

FLOW METALS CORP.

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FORM 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) AS OF MARCH 28, 2023 TO ACCOMPANY THE FINANCIAL STATEMENTS OF FLOW METALS CORP. (THE “COMPANY” OR “FLOW METALS”) FOR THE SIX MONTHS PERIOD ENDED JANUARY 31, 2023.

This management's discussion and analysis (“MD&A”) provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the six months ended January 31, 2023, compared to the six months ended January 31, 2022. This report prepared as at March 28, 2023 intends to complement and supplement our condensed interim financial statements (the “financial statements”) as at January 31, 2023 which have been prepared in accordance with International Financial Reporting Standards, and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and should be read in conjunction with the condensed interim financial statements and the accompanying notes. Readers are also advised to read the Company's audited financial statements (the “financial statements”) and accompanying notes for the year ended July 31, 2022, (the “financial statements”), which have been prepared in accordance with International Financial Reporting Standards.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with IFRS. All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say “we”, “us”, “our”, the “Company” or “numbered company”, we mean Flow Metals Corp., as it may apply.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company's business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the development of the Company's project. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words “expect,” “anticipate,” “estimate,” “may,” “will,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “projection” and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

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These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law.

Additionally, the forward-looking statements, including future-oriented financial information, contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Overall performance

During the six months period ended January 31, 2023, the Company incurred exploration expenses of \$31,492 (2022 - \$170,235), which were mainly spent on the New Brenda (2022 - New Breda and Sixtymile) property. In addition, general and administrative expenses of \$129,855 (2022 - \$110,658) consisted of general maintenance activity of the Company. See results of operations for more details.

During March 2023, the Company paid advance royalty payments of \$15,000 debts pursuant to the Sixtymile property in cash payments, and the Company settled the balance of \$15,000 for the Sixtymile property by issuing 136,500 common shares at a deemed value of \$0.11.

On November 22, 2022, the Company announced the identification of high-grade gold and porphyry target at the New Breda property.

On October 21, 2022, the Company completed a non-brokered private placement of 5,178,999 units issued at a price of \$0.07 per unit for gross proceeds of \$362,530. Each unit is comprised of one common share and one-half of one transferable share purchase warrant. Each warrant will entitle the holder thereof to acquire one additional share at a price of \$0.15 for a period of two years from the date of issuance.

On June 18, 2022, the Company announced a share consolidation of ten old shares for one new share, effective July 21, 2022. All shares and per share transactions have been updated to reflect this consolidation of one new for ten old shares.

On June 16, 2022, the Company provided an update on its New Brenda project. Targets were generated to identify elevated gold probability. Target highlights include:

- 5 km gold trend predicted in underexplored western portion of project
- Three porphyry style targets identified in the 2021 geophysics survey
- Circuit Target with high-grade gold trench intercepts in 2019

On April 6, 2021, the Company announced the completion of a staking program at the Sixtymile Yukon gold project. The new top thrust block consists of 32 contiguous claims and brings the total size of the project to 334 claims totaling 6,550 Ha (65 km²). The new quartz claims cover the highest producing pay streak of the Little Gold placer mine. The addition of the new claims extends the current gold bearing thrust fault zone coverage to 9 km across 4 placer mines.

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Overall performance (continued)

On April 6, 2022, the Company announced the completion of the option and earn-in agreement for the Sixtymile project. The earn-in agreement called for the Company to make payments of \$120,000 and 120,000 company shares to earn a 100% undivided right, title, and interest in and to the property with the optionors retaining a 3% NSR.

The Company entered into debt settlement agreements to settle \$82,000 of debt. On April 6, 2022, pursuant to the settlement agreements, the Company issued an aggregate of 234,286 common shares with a fair value of \$82,000.

On March 23, 2022, the Company issued 30,000 common shares pursuant to the mineral property acquisition option agreement of the Sixtymile property, at a fair value of \$0.35 per share for a total fair value of \$10,500.

On January 17, 2022, the Company announced the completion of a late season geophysics program and consequently a new Artificial Intelligence (“AI”) generated gold target heat map combining the new and historic data on its 100% owned New Brenda gold project. The high-resolution helicopter-borne magnetic and radiometric surveys were flown in November 2021. The survey focuses on the western portion of the property bordering the neighboring Elk Gold project and covered 811-line kilometres over a total area of 86.7 km².

On October 22, 2021, the Company provided an update on the Yukon Sixtymile gold project 2021 RAB drill program. The program targeted 3 gold zones: Easter Egg, Miller Creek and Glacier Creek.

- The Easter Egg zone drilling followed up on four historical diamond drill holes done in 2010 to 2011. The follow up drilling from June 2021 confirmed 2 horizons of gold mineralization at the Easter Egg target while remaining open in all directions and at depth. The eastern mineralized horizon has a true thickness of roughly 50 to 60m wide whereas the western horizon has never been fully penetrated.
- These are good intercepts near surface and in close proximity to Miller Creek, an active placer mine with a storied history dating back over 100 years.
- The results from of the drilling of Glacier Creek missed significant mineralization.
- The RAB drill was not able to reach definitive bedrock and ended up drilling through soil and regolith. Multiple Gold hits of up to 2.7g/t over 1.5m were intersected but cannot be definitively attributed to bedrock mineralization at this time. An RC drill is needed to case below the 15m of over burden. This target remains untested and a priority for next season.
- The combined RAB and historic diamond drilling data now reveal that the gold horizons dip to the west. Understanding the orientation of these mineralized veins sets the stage for an expanded follow-up program in 2022.

On July 5, 2021, the Company announced a mutual data sharing agreement with Gold Mountain Mining Corp. for the New Brenda and neighboring Elk Gold project. The Company has further engaged Go Metals Corp. (“Go Metals”) to integrate the shared data and create enhanced models for identifying gold mineralization. The search algorithms will use training data from a proven deposit to locate prospective areas on both properties.

On May 19, 2021, the Company announced preparations for a drill program at the Sixtymile project. The Company completed a 15-hole RAB drill program that started June 22, 2021 with Dawson City based GroundTruth Exploration. The drill campaign focused on three targets: Upper Glacier Creek, Easter Egg, and Miller Creek.

On March 25, 2021, the Company reported further results from the drill program at the 100% owned Yukon Sixtymile gold project.

- 5.6 g/t Au over 1.5 m in SM20-02 from 10.7 to 12.2 m
- 4.0 g/t Au over 1.5m in SM20-09 from 35.1 to 36.6 m
- Wider intervals with anomalous gold detected in SM20-14 and SM20-15

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Overall performance (continued)

The drillhole data is currently being interpreted in the context of regional, project, and occurrence scale geophysics to plan future geophysical programs and drilling. The interpreted dataset will allow for the findings on Upper Glacier Creek to be expanded to the remainder of the claim block.

On February 1, 2021, the Company report results of historical drill core sampling on the 100% owned Sixtymile Project:

- New high-grade intersect on Sixtymile project in the Easter Egg zone
- 12.81 g/t Au over 2.1m in DDH10-02 from 41.15 to 43.28m
- Data verification confirms widespread disseminated gold with local coarse gold

The Company also announced that Dr. Jacob Verbaas, P.Geo. has resigned from being the Chief Operating Officer and will continue as Vice President of Exploration providing consulting services to the Company in his capacity as a geologist.

On November 17, 2020, the Company announced the discovery of visible gold in arsenopyrite-quartz veins at the surface on its 100% owned Sixtymile project. Highlights include:

- Visible gold identified in fault-related arsenopyrite-quartz veins
- Veins intersected at 16m and 50m depth in drill hole SM20-12
- Large vein system intersected from 35.1m to 41.1m in drill hole SM20-15

On October 28, 2020, the Company reported the completion of strategic land acquisition in Yukon and Quebec and added 141 contiguous claims staked in the Yukon and 58 contiguous claims staked in Quebec, connecting separate claim blocks on the Ashuanipi property. Additionally, Thanos Belivanakis joined the advisory board.

Discussion of operations

Flow Metals Corp. ("Flow Metals" or the "Company") was incorporated on July 11, 2018 under the *Business Corporations Act* (British Columbia). On June 22, 2020 the Company has satisfied the listing requirements of the Canadian Securities Exchange and its common shares are being listed with commencement of trading effective June 22, 2020, under the symbol "FWM".

The Company is a junior mineral exploration company focused on gold exploration projects in Canada.

The Company is an exploration stage company located at Suite 810, 789 West Pender Street, Vancouver, British Columbia, Canada V6C 1H2, engaged in the acquisition, exploration and development of mineral resource properties located in Canada.

Cash flow analysis

Operating Activities

During the six months period ended January 31, 2023, cash used in operating activities was \$192,716 (2022 - \$330,592) for activities as described above.

Investing activities

During the six months period ended January 31, 2023, the Company spent \$863 (2022 - \$5,175) in cash payments on investing activities, consisting of lease payments.

Financing activities

During the six months period ended January 31, 2023, the Company received \$362,530 (2021 - \$Nil) net proceeds from financing activities, by issuing shares.

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Project Summaries and Activities

CANADA

Sixtymile Property (*Yukon Territory*)

On April 6, 2021, the Company announced the completion of a staking program at the Sixtymile Yukon gold project. The new top thrust block consists of 32 contiguous claims and brings the total size of the project to 334 claims totaling 6,550 Ha (65 km²). The new quartz claims cover the highest producing pay streak of the Little Gold placer mine. The addition of the new claims extends the current gold bearing thrust fault zone coverage to 9 km across 4 placer mines.

On April 6, 2022, the Company announced the completion of the option and earn-in agreement for the Sixtymile project. The earn-in agreement called for the Company to make payments of \$120,000 and 120,000 company shares to earn a 100% undivided right, title, and interest in and to the property with the optionors retaining a 3% NSR.

On March 23, 2019, the Company signed an option agreement with three optionors to acquire a 100% interest in the Sixtymile property located in the Yukon Territory, Canada.

On February 1, 2021, the Company reported results of historical drill core sampling on the 100% owned Sixtymile project:

- New high-grade intersect on Sixtymile project in the Easter Egg zone
- 12.81 g/t Au over 2.1m in DDH10-02 from 41.15 to 43.28m
- Data verification confirms widespread disseminated gold with local coarse gold

The Sixtymile property is an orogenic gold prospect hosted within the Mesozoic Finlayson Group with similar geology to the Jurassic Golden Saddle Deposit in the White Gold District. 160 Quartz Claims total 3132 Ha and cover 5 km of prospective strike length. The so-called Thrust Fault Zone was tested by 8 DDH (2,578m) in 2010 to 2011 by Rackla Metals Inc., the last company to run an active exploration program.

New Brenda Property (*British Columbia*)

i) On September 17, 2018, the Company acquired the 100% of the New Brenda Property from Go Metals valued at \$326,000. The New Brenda Property is comprised of 15 contiguous mineral claims located in South Central British Columbia in the traditional territory of the West Bank First Nation.

The New Brenda Property is comprised of 16 contiguous mineral claims covering an area of 10,500 Hectares west of the past producing Brenda Cu-Mo open pit located in southern British Columbia, approximately 40 kilometers west of Kelowna, before the additional staking as mentioned below. The property is readily vehicle accessible via a well-developed network of forest service roads connected to Highway 97c or from the community of Peachland.

On November 22, 2022, the Company reported the identification of high-grade gold and porphyry target at the New Brenda property. Target highlight include:

- Hand-trenched quartz vein with VG, samples graded 53.5 g/t Au and 32.3 g/t Au
- New copper porphyry XP Target sampled up to 0.6% Cu with 46 g/t Ag
- Magnetite destruction ring 2 km in diameter outlined at the XP Target

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Project Summaries and Activities (continued)

New Brenda Property (British Columbia)

On June 16, 2022, the Company provided an update on its New Brenda project. Targets were generated to identify elevated gold probability. Target highlights include:

- 5 km gold trend predicted in underexplored western portion of project
- Three porphyry style targets identified in the 2021 geophysics survey
- Circuit Target with high-grade gold trench intercepts in 2019

On January 17, 2022, the Company announced completion of a late season geophysics program and consequently, a new Artificial Intelligence “AI” generated gold target heat map combining the new and historic data on its 100% owned New Brenda gold project. AI technology was used to combine the new airborne magnetic survey with historic gold-in-soil results, regional maps, and satellite data to identify multiple patterns that warrant follow-up investigation. Previous targets were based on low-resolution geophysics with limited geological mapping. The GeoDL program highlighted multiple prospective areas and structures over the property. All targets, the largest measuring 1200m x 600m, correlate with either the highly prospective Osprey Lake batholith (Elk Gold mine) or the Pennask batholith (Brenda mine).

The high-resolution helicopter-borne magnetic and radiometric surveys were flown in November 2021. The survey focuses on the western portion of the property bordering the neighboring Elk Gold project and covered 811-line kilometres over a total area of 86.7 km².

A soil sampling and prospecting program was carried out in June 2017 on the New Brenda Property. The areas sampled were within Twilight and Silverback Zones. Soil samples were collected every 50m along lines spaced at 200m.

i) Three contiguous samples from the Twilight Zone are highly anomalous in gold and occur in the central portion of the target area. There is also a E-W trending line of moderately anomalous samples extending from the central highly anomalous area to the west of the target area. The large target (600m X 500m) remains open to the south.

ii) On June 8, 2020, the Company has entered into a purchase and sale agreement with an arm’s length party and acquired the Old Gorilla mining claim located within the New Brenda property borders. The Old Gorilla claim is in proximity to the historical and 2019 trenching targets. In order to obtain the Old Gorilla claim, the Company had to issue 7,000 common shares at a fair value of \$3,500.

The total size of the New Brenda project is now 104,723 Ha (105 Km²).

The Technical Report was authored by Rory Ritchie, P.Geo. and co-authored by Jaap Verbaas, Qualified Persons in accordance with the NI 43-101 of the Canadian Securities Administrators.

New Opportunities

The Company continues to evaluate mineral properties and is focused on deposits in Canada with economic merit and good logistics will be considered for acquisition.

Qualified person

Adrian Smith, P. Geo., is the qualified person for the Company as defined in the National Instrument 43-101 and has reviewed the technical information presented within this MD&A.

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For the six months period ended January 31, 2023

Results of Operations

Results of Operations – For the six months period ended January 31, 2023

For the six months period ended January 31, 2023, the Company incurred a net loss of \$161,256 compared to the six months period ended January 31, 2022 of \$373,027. The current period includes \$31,492 spending on exploration expenses compared to \$170,235 for the same period during the prior year six-month period. The overall administration expenses increased to \$129,855 compared to \$110,658 for the prior six months period.

The Company incurred a net loss of \$84,672 for the current three-months period ending January 31, 2023 compared to \$268,931 for the same three-month period during the prior year. During the three-month period ended January 31, 2023, the Company spent \$10,383 (2022 - \$122,608) on exploration expenses and \$74,380 (2022 – 54,189) on administration expenses. Administration expenses increased because of management fees, whereby the Company paid a director of the Company \$28,500 during the three months ended January 31, 2023. This expense was not incurred in the previous year. In the previous period, the Company wrote off mineral properties of \$92,134.

Significant expenses include:

- Net exploration expenses of \$31,492 (2022 - \$170,235) mainly on the New Brenda properties (2022 – Sixtymile and New Breda properties). The Company's exploration expense decreased due to cash preservation.
- Audit and accounting fees of \$18,769 (2022 - \$21,775). The decrease was mainly due to an adjustment in the audit fees.
- The Company paid and/or accrued management fees of \$79,500 (2022 – \$51,000). Management fees are due to the CEO and director of the Company and remains consistent with the comparative period except for an additional \$28,500 paid to a director during the current period.
- Depreciation of \$750 (2022 - \$4,500) decreased by \$3,250 as the lease terminated and there was no renewal.
- General and administrative expenses of \$2,613 (2022 - \$6,493) decreased as the Company initiated cash preservation strategies.

Summary of Quarterly Results:

<u>2023/2022 Quarterly Results:</u>	<u>2nd Quarter</u>	<u>1st Quarter</u>	<u>4th Quarter</u>	<u>3rd Quarter</u>
Revenue	\$ -	\$ -	\$ -	\$ -
Loss and comprehensive loss	(84,672)	(76,584)	(75,362)	(39,642)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	(0.01)
Total assets	812,267	987,008	660,420	680,138
Working capital (deficiency)	51,548	136,220	(150,476)	(77,364)
<u>2022/2021 Quarterly Results:</u>	<u>2nd Quarter</u>	<u>1st Quarter</u>	<u>4th Quarter</u>	<u>3rd Quarter</u>
Revenue	\$ -	\$ -	\$ -	\$ -
Loss and comprehensive loss	(268,931)	(104,096)	(271,955)	(81,367)
Basic and diluted loss per share	(0.08)	(0.04)	(0.07)	(0.02)
Total assets	638,217	816,012	1,065,003	1,139,200
Working capital	(83,820)	90,727	193,425	475,192

Discussion:

During the second quarter ending January 31 2023, the loss of \$84,672 decreased from \$268,931 during the prior year for the same period, mainly as less cash was available and the Company therefore spent less on exploration expenses from \$122,608 during the prior year for the same quarter to \$10,383 during the current three-month period ending January 31, 2023. It is the Company's policy to write exploration expenses off as they are incurred.

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Summary of Quarterly Results: (continued)

The decreased loss of \$76,584 during the first quarter of 2023 compared to the loss of \$104,096 during the first quarter of 2022 is mainly attributable to decreased mineral exploration expenses during the first quarter of 2023 in order to preserve cash. Exploration expenses recorded during the three months ended October 31, 2022 were \$21,109, compared to the three months period ended October 31, 2021 of \$47,627. Total assets increased from \$660,420 at year end July 31 2022 to \$987,008 at October 31, 2022 and the working capital increased from a deficiency of \$150,476 at year end to a positive of \$136,220 at October 31, 2022 mainly due to the \$362,530 proceeds from a private placement during the three months period ended October 31, 2022.

The decreased loss of \$196,593 during the fourth quarter of 2022 from a loss of \$75,362 compared to the loss of \$271,955 during the fourth quarter of 2021 is mainly attributable to decreased mineral exploration expenses during the fourth quarter of 2022 in order to preserve cash. Exploration expenses recorded during the three months ended July 31, 2022 were \$8,375, compared to the three months period ended July 31, 2021 of \$44,137 and administration expenses of \$66,994 compared to \$65,152 in the last quarter, the prior year.

The decreased loss of \$41,725 during the third quarter of 2022 compared to the loss of \$81,367 during the third quarter of 2021 is mainly attributable to decreased mineral exploration expenses during the third quarter of 2022 in order to preserve cash.

Liquidity and Solvency

The following table summarizes the Company's cash on hand, working capital (deficiency) and cash flow:

As at	January 31, 2023		July 31, 2022	
Cash and cash equivalents	\$	259,741	\$	90,790
Working capital (deficiency)		51,548		(150,476)
Year ended	January 31, 2023		January 31, 2022	
Cash used in provided by operating activities	\$	(192,716)	\$	(330,592)
Cash used in investing activities		(863)		(5,175)
Cash provided by financing activity		362,530		-
Change in cash and cash equivalents	\$	168,951	\$	(335,767)

The Company is dependent on the sale of shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained in a timely manner, then the Company will be forced to curtail its activities.

Capital Resources

The Company has no operations that generate cash flow and its long-term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable. The Company's primary capital assets are resource properties. Exploration expenditures are expensed as incurred. The Company depends on equity sales to finance its exploration programs and to cover administrative expenses.

At January 31, 2023, the Company had cash and cash equivalents of \$259,741 (July 31, 2022 - \$90,790) available to pay total liabilities of \$224,817 (July 31, 2022 - \$274,244).

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Capital Resources (Continued)

During March 31, 2023, the Company paid \$15,000 advanced royalty payment debts pursuant to the Sixtymile property in cash payments, and the Company settled the balance of \$15,000 advanced royalty payments for the Sixtymile property by issuing 136,500 common shares at a deemed value of \$0.11.

On October 21, 2022, the Company completed a non-brokered private placement of 5,178,999 units issued at a price of \$0.07 per unit for gross proceeds of \$362,530.

The Company entered into debt settlement agreements to settle \$82,000 of debt. On April 6, 2022, pursuant to the settlement agreements, the Company issued an aggregate of 234,286 common shares with a fair value of \$82,000.

On March 23, 2022, the Company issued 30,000 common shares pursuant to the mineral property acquisition option agreement of the Sixtymile property, at a fair value of \$0.35 per share for a total fair value of \$10,500.

The condensed interim financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise programs depending on its working capital position.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of common shares.

As at the date of this report, 8,749,587 common shares were issued and outstanding. In addition, the Company has 4,379,081 share purchase warrants exercisable at \$0.15 to \$1.50 per common share expiring from June 12, 2023 to October 21, 2024. The Company did not have any options outstanding.

On July 21, 2022, the Company consolidated its share capital on the basis of one new for ten old shares. All shares and per share transactions have been updated to reflect this consolidation of one new for ten old shares.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Related Party Transactions

The Directors, Executive Officers, and related companies of the Company are as follows:

Scott Sheldon	Director, President and CEO
Robert Murray	Director and CFO
Donald Sheldon	Director
Adrian Smith	Director
Michael Woods	Secretary
Go Metals Corp	Management and directors in common
Surgenia Productions	Company owned by Scott Sheldon (Director, President and CEO)
Divitiae Resources Ltd	Company owned by Adrian Smith (Director)
Woods & Company	Company owned by Michael Woods (Secretary)

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Related Party Transactions (continued)

During the six months period ended January 31, 2023, the Company incurred the following related party transactions.

Name	Relationship	Purpose of Transaction	Six months January 31, 2023	Six months January 31, 2022
Surgenia Productions	Company controlled by Scott Sheldon CEO Director	Management fees	\$ 51,000	\$ 51,000
Don Sheldon	Director	Management fees	28,500	-
			\$ 79,500	\$ 51,000

As at January 31, 2023 and July 31, 2022, the Company has the following payables and receivables.

		January 31, 2023	July 31, 2022
Surgenia Productions	Accounts payable	\$ 144,650	\$ 161,000
Surgenia Productions	Loan payable	\$ 100	\$ 100
Go Metals Corp.	Accounts payable	\$ 63,890	\$ 72,624

The loan payable amount is non-interest bearing, unsecured and repayable on demand. The amount payable to Go Metals Corp. is non-interest bearing, unsecured and repayable on demand.

On October 21, 2022 two insiders participated in the offering. Mark Curry and Scott Sheldon each obtained 1,000,000 units of the offering.

During the year ended July 31, 2022, the Company has entered into debt settlement agreements to settle outstanding cash payments owed to creditors at a deemed price of \$0.35 per share, totaling \$82,000 for option payments, management fees and exploration costs. Of the total amount owed, \$15,000 is owed to a director, an insider of the Company for management fees.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations, and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing condensed interim financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

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Accounting Policies (continued)

Critical Accounting Estimates

The Company prepares its condensed interim financial statements in accordance with IFRS, which require management to estimate various matters that are inherently uncertain as of the date of the condensed interim financial statements. Accounting estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period, and would materially impact the Company's condensed interim financial statements. The Company's significant accounting policies are discussed in the annual audited financial statements for the year ending July 31, 2022. Critical estimates in these accounting policies are discussed below.

The following are the key estimates that may have a significant risk of resulting in a material adjustment in future periods.

Fair value estimates of equity instruments

The fair value of each stock option granted is estimated at the grant date using the Black-Scholes option pricing model. The estimated life of the stock options and conversion at grant date is based on the expected life of the options and assumptions about the expected exercise pattern. Expected volatility of stock options is estimated based on the volatility of companies comparable in size and operations to the Company. Forfeiture rates and dividend yields are estimated based on historical data.

Right-of-use assets and lease liabilities

The Company uses estimation in determining the incremental borrowing rate used to measure the lease liability, specific to the asset, underlying currency, and geographic location. Where the rate implicit in the lease is not readily determinable, the discount rate of the lease obligations is estimated using a discount rate similar to the Company's specific borrowing rate. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in a similar environment.

Critical Judgments Used in Applying Accounting Policies

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Determination of Going Concern Assumption

The preparation of these condensed interim financial statements requires management to make judgments regarding the applicability of going concern assumption to the Company as discussed in Note 1.

Impairment of mineral properties

Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its mineral properties, management has determined that related acquisition costs incurred, which have been capitalized, continue to be appropriately recorded on the statements of financial position at its carrying value as management has determined there are no indicators of impairment for its mineral properties as at January 31, 2023 and July 31, 2022, other than provided for.

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Accounting Policies (continued)

Right of use assets and lease liability

The Company applies judgment in determining whether the contract contains an identified asset, whether they have the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

Financial Instruments

Designation and Valuation of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities, due to related parties and lease liabilities. Cash and cash equivalents are classified as financial assets, measured at amortized costs. Accounts payable and accrued liabilities, due to related parties and lease liabilities are classified as other financial liabilities, and recorded at amortized cost using the effective interest rate method. The Company does not hold any derivative financial instruments.

As at January 31, 2023, the fair values of accounts payable and accrued liabilities, due to related parties and lease liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Risks

Foreign exchange risk

The Company currently has no significant operations denominated in foreign currencies and is not exposed to significant foreign currency exchange rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. As at January 31, 2023, the Company's credit risk is limited to the carrying amount on the statement of financial position arising from the Company's cash and cash equivalents.

Cash and cash equivalents of cash and guaranteed investment certificates held in Canadian financial institutions from which management believes the risk of loss to be remote. Financial instruments included in amounts receivable consist primarily of goods and services tax and harmonized sales tax due from the Federal Government of Canada.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company is not subject to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. Mainly all of the Company's current liabilities are due within 90 days of January 31, 2023.

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Risks (continued)

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities. The Company is not exposed to any significant price risk at January 31, 2023.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economical. Success in the mining exploration business is measured by a company's ability to raise funds, secure properties of merit and, ideally, identify commercial deposits on one of its properties. The attainment of these objectives is influenced by many factors not necessarily within management's control.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors.

These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral property contains mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits, and may fail to meet its exploration commitments.

Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines.

Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

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Financial and Disclosure Controls and Procedures

During the six months period ended January 31, 2023, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's condensed interim financial statements of the Company for the six months period ended January 31, 2023.

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Interim and Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Other

Additional information relating to the Company's operations and activities can be found by visiting the www.sedar.com.

Trends

Trends in the industry can materially affect how well any junior exploration company is performing and by the capital markets which have made the raising of finance difficult. Under the current economic conditions, the Company is advancing its property as quickly as possible while still remaining prudent when considering large cost items such as drilling and geophysics.

At this early stage it is unsure to predict the outcome of the worldwide pandemic outbreak of Covid 19 virus and what risks the virus and newly laws to be announced might hold. While the extent of the impact is unknown, the Company anticipates this outbreak might increase the difficulty in capital raising which may negatively impact the Company's business operation and financing condition

Outlook

The outlook for precious metals is good. The capital markets are prospect for financing the Companies are challenging but management believes the Company will continue as a viable entity. The Company's mineral properties will require significant investment as it transitions into development stage projects.

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Cautionary Statement

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans and our other future plans and objectives are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavours to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other actors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks.