European contract set up to establish a corporate presence in Germany. The contract was an advisory agreement with a capital markets consultant to provide the Company new investor introductions and facilitate platforms for timely disseminating corporate information.

Professional fees were $2,611 in the current period, compared to $18,034 in the prior period. In the current quarter, day-to-day legal expenses were incurred. In the prior period, the annual audit fee required an increase of $7,500 on top of the prior accrual, $2,500 was billed for corporate tax filings and tax credit applications, and $8,034 was incurred on general legal matters, all totalling $18,034.

Property investigation expenses represent the costs of due diligence on other projects and properties to potentially invest in, and which the Company does not have an ownership interest in. During the current quarter, the Company investigated a copper-gold project in Peru but did not move forward with it.

The Company incurred investor relations fees to Conduit Capital Advisors (“Conduit”), first engaged in September 2020 to provide investor relations services. Conduit is an investor relations and corporate advisory business founded by Derek Wood who has been involved in the Canadian securities industry for decades and has an established network of professional and retail market participants with an interest in small cap opportunities. Conduit initiates contact with its network of market participants, as well as current stakeholders, and other members of the financial community to introduce the Company as a compelling investment opportunity and keep them apprised of ongoing company developments. The term of the agreement has been extended on a month-to-month basis after the initial agreement ended in September

2021, all at a rate of $5,000 per month, plus 200,000 stock options, which were granted in September 2020 at an exercise price of $0.36 per share for five years and which vested over a one-year period.

In the prior quarter, in addition to Conduit, the Company had been paying Independent Trading Group Inc, ("ITG") an investor relations fee of $3,000 per month up to August 31, 2021 when the agreement was terminated by mutual consent. ITG provided market making services to the Company in compliance with the policies and guidelines of the CSE and other applicable legislation. Formerly, this service was provided by Lakeshore Securities Inc. ("Lakeshore") from September 2020 to May 2021, at the same fee. ITG traded shares of the Company on the CSE with the objective of maintaining a reasonable market and improving the liquidity of the common shares. There are no performance factors contained in the agreement and neither ITG nor Lakeshore received any shares or options as compensation. The agreement with ITG was terminated by the Company in August 2021 by written notice.

The Company recorded other income on settlement of flow-through share premium liability of $14,796 during the quarter (Q2 2022 - $64,396). The differential price between regular and flow-through units issued under private placements is recorded as an increase to the flow-through share premium liability, while the incurrence of qualifying exploration expenditures grinds down the liability and recognizes the reduction as other income on settlement of flow-through share premium liability.

In the current quarter, the Company spent net cash of $196,081 (Q2 2022 - $314,115) on operations and $134,576 (Q2 2022 - $462,448) on property-related exploration expenditures. Included in operations is $19,290 spent on property investigations. During the current quarter, a BC mineral exploration tax credit of $236,411 was received. Overall, the Company's cash declined in the current quarter by $99,308.

The Company has 2 individuals working full-time and 5 individuals regularly working part-time which includes all key management, administration, and exploration personnel. These roles are expected to continue for the foreseeable future, with general responsibilities and business functions to remain materially the same over the ensuing fiscal periods. We expect total recurring operating costs to average $175,000 per quarter, unchanged from the prior period.

Three months December 31, 2021 compared to three months ended December 31, 2020:

The Company had a net loss of $179,480 (Q3 2021 - $157,645) in the third quarter of the fiscal year. The net loss is composed of operating expenses of $198,177 (Q3 2021 - $158,068), amortization of discount of $230 (Q32 2021 - $600), other income on settlement of flow-through share premium liability of $14,796 (Q3 2021 - $Nil) and interest and finance income of $4,131 (Q3 2021 - $1,023). Other income on settlement of flow-through share premium liability represents the proportion of amount of qualifying exploration expenses incurred relative to the total flow-through financing that was completed, as applied against the flow-through share premium liability. As at December 31, 2021, a further $387,772 of qualifying exploration expenditures remain to be incurred in B.C. by the end of 2022, with respect to a June 2021 private placement financing. This is reflected by the $55,396 flow-through premium liability on the Statements of Financial Position as at December 31, 2021.

Operating expenses include advertising, marketing and promotion of $Nil (Q3 2021 - $43,297), consulting fees of $132,417 (Q3 2021 - $39,350), investor relations fees of $15,000 (Q3 2021 - $25,500), property investigation expenses of $19,290 (Q3 2021 - $Nil) and share-based compensation of $Nil (Q3 2021 - $25,451 which together comprise 84% (Q2 2021 - 85%) of all operating costs, further discussed below.

The lack of any advertising, marketing and promotion expenses in the current period is a result of the decision not to renew marketing contracts, and the maturity of the terms of other contracts that had been in effect earlier in the year. The Company curtailed most of its advertising and corporate branding initiatives in the fall of 2021, after pivoting its approaches to engaging investors and shareholders. The comparative period was early in the pandemic and reflects the engagement of several such marketing groups, as discussed in those MD&A's.

Consulting fees rose $93,067 compared to Q3 2021. The amount for related parties was $61,100 compared to $37,500 in the comparative quarter. The amount for third-party consultants was $71,317 compared to $1,850 in the comparative period. The increase to related parties is mainly due to fees paid to an additional officer relative to 2020, while the increase of third-party fees is from a Germany-based advisory consultant that helped the Company navigate the European capital markets, adding $62,850 in the current quarter compared to last year.

Investor relations fees paid to Conduit ($5,000 per month) were unchanged relative to the comparative period. However, payments to ITG/Lakeshore of $3,000 per month stopped prior to the current quarter, resulting in higher total IR fees in Q3 2021 compared to the current period.

Property investigation expenses are discussed in the above section "*Three months ended December 31, 2021 compared to three months ended September 30, 2021:*".

Share-based compensation is an amount derived from the Black-Scholes option pricing model as a result of the granting and vesting of stock options, which totalled $Nil (Q3 2021 - $24,451) in the quarter. The comparative amount reflects portion of stock options that vested in the period, in respect of a grant on September 21, 2020 of 200,000 investor relations stock options which vested over a one year period, and which fully vested before the beginning of the current quarter.

The following range of assumptions were used in calculating share-based compensation during the recent periods:

	Nine- months ended December 31, 2021	Year ended March 31, 2021
Weighted average assumptions:		
Risk-free interest rate	0.97%	0.35%
Expected dividend yield	-	-
Expected option life (years)	3.5	3.5
Expected Stock price volatility	81%	100.0%
Weighted average share price at grant date	$0.33	$ 0.33
Weighted average fair value at grant date	$0.345	$ 0.28
Expected forfeiture rate	-	-

In the current quarter, the Company spent net cash of $196,081 (Q3 2021 - $142,282) on operations and $134,576 (Q3 2021- $784,762) on exploration. No financings were completed in the current period but $583,950 was received from a private placement in Q3 2021. With the receipt of a BC METC tax credit of $236,411 in the current period and $270,908 in the comparative period, the overall cash position declined $99,308 compared to a decline of $159,074 in the comparative quarter.

Nine months ended December 31, 2021 compared to nine months ended December 31, 2020

For the current nine-month period, the Company incurred a net loss of $498,892 (2020 - $807,508), composed of operating expenses of $593,042 (2020 - $889,806), Other income on settlement of flow-through share premium liability of $90,880 (2020 - $83,155) and nominal amounts of finance income and finance expense, as shown on the statements of operations and comprehensive loss. Operating expenses are primarily comprised of consulting fees of $343,613 (2020 - $175,118), advertising, marketing and promotion of $50,512 (2020 - $381,007), investor relations fees of $60,000 (2020 - $27,667) and share-based compensation of $11,606 (2020 - $187,810) which together represent 79% (2020 – 87%) of total operating expenses. Other operating expenses totalled $127,311 (2020 - $118,204) comprised of office and general, professional fees, regulatory and transfer agent fees, rent and depreciation, property investigation expenses.

Several operating expense items significantly changed compared to last year, as discussed below.

Consulting fees increased during the period by $168,495, as fees to related parties rose $91,500 and fees to non-related consultants rose $76,995. The Company engaged a German-based advisory firm with the amount being prepaid and amortized over the six-month term of the contract that ended in January 2022 of which of $104,750 was recognized during the period ended December 31, 2021. Fees paid to related parties increased, partly due to the transition of three of the Company's directors as CEO during the year and partly due to fee increases effective January 1, 2021. The related party fees comprise the fees to the executive officers, the VP Exploration, and a director working on Company affairs with management. At the date of this report, two directors are independent and are not being remunerated. Refer to "Transactions with Related Parties" later in this MD&A.

Advertising, marketing and promotion costs during the current period declined $330,495 compared to 2020. Early in the pandemic, investors, customers and businesses transitioned online from in-person engagements. This required investments in communications technologies, digital advertising, video conferencing and market awareness services. As the capital markets and investment communities pivoted increasingly online, much higher such expenses were incurred compared to prior years. The Company engaged several third-party entities to provide these marketing services, assisting with market awareness, branding and messaging through different media. In addition, the Company's shares were listed on the Frankfurt Stock Exchange in mid-2020, and engaging such groups helped the Company disseminate its news and target European investors. The entities that performed these marketing services were based in Canada, the US and Germany. They conducted video interviews, re-distributed on social media the Company's press releases and other publicly available information, created awareness and branding campaigns, and assisted with managing the Company's social media channels.

After two years of dealing with the pandemic, business has adjusted and through 2021 the Company gradually and materially curtailed its online marketing and advertising programs, due in part to the establishment of such online platforms, engagement communities, and media channels, and partly due to market saturation and financial priorities. While the nine-month period has $50,512 of advertising, marketing, and promotion, for the three months ended December 31, 2021 no such expenses were incurred. Going forward however, the Company expects to maintain a level of advertising and online marketing consistent with keeping relevant and in front of investors across the markets where the Company's shares are listed, but not to the extent of the activity incurred in 2020.

The share-based compensation expense in the current and prior periods recognizes the fair value of stock options that vested during the respective periods. The higher amount in the comparative period reflects the grants of 905,000 stock options in September 2020, of which 705,000 of the granted stock options fully vested upon grant. The remaining 200,000 stock options were granted to the investor relations provider and vested over a one year period. In the current period ending December 31, 2021, no stock options were granted.

Investor relations fees increased during the year compared to 2020, a result of the contracts with Conduit and Lakeshore/ITG. Refer to "*Three months ended December 31, 2021 compared to three months ended September 30, 2021:*", above.

During the nine-month period ended December 31, 2021, the Company raised $2.6 million (2020 - $2.4 million) from private placements. It spent $689,685 (2020 - $1,614,911) on property exploration and it spent $681,164 (2020 - $757,867) on operations. The Company received a BC METC tax credit of $236,411 (2020 - $270,908). For the nine-month period ended December 31, 2021, cash and cash equivalents increased $1,343,245 (2020 - $182,058).

Leases:

On July 1, 2019, the Company entered into a three-year office premises sublease agreement. The terms of the sublease follow those of the head lease. The lessor is Metallis Resources Inc. ("MTS"), a public company related by 2 common directors and a common officer. The sublease is for ½ of the space leased by MTS under a head lease. Fixed monthly sublease payments are $1,688 per month. The lease liability was measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate of 8%, the same discount rate as that used by MTS under the head lease.

The Company has no other material equipment or service leases for the period ended December 31, 2021.

The following table shows the summary of lease payments and calculation of lease liability:

Lease liability:

Balance as at March 31, 2020	$ 41,848
Lease payments	(20,250)
Lease interest	2,574
Balance as at March 31, 2021	24,172
Lease payments	(15,187)
Lease interest	974
Balance as at December 31, 2021	$ 9,959

Current portion	$ 9,959
Long-term portion	-
Balance as at December 31, 2021	$ 9,959

At December 31, 2021, future lease payments, including variable costs not subject to IFRS 16, are as follows:

Year ended March 31, 2022	$	9,334
Year ended March 31, 2023		9,334
Total	$	18,668

Use of judgements and estimates:

In preparing the Company's condensed interim financial statements, management makes judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. 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. Significant assumptions about the future and other sources of estimation uncertainty that management has made could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from the expected results, based on the assumptions made. The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss 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.

The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty for the period ended December 31, 2021 were the same as those described in the annual financial statements dated March 31, 2021.

The key assumptions, judgements and estimates made by management include but are not limited to the following:

a) The carrying value of the investment in exploration and evaluation costs and the recoverability of the carrying value which is included in the statement of financial position;

b) Verifying the title to the Company's exploration and evaluation assets does not guarantee the title as properties may be subject to prior agreements or transfers and title may be affected by undetected defects;

c) Significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the Company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made;

d) Inputs used in accounting for share-based compensation expense in the statement of operations and comprehensive loss are estimates, including share price volatility, expected term and risk-free interest rate, and such similar inputs used in accounting for the valuation of finders' warrants issued under private placements;

e) Valuation of flow-through share premium liability is an estimate;

f) Significant judgements, estimates and assumptions made by management as they relate to IFRS 16 - *Leases*, primarily include evaluating the appropriate discount rate to use to discount the lease liability, the determination of the lease term when the lease contains an extension option, and assessing if the Company is reasonably certain that it would exercise an extension option; and such judgements, estimates and assumptions affect the present value of the lease liabilities, the value of the right-of-use assets, and the amounts recognized in profit and loss including depreciation, rent expense and finance expense; and

g) The assumption that the Company is a going concern and will continue operating for the foreseeable future are judgments.

Liquidity and capital management

The Company endeavors to maintain appropriate levels of capital and liquidity. Sufficient liquidity is required to meet liabilities and obligations as they become due. The Company has no commercial operations or source of revenue, and no externally imposed capital requirements other than those specified under CSE Exchange policies. The Company's capital is therefore its issued share capital. The capital required for operations and property exploration is expected to continue to come from the issuance of common shares for the foreseeable future. The Company's objectives of capital and liquidity management are to fund critical exploration work, meet on-going liabilities, maintain creditworthiness, continue as a going concern, and to ultimately maximize returns for shareholders over the long term.

As of the date of this MD&A, the Company has working capital of $1.3 million as follows:

Current working capital:		(000's)
Cash and cash equivalents	$	1,293
Receivables		25
Prepaid expenses		81
Accounts payable and accrued liabilities		(2)
Flow through premium liability		(55)
Lease liability		(10)
Total net working capital	$	1,332

Overall, the Company has sufficient funds for its 2022 Phase I exploration programs, its remaining flow-through expenditure obligations and its working capital needs through the year ensuing year. Depending on the scope of work and other phases of exploration, additional capital may be required.

Disclosure of Outstanding Security Data

At the date of this MD&A, there are 37,386,622 common shares outstanding and 50,724,293 fully diluted shares outstanding. No shares have been issued subsequent to December 31, 2021.

During the current nine-month period, the Company issued 500,000 shares to the optionors of the Lewis Property. The shares were valued at $0.35 per share for total share compensation of $175,000.

During the quarter ended June 30, 2021, the Company completed a non-brokered private placement for total gross proceeds of $2,604,127. The financing consisted of 6,523,672 non-flow-through units at a price of $0.30 per unit for proceeds of $1,957,102 and 1,848,644 flow-through units at a price of $0.35 per unit for proceeds of $647,025. Each non-flow-through unit consists of one common share and ½ of a common share purchase warrant exercisable at $0.40 per share for a period of 2 years. Each flow-through unit consists of one flow-through common share and ½ of a non-flow-through common share purchase warrant exercisable at $0.45 per share for a period of 2 years. No residual value was assigned to the warrant component of either the flow-through or non-flow-through units.

The Company recorded a flow-through premium liability of $92,432 as a deduction from share capital, being the difference between the amounts recognized in common shares and the amounts investors paid for the units. Total finders' fees of $90,832 were paid and 478,273 finders' warrants were issued to arm's length parties, as permitted by securities law. The finders' warrants are exercisable at $0.33 per share for a two-year period, and were valued at $68,051 following the Black Scholes Pricing Model.

All shares issued under the private placement completed by the Company were subject to a hold period of four months and one day from the date of issuance. Proceeds from all non-flow-through financings were used for exploration and general working capital. The proceeds from the issuance of flow-through shares were only used to fund Canadian Exploration Expenses (within the meaning of the *Income Tax Act* (Canada)) which shall qualify as "flow-through mining expenditures", for purposes of the *Income Tax Act* (Canada). The Company will renounce these expenses to the purchasers with an effective date of no later than December 31, 2021, and as required under the Income Tax Act (Canada).

Stock options:

At the date of this report, there are 2,275,000 stock options outstanding as follows:

Number of stock options outstanding:	Number of Stock options	Weighted average exercise price
Balance at March 31, 2020	1,695,000	$ 0.25
Options granted	905,000	0.33
Options exercised	(75,000)	0.25
Balance at March 31, 2021	2,525,000	$ 0.28
Options terminated	(250,000)	0.27
Balance at December 31, 2021 and the date of this report	2,275,000	$ 0.28

At the date of this report, the following stock options are outstanding and vested:

Expiry Date	Number of Outstanding Stock Options	Number of Vested Stock Options	Exercise Price ($)
January 15, 2024	1,250,000	1,250,000	0.25
January 21, 2024	60,000	60,000	0.25
March 15, 2024	50,000	50,000	0.28
February 27, 2025	60,000	60,000	0.25
May 25, 2025	230,000	230,000	0.25
September 21, 2025	625,000	625,000	0.36
Total outstanding options	2,275,000	2,275,000	

Share-based compensation:

The Company recognizes share-based compensation for the purpose of valuing stock option grants and recognizes the fair value of finders' warrants issued under private placements, using the Black-Scholes Pricing Model in both cases.

The Company used the following weighted average assumptions for those calculations:

	Period ended September 30, 2021	Year ended March 31, 2021
Weighted average assumptions:		
Risk-free interest rate	0.97%	0.35%
Expected dividend yield	-	-
Expected option life (years)	3.5	3.5
Expected Stock price volatility	81%	100%
Weighted average share price at grant date	$0.33	$0.33
Weighted average fair value at grant date	$0.345	$0.28
Expected forfeiture rate	-	-

During the period ended September 30, 2021, share-based compensation of $11,606 was recorded in respect of the final portion of investor relations options that vested during the period. (200,000 stock options were granted to the Company's investor relations provider in September 2020, are exercisable at $0.36 per share and vested over a one-year period).

Warrants:

Through certain unit offerings that completed, the Company has issued warrants in addition to shares. Warrant transactions are summarized as follows:

Schedule of changes in share purchase warrants:	Number of warrants	Weighted average exercise price
Balance at March 31, 2020	3,614,250	$ 0.48
Warrants issued	6,398,241	0.48
Warrants expired	(2,697,000)	0.50
Balance at March 31, 2021	7,315,491	0.47
Warrants issued	4,664,430	0.40
Warrants expired	(917,250)	0.42
Balance at December 31, 2021 and the date of this report	11,062,671	$ 0.45

At the date of this report, the following warrants are outstanding:

Expiry Date	Number of Warrants outstanding	Exercise Price ($)
June 1, 2022	1,225,000	0.40
December 18, 2022	365,000	0.40
December 18, 2022	445,625	0.50
December 18, 2022	50,000	0.285
December 30, 2022	125,000	0.40
December 30, 2022	8,000	0.285
May 19, 2023	270,000	0.40
May 19, 2023	636,072	0.45
May 19, 2023	68,400	0.33
June 8, 2023	534,166	0.40
June 8, 2023	103,250	0.45
June 8, 2023	58,450	0.33
June 30, 2023	2,457,669	0.40
June 30, 2023	185,000	0.45
June 30, 2023	351,423	0.33
August 6, 2023	3,130,000	0.50
August 6, 2023	53,861	0.45
August 6, 2023	276,444	0.60
September 4, 2023	390,000	0.50
September 4, 2023	318,111	0.60
September 4, 2023	11,200	0.45
Total	11,062,671	

Directors, Officers and Management

As at September 30, 2021 and at the date of this report, the directors of the Company continue to be Fiore Aliperti, Jason Leikam, Gordon Lam and Michael Sikich.

On November 23, 2021, Jason Leikam resigned from his role as President and CEO, for personal reasons, and the Board of Directors has appointed Executive Chairman Fiore Aliperti as Interim President and CEO, while it seeks a suitable candidate for the position.

Mr. Leikam, a director since the Company's founding, was appointed as President and CEO on July 1, 2021. He has over twenty years' experience in the junior capital markets, focusing on company formation, marketing and finance and administration. Previous to Mr. Leikam's tenure, the Company's first President and CEO Gordon Lam formed and established the Company, led the Company's growth, built an impressive technical team, attracted dedicated management and maintained a healthy financial position and capital structure. Both Mr. Lam and Mr. Leikam will continue to support Etruscus as directors and shareholders.

In July 2021 the Board of Directors also appointed Stephen Wetherup as Vice-President of Exploration. Mr. Wetherup is a structural and economic geologist with over 20 years of global exploration experience. He has worked for Fox Geological Consultants, Phelps Dodge Corporation of Canada and as a consulting geologist for numerous exploration companies including Freeport-McMoran. He is currently the Vice-President Geology with Caracle Creek International Consulting and the Vice-President of Exploration for Commander Resources Ltd.

Former Vice-President of Exploration Dr. David Webb resigned after serving in the role since the Company went public. Dr. Webb exercised diligence and professionalism throughout his tenure.

The Company's Advisory Board consists of Lindsay Bottomer, David Dupre and Murray Jones, whose biographies were detailed in the Company's prior MD&A's.

Transactions with Related Parties

The following related parties for the periods presented up to December 31, 2021 include directors and key management personnel, including those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Maxus Management Corp. is a company controlled by a director, who was also the Company's President and Chief Executive Officer from July 1 to November 23, 2021, and who provided consulting services to the Company during his term as President and CEO;

b) Hatch 8 Consulting is a company controlled by the former Chief Executive Officer G. Lam who remains a director of the Company, and provides consulting services to the Company;

c) Lever Capital Corp. is a company controlled by the Chief Financial Officer and provides consulting services to the Company;

d) Avanti Consulting Inc. is a company controlled by a director of the Company who acts as Executive Chairman of the Board of Directors, and on November 23, 2021 was appointed as Interim President and CEO, providing such services to the Company commensurate with the appointments;

e) Wetherup Geological Consulting is a business operated by the Company's Vice-President of Exploration and which provides the Company with geological consulting services commencing June 1, 2021, the amounts of which are capitalized under exploration and evaluation assets;

f) DRW Geological Consultants Ltd. is a company that is controlled by the Company's former Vice-President of Exploration, and which provided the Company with geological consulting services up to March 31, 2021, the amounts of which are capitalized under exploration and evaluation assets; and

g) Metallis Resources Inc. ("MTS") is a public company that has two directors and an officer in common with the Company. Etruscus subleases one-half of MTS' office premises. The Company and MTS also shared their exploration camp facilities in BC's Golden Triangle region, as their respective properties lie about 35 – 40 km apart from each other. Consequently, some administrative and exploration costs are accordingly shared or reimbursable, resulting in occasional non-material period-end intercompany balances.

Amounts owing to related parties at December 31, 2021 is $496 (March 31, 2021 - $20,475), comprised of (I) amounts owing to management and/or (II) amounts owing to MTS, as follows:

I) The aggregate value of key management compensation and outstanding balances relating to the officers noted above are as follows:

		Transactions for the nine-month period ended December 31, 2021	Transactions for the year ended March 31, 2021	Balance payable as at December 31, 2021	Balance payable as at March 31, 2021
Short-term benefits:					
Maxus Management Corp.	(a)	$ 54,000	$ -	$ -	$ -
Hatch 8 Consulting	(b)	72,000	103,500	-	12,600
Lever Capital Corp.	(c)	40,500	36,000	-	4,725
Avanti Consulting Inc.	(d)	30,000	31,500	-	3,150
Wetherup Geological Consultants	(e)	47,025	-	-	-
DRW Geological Consultants Ltd.	(f)	5,000	48,000	-	-
Total		$ 248,525	$ 219,000	$ -	$ 20,475

II) During the period ended December 31, 2021, the company entered into transactions with MTS as follows:

	Due to MTS, March 31, 2021	Invoiced	Paid	Due to MTS, December 31, 2021
Rent including GST	$ -	$ 28,338	$ 28,338	$ -
Office expenses, net, including GST	-	1,588	1,092	496
Exploration costs		14,936	14,936	-
Total	$ -	$ 44,862	$ 44,366	$ 496

Off Balance Sheet Arrangements

Aside from the aforementioned office premises leases, the Company has no other asset or equipment leases or other off-balance-sheet arrangements. Accordingly, as at December 31, 2021 the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on the results of operations or financial condition of the Company.

Risk Factors

Common shares should be considered highly speculative due to the nature of the Company's business (mineral exploration) and the current state of its development (early stage, without revenue). In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this MD&A and in the Company's financial statements, the risk factors described below.

These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the Company's common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

Covid-19

The nature of the COVID-19 pandemic is changing with new variants arising, challenging rollouts of vaccines, and hesitant vaccination uptake rates. There is no certainty regarding the long-term effectiveness of vaccines in use or under development. Vaccines may not work against new variants that emerge. Operating and supply chain disruptions and volatile price changes are expected to continue for the foreseeable future. Government regulations may change at any time, impacting operating procedures, including possible economic closures. Financial markets continue to be impacted by the pandemic, as record levels of government deficit spending and changing patterns of global consumer spending have introduced supply chain issues with inflation rising at the highest rates in 30 years.

No Production History

The Company is a mineral exploration company with no history of earnings or revenue. There are no known commercial quantities of mineral reserves on any of its resource properties. Few exploration properties are ultimately developed into producing properties. There is no assurance that the Company will ever discover any commercially economic quantities of mineral reserves.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and has incurred losses since its incorporation. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on exploration of the properties and on administrative costs. The Company cannot predict when or if it will reach positive operating cash flow.

Possible Trading Suspension or Delisting

The CSE may suspend from trading or delist the securities of the Company where the Company has failed to submit documents to the CSE in the time periods required or has otherwise failed to meet minimum standards. Suspension from trading of the common shares may, and delisting of the common shares will, result in the regulatory securities authorities issuing a consolidated interim cease trade order against the Company. In addition, delisting of the common shares would result in the cancellation of all the currently issued and outstanding common shares of the Company held by insiders. Trading in the common shares of the Company may be halted at other times for other reasons also.

Requirement for Further Financing

The Company has no revenue and limited financial resources and therefore must eventually raise additional funds to finance continued exploration work and working capital. There is no assurance the Company will be able to raise additional funds or will be able to do so on terms acceptable to it.

If the Company's exploration programs are successful and favorable exploration results are obtained, this may lead towards economic feasibility and mine construction. The Company would therefore require significantly more capital to place the properties into production. The sources of funding that would be available are from the issuance of equity, debt, joint venture or the sale of property interests and even if such financing is available, there is no assurance that such funds will be sufficient to bring any resource property to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Company and could cause it to forfeit its interest in its properties and reduce or terminate its operations.

Climate Change

Global reporting standards for climate change risks are not yet firmly established, and several international reporting frameworks are currently being used, mostly by global blue-chip entities. The Company has not adopted any of the frameworks to date. The extent of climate change and its impact on the Company’s future operations cannot be determined. Climate change may cause environmental conditions that affect the Company’s ability to execute its exploration programs or access its properties, and it may also affect regulatory, government and health and safety policies. Future mine development would need to recognize carbon impacts and provide decarbonization strategies.

Dilution

When the Company issues treasury shares to finance acquisition or participation opportunities, or to raise exploration funds and working capital, shareholders could suffer dilution of their investment and/or control of the Company could change, depending upon the issuance price.

Escrowed Shares

The possible sale of common shares released from escrow on each release date could negatively affect the market price of the Company's common shares and result in an excess of sellers of common shares to buyers of common shares and seriously affect the liquidity of the common shares.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated its title to its properties for which it holds an option to acquire concessions, royalties or other mineral leases or licenses and the Company is satisfied with its review of the title to its properties, the Company cannot give an assurance that such title will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. The Company does not carry title insurance on its properties. A successful claim that the Company does not have title could cause the Company to lose its rights to its properties, perhaps without compensation for its prior expenditures on its properties. Resource properties may now or in the future also be the subject of indigenous land claims. The legal nature of indigenous land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in its properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of indigenous rights in the area in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities.

Surface Rights

The Company does not own the surface rights to its properties. The Company understands that it is necessary, as a practical matter, to negotiate surface access through its stakeholders, government and local First Nations. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to continue to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on a resource property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Management

The success of the Company is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the service of its management or other qualified personnel required to operate its business. Directors and officers other than the CEO of the Company may not be devoting 100% of their time to the affairs of the Company but do and will continue to devote such time as required to manage the Company effectively and appropriately.

Requirement for Permits and Licenses

The Company follows regulatory and compliance requirements with respect to its exploration activities, including the application and the terms of all necessary licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Company proceed beyond exploration. There can be no guarantee that the Company will be able to obtain such licenses and permits.

Community Relations

Public scrutiny of mining projects and a general increase in environmental concerns has been addressed by the mining industry by involving both the local and broader communities and having open communications and dialogue with them and other stakeholders. Garnering community and public support for continued exploration, future mine development and construction includes public engagement and involvement of key community stakeholders throughout the exploration and development process. The reporting by public entities of their Environmental, Social and Governance ("ESG") policies has accordingly expanded in recent years and a global standard reporting framework is expected within a few years. The Company's BC resource properties lie within the traditional territory of the Tahltan Nation, a key stakeholder. Key areas of concern include the sharing and transfer of economic benefits, and environmental stewardship. The lack of a social license to operate could impair the value of the Company's resource properties or delay or prevent exploration, development or construction activities.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Company, including the exploration activities and commencement of production on any resource property, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Company may require for its facilities and to conduct exploration and field operations, will be obtainable on reasonable terms or that such laws and regulations would not have a material adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions 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 exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Company and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new properties.

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geologic conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks due to high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does currently maintain exploration and pollution liability insurance but any adverse incident that may occur may not necessarily be insured.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Conflicts of Interest

Directors of the Company may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Business Corporations Act* (British Columbia) and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Company does not know of any such pending or actual material legal proceedings as of the date of this MD&A.

No Cash Dividends

The Company has not previously declared any cash dividends, has no current earnings, and therefore does not anticipate declaring any cash dividends for the foreseeable future.

Ore Reserves and Reserve Estimates

The Company's business relies upon the ability to determine whether a given resource property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may also require revision (either up or down) based on actual production experience.

Financial Risks

The Company’s financial risk exposures and their impact on the Company’s financial instruments are summarized below:

Credit risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is normally exposed to credit risk through its cash and cash equivalents and receivables. The Company manages credit risk associated with its cash and cash equivalents by using reputable financial institutions, from which management believes the risk to be remote. Receivables generally consist of recoverable Canadian sales taxes and mineral exploration tax credits receivable and accrued interest on short-term money market investments and management believes the collectability of these amounts to be assured.

Liquidity risk

Liquidity risk is related to the ability of the Company to meet its obligations as they come due. The Company has historically relied on equity financings to satisfy its capital requirements and will continue to depend upon equity capital as the main source of capital but could also enter into earn-in arrangements or the sale of certain property interests. There is no assurance that the Company will be able to obtain its future financings on acceptable terms. The ability of the Company to continue on this course will depend, in part, on the prevailing market conditions and the market interest in financing the Company's mineral property exploration programs, and the scope of such programs.

The Company's basic approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities and obligations when due. As at December 31, 2021 the Company had current assets of $1.5 million (March 31, 2021 - $0.3 million) and current liabilities of $0.1 million (March 31, 2021 - $0.1 million). The Company has sufficient liquidity to execute its Phase I exploration programs next summer, fulfill its remaining flow-through expenditure obligations and cover its working capital needs over the ensuing year, but additional financing may be required depending on the scope of additional exploration programs.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has no long-term debt other than an office premises lease and has not entered into any interest rate swaps or other financial arrangements to mitigate the exposure to interest rate fluctuations, and current interest rates remain historically low.

Market risk

The Company is subject to limited market risk as the price of any short-term money market investments that it might hold fluctuates due to market forces. The Company has no control over their fluctuating prices and does not hedge its investments, but the fluctuations are limited in scope and volatility and are unlikely have a material impact on valuation. At the date of this report, the Company held no short-term money market investments.

Foreign currency risk

The Company's functional currency is the Canadian dollar, and transaction amounts based in other currencies are infrequent and immaterial. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Corporate Governance

The Company's Board of Directors and its audit committee substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to the shareholders. The current Board of Directors, at the date of this MD&A, is 4 individuals comprised of 3 independent members and 1 executive officer. The audit committee consists of 3 financially literate members comprised of the 3 independent directors.