ETRUSCUS RESOURCES CORP.
Management's Discussion and Analysis
Three months ended June 30, 2022

Introduction

This management's discussion and analysis ("MD&A") is dated August 18, 2022, and provides information on the activities of Etruscus Resources Corp. ("Etruscus" or "the Company") as at and for three-month period ended June 30, 2022 and should be read in conjunction with the Company's annual financial statements for the year ended March 31, 2022, 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 June 30, 2022 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 and at the date of this report does not consider it to be over. COVID-19 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, the impacts from new variants, nor its effects on the Company's business or operations. However, the Company's head office has been open since May 2020, after closing for a couple of months at the beginning of the pandemic.

We note that credit risks to the Company remain negligible and there were no impacts from pandemic or any factors on the key judgements and assumptions used by the Company in its financial reporting.

The Company's top priority remains the health and safety of its workers. Our field operations follow standard safety practices, and we update our Worksafe BC COVID-19 Safety Plan from time-to-time to reflect changes in public health policy. The Plan guides our operating protocols. We have utilized various social distancing measures through the waves of he pandemic and will continue to utilize measures if and when necessary.

The Tahltan Central Government, representing the Tahltans whose traditional territory encompasses the Company's exploration properties in BC, have maintained very rigorous health and safety measures to keep COVID-19 out of their communities while allowing 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 the Rock & Roll Property ("Rock & Roll") situated in the Liard Mining Division in northwestern British Columbia where it has a 100% interest in a group of 40 contiguous mineral claims totaling 22,699 hectares ("ha").

Its secondary project is the Lewis Gold Property ("Lewis") in central Newfoundland where the Company entered into an option agreement in June 2021 to earn a 100% interest in 9 claims totalling 2,567 ha for staged aggregate payments of $870,000 and 3,100,000 common shares over a four-year period. To date, the

Company has paid the optionors $260,000 and issued 1,125,000 common shares. Lewis consists of two blocks of claims in the heart of the Peyton Linear mineralized trend, divided into the 7 “Peyton South” claims and the 2 “Linear” claims. The property establishes the Company in a key location within central Newfoundland’s highly active gold belt.

At Rock & Roll, 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 and 25 km south of the Galore Creek deposit, a joint venture between Newmont and Teck Resources. This 5,180 ha claim package was acquired as open claims through the BC mineral tenure website. The 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. Sugar provides a large, underexplored land package in the Golden Triangle that is conveniently accessed from infrastructure set up to explore Rock & Roll.

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:

- Geological and geochemical surface exploration in 2021 has led to two high priority targets at Rock & Roll for which we have just recently commenced an Induced Polarization (“IP”) survey, with further follow up geological mapping and sampling expected during the current Phase I 2022 field program.

- In October 2021 Hochschild Mining plc notified Skeena Resources stating its intention to spend approximately $100 million in the next four years to earn a 60% ownership of the historic Snip Mine. This provides strong possibilities of infrastructure upgrades only 7 km from the Rock & Roll property border;

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

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

- The Company successfully raised $2.6 million in a 2021 private placement, providing sufficient liquidity for the Company's through its 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 this summer, beyond Phase I exploration work.

Mineral Properties:

The Lewis Gold Property, Newfoundland

Lewis consists of 103 mineral cells forming 9 mineral claims in the heart of the Peyton Linear mineralized trend: the 7 Peyton South claims and the 2 Linear claims which together total 25.67 square kilometers (2,567 ha), located approximately 32 km from Gander, Newfoundland. 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 northeast, east and south. The burgeoning Newfoundland gold rush is expected to yield significant new discoveries and Lewis is centrally located within the Newfoundland Gander gold belt. Lewis 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 in June 2021 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 to date paid the Acceptance Date and First Anniversary cash, and issued the respective number of shares to the vendors. 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.

Historical Work

Recorded historic work at Lewis 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. Further prospecting returned numerous gold enriched boulders with up to 25.8 g/t Au recorded. Multiple gold showings on the Company's claim blocks were delineated 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. 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. 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

Lewis 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. Lewis 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 host gold mineralization.

Exploration- 2022

During June and July 2022, Abitibi Geophysics completed a 30 km IP survey and concurrent magnetics survey across a number of priority areas outside of the historic work completed by Noranda in 1991. This survey focused mainly on previously identified soil anomalies as well as known linear features in historic data. The team has recently received the preliminary dataset and is in the process of integrating and interpreting the results to best delineate drill targets. An application for a drilling permit has been submitted to the Newfoundland Mineral Lands division and we await the approval.

During the most recent winter, the Company completed compilation and digitization of all the historical exploration data on Lewis which includes rock and soil sampling data, drilling data and geophysical surveys. Most notably, Jules Lajoie, a contracted geophysicist with over 40 years of experience, completed an inversion of the historic IP data into a 3D model and the results have been recently returned to the technical team. This 3D inversion model of the resistivity and chargeability properties coupled with historical magnetic data, soil and rock sampling data has identified numerous drill ready gold targets within the historically explored area.

Exploration – 2021

During the months of August and September 2021, under the direction of Stephen Wetherup, Vice-President of Exploration, three 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. Soil sampling assay results successfully defined several areas outside of the historic work that show anomalous gold-arsenic-antimony soil geochemistry which are defined as between 5 and 282 ppb Au, between 80 to 4,840 ppm As and between 4 to 107 ppm Sb. Many of these anomalies follow trends observed in the historical data and as such have greatly expanded the number of prospective gold targets at Lewis. The multi-element soil anomalies coincide with both north-easterly striking magnetic lows and the NNW striking Mt. Peyton Linear. In addition, the northeast striking Corsair Trend has now been extended by over 60% to ~3.3 km in length.

Selective rock sampling during the 2021 exploration program returned excellent values for gold with 20 of the 60 rock samples returning greater than 1 g/t Au and 5 samples returning greater than 10 g/t Au. An additional 11 samples assayed between 0.1 and 1 g/t Au. Highlights from this sampling include a historic trench that is not drill tested returning 3 rock samples (out of 6) that all assayed above 20 g/t Au as well as another untested historic trench that revealed a 10 cm thick arsenopyrite-stibnite-quartz vein that returned 10.35 g/t Au. These samples were collected mainly from the central area of Lewis and are from quartz-arsenopyrite-stibnite-pyrite veins and quartz-sericite-pyrite alteration zones. Outcrop is limited in the area to less than 1%, and as a result, 22 samples are from outcrop while the remaining 38 samples are angular float boulders which appear to be local.

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.

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The Rock & Roll Property, British Columbia

The Rock & Roll Property consists of 40 wholly-owned contiguous mineral claims totaling 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.

The Company was awarded an amendment to the 5 year drilling permit in September 2021 for the extended claims at Rock & Roll, and for Sugar. This was an amendment to initial drilling permit that only covered areas around the Black Dog Deposit. This permit will now allow up to 80 drill sites as well as 20 line-km of ground-based geophysics and is valid until 2026. 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.

Exploration costs are capitalized under Exploration and evaluation assets and as at June 30, 2022 total exploration costs of $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 units 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 intrusions 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 2020. 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 in 2021 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 a 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 mineralization 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.

The results of this work indicated both the Discovery and the Heather targets as requiring an IP survey, which had commenced at the date of this MD&A. Scott Geophysics has been engaged to complete this work alongside a 2-week field program of sampling and mapping with a focus on extending the soil grid at the Heather Target and mapping at the Discovery Target.

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 at Sugar, which was 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% Cu and 5% Zn.

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 completed to assess 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 m 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 location, but it remains quite difficult to drill due to steep and remote terrain. Further rock sampling at the Hammer demonstrated up to a 6.9% Cu 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.

Community Relations

In May 2022, the Company and the Tahltan Central Government ("TCG") renewed their Opportunity Sharing Agreement to provide further commercial opportunities for the TCG and their members' businesses over the exploration cycle. The agreement was first signed in 2020. 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 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.

The Company also maintains a Communications Agreement with the TCG. It 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.

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 looks to maintain strong quality assurance and control ("QA/QC") protocols 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, none of which were drill core. 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 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 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 June 30, 2022	Three Months Ended March 31, 2022	Three Months Ended December 31, 2021	Three Months Ended September 30, 2021
Total assets	$ 4,979,877	$ 5,075,850	$ 5,241,137	$ 5,491,007
Total liabilities	(65,734)	(72,259)	(96,295)	(166,685)
Shareholders' equity	4,914,143	5,003,591	5,144,842	5,324,322
Major operating expenses:				
Advertising, marketing, promotion	-	-	-	15,895
Consulting fees	64,150	85,150	132,417	138,254
Investor relations fees	-	5,000	15,000	21,000
Professional fees	-	20,602	2,611	18,034
Regulatory and transfer agent	3,460	2,135	7,151	5,816
Share-based compensation	-	-	-	2,937
Other income on settlement of flow-through share premium liability	1,925	8,890	14,796	64,391
Net loss	(89,448)	(141,251)	(179,480)	(165,014)
Earnings (loss) per share- basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

	Three Months Ended June 30, 2021	Three Months Ended March 31, 2021	Three Months Ended December 31, 2020	Three Months Ended September 30, 2020
Total assets	$ 5,538,018	$ 3,165,281	$ 3,353,466	$ 3,681,184
Total liabilities	(224,919)	(113,491)	(119,313)	(753,550)
Shareholders' equity	5,313,099	3,051,790	3,234,153	2,927,634
Major operating expenses:				
Advertising, marketing, promotion	34,617	51,894	43,297	164,124
Consulting fees	72,942	69,758	39,350	85,330
Investor relations fees	24,000	23,999	25,500	2,167
Professional fees	-	21,770	2,217	31,577
Regulatory and transfer agent	3,414	4,212	7,343	6,928
Share-based compensation	8,669	10,006	25,451	120,843
Other income on settlement of flow-through share premium liability	11,693	8,544	-	78,889
Net loss	(154,398)	(191,430)	(157,645)	(352,947)
Earnings (loss) per share- basic and diluted	(0.01)	(0.01)	(0.01)	(0.01)

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 June 30, 2022:	Q1 2023
Three-month period ended March 31, 2022:	Q4 2022
Three-month period ended June 30, 2021:	Q1 2022

Three months ended June 30, 2022 compared to three months ended March 31, 2022:

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.

The Company had a net loss of $89,448 (Q4 2022 - $141,251) in the period. The net loss is composed of operating expenses of $92,265 (Q4 2022 - $150,803), other income on settlement of flow-through share premium liability of $1,925 (Q4 2022 - $8,890), amortization of discount of $33 (Q4 2022 - $133) and finance income of $925 (Q4 2022 - $795).

The key operating expenses include consulting fees of $64,150 (Q4 2022 - $85,150), advertising, marketing and promotion of $Nil (Q4 2022 - $17,945), office and general expenses of $13,790 (Q4 2022 - $10,293), professional fees of $Nil (Q4 2022 - $20,602) which together comprise 84% (Q4 2022 – 89%) of all operating costs. The remaining operating costs include rent, depreciation, regulatory and transfer agent fees and investor relations fees. Note that the IR fees in the quarter were $Nil (Q4 2022 - $5,000).

Consulting fees declined in the current quarter and are composed as follows: fees to related parties were $49,500 (Q4 2022 - $49,500) and other consulting fees were $14,650 (Q4 2022 - $35,650). There were no changes to related party fees, but other consulting fees show a decline of $20,650 because the prior quarter included the remaining amortization of prepaid contract fees of $20,950 to a Germany-based capital markets firm. The European 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.

Advertising, marketing and promotion expenses were $Nil in the current quarter, and $17,945 in Q4 2022. Most of the expense at the time was in relation to in-person meetings with qualified and high-net-worth investors, arranged by a group independent of the Company and conducted in Kelowna, BC. There are no other significant third party advertising, marketing and promotion expenses, contracts, or obligations over the immediate term, and there are no contracts in place for IR services. 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.

Professional fees in Q4 2022 primarily reflect the annual audit fee accrual, with the balance comprised of legal fees.

The Company recorded other income on settlement of flow-through share premium liability of $1,925 during the quarter (Q4 2022 - $8,890), the result of incurring a certain amount of qualifying exploration expenditures. The amount recognized is offset from the flow-through share premium liability.

In the current quarter, the Company spent net cash of $72,578 (Q4 2022 - $138,346) on operations, and $49,984 (Q4 2022 - $78,292) on property-related exploration expenditures. The Q4 2022 outflow of $138,346 included $84,537 as an exploration deposit. The current period cash outflows described above comprise 96% of the $127,624 decline in cash and cash equivalents.

Three months ended June 30, 2022 compared to three months ended June 30, 2021:

The Company had a net loss of $89,448 (Q1 2022 - $154,398) in the first quarter of the fiscal year. The net loss is composed of operating expenses of $92,265 (Q1 2022 - $165,672), amortization of discount of $33 (Q1 2022 - $419), other income on settlement of flow-through share premium liability of $1,925 (Q1 2022 - $11,693) and interest and finance income of $925 (Q1 2022 - $Nil). 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.

Operating expenses include consulting fees of $64,150 (Q1 2022 - $72,942), advertising, marketing and promotion of $Nil (Q1 2022 - $34,617), investor relations fees of $Nil (Q1 2022 - $24,000) and office and general expenses of $13,790 (Q1 2022 - $12,690) which together comprise 84% (Q1 2022 - 87%) of all operating costs and are further discussed below.

Consulting fees declined $8,792 compared to Q1 2022, composed of related party fees which declined $9,000 and other consulting fees which rose $208. The decline in related party fees is reflective of a decline in CEO fees of $18,000, offset by an increase of $9,000 in fees to a former CEO who continues to consult with the Company. Other consulting fees were $14,650 (Q1 2022 - $14,442) and covered administration and communications.

Advertising, marketing and promotion costs in the comparative period included $7,500 for Stockhouse landing page subscriptions and $26,000 for a Canadian digital marketing and advertising company which 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. As mentioned in previous MD&A's, the Company's substantially curtailed its pandemic-induced digital marketing initiatives during the fall of 2021 and as a result, incurred no such expenses in the current period.

Also previously mentioned was the curtailment of investor relations services from Canadian entities ITG Inc (term ended in August 2021) and Conduit Capital Partners (term ended in January 2022). These fees comprised 100% of the IR costs in Q1 2022 whereas in the current quarter, no fees were incurred.

Cash outflows in the period show the Company disbursed cash of $72,578 (Q1 2022 - $170,585) on operations (Q1 2022 includes a $50,000 Helicopter deposit), $49,984 (Q1 2022- $47,944) on exploration and $Nil (Q1 2022 - $30,800) on reclamation deposits. No financing was completed in the current period, but $2,604,127 was received in Q1 2022 from the closing of a private placement. Consequently, net cash and cash equivalents decreased $127,624 in the current period and increased $2,225,878 in the comparative period.

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 June 30, 2022.

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

Lease liability:	
Balance as at March 31, 2021	$ 24,172
Lease payments	(20,250)
Lease interest	1,107
Balance as at March 31, 2022	5,029
Lease payments	(5,062)
Lease interest	33
Balance as at June 30, 2022	$ -

Use of judgements and estimates:

In preparing these financial statements, management has made judgements and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

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.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) The recoverability of the carrying value of exploration and evaluation costs;

b) The inputs used in accounting for share-based compensation expense in the statements of operations and comprehensive loss, including share price volatility and risk-free interest rates, and similar inputs used in accounting for the valuation of finders' warrants in the statements of financial position;

c) 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 income and expense, including depreciation, rent expense and finance expense;

d) 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 judgements 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;

e) The valuation of flow-through share premium liability is an estimate; and

f) The assumption that the Company is a going concern and will continue operating for the foreseeable future, being one year, is a judgment.

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 $0.7 million as follows:

Current working capital:		(000's)
Cash and cash equivalents	$	738
Receivables		20
Prepaid expenses		4
Accounts payable and accrued liabilities		(20)
Flow through premium liability		(44)
Lease liability		(20)
Total net working capital	$	678

Overall, the Company has sufficient funds for its 2022 Phase I exploration programs and its working capital needs through the year ensuing year. The Phase I programs will also satisfy the remaining flow-through expenditure obligations in BC of $312,069 as at June 30, 2022,relating to the mid-2021 flow-through financing, which will, upon being incurred, extinguish the flow-through premium liability of $44,581. 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 38,011,622 common shares, 9,837,671 share purchase warrants and 2,175,000 stock options outstanding, for a total of 50,024,293 fully diluted shares outstanding. During the period ended June 30, 2022, no shares were issued. Subsequent to June 30, 2022, 625,000 common shares were issued as part of the 1st year anniversary payment under the Lewis Option agreement.

During the year ended March 31, 2022, the Company issued common shares for a property acquisition and a private placement, described as follows:

The Company issued 500,000 shares to the optionors of the Lewis Gold Property in July 2021. The shares were fair valued at $0.35 per share for total share compensation of $175,000.

The Company completed a non-brokered private placement in June 2021 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 are used for exploration and general working capital. The proceeds from the issuance of flow-through shares are 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 renounced these expenses to the purchasers of the flow-through shares with an effective date of December 31, 2021.

Stock options:

At the date of this report, there are 2,175,000 stock options outstanding as follows:

Number of stock options outstanding:	Number of Stock options	Weighted average exercise price
Balance at March 31, 2021	2,525,000	$ 0.28
Options terminated	(250,000)	0.27
Balance at March 31, 2022	2,275,000	0.28
Options terminated	(100,000)	0.25
Balance at June 30, 2022 and the date of this report	2,175,000	$ 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	1,150,000	1,150,000	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	2,175,000	2,175,000	

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. For the period ended June 30, 2022, there was no share-based compensation recognized (2021 - $8,669).

For the years ended March 31, the Company used the following weighted average assumptions to determine share-based compensation:

	Year ended March 31, 2022	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 year ended March 31, 2022, share-based compensation of $11,606 was recorded in respect of the final portion of investor relations options that vested during the year. (200,000 stock options were granted to the Company's investor relations provider in September 2020, 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
Balance at March 31, 2021	7,315,491
Warrants issued	4,664,430
Warrants expired	(917,250)
Balance at March 31, 2022	11,062,671
Warrants expired	(1,225,000)
Balance at June 30, 2022 and the date of this report	9,837,671

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

Expiry Date	Number of Warrants outstanding	Exercise Price ($)
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	9,837,671	

Directors, Officers and Management

As at June 30, 2022 and at the date of this report, the directors of the Company continue to be Fiore Aliperti, Jason Leikam, Gordon Lam and Michael Sikich. There were no changes to the management team during the period ended June 30, 2022.

Transactions with Related Parties

The following related parties for the periods presented up to December 31, 2021 include key management personnel, including officers and directors of 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) Hatch 8 Consulting is a company controlled by a former Chief Executive Officer who resigned from that position on July 1, 2021, remains a director of the Company, and provides consulting services to the Company;

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

c) Avanti Consulting Inc. is a company controlled by the President and CEO of the Company who was appointed by the Board of Directors on November 23, 2021, providing such services to the Company commensurate with the position;

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

e) Wetherup Geological Consultants is a business operated by the Company's Vice-President of Exploration who was appointed by the Board of Directors on July 15, 2021 and provides the Company with geological consulting services. Amounts billed are recognized as either capitalized under exploration and evaluation assets or expensed under Property investigation;

f) DRW Geological Consultants Ltd. is a company 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 were capitalized under exploration and evaluation assets with a final amount of $5,000 paid during the period ended June 30, 2021; 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 in 2021, as their respective properties lie about 35 - 40 km apart from each other. Consequently, some administrative and exploration costs are accordingly shared or reimbursable, occasionally resulting in non-material period-end intercompany balances.

Amounts owing to related parties at June 30, 2022 is $1,153 (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 three-month period ended June 30, 2022	Transactions for the year ended March 31, 2022	**Balance payable as at June 30, 2022**	Balance payable as at March 31, 2022
Short-term benefits:					
Hatch 8 Consulting	**(a)**	**$ 18,000**	$ 90,000	**$ -**	$ -
Lever Capital Corp.	**(b)**	**13,500**	54,000	**-**	-
Avanti Consulting Inc.	**(c)**	**18,000**	48,000	**-**	-
Maxus Management Corp.	**(d)**	**-**	54,000		
Wetherup Geological Consultants	**(e)**	**24,000**	72,000	**-**	-
DRW Geological Consultants Ltd.	**(f)**	**-**	5,000	**-**	-
Total		**$ 73,500**	$ 323,000	**$ -**	$ -

II) During the year ended June 30, 2022, the company entered into transactions with MTS as follows:

	Due to MTS, March 31, 2022	Invoiced	Paid	**Due to MTS, June 30, 2022**
Rent including GST	$ -	$ 9,334	$ 9,334	**$ -**
Office expenses, net, including GST	-	1,153	-	**1,153**
Exploration costs incurred on ETR's behalf		-	-	**-**
Total	$ -	$ 10,487	$ 9,334	**$ 1,153**

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 June 30, 2022 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 as many countries continue to struggle with the rollouts of vaccines and the vaccine 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.

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 joint 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. Record levels of global government deficit spending and changing patterns of global consumer spending have introduced supply chain issues with inflation rising at the highest rates in 40 years. In response, central banks have begun the interest rate tightening process with several increases to date. The US dollar has been the prime beneficiary in this riskier market environment, as precious metals prices show near term weakness having declined about 15% in the past year.

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 exposed to credit risk through its cash and cash equivalents, receivables and reclamation deposits. As at June 30, 2022, the Company’s maximum credit risk is equal to $1,056,108. 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 have historically consisted primarily of goods and services for which 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 following are the contractual maturities of financial liabilities as at June 30, 2022:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years
Accounts payable and accrued liabilities	$ 20,000	$ (20,000)	$ 20,000	$ -
Demand loans from related parties	1,153	1,153	1,153	-
Lease liabilities	-	-	-	-
Total	$ 21,153	$ 21,153	$ 21,153	$ -

As at June 30, 2022, the Company has working capital of $969,271. There is sufficient liquidity to meet day-to-day operating obligations for the ensuing year and fund its 2022 Phase I exploration programs, including its obligations to incur certain qualifying exploration expenditures by the end of December 2022. Depending on the scope of additional exploration work programs, additional financing may be required.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. Recent interest rate increases still leave the current rate below historical norms. 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. For these reasons, the Company believes it is not subject to material risks should interest rates change.

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.