CREST RESOURCES INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the three and nine months ended February 28, 2023

This management discussion and analysis ("MD&A") of financial position and results of operation is prepared as at April 27, 2023 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended February 28, 2023 of Crest Resources Inc. and its wholly owned subsidiaries ("Crest" or the "Company") and the consolidated financial statements of the Company for the year ended May 31, 2022. The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A may contain certain statements that may be deemed "forward-looking statements". All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, joint venture partner participation, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Readers are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

DESCRIPTION OF BUSINESS

Crest Resources Inc. was incorporated on November 23, 2017 under the laws of British Columbia. The address of the Company's corporate office is 2900 – 733 Seymour Street, Vancouver, British Columbia, Canada. The Company's principal business activity is the acquisition and exploration of mineral property assets in Canada and Australia, and the investment in mineral exploration and mining technology companies of merit with potential for favorable return on investment.

The Company's common shares commenced trading on the Canadian Securities Exchange on October 23, 2018, under the symbol "CRES".

The Company's mineral property assets are as follows:

- Allaru Project in Australia (60% owned);
- Tan Nickel Property in Quebec (90% owned);
- Atlin-Ruffner Property in British Columbia (66.7% owned)

The Company holds significant interests in the following companies:

- Crest GP Canada Inc. (100%) – a private company that serves as General Partner to Crest SPV I Limited Partnership, a Limited Partnership created for the purpose of making and holding investments with a view to earning a profit.
- Crest SPV Limited Partnership – 100%
- Crest Project Development Corp. (100%) – a private company that provides project engineering and development consulting services.
- 1348022 BC Ltd (90%) – a private inactive company.
- 1251797 B.C. Ltd. (66.67%) – a private company that holds 100% interest in the Atlin-Rufner property in British Columbia.
- Auratus Resources Corp. (formerly known as 1255929 B.C. Ltd.) (63.3%) - – a private company incorporated in British Columbia.
- AusVan Battery Metals Pty Ltd (58%) – a private Australian company that has entered into a Property Purchase and Sale Agreement to acquire 100% interest in the Allaru Queensland Vanadium Shale project.
- Volatus Capital Corp. (20.12%) – a junior resource company trading on the Canadian Securities Exchange.
- Origen Resources Inc. (19.69%) – a junior resource company trading on the Canadian Securities Exchange. Subsequent to this report, the Company increased its interest in Origen.
- Golcap Resources Corp. (20.93%) - a junior resource company trading on the Canadian Securities Exchange.

MINERAL PROPERTIES

Details of the Company's mineral property acquisition, exploration and evaluation activities are presented here:

	Newfoundland and Labrador, Canada				British Columbia, Canada					
	Gazeebow North	**Enterprise**	**Howell River**	**Newfoundland Syndicate**	**Split Dome Copper**	**To Do and Lions Den Gold**	**Untapped**	**JD Property**	**Belle Property**	**More Creek**
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Acquisition costs										
Balance, May 31, 2021	36,280	-	52,000	412,815	-	-	-	-	-	-
Acquisition	51,200	81,090	8,726	-	362,172	1,200,598	956,494	261,292	125,035	106,715
Write off	(87,480)	(81,090)	(60,726)	(412,815)	-	-	-	-	-	-
Balance, May 31, 2022	-	-	-	-	362,172	1,200,598	956,494	261,292	125,035	106,715
Acquisition cost	-	-	-	-	-	-	-	208,750	26,875	-
Disposed on loss of control of Volatus	-	-	-	-	(362,172)	(1,200,598)	(956,494)	(470,042)	(151,910)	(106,715)
Balance, February 28, 2023	-	-	-	-	-	-	-	-	-	-
Exploration expenditures										
Balance, May 31, 2021	-	-	-		-	-	-	-	-	-
Acquisition	-	-	-	-	105,843	171,395	88,403	1,495,749	-	151,205
Sale of property	-	-	-	-	-	-	-	-	-	-
Balance, May 31, 2022	-	-	-	-	105,843	171,395	88,403	1,495,749	-	151,205
Additions:										
Administration and consulting	-	-	-	-	2,500	3,200	4,000	32,278	-	-
Disposed on loss of control of Volatus	-	-	-	-	(108,343)	(174,595)	(92,403)	(1,528,027)	-	(151,205)
Balance, February 28, 2023	-	-	-	-	-	-	-	-	-	-
Total acquisition costs and exploration expenditures										
May 31, 2022	-	-	-	-	468,015	1,371,993	1,044,897	1,757,041	125,035	257,920
Balance, February 28, 2023	-	-	-	-	-	-	-	-	-	-

	British Columbia						Peru	Quebec	Australia	Total
	Lone Mountain	**Williams EXT**	**Bentley**	**Atlin-Ruffner**	**Red Metal Ridge**	**Whymper**	**Chala Copper**	**Tan Nickel Property**	**Allaru Project**	
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Acquisition costs										
Balance, May 31, 2021	-	-	-	60,000	69,116	76,210	149,046	3,197	518,488	1,377,152
Acquisition	547,992	219,196	41,099	-	-	16,485	79,826	-	-	4,057,920
Write off	-	-	-	-	(69,116)	-	(228,872)	-	-	(940,099)
Balance, May 31, 2022	547,992	219,196	41,099	60,000	-	92,695	-	3,197	518,488	4,494,973
Acquisition cost – cash	-	-	-	-	-	-	-	449	116,418	352,492
Disposition						(92,695)				(92,695)
Disposed on loss of control of Volatus	(547,992)	(219,196)	(41,099)	-	-	-	-	-	-	(4,056,218)
Balance, February 28, 2023	**-**	**-**	**-**	**60,000**	**-**	**-**	**-**	**3,646**	**634,906**	**698,552**
Exploration expenditures										
Balance, May 31, 2021	-	-	-	-	100,269	-	48,795	-	281,124	430,188
Acquisition	86,414	112,859	50,693	-	-	-	-	-	235,019	2,497,579
Sale of property	-	-	-	-	(100,269)	-	(10,069)	-	-	(110,338)
Write off	-	-	-	-	-	-	(38,726)	-	-	(38,726)
Balance, May 31, 2022	86,414	112,859	50,693	-	-	-	-	-	516,143	2,778,703
Additions:										
Administration and consulting	5,100	4,200	-	-	-	-	-	-	226,059	277,337
Disposed on loss of control of Volatus	(91,514)	(117,059)	(50,693)	-	-	-	-	-	-	(2,313,839)
Balance, February 28, 2023	-	-	-	-	-	-	-	-	742,202	742,202
Total acquisition costs and exploration expenditures										
May 31, 2022	634,406	332,055	91,792	60,000	-	92,695	-	3,197	1,034,631	7,273,676
Balance, February 28, 2023	**-**	**-**	**-**	**60,000**	**-**	**-**	**-**	**3,646**	**1,377,108**	**1,440,754**

a) Red Metal Ridge Property (Sayward, British Columbia)

Pursuant to an option agreement (the "Agreement") dated January 5, 2018, and as amended on October 30, 2019 and November 28, 2019 for a total fee of $10,000, the Company was granted an option to acquire a 100% undivided interest in two stages in the Red Metal Ridge property ("Red Metal") located near Sayward in British Columbia.

Under the Agreement and its subsequent amendments, the Company has the option to acquire an initial 51% undivided interest (earned) in Red Metal by paying $5,000 (paid) in cash upon execution of the Agreement. The Company has the option to earn the remaining 49% interest in Red Metal by issuing a total of 800,000 common shares of the Company to the Optionors, making cash payments totaling $140,000, and incurring a total of $500,000 in exploration expenditures.

The Optionors will retain a 3% Net Smelter Returns royalty on Red Metal. The Company has the right to purchase the first 1% of the royalty for $750,000 and the remaining 2% for $1,000,000 at any time prior to the commencement of commercial production.

The second option was refused on November 27, 2020. The underlying vendor has the right to repurchase the 51% interest for $5,000.

During the year ended May 31, 2022, the Company decided to abandon and wrote off the balance of $169,385.

b) Chala Copper Property (Chala, Peru)

Pursuant to a staking syndicate agreement dated November 26, 2019, the Company acquired ownership of a 68.5% interest in four mineral claims known as the Chala Copper Project located east of Chala, Peru for consideration of funding an exploration program with a value of USD $50,000. The claims were acquired through a staking syndicate that includes the Company's former President, CEO and director, who held an 18% interest in the claims. The Company has expended $21,958 in staking costs on the claims.

Pursuant to an agreement dated March 12, 2020, the Company acquired an additional 5% interest in the Chala Copper Project from the former CEO of the Company, for consideration of 1,000,000 common shares of the Company (issued on May 25, 2020 with a fair value of $70,500). The Company's total interest in the property is now 73.5%.

The Company entered into an option agreement on the Sauco I and Sauco II claims in the Department of La Libertad Peru on September 20, 2020 with a payment of USD $6,600. The option agreement envisions payments of USD $450,000 over 3 years with a 2% royalty that can be bought for USD $2,000,000. Close of the due diligence period is 4 months after the secession of travel restrictions on international and local travel in relation to the COVID-19 pandemic.

The Company entered into an agreement on the Sausal Cooper claim in the Department of La Libertad Peru on September 20, 2020 with a payment of USD$4,800. The option agreement envisions payments of USD $1,000,000 over 3 years with a 2% royalty that can be bought for USD $2,000,000. Close of the due diligence period is 4 months after the secession of travel restrictions on international and local travel in relation to the COVID 19 pandemic.

The Company entered into a due diligence agreement on the Surupampa III 2009 claim in the Department of La Libertad Peru on September 19, 2020 with a payment of USD $4,800. The option agreement envisions payments of USD $1,000,000 over 3 years with a 2% royalty. Close of the due diligence period is 4 months after the secession of travel restrictions on international and local travel in relation to the COVID 19 pandemic.

During the year ended May 31, 2022, the Company decided to abandon and wrote off the balance of $38,726.

c) Howell's River (Newfoundland and Labrador)

Pursuant to a staking agreement dated August 24, 2020, the Company engaged three consultants including the Vice President of Business Development of the Company to stake mineral claims in Newfoundland and Labrador by which ownership is held 80% by the Company, 5% by the Vice President, 10% by the other consultants and 5% by Volatus as a fee for extending a loan to the Company to stake the claims.

During the year ended May 31, 2022, the Company decided to abandon and wrote off the balance of $60,726.

d) Gazeebow North (Newfoundland and Labrador)

Pursuant to a staking agreement dated July 7, 2020, the Company engaged two consultants including the former vice president of Business Development of the Company to stake mineral claims in Newfoundland and Labrador by which ownership is held 90% by the Company, 5% by the former vice president and 5% by the other consultant.

During the year ended May 31, 2022, the Company decided to abandon the project and wrote-off $87,480. On August 10, 2022, the Company entered into a mineral claim purchase agreement with Exploits Discovery Corp. to sell 256 claim cells in the Gazeebow North property in consideration for $44,580.

e) Allaru Project (formerly known as Arizona Project) (Queensland, Australia)

On March 9, 2020, the Company entered into an assignment agreement with Aeternum Holdings Ltd. ("AHoldings"), a related party by reason of a common director. AHoldings was assigned a non-binding term sheet with Vecco Industrial Pty Ltd ("Vecco"), the owner of Arizona Queensland Vanadium Shale Project (the "Allaru Project) to acquire the Allaru Project. Pursuant to the assignment agreement, AHoldings assigns and transfers to the Company all of its right, title and interest in the term sheet and the Allaru Project to the Company for a consideration of $450,000, which is included in accounts payable and accrued liabilities as at May 31, 2021. The Allaru Project is a resource stage Vanadium and High Purity Alumina ("HPA") deposit located in central Queensland, Australia.

On April 20, 2020, AusVan Battery Metals Pty Ltd ("AusVan"), the Company's Australian subsidiary, entered into a sales and purchase agreement with Vecco to acquire a 100% interest in the Allaru Project for the following consideration: (i) $37,091(AUD $32,000, paid) as reimbursement for EMP rents (ii) $50,000 cash within 45 days after the Completion Date (10 business days after the final condition precedent has been satisfied or waived, or such other date as agreed to in writing by the parties) (ii) $100,000 cash by the earlier of the date AusVan is publicly listed on a Relevant Stock Exchange and October 20, 2020 (iii) $350,000 within 10 business of completing certain millstone to be achieved within 18 months of the Completion Date; and (v) share consideration equal to 40% of AusVan's issued capital on a fully diluted basis. In addition, AusVan must meet a minimum project expenditure of: (i) $75,000 within 8 months of the Completion Date (incurred $31,397) (ii) $500,000 during the period commencing on the Completion Date and ending on the day that is 12 months after the Completion Date; and (iii) another $500,000 during the following 12 months.

Covering 810 km^2, the Allaru Project is located 80 km north of Julia Creek in central Queensland, Australia. The base metals mining center of Mt. Isa and regional airport is located 230 km to the west. The Mt. Isa rail network passes through Julia Creek with connections to Charters Towers and Townsville and Port Abbot at Bowen. The area has a hot dry climate with flat lying topography used for cattle grazing and is easily accessible by road and near existing power.

Geology

Centered on the Euroka Ridge separating the Carpentaria and Eromanga Sedimentary Basin in North-west Queensland, the Allaru Project displays many similar characteristics to the nearby advanced Debella Vanadium + HPA Project; a near surface, flat lying and locally oxidized vanadium enriched shale. The Allaru Project is hosted by Cretaceous sedimentary rocks of the Toolebuc Formation. The Toolebuc Formation is composed primarily of banded limestone and shales, is widely distributed and laterally stable across the Project. The Vanadium mineralization is concentrated in the Toolebuc B and D beds. The Toolebuc B bed ranges in thickness from 0.3m to 3.0m in thickness, averaging 2.8m, and the Toolebuc D bed ranges in thickness from 1.3m to 4.1m in thickness, averaging 2.8m.

- Historical JORC Inferred Resource (2018) of 618 Mt at 0.45% V2O5 *
- With an exploration target of 880 - 1,100 Mt at 0.45% V2O5 within a range of 0.36-0.50% V2O5

  *The JORC inferred resource completed for Vecco in 2018 by John T. Boyd Company is historic in nature and the inferred resource model was defined with stratigraphic surface defined in Vulkan 3-D software using the Delaunay triangulation algorithm. While nothing has come to the attention of AusVan that causes it to question the accuracy or reliability of the estimate, neither AusVan nor the Company has independently validated the estimate and therefore is not to be regarded as reporting, adopting or endorsing those estimates. Further review will be required to publish a current resource calculation. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves; and the Company is not treating the historical estimate as a current mineral resource.

- Standard Processing Flowsheet for Toolebuc Formation Vanadium shale returns up to 95% vanadium recovery with atmospheric leach technology
- Detailed processing flow sheet and processing IP that supports a clear pathway to V2O5 production.

The Company is focused on drilling the up-dip extension of the known resource to identify Vanadium-enriched shales at shallower depths and within an oxidized environment that will be amenable to atmospheric leach processes that are less expensive to build and operate than most sulphide, "fresh" Vanadium shale deposits.

f) Whymper Project (AKA Sognidoro property)

On February 28, 2020 the Company staked gold claims near Lake Cowichan on Vancouver Island, British Columbia. On June 14, 2021 51% of the rights, title and interest in the Whymper Property was sold to 1255929 B.C. Ltd for $15,000 and 2,000,000 shares of the purchaser.

On November 1, 2021, the Company entered into a sales agreement to sell the remaining 49% of the rights, title and interest in the Whymper Property to Auratus Resources Corp. (formerly known as 1255929 B.C. Ltd) for a consideration of $250,000. Subsequent to this transaction, Auratus Resources Corp owned 100% of the rights, title and interest in the Whymper Property.

On December 8, 2022, Auratus Resources Corp., sold the Whymper property to Reverend Mining Corp (Formerly Cayenne Capital Corp)., for $25,000 cash and 2,500,000 common shares of Reverend Mining Corp fair valued at $125,000. The Company recorded a gain on the sale of $57,305.

g) Tan Nickel Property (Quebec)

Pursuant to a staking agreement dated May 3, 2021, the Company engaged the Vice President of Business Development of the Company to stake mineral claims Quebec by which ownership is held 90% by the Company and 10% by the now former Vice President of Business Development.

h) Newfoundland Syndicate

Pursuant to an agreement dated October 23, 2020, the Company has entered into an exploration, development and mine operating agreement with Opawica Explorations Inc. ("Opawica") whereby the Company will identify claims to be staked in the Newfoundland area, that are prospective for gold mineralization, and Opawica will pay for the costs of staking the same, and thereafter the parties will explore and develop the staked claims on a joint venture basis under which Opawica will hold an initial 70% interest and the Company will hold an initial 30% interest. The Company has staked 906 claims under this agreement, comprising the Density, Eclipse and Mass properties (the "Properties"). The claims are being held in trust and will be transferred to a joint venture company when formed. The properties host multiple gold bearing quartz vein systems and are located within the Newfoundland central gold belt. They lie within the Exploits Sub-Zone of the Dunnage Zone adjacent to and along the southeast margin of the Red Indian Line, a major (Appalachian-scale) collisional boundary and suture zone.

During the year ended May 31, 2022, the Company decided to abandon and wrote-off $412,815.

i) Atlin-Ruffner (British Columbia)

The Company owns 66.7% of 1251797 BC Ltd, which owns 100% of 28 claims covering the historic Atlin-Ruffner mine. The mine is about 23 kilometres northeast of Atlin. The occurrence has been an intermittent producer of silver and lead from 1916 to 1981, being operated by numerous companies.

Historic and unclassified reserves from the two zones from which underground development and production has taken place are reported to be 113,638 tonnes grading 600 grams per tonne silver and 5.0 per cent lead.

The reserves noted here are historic in nature and 1251767 BC Ltd has not done sufficient work to verify that an NI 43-101 resource exists on the property. This historic reserve should not be relied upon.

j) Enterprise (Newfoundland and Labrador)

The Company has staked 308 mineral claims in Newfoundland and Labrador known as the Enterprise property.

The Enterprise property was optioned to Opawica Resources Inc. on October 26, 2020.

During the period, Opawica Resources Inc. cancelled the option and returned the property to the Company. During the year ended May 31, 2022, the Company decided to abandon.

k) Volatus Capital Corp properties

On September 6, 2022, the Company's interest in Volatus was diluted and the Company deconsolidated the financial results of Volatus.

For additional information regarding the mineral properties being developed by Volatus Capital Corp. please refer to the public filings found on SEDAR (https://sedar.com) filed by Volatus Capital Corp., which include Management Discussion and Analysis reports.

INVESTMENTS IN MINERAL EXPLORATION COMPANIES

Part of the Company's strategy to diversify its portfolio of mineral exploration assets and enhance company value to shareholders is to invest in securities of other mineral exploration companies that Management considers to be compelling opportunities that are liquid, carry higher risk than term deposits held at a financial institution but potentially yield a higher rate of return, and are less risky than investment in exploration and evaluation activities on the Company's principal property. With that goal, the Company has acquired various equity securities and debt instruments during the period and to the date of this report, as follows.

Marketable Securities

Marketable securities for the periods ended February 28, 2023 and May 31, 2022 are as follows:

	FMV Balance, May 31, 2021	Transfer from (to) Associates	Additions	Disposals	Realized gain (loss) on disposals	Unrealized gain (loss) on changes in fair value	FMV Balance, May 31, 2022
Common shares – Level 1	**$**		**$**	**$**	**$**	**$**	**$**
Atacama Copper Corp	-	-	500	(505)	5	-	-
Atomic Minerals Corp	-	-	14,155	(13,845)	(310)	-	-
Cavu Mining Corp	-	-	247,321	(218,157)	(29,164)	-	-
Clarity Gold Corp.	-	-	141,612	(89,363)	(52,249)	-	-
Cleghorn Minerals Ltd.	276,000	-	185,952	-	-	(130,962)	330,990
Cognetivity Neurosciences Ltd	-		465,308	(363,265)	(102,043)	-	-
Core Assets Corp	-	-	621,777	(805,461)	321,083	329,680	467,079
Essex Minerals Inc.	39,599		156,526	(144,899)	(49,927)	(1,299)	-
Exploits Discovery Corp	-	2,075,570	159,040	(3,274,475)	1,039,865	-	-
Forty Pillars Mining Corp	-	-	90,000	(43,228)	43,228	(71,311)	18,689
Global Li-ion Graphite Corp	-	-	40,430	(34,620)	(5,810)	-	-
Go Metals Corp	-	-	65,013	(73,879)	8,866	-	-
Headwater Gold Inc	-	-	234,262	(194,030)	(40,232)	-	-
Inflection Res Ltd	-	-	165	(125)	(40)	-	-
Komo Plant Based Food Inc	-	-	10,095	(9,945)	(150)	-	-
Medallion Resource Ltd	-	-	33,092	(37,853)	4,761	-	-
Mountain Boy Minerals Ltd	-	-	133,060	(100,179)	(32,881)	-	-
Nevgold Corp	-	-	1,782,250	(591,541)	82,520	221,671	1,494,900
Opawica Explorations Inc	1,316,000	-	948,504	(989,893)	964	(690,617)	584,958
Origen Resources Inc	1,761,667	(1,592,695)	578,151	(709,886)	(1,780)	(35,457)	-
Penbar Capital Ltd	-	600	1,000	(1,848)	848	-	600
Playground Ventures Inc	-	-	149,711	-	-	(120,327)	29,384
Rain City Resources Inc	369,045	-	156,006	(70,035)	(152,055)	(302,961)	-
Ranchero Gold Corp	-	-	275	(142)	(133)	-	-
Ready Set Gold Corp	-	-	775,464	(256,260)	(229,922)	(56,582)	232,700
Sabre Gold Mines Corp	-	-	35,744	(32,160)	(3,584)	-	-
Solis Minerals Ltd. (formerly Westminster Resources Ltd.)	-	-	99,184	(82,214)	(16,970)	-	-
Troubadour Resources Inc	-	-	55,000	(108,894)	53,894	-	-
Val-D'or Mining Corp	-	-	307,592	(302,219)	(5,373)	-	-
Vertical Exploration Inc	31,200	-	119,094	(172,117)	15,436	6,387	-
Westbridge Energy Corp	-	-	55,854	(51,534)	(4,320)	-	-
Xrapplied Technologies Inc	-	-	148,043	(76,554)	(71,489)	-	-
Zimtu Capital Corp	-	-	177,212	(143,754)	(33,458)	-	-
Total	3,793,511	483,475	7,987,392	(8,992,880)	739,580	(851,778)	3,159,300

	FMV Balance, May 31, 2022	Transfer from (to) Investments	Additions	Disposals	Realized gain (loss) on disposals	Unrealized gain (loss) on changes in fair value	FMV Balance, February 28, 2023
Common shares – Level 1	**$**		**$**	**$**	**$**	**$**	**$**
Cleghorn Minerals Ltd.	330,990	-	-	(232,457)	(48,820)	(49,713)	-
Core Assets Corp	467,079	-	-	(310,510)	177,416	(326,792)	7,193
DevvStream Holdings	-	175,000	-	(146,232)	(28,768)	-	-
Forty Pillars Mining Corp	18,689	-	10,120	(13,345)	(45,817)	34,853	4,500
Nevgold Corp	1,494,900	-	129,393	(1,510,485)	119,363	(233,171)	-
Newpath Resources Inc	-	-	31,799	-	-	26,701	58,500
Opawica Explorations Inc	584,958	-	-	(235,600)	(461,155)	111,796	-
Penbar Capital Ltd	600	-	-	(525)	-	(75)	-
Playground Ventures Inc	29,384	-	222,626	(11,616)	(138,095)	120,327	222,626
Terra Balcanica Resources Corp	-	135,000	-	(89,085)	(60,915)	15,000	-
Rain City Resources Inc.	-	-	28,000	(17,500)	-	(10,500)	-
Ready Set Gold Corp	232,700	-	-	(38,175)	(251,108)	56,583	-
Total	3,159,300	310,000	421,938	(2,605,529)	(737,899)	(254,991)	292,819

OPERATIONS

Nine months ended February 28, 2023

During the nine months ended February 28, 2023, the Company had a net loss of $8,931,732 (2022 – income of $2,633,322). The increase in loss for the period ended February 28, 2023, is due to the following:

- During the period ended February 28, 2023, the Company had increased consulting fees of $676,161 (2022 - $262,131) primarily related to the consolidation of Volatus in the current period.
- During the period ended February 28, 202, the Company had share based compensation expense of $535,546 (2022 - $5,403,905) the decrease was because the options granted during the period had longer vesting periods resulting in reduced expense during the quarter.
- The Company had a realized loss on disposal of marketable securities and investments of $912,899 (2022 – gain of $6,748,690) arising from the sale of certain marketable securities during the period. The decrease mainly relates to the disposition of Exploits Discovery.
- Unrealized loss on marketable securities and investments was $763,941 (2022 – gain of $656,293) related to fair market value changes in certain marketable securities and investments.
- The Company recorded a loss from equity investments of $891,024 (2022 - $162,005) relating to its investment in associates.
- The Company recorded a loss of $148,417 (2022 - $nil) arising from the settlement of loans receivable with Playground Ventures Inc. in exchange for marketable securities.
- During the nine months ended February 28, 2023 the Company had a loss on disposition of subsidiary of $4,143,825 (2022 - $nil) primarily relating to the loss of control of Volatus.

Three months ended February 28, 2023

During the three months ended February 28, 2023, the Company had a net loss of $496,904 (2022 –$1,816,272). The decrease in loss for the period ended February 28, 2023, is due to the following:

- The Company had a realized loss on disposal of marketable securities and investments of $350,717 (2022 – $332,863) arising from the sale of certain marketable securities during the period.
- Unrealized gain (loss) on marketable securities and investments was $472,199 (2022 – loss ($1,516,721) related to fair market value changes in certain marketable securities and investments.
- During the three months ended February 28, 2023, the Company recorded a loss from equity investments of $52,509 (2022- $90,384).
- During the three months ended February 28, 2023, the Company recorded a gain on sale of the Whymper property of $57,305 (2022-$Nil)
- During the three months ended February 28, 2023, the Company recorded a loss of $148,417 (2022 - $nil) arising from the settlement of loans receivable with Playground Ventures Inc. in exchange for marketable securities.

SUMMARY OF QUARTERLY RESULTS

	February 28, 2023 (unaudited) $	November 30, 2022 (unaudited) $	August 31, 2022 (unaudited) $	May 31, 2022 (unaudited) (see Prior Year Restatement) $
Revenue	(1,439)	75,860	53,431	45,188
Net Income (Loss)	(496,904)	(6,173,854)	(2,260,975)	(91,721)
Total assets	7,650,259	7,606,409	18,802,859	19,980,711
Total liabilities	1,301,191	1,556,968	2,635,784	2,004,259
Share capital	8,400,215	7,686,407	7,686,406	7,431,049
Retained earnings	(2,578,892)	(2,081,511)	4,119,429	6,197,939

	February 28, 2022 (unaudited) $	November 30, 2021 (unaudited) $	August 31, 2021 (unaudited) $	May 31, 2021 (unaudited) $
Revenue	87,984	101,380	86,228	372,140
Net Income (Loss)	(1,816,272)	2,306,963	3,111,159	(7,018,364)
Total assets	20,184,653	21,800,789	21,238,251	17,789,196
Total liabilities	1,195,278	1,004,852	2,220,707	8,430,049
Share capital	6,688,091	6,670,716	7,163,284	7,149,194
Retained earnings	12,346,067	14,213,894	(728,575)	2,217,220

CASH FLOWS

The Company is still considered to be in the exploration and development stage and as such does not earn any significant revenue. Total cash used by operating activities was ($965,342) during the nine months ended February 28, 2023, compared to 2022 ($1,992,347). The decrease in cash used during the current period was because of reduced cash on hand during the period.

Total cash provided by investing activities was $302,341 during the nine months ended February 28, 2023 compared to $2,129,980 cash provided by investing activities for the 2022 comparative period. During the prior period the Company received $9,658,908 in proceeds from the sale of marketable securities compared to $1,662,503 during the current period. The Company also incurred $639,345 in cash exploration and evaluation expenditures during the current period compared to $349,766 in the prior period. And received $25,000 cash on disposition of a mineral property (2022-$Nil).

Total cash provided by financing activities was $714,766 compared to cash provided by financing activities of $28,845 during the comparative period. Cash from financing activities was primarily as a result of the Company completing a non-brokered private placement during the nine months ended February 28, 2023.The Company issued 28,580,000 units at a price of $0.025 per unit for gross proceeds of $714,500. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.05 for a term of five years expiring January 20, 2028.

LIQUIDITY AND CAPITAL RESOURCES

The Company's financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity financing and attainment of profitable operations. Management has been successful in raising equity financing in the past. However, there is no assurance that it will be able to do so in the future.

Factors that could impact on the Company's liquidity are monitored regularly and include market changes and economic downturns that affect the market price of the Company's trading securities for the purposes of raising financing. The current state of equity markets presents a challenge to raise financing and Management believes that this condition will continue over the next twelve months.

The Company's cash balance at February 28, 2023 was $3,314 compared to cash indebtedness of $21,082 at May 31, 2022, and its short-term investments were $292,819 compared to $3,159,300 at May 31, 2022. The Company had a working capital surplus of $2,810,923, compared to 3,760,094 at May 31, 2022.

The Company does not have any commitments for capital expenditures.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

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

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors, the chief executive officer ("CEO") and chief financial officer ("CFO") of the Company. Key management personnel compensation during the three and nine months ended February 28, 2023 and 2021 was comprised of the following:

	Three Months Ended February 28		Nine Months Ended February 28	
	2023	**2022**	**2023**	**2022**
	$	**$**	**$**	**$**
			$	$
Consulting fees[1]	95,500	-	440,900	-
Director fees[2]	12,629	-	36,882	-
Management fees	30,000	97,405	287,500	257,405
Professional fees	-	115,161	-	204,447
Share-based payments	228,653	2,977,806	535,545	5,403,905
	366,781	3,190,372	1,300,828	5,865,757

[1] Includes amounts paid to the CFO and Directors of the Company and the CEO of Volatus up to September 6, 2022.
[2] Includes fees paid to a director of the Company

The Company entered into an Executive Management Agreement with the former CEO of the Company effective May 15, 2020 for a five-year term. As compensation for the services to be provided, the CEO received a monthly fee of $8,500. During the period ended February 28, 2023, the Company incurred $76,500 (2022 - $41,000) in management fees to the former CEO. As at February 28, 2023, accounts payable and accrued liabilities include amounts due to the former CEO of $17,998 (2022 - Nil).

During the period ended February 28, 2023, the Company incurred management fees to a former interim CEO for $135,000 (2021-$150,000). As at February 28, 2023 accounts payable and accrued liabilities include amounts due to the former CEO of $Nil (2022 - $Nil).

The Company entered into a consulting agreement with a company controlled by the former CFO of the Company. As compensation for the accounting and bookkeeping services provided. During the year ended May 31, 2022, the Company incurred $73,070 (2021 – $30,000) in fees to the company controlled by the former CFO. As at February 28, 2023, accounts payable and accrued liabilities include amounts due to the company controlled by the CFO of $32,086 (2022 - $32,086), which are due on demand, unsecured and non-interest bearing.

The Company entered into a consulting agreement with a former CFO of the Company. As compensation for the CFO services provided, the former CFO received a monthly fee of $1,000. During the year ended May 31, 2022, the Company incurred $12,000 (2021 - $12,000) in fees to the former CFO. As at February 28, 2023, accounts payable and accrued liabilities include amounts due to the former CFO of $4,200 (2022 - $4,200), which are due on demand, unsecured and non-interest bearing.

The Company entered into an officer and consulting agreement with the former vice president, Business Development ("VP") of the Company effective January 16, 2020 for a term to end on May 15, 2020 and subsequently extended to continue on a monthly basis. As compensation for the services to be provided, the former VP received a monthly fee of $8,000 plus applicable taxes, of which $5,000 is payable in cash and $3,000 is accrued and applied towards the purchase of equity securities of the Company. During the year ended May 31, 2022, the Company incurred $15,000 (2021- $84,000) in management fees to the former VP. As at February 28, 2023, accounts payable and accrued liabilities include amounts due to the former VP of $23,150 (2022 - $23,150), which are due on demand, unsecured and non-interest bearing.

On June 1, 2021, the Company has issued to certain directors, a former CEO, officers, employees and consultants an aggregate of 14,538,689 common shares in the capital stock of the Company as bonuses in relation to the increase in value and significant performance of the Company's investments. The common shares issued are subject to a four month hold period expiring October 2, 2021. On June 1, 2021, 5,023,175 of these shares to the former CEO were returned.

The Company transferred an aggregate of 2,473,024 common shares in the capital stock of Exploits Discovery Corp., 2,000,000 common shares in the capital stock of Opawica Explorations Inc. and 2,000,000 common shares of Origen Resources Inc., all held by the Company, to certain directors, officers, employees and consultants as bonuses. On September 16, 2021, 457,408 Exploits Discovery Corp. shares were returned. On February 25, 2022, 691,309 Origen Resources Inc shares were returned.

On May 24, 2022, the Company entered into an agreement to borrow $20,000 from a Company controlled by the Chief Executive Officer. The loan was repaid during the nine months ended February 28, 2023.

The Company entered into an agreement with a director to provide management services for a monthly amount of $10,000. As at February 28, 2023, the Company has incurred $90,000 in management fees (2022 - Nil). At February 28, 2023, accounts payable include amounts due to a director for $41.941. (2022-Nil).

The Company entered into an agreement with a director to provide management services for a monthly amount of $5,000. As at February 28, 2023, the Company has incurred consulting fees for $15,000 (2022 - $Nil). At February 28, 2023, accounts payable include amounts due to a director for $Nil (2022-Nil).

The Company entered into an agreement with the former VP of corporate development to provide consulting services for a monthly amount of $7,500. As at February 28, 2023, the Company has incurred $45,000 in consulting fees (2022 - $Nil) and terminated the agreement in December, 2022. At February 28, 2023, accounts payable include amounts due to a director for $34,979, which includes expense reimbursement (2022-$Nil).

On June 1, 2022, the Company entered into an agreement for CFO services for a monthly amount of $5,000. As at February 28, 2023, the Company has incurred $55,000 consulting fees (2022 - Nil). At February 28, 2023, accounts payable include amounts due to the CFO for $6,950. (2022-Nil).

As at February 28, 2023, the Company had $213,482 in accounts payable owing to current and former directors and officers of the Company; including $50,137 to cover reimbursable expenses to related parties.

COMMITMENTS

The Company is committed to certain cash payments, share issuances and exploration expenditures in connection with the acquisition of its mineral property claims. The Company is committed to certain management contracts as described under transactions with related parties above.

RISK FACTORS

The Company is in the business of evaluating and investing in early-stage to mid-level emerging mineral projects growth companies. Such investments are highly speculative and involves a high degree of risk. There is a probability that the investments made by the Company in will not result in adequate returns and potential write-offs due to both external factors related to the unique business risk factors related to the individual investments.

Reliance on Key Personnel
The Company's success depends, in large part, upon the continuing contributions of its personnel. The loss of the service of several key people within a short period of time could have a material adverse effect upon the Company's financial condition and operations. The Company's future success is also dependent upon its continuing ability to attract and retain other highly qualified personnel. Competition for such personnel is intense, and the Company's inability to attract and retain additional key employees could have a material and adverse effect on the Company's financial condition and operations.

Dependence on Management Team
The Company currently depends on certain key management team members to identify business and investment opportunities. The management team is also relied upon to oversee the core marketing, business development, operational and fundraising activities. If one or more of our management team members is unable or unwilling to continue their positions with the Company, the Company may not be able to replace team members easily. Failure to attract and retain qualified employees or the loss or departure in the short-term of any member of senior management may result in a loss of organizational focus, poor operating execution, or an inability to identify and execute potential strategic initiatives. This could, in turn, materially and adversely affect the Company's business, financial condition and results of operations.

Lack of Availability of Growth Opportunities
The Company's business plan includes growth through identification of suitable investment or acquisition opportunities, pursuing such opportunities, consummating investments or acquisitions, and effectively generating returns on such investments or acquisitions. If the Company is unable to manage its growth effectively, its business, operating results, and financial condition could be adversely affected.

Suitable Investment Candidates
The Company expects a significant and major portion of its future growth to come from high-quality capital investments and acquisitions. There is no assurance that the Company can successfully identify suitable investment candidates. If suitable candidates are identified, however, the Company may not be able to complete an investment or acquisition on terms that are beneficial and acceptable to the Company. In addition, the Company competes with other entities to acquire quality investments and acquisitions. Some of its competitors may have greater financial resources than the Company does and may be able to outbid the Company for these investment or acquisition targets. If the Company is unable to complete investments or acquisitions, its growth strategy may be impeded and its earnings or revenue growth may be negatively affected.

If the Company succeeds in making investments or acquiring investment targets or a portion thereof, the investment or acquired companies may not perform to the Company's expectations for various reasons. Should an investment or acquired entity fail to perform to the Company's expectations, the Company's business, prospects, results of operations and financial condition may be materially and adversely affected.

Limited Diversification of Investments
As the Company will be focusing on investments in the emerging growth sectors and, hence, concentrating its invested funds in limited sectors, the Company is subject to greater risk in one or more of its future investments should these sectors experience a downturn. A decline in emerging growth sectors will likely have a material adverse effect on the Company's business, results from operations, and financial condition. In addition, the Company is more exposed to business cycles than it would be if it owned a high number of investments diversified over various industries with differing business cycles in different geographic areas.

Foreign Taxes and Double Taxation
The Company may invest into companies based in foreign jurisdictions and may be subject to double taxation on its foreign investments, which will reduce the return on investments and the profitability, if any, of the Company.

Conflicts of Interest
The Company may, in the future, raise further funds through the sale of securities to other companies which may be associated with the directors of officers of the Company, and, as such, the directors and officers of the Company may increase their ownership and/or control positions in the Company without an equal opportunity to participate in such financings being granted to other shareholders. Under certain circumstances, shareholder approval of such action may be required. As certain directors and officers are involved with other companies, there may be potential conflicts of interest limiting the amount of time managing the affairs of the Company.

Inability to Perform Accurate Due Diligence
The Company will be investing in start-up companies and may not have the resources or may not be able to perform detailed due diligence, which may result in a partial or complete loss of investments.

Lack of Capital
Until revenues exceed expenses, the Company raises the necessary capital through private placements and other financing tools. There can be no assurance that management will be successful in raising the necessary capital required to fund ongoing activities.

Ukraine Conflict
In late February 2022, a conflict commenced in Ukraine. In response, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the Company's business cannot be reasonably estimated at this time. While the Company expects direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations of the Company.

PROPOSED TRANSACTIONS

The Company is continuously engaged in the search for potential joint venture partners, mineral property acquisitions and financings. Other than the proposed acquisition of the Leigh Creek Magnesite project as disclosed in Company news releases dated June 2, 2022 and Nov 11, 2022, subsequent to the year ending May 31, 2022, there are currently no proposed asset or business acquisitions or dispositions.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares. The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

As at February 28, 2023, the Company had 125,742,022 common shares issued and outstanding (May 31, 2022 – 94,474,022).

As at February 28, 2023, the Company had 10,425,000 common share purchase warrants exercisable at $0.075 per share until July 25, 2024 (May 31, 2022 – 10,625,000), and 25,580,000 common shares purchase warrants exercisable at $0.050 until January 30, 2028. (May 31, 2022 – Nil).

As at February 28, 2023, the Company has 9,400,000 stock options outstanding (May 31, 2022 – 1,125,000).

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of the Company and all the information in this Management's Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the Management's Discussion and Analysis and has ensured that it is consistent with that in the financial statements.

The Company maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded. During the May 31, 2022 audit, certain mis-classifications were discovered in the prior year-audit, requiring restatement – see Prior Year Restatement note in the consolidated financial statements for May 31, 2022. Also, significant material weakness of internal accounting and administrative control deficiencies by prior management were noted in financial record-keeping, which required additional efforts to rectify. The Company noted that it has taken significant steps to address these deficiencies and made several changes to both its management team and its financial reporting function, including the retention of a new CEO, CFO and a new accounting firm to improve bookkeeping and accounting internal controls.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. That Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board and one of its members are independent directors. The Audit Committee meets at least once a year with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements and the external auditors' report. The Audit Committee reports its finding to the Board for consideration when approving the financial statements for issuance to the shareholders, the engagement or reappointment of the external auditors.

CREST RESOURCES INC.

Jason Cubitt

Chief Executive Officer