Ubique Minerals Limited

MANAGEMENT DISCUSSION & ANALYSIS

FOR THE THREE AND NINE-MONTH PERIOD ENDED APRIL 30, 2022

(Prepared by Management on June 28, 2022)

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MANAGEMENT DISCUSSION AND ANALYSIS (MD&A) TO ACCOMPANY THE UNAUDITED INTERIM FINANCIAL STATEMENTS OF UBIQUE MINERALS LTD (THE "COMPANY" OR "UBIQUE") FOR THE THREE AND NINE-MONTH PERIOD ENDED APRIL 30, 2022.

This MD&A is dated June 28, 2022

The following Management's Discussion and Analysis should be read in conjunction with the unaudited financial statements of the Company for the interim period ended April 30, 2022, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and the notes thereto. All financial amounts are stated in Canadian currency unless stated otherwise.

This MD&A contains certain forward-looking statements based on the best beliefs, and reasonable assumptions of the management of the Company. There are many risks and uncertainties attached to the mineral exploration business. Given these risks and uncertainties, the reader should not place undue reliance on these forward-looking statements. (See "Risks and Uncertainties" in this MD&A for more information).

DESCRIPTION OF THE BUSINESS

Overview

Ubique Minerals Limited ("Ubique") was incorporated on September 26, 2012 as an Ontario Corporation and was continued from Ontario to British Columbia on July 11, 2017 by a Certificate of Continuance under the Business Corporations Act (British Columbia). The Company's primary business is the acquisition and evaluation of mineral exploration assets and it is considered to be in the exploration stage.

On September 12, 2018, the Company listed its common shares on the Canadian Securities Exchange and commenced trading under the symbol UBQ.

The head office of Ubique is located at 100 King Street West, Suite 5700, Toronto, Ontario, M5X 1C7.

Corporate Structure

Following completion of the Plan of Arrangement with GreenBank Capital Inc. ("GreenBank"), its largest shareholder, Ubique became an independent reporting issuer in the Provinces of British Columbia, Alberta and Ontario. Subsequently, on September 12, 2018, Ubique listed its commons shares on the CSE.

Description of the Business

Ubique is an exploration company focused on developing a portfolio of mineral exploration projects at Daniel's Harbour, in Newfoundland, Canada, and in the Otavi Mountain Land, in northern Namibia, as well as exploring new opportunities within the sector.

Daniel's Harbour, Newfoundland, Canada

Ubique currently owns 3 Mineral Licenses comprising 26 Units and has optioned another 4 Mineral Licenses comprising 42 units around the former Daniel's Harbour zinc mine situated approximately 10 km northeast of the town of Daniel's Harbour on the west coast of Newfoundland. Approximately 7,000,000 tonnes averaging 7.8% zinc have been mined from the Daniel's Harbour mine (Wardle, R.J. (2000) Mineral Commodities of

Newfoundland and Labrador - Zinc and Lead; Government of Newfoundland and Labrador, Geological Survey, Mineral Commodities Series Number 1, 12). The Ubique claims comprise two discrete blocks of claims (East and West claims).

On July 6, 2017 Ubique completed a $150,000 private placement and the proceeds were used to complete an initial drilling program in August 2017 at its Daniel's Harbour Project. The 2017 diamond drilling program intersected zinc mineralization in six of the nine holes drilled in the Ubique claims known as the P Zone. Ubique hole UM-4 had an exceptionally high-grade interval averaging 13.6% zinc over 12.2 metres, including individual 0.8 metre assay intervals as high as 35% zinc. All holes were drilled vertically and are believed to have intersected approximately true thicknesses of mineralization. Depths of intersections ranged between 50 and 65 metres below surface. A complete summary of the results of the drill holes is given below.

Drill Hole #	Easting	Northing	Dip	Interval	Zinc %	Zone targeted
UM-1	9169	3175	-90		Trace only	P-North
UM-2-	9162	3176	-90		Trace only	P-North
UM-3	9180	3180	-90		Trace only	P-North
UM-4	9260	2908	-90	12.2m	13.60	P-East
UM-5	9344	2922	-90	0.65m	14.06	P-East
UM-6	9300	2894	-90	11.5m	5.06	P-East
UM-7	9348	2915	-90	1.7m	12.79	P-East
UM-8	9350	2906	-90	1.62m	5.1	P-East
UM-9	9307	2905	-90	4.2m	5.37	P-East

On June 7, 2018, the Company completed a $237,500 private placement and issued 1,770,000 non-flow-through units and 605,000 flow-through units which funds were used to in part complete a Daniel's Harbour Zinc Project drilling program in August 2018. Results of the drill holes with zinc intersections greater than 4% zinc over 1 metre are shown in the table below.

Drill Hole #	Easting	Northing	Starting depth (m)	Width (m)	Assay Zn %	Zone targeted
UM-13	469325.536	5573125.722	46.55	8.82	11.4	PE Zone
UM-14	469337.335	5573112.1	48.50	10.43	8.41	PE Zone
UM-15	469346.986	5573096.227	51.0	3.24	7.16	PE Zone
UM-16	469372.868	5573094.598	53.73	3.74	7.30	PE Zone
UM-22	469336.057	5573102.512	49.00	3.14	5.73	PE Zone
UM-23	469368.839	5573087.794	53.95	1.7	5.52	PE Zone
UM-24	469403.564	5573112.866	61.58	1.67	3.22	
UM-25	469454.379	5573117.42	70.34	1.41	4.89	PE Zone
UM-26	469401.571	5573118.696	59.23	3.3	5.35	PE Zone
UM-27	469412.472	5573083.597	70.00	2.0	3.93	PE Zone
UM-28	469399.264	5573126.074	58.68	1.42	2.57	PE Zone

On October 9, 2018, Greenbank Capital agreed to acquire an investment portfolio, comprising 3,958,424 common shares of the Company at $0.01544 per share for $61,121 with the issuance of 203,738 GreenBank common shares at $0.30 per share. Upon closing of the transaction, GreenBank Capital owned approximately 24.07% of the Company.

On October 17, 2018, the Company announced that it had received results from the soil sampling of the grid on the East Claims at Daniel's Harbour, Newfoundland and they have defined a zinc soil anomaly over the length of the sampling. More sampling was subsequently undertaken in 2019 and again in 2020 to further define this anomaly which now has a length of more than 2 kilometres. The highest value recorded was 639 parts per million ("ppm") of zinc and the sample values greater than 313 ppm were determined as anomalous.

On February 13, 2019, and subsequently amended on November 29 2019 and on March 12, 2021, the Company entered into an Option Agreement with Ophir Gold Corp (TSX-V: OPHR) (**"Ophir"**), formerly MinKap Resources Inc., and prior thereto Kapuskasing Gold Corp. (TSX-V:KAP) which provides for Ophir granting Ubique an option to earn a 55% or up to 70% interest in Ophir's Daniels Harbour property in western Newfoundland, which comprises 42 claim units in 4 Mineral Licences covering an aggregate of 1,326 hectares, near Ubique's Daniel's Harbour property, to its west.

In order to earn a 55% interest in the Ophir Claims:

- On signing of the agreement, the Company must pay Ophir $10,000 (paid) and deliver to Ophir 500,000 common shares in the capital of the Company (issued with a fair value of $100,000);
- On or before September 15, 2019, the Company must incur an additional $100,000 in expenditures (incurred);
- On or before February 12, 2020, the Company must pay Ophir $10,000 (paid) and deliver to Ophir 500,000 common shares in the capital of the Company (issued with a fair value of $22,500);
- On or before February 12, 2021, the Company must deliver to Ophir 200,000 common shares in the capital of the Company (issued with a fair value of $10,000);
- On or before February 28, 2021, the Company must incur an additional $137,290 in expenditures (incurred);
- On or before September 1, 2021, paying $40,000 to the vendors from whom Ophir optioned the property (paid subsequent to July 31, 2021);
- On or before February 28, 2022, the Company must incur an additional $362,710 in expenditures (incurred);
- On or before February 12, 2024, the Company must incur an additional $400,000 in expenditures, at which point the Company will have earned a 55% interest in the Ophir property.

Upon the Company earning a 55% interest, the Company may earn an additional 15% interest by incurring an additional $400,000 in expenditures, on or before February 28, 2025.

Upon the Company earning either a 55% or 70% interest in the property, the companies will form a joint venture to continue exploration, or Ophir may elect to grant the Company the right to earn an additional 5% interest in the property for every additional work expenditure of $100,000 to a limit of 95% ownership by the Company, at which time the agreement provides for Ophir's interest to be converted to a 2% Net Smelter Royalty ("NSR"). The Company will then have the right to buy back 1.75% of the NSR for $2,000,000. The underlying vendors are entitled to a NSR of 3% of which 2% may be repurchased for $2,000,000. In addition, the underlying vendors are entitled to a bonus payment in the event that the operator of the joint venture delineates a NI 43-101 compliant resource of a minimum of 5,000,000 tonnes of ore with a grade of at least 7% zinc.

On February 28, 2019, the Company announced the identification of five priority drill targets on the optioned Ophir claims at the Daniel's Harbour property in western Newfoundland. These claims are adjacent to Ubique's Daniel's Harbour property on which diamond drilling in 2017 and 2018 has been successful in blocking out a new zinc deposit at the P Zone.

On July 17, 2019 Ubique announced a non-brokered private placement to raise funds for a follow-on drilling program on the Company's Daniels Harbour Zinc Project and initial drilling of zinc targets on the adjacent Ophir option property, other exploration, administrative costs and general working capital for Ubique. The financing was closed on September 25, 2019 and Ubique announced it had raised $68,000 to further its exploration and definition of zinc deposits at Daniel's Harbour, Newfoundland. of which $62,375 is from flow through units and $5,625 hard dollar units. Of this amount $47,700 was invested by officers and directors of Ubique.

On September 16, 2019 Ubique announced that it had mobilized a diamond drill to further its exploration and definition of zinc deposits at Daniel's Harbour, Newfoundland. The first drill holes were located on the optioned Ophir property to test areas with historic drill intersections of zinc mineralization, namely the Nose Zone, 1386 Zone and N Zone. The drill was then be moved to Ubique's wholly owned Mineral License to drill further extensions of the P Zone zinc deposit.

On October 3, 2019, Ubique announced that it had completed seven diamond drill holes at Daniel's Harbour, Newfoundland, of which four were drilled into targets on the Ophir option property. These four holes were targeted to duplicate intersections by historic holes into three zones of mineralization. These holes were targeted to duplicate intersections by historic holes into three zones of mineralization. All intersected zinc mineralization as previously identified by the historic drilling. Hole UM29 intersected 7.86% zinc over a core length of 8.4 metres: hole UM30 intersected 4.34% zinc over a core length of 3.65 metres and hole UM31 intersected 8.80% zinc over a core length of 4.30 metres. The full results including the results of the twinned historic hole ("T" series) are given below:

Hole #	From	To	Width	% zinc
UM29	161.05m	169.45m	8.4m	7.86
T1386	168.22m	173.95m	5.73m	8.96
UM30	143.1m	146.75m	3.65m	4.34
T1311	140.85m	147.40m	6.55m	6.79
UM31	133.1m	137.4m	4.30m	8.80
T1135	134.23m	139.17m	4.94m	5.91

Hole #	Easting	Northing	From(m)	Width(m)	Zinc %	Zone targeted
UM-29	465902	5569845	161.05	8.4	7.86	1386 Zone
UM-30	466396	5569673	143.1	3.65	4.34	Nose Zone
UM-31	466509	5569770	133.1	4.30	8.80	Nose Zone
UM-35	465166	5571625	139.76	1.51	2.92	N Zone

On January 23, 2020 Ubique reported that it had filed an amended NI 43-101 report for its Zinc exploration project in Daniel's Harbour, Newfoundland, based on guidance from the Ontario Security Commission ("OSC").

On February 12, 2020 Ubique issued 500,000 common shares and completed its milestone payment to Ophir.

In September 2020, the Company announced a non-brokered private placement of flow through shares priced at $0.06 per share, to raise up to $200,000 to further its exploration and definition of zinc deposits at Daniel's Harbour, Newfoundland. In October 2020, the Company closed the first tranche of the private placement to raise $30,000. In November 2020, the Company closed a second and final tranche of the private placement to raise an additional $26,004. Officers and directors invested $42,000 of the total $56,004 raised in this financing.

In October and November 2020, the Company progressed its 2020 drill program of eleven drill holes (UM-36 to UM-46) of which the first two extended and better defined the edge of the P Zone then six holes were drilled on the Ophir Option licenses to test a target referred to as the 2160 Zone and finally three holes were drilled to extend the Nose Zone that had been confirmed in 2019. Results of the drilling are shown in the table.

Hole #	Easting	Northing	From (m)	Interval (m)	Zinc %	Zone targeted
UM-36	469475	5573122	85.20	0.30	10.50	PE Zone
UM-37	469406	5573087	58.17	10.63	4.02	PE Zone
UM-39	467431	5570451	11.23	0.36	6.86	2160 Zone
UM-40	467436	5570448	10.67	1.93	2.87	2160 Zone
UM-42	467453	5570434	4.10	4.25	1.75	2160 Zone
UM-43	467458	5570431	4.00	0.75	34.60	2160 Zone
UM-44	466530	5569786	131.23	5.77	8.62	Nose Zone
UM-45	466538.5	5569794.5	129.70	6.34	5.15	Nose Zone
UM-46	466539.5	5569795.5	130.38	3.97	6.57	Nose Zone

On December 1, 2020, the Company announced another non-brokered private placement to raise up to $1,350,000 comprising up to $350,000 of Common Share Units at $0.07 per Unit and up to $1,000,000 of Flow Through Units at $0.10 per Flow Through Unit. Each of the Common Share Units consists of one common share in the capital of Ubique and one common share purchase warrant, with each whole warrant being exercisable at a price of $0.15 per common share for a period of 24 months from the date of issuance. Each Flow Through Units consists of one common share in the capital of Ubique issued on a flow through basis pursuant to the Income Tax Act (Canada) and one-half of one common share purchase warrant. Each whole warrant is exercisable at a price of $0.15 per common share for a period of 24 months from the date of issuance. The primary use of proceeds will be to accelerate the exploration work on the Daniel's Harbour Property with the objective of being able to undertake a formal estimate of resources outlined on the property. An officer and director invested the $70,000 raised through the issuance of 1,000,000 common share units in this financing.

The Company also announced that it had engaged Proconsul Capital Ltd. to provide Investor Relations Services.

At the beginning of 2021 the top six targets, where drilling has already confirmed deposits with open ended extensions capable of generating a tonnage of zinc resources, are:

Ophir Option Property 1386 Zone This target surrounds the location of historic diamond drill hole T1386 which intersected approximately 50 feet of zinc mineralization including 18.8 feet grading 8.96% zinc. Along the assumed strike direction there are no other holes for 400 feet either side.

Ophir Option Property N Zone This target is in an area beyond the limit of mining of the former N Zone and is identified by an historic drill hole which intersected 6.78% zinc over 13.6 feet. There were no other drill holes within 100 feet of this hole in any direction.

Ophir Option Property 2160 Zone A fault cut off the mineralized zone that was being mined historically in the G and H Zones and other than a trench which revealed zinc mineralization at surface the continuation of the zone was not located until drilling in 2020 whichshowed a very shallow gently dipping zinc zone, potentially open pit-able

Ophir Option Property Nose Zone This target is inferred from an historic section of drill holes in which two drill holes, 100 feet apart both intersected zinc mineralization. Hole 1311 had the highest-grade intersection with an average of 6.79% zinc over 25.5 feet including 8.9 ft grading 10.89% zinc. This has now been confirmed and extended by five more Ubique drill holes and demonstrated to have a strike extent of at least 275 metres, open in each direction thereafter.

Ophir Option Property J Zone This target was identified by widely spaced historic drilling in fences across strike and one section of four holes had zinc intersections in three of the holes. One hole intersected 19.21% zinc over 1.3 feet, the next 6.87% zinc over 12.2 feet and the third 6.2% zinc over 11.4 feet. These holes were spaced at 50 feet spacing along the section. The next sections of historic drilling were more than 400 feet away in either direction along strike. Still needs confirmatory drilling.

Ubique Owned Property PE and PN Zones. These zone have been defined by drilling for at least 200 metres beyond the end of historic mining and 250 metres from the extent of underground ramp access.

On August 13, 2021, the Company closed a non-brokered private placement initiated in June 2021. The Company raised a total of $1,100,000 comprising $825,220 hard dollar units and $274,780 in flow-through units. Each hard dollar unit comprises one common share and one full common share warrant and each flow-through unit comprises one common share and a half common share warrant. The total issuance comprised 16,504,400.00 hard dollar units and 4,579,666 flow-through units. 10,814,481 of the units were taken up by insiders, officers and directors of the corporation.

On November 9, 2021, the Company announced that it had mobilized a diamond drill to the Daniel's Harbour Zinc Project and completed geochemical soil surveying on the East Mineral License to further define areas adjacent to the locations of soil zinc anomalies.

On December 16, 2021, the Company announced that diamond drilling at the Daniel's Harbour Zinc Project commenced in mid-November and nine holes had been completed. The contractor demobilised for the Christmas – New Year period and drilling resumed in January 2022 with the final hole completed in February 2022. The overall drilling program comprised 13 holes, three in the 1386 Zone and ten in the Nose Zone area aggregating 1,976 metres. Zinc mineralization was observed in all but one hole and sampling completed in the twelve holes. The one hole not sampled was stopped short of its proposed target depth due to technical issues.

All the core samples and the soil samples have been delivered to the analytical laboratory on the island of Newfoundland and results for all the samples are awaited.

Otavi Mountain Land, northern Namibia

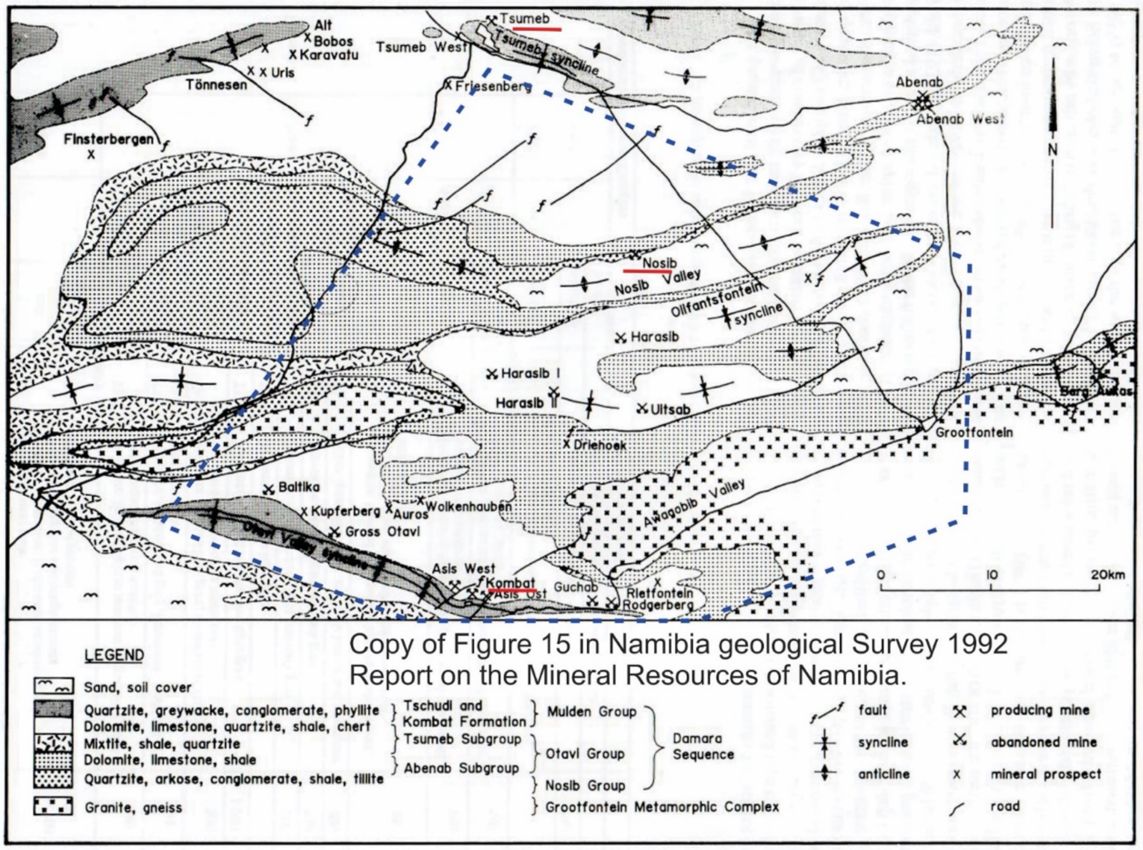
On February 28, 2022, the Company announced the purchase of 24.99% of Resource 500 V Ltd ("R500"), an Irish exploration company that holds 6 mineral exploration licenses and applications for 2 more licences in Namibia, Africa.

Ubique acquired a total of 494 shares in Resource 500 as follows:

1. Ubique is subscribing for 23 shares of R500 at a subscription price of EUR750 per share for a total consideration of EUR17,250. Ubique also has a Right of First Refusal (ROFR) to participate in up to 50% of the next financing offered by R500.
2. Ubique is also purchasing 471 shares of R500 from JV Capital EHF, a company owned by Vilhjalmur Vilhjalmsson, Chief Executive Officer & Director of Ubique for a total consideration of C$500,000 payable as follows:
    a. UBIQUE shall issue to JV Capital a 6% Series A Convertible Debenture in the principal amount of Cnd$150,000 with interest payable at the rate of 6% per annum which interest accrues and is payable annually with a 3-year term on the terms set forth in Schedule "A" hereto.
    b. UBIQUE shall also issue to JV Capital a 6% Series A Convertible Debenture in the principal amount of Cnd$350,000 with interest payable at the rate of 6% per annum which interest accrues and is payable annually with a 3-year term on the terms set forth in Schedule "B" hereto.

    All outstanding amounts payable in respect of either Debenture, including accrued interest shall be due and payable on the date and converted to Common Shares in the capital of the Purchaser ("UBIQUE Common Shares") on the date which is thirty-six (36) months from the date hereof (the "Maturity Date") at the rate equal to the greater of C$0.10 per share or Cdn $0.15 per share, as the case may be, or the weighted average closing price of the Common Shares on the Exchange for the previous 10-day trading days; provided that the Seller may choose, prior to the Maturity Date, to convert all or part of such amounts on the same terms if the Seller provides written notice to the Purchaser of such anticipated conversion no less than fifteen (15) business days prior to the date of conversion.

R500 has acquired exploration Licenses ("EPLs") in the Otavi Mountain Land of northern Namibia, largely covering similar geology to that which hosts the most prolific base metal mines in the history of Namibia. They include Tsumeb and Kombat. Tsumeb operated for over 100 years and produced very high-grade ore of copper, zinc, lead and cadmium. Other deposits in the area that have been, mined included vanadium in the mix of metals extracted. Although Tsumeb has been mined out, the smelter and surface plant is still operated as a custom processing plant. Kombat has recently been re-opened by a Canadian company Trigon Metals Inc. Tsumeb lifetime production is at least 20 million tonnes with a grade of >5% copper, 10% lead, 3% zinc and several ounces per tonne of silver. At various times additional minerals recovered included germanium and gallium. Ore reserves at the end of 1991 were stated as 1,065,000 tonnes grading 5.78% copper, 3.50% lead and 179 grams per tonne silver. (Information from: The Mineral Resources of Namibia, First Edition, 1992, Ministry of Mines and Energy, Geological Survey, ISBN 0-86976- 258-3.)



Additions by writer: Red underlining = Major mining/processing operations
Blue dashed envelope = area within which are EPLs described

The region is formed of folded sediments of the Damara Sequence with Tsumeb on the northernmost fold limb and most of the other mines in the central or southern fold limbs. Golden Deeps Company is exploring the former Nosib mine area in the central belt and recent drilling has intersected copper, lead and vanadium mineralization at shallow depths and copper – silver mineralization at greater depth according to their press release.

R500s' Exploration Licenses cover parts of the area bounded by a dashed blue line in the Figure. R500 has undertaken preliminary level exploration surveys over their EPLs and located several anomalous areas by remote sensing. The team has recently undertaken field work and geochemical surveys as the next stage of exploration.

Most of the targets identified are in the EPLs covering the southern fold belt running through the area hosting the Kombat and adjacent mines. While there has been extensive historic exploration in the western part of this area the eastern area has had less exploration as it is largely covered by a layer of more recent "Kalahari sand" which hides the underlying geology and limits the geochemical signature of buried rocks. Recent advances in geochemical methodology enable greater depth penetration and better discrimination of anomalies. The R500 geological team will shortly commence this geochemical exploration. They will be accompanied by Ubique Geologist Dr Helen Salmon. Namibia is a very stable political jurisdiction in southern Africa and with good infrastructure.

On June 13, 2022, the Company announced the first field report from R500, prepared by SRK consulting (UK) Ltd. The covers the exploration license EPL7167 in Namibia.

The Erongo Licence EPL7167 is a single license in the Erongo region to the east of Swakopmund. The license contains evidence of Damara aged granite pegmatite- and palaeochannel hosted uranium mineralization and possibly massive base metal sulfide mineralization in Proterozoic metamorphosed sediments and volcanics. The area has current and historic mines for all three including the world class Rossing mine to the immediate west (390 Mt grading 0.022% U3O8) and Husab mine to the south west (446Mt at 0.048% U3O8 in Zone 1 and an additional inferred resource of 102Mt at 0.054% U3O8 in Zone 2). In addition, the operating palaeochannel hosted uranium mine at Langer Heinrich is to the immediate south (71 Mt @ 0.06% U3O8). License EPL7167 as of June 2022 is under renewal for a period of three years.

R500's main focus in the license area focused on three trends in the license area with anomalies in uranium and possibly massive sulfide base metal (massive sulfide) mineralization. SRK consider sufficient information exists to undertake work on the ground and this should focus on the identified trends with surface geochemical sampling then drilling

Minimal geochemical surveys have been completed to date over EPL7167. The results of two grab samples collected by SRK provided confirmation of uranium anomalies

Portable XRF analysis of two 5 kg channel samples collected February 2022 (all concentrations in ppm) Element

Element	U	Th	Cu	Pb	Zn	Fe	Mn	W
Alaskiite	558	28.9	22.4	12.3	<1	129	107	12.3
Calcrete	117	3.2	8.7	9.9	<1	545	1340	6.5

The combined results of the remote sensing and geochemical surveys to date suggest that there are two types of uranium mineralization present on the EPL:

- Rossing style alaskiite hosted uranium
- Calcrete or palaeochannel hosted uranium

Project Cheetah

On May 30, 2022, the Company announced that it had signed a non-binding term sheet for a proposed acquisition of a 90% interest in a company with a past producing zinc mine in Africa ("Project Cheetah"), subject to completion of due diligence, execution of binding documentation and approval by all parties thereto.

As a condition of the term sheet, the parties are to maintain confidentiality during the period of due diligence and until the execution of the definitive binding agreements, at which time additional details regarding the acquisition will be provided. The term sheet provides for a 60-day exclusivity period from this date to complete due diligence and execute all definitive binding agreements. The parties then have up-to 9 months to receive regulatory and, if necessary, shareholders' approval to complete the transaction.

The total purchase price to be paid to the vendor will be as follows:

1. US$1.0 million payable in cash on closing and issuance of 10 million warrants with an exercise price equivalent to the weighted average price of any coincident capital raising that is conducted as part of

the transaction or, if no capital raising is undertaken, the lower of the 5-day VWAP of Ubique up to the day of execution of the definitive binding agreements or the 5-day VWAP of Ubique up to this date (the "Exercise Price") ("Upfront Payment")

2. One or more quarterly payments from mining operations totaling US$10.0 million, paid from 80% of free cash flow, prior to any debt servicing requirements ("Profitability Payment")
3. US$5.0 million, paid in cash or shares (at vendor's election) after the project has produced 47,000dmt of concentrate ("First Contingent Payment")
4. US$4.0 million payable through four convertible notes (the "Convertible Notes") issued on closing as follows:
    a. US$1.0 million with a conversion price equivalent to the Exercise Price
    b. US$1.0 million with a conversion price equivalent to the Exercise Price plus C$0.10 ▪ US$1.0 million with a conversion price equivalent to the Exercise Price plus C$0.20 ▪ US$1.0 million with a conversion price equivalent to the Exercise Price plus C$0.30
    c. The Convertible Notes shall bear an interest rate of 6.00% per annum payable in cash annually and mature on the third anniversary of closing. At any point before or on their respective maturity date, and at the holder's option, the Convertible Notes shall be convertible, into common shares of Ubique at their respective exercise price. Unless converted into common shares, all outstanding amounts payable in respect of the Convertible Notes principal and accrued interest shall be payable in cash on their maturity date. The Convertible Notes shall rank pari passu with other convertible debentures issued by Ubique, if any.

If the transaction does not close due to Ubique failing to satisfy any closing conditions that are partly or wholly within its control (i.e. shareholder vote), then a US$1.0 million break fee will be paid to the vendor within 30 days of the transaction being terminated. Similarly, if the transaction does not close due to the vendor failing to satisfy closing conditions that are partly or wholly within its control, then a US$1.0 million Break Fee will be paid to Ubique within 30 days of the transaction being terminated.

Gerald Harper P.Geo., is the qualified person as defined by NI 43-101 responsible for the technical data presented herein, and has reviewed and approved this section of this MD&A.

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

The financial statements have been prepared on the basis of accounting principles applicable to a going concern under IFRS. The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. As a newly incorporated Company, that is commencing active operations; it incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern. The Company has yet to generate income and cash flows from its operations.

There is no assurance that the Company will be able to obtain the external financing necessary to carry out is business plans. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

As at April 30, 2022, the Company has yet to generate revenues from operations and had a deficit of $1,116,549 (deficit of $894,091 July 31, 2021). The Company will actively be seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

RESULTS OF OPERATIONS

During the three-month period ended April 30, 2022, the Company incurred a net loss for the period of $70,468 (April 30, 2021 - net gain of $90,883), primarily on account of consulting fees of $48,793, unrealised loss on marketable securities of $7,059, share of loss in associate of $6,254, interest expense of $5,183, and listing and filing fees of $3,310.

During the nine-month period ended April 30, 2022, the Company incurred a net loss for the period of $250,447 (April 30, 2021 - net loss of $13,621), primarily on account of consulting fees of $142,304, listing and filing fees of $19,948, professional and legal fees of $17,172, US$50,000 ($63,680) in new project evaluation expenses, unrealized loss on investments of $27,227, share of loss in associate of $6,254, offset by $45,797 recognized as income from allocation of flow-through premium.

The Company is in the exploration stage and therefore did not have revenues from operations. Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

During the nine-month period ended April 30, 2022, the Company (used) cash in operating activities of $(309,419) (April 30, 2021 - $(84,601)), (used) cash in investing activities of $(997,778) (April 30, 2021 - $(115,555) and provided cash from financing activities of $1,073,673 (April 30, 2021 - $239,508). The net change in cash was $(233,523) (April 30, 2021 - $39,352).

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the Financial Statements and Notes of the Company for the applicable period.

Yearly Results

Year ended	July 31, 2021	July 31, 2020	July 31, 2019
	$	$	$
Net (Loss) and Comprehensive (Loss)	(182,986)	(169,384)	(223,207)
Current Assets	351,050	43,961	50,216
Total Assets	1,180,929	654,141	539,241
Total Liabilities	69,346	181,216	50,733
Shareholders' Equity	1,111,584	472,925	488,508

Quarter ended	April 30, 2022	January 31, 2022	October 31, 2021	July 31, 2021
	$	$	$	$
Net Gain (Loss) and Comprehensive Gain (Loss)	(70,468)	(42,320)	(137,660)	(196,608)
Current Assets	165,726	314,277	687,367	351,050
Total Assets	1,966,156	1,544,957	1,569,822	1,180,929
Total Liabilities	462,729	135,039	118,590	69,346
Shareholders' Equity	1,503,427	1,409,918	1,111,584	625,550
Quarter ended	**April 30, 2021**	**January 31, 2021**	**October 31, 2020**	**July 31, 2020**
	$	$	$	$
Net (Loss) and Comprehensive (Loss)	90,833	(47,470)	(29,744)	(22,479)
Current Assets	76,988	44,606	70,588	43,961
Total Assets	901,379	779,392	709,658	654,141
Total Liabilities	275,829	254,676	212,475	181,216
Shareholders' Equity	524,716	524,716	497,183	472,925

Liquidity and Solvency

The Company will need access to equity capital to pursue its business plan and there is no guarantee that equity may be available, and if available it may not be on terms that Management finds is in the interest of the Company. The Company may also borrow funds. In order to maintain its operations, the Company needs funds for primarily management fees, legal and accounting. There is no guarantee that such equity or loan proceeds can be raised by the Company.

The following table summarizes the Company's cash on hand and working capital position at, and cash flow for the three and nine-month periods ended April 30, 2022, and 2020:

As At	April 30, 2022 (in $)	April 30, 2021 (in $)
Cash & Bank	87,847	52,569
Working Capital Surplus (Deficiency)	52,997	(198,841)
Cash (Used) in Operating Activities	(309,419)	(12,122)
Cash (Used) in Investing Activities	(497,778)	22,246
Cash Provided by Financing Activities	572,048	21,153
Net change in Cash	(233,523)	31,277

The Company is dependent on the sale of newly issued shares to finance its exploration, 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 that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, 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 developing its mining assets. The Company only has nominal assets. The Company has no commitments for capital expenditure.

The following is a summary of the Company's outstanding share, warrant and stock options data as of April 30, 2022:

Common Shares

The authorized common share capital of the issuer consists of an unlimited number of common shares without par value of which 69,962,527 were outstanding as of April 30, 2022 (July 31, 2021 – 59,361,743).

Holders of the issuer’s common shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate rateably in any distribution of property or assets upon the liquidation, winding up or dissolution of the Issuer.

On August 13, 2021, the Company closed a private placement initiated in June 2021. The total issuance comprised 10,204,400 hard dollar units and 233,000 flow-through units. 3,034,481 of the units were taken up by insiders, officers, and directors of the corporation.

As at June 28, 2022, there were 72,032,059 common shares outstanding.

Stock Options

Options to purchase common shares in the capital of the Company are granted by the Board of Directors to eligible persons pursuant to the Company’s Stock Option Incentive Plan. The Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors’ resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis. The following options for the Company are outstanding at April 30, 2022:

Issue Date	Number	Name of Optionee if Related Person and relationship	Exercise Price	Expiry Date	Market Price on date of Grant
December 23, 2019	250,000	Gerald Harper	0.075	December 22, 2022	0.04
December 23, 2019	250,000	Roland Crossley	0.075	December 22, 2022	0.04

Issue Date	Number	Name of Optionee if Related Person and relationship	Exercise Price	Expiry Date	Market Price on date of Grant
December 23, 2019	250,000	Gaurav Singh	0.075	December 22, 2022	0.04
December 23, 2019	150,000	Mark Wettreich	0.075	December 22, 2022	0.04
December 23, 2019	150,000	Larry Quinlan	0.075	December 22, 2022	0.04
December 23, 2019	150,000	Pete Wanner	0.075	December 22, 2022	0.04
December 31, 2020	210,000	Proconsul Capital Ltd	0.075	December 31, 2023	0.065
July 09, 2021	300,000	Mark Wettreich	0.075	July 09, 2024	0.05
July 09, 2021	300,000	Peter Wanner	0.075	July 09, 2024	0.05
July 09, 2021	350,000	Gerald Harper	0.075	July 09, 2024	0.05
July 09, 2021	300,000	Roland Crossley	0.075	July 09, 2024	0.05
July 09, 2021	350,000	Gaurav Singh	0.075	July 09, 2024	0.05
July 09, 2021	286,616	David Lonsdale	0.075	July 09, 2024	0.05
July 09, 2021	1,000,000	Vilhjalmur Vilhjalmsson	0.075	July 09, 2024	0.05
July 09, 2021	100,000	Bolger Capital	0.075	July 09, 2024	0.05

During the nine-month period ended April 30, 2022, a director exercised 163,384 options.

A director and an officer exercised another 553,282 options in June 2022, after the end of the reporting period.

Warrants

On August 13, 2021 the Company completed the second (and final) tranche of a private placement initiated in June 2021 and issued units that comprised 10,800,900 warrants.

During the nine-month period ended April 30, 2022, 823,225 warrants issued in September 2019 expired unexercised.

Details of the outstanding warrants as of April 30, 2022:

Expiry date	Weighted average exercise price ($)	Number of warrants
Series D: 24 months from issuance (December 29, 2022)(2)	0.15	1,000,000
Series E: 24 months from issuance (July 12, 2023)(3)	0.075	8,473,333
Series E: 24 months from issuance (August 13, 2023)(3)	0.075	10,800,900
	0.079	**10,282,158**
Finders' warrants: 24 months from issuance (July 12, 2023)	0.075	229,333
Finders' warrants: 24 months from issuance (August 13, 2023)	0.075	229,333
	0.079	**10,525,891**

As at June 28, 2022, of the outstanding warrants; Gerald Harper, director holds 1,000,000 D Warrants and 166,500 Series E Warrants; Gaurav Singh, director and CFO holds 840,000 Series E Warrants; Mark Wettreich, director holds 601,971 E Warrants; JV Capital, a company owned by Vilhjalmur Vilhjalmsson, director and CEO, holds 4,199,510 Series E Warrants; and GreenBank Capital Inc., an insider, holds 4,000,000 Series E Warrants.

Outlook and Capital Requirements

There is no guarantee that market conditions will be conducive to raising additional equity capital. Depending on future events, the rate of Company expenditures and general and administrative costs could increase or decrease.

Related Parties Transactions

Related party transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

At April 30, 2022, the due to related parties' amount of $88,011 (July 31, 2021 - $6,849) is comprised of amounts due to companies controlled by directors, and to a director and an officer of the Company. These amounts are unsecured, non-interest bearing and due on demand.

The amount due from related parties at April 30, 2022 was $Nil (July 31, 2021 - $Nil).

During the three and nine-month period ended April 30, 2022, the Company incurred consulting fees to directors in the amount of $51,000 (2021 - $21,000), and $133,000 (2021 - $61,000), respectively, for executive management services.

During the three and nine-month period ended April 30, 2022, the Company incurred transfer agent fees of $1,060 and $4,935 (2021 - $1,396 and $4,232), respectively, to Reliable Stock Transfer Inc., a company with a common director, for the provision of share transfer services.

During the three and nine-month period ended April 30, 2022, the Company incurred exploration and evaluation costs of $5,085 and $50,898, respectively, to an officer and a director of the Company.

During the three and nine-month period ended April 30, 2022, the Company issued shares to related parties as follows (also see **Note 12** of the accompanying Financial Statements):

- On August 13, 2021, the Company closed a tranche of a non-brokered private placement and raised $524,200. Of this amount, $154,054 was invested by insiders of the Company.
- On April 29, 2022, the Company issued 163,384 options on the exercise of options by a director

During the three and nine-month period ended April 30, 2021, the Company issued shares to related parties as follows (also see **Note 12** of the accompanying Financial Statements):

- On October 5, 2020 the Company closed the first tranche of a non-brokered private placement and raised $30,000. Of this amount $24,000 was invested by an officer and director of the Company.
- On November 10, 2020 the Company closed the second tranche of the above non-brokered private placement and raised $26,004. Of this amount $18,000 was invested by officers and directors of the Company.
- On December 29, 2020, the Company closed a non-brokered private placement and raised $70,000. This amount was invested by an officer and director of the Company.

On February 28, 2022, the Company announced the purchase of 24.99% of Resource 500 V Ltd ("R500"), an Irish exploration company that holds 6 mineral exploration licenses and applications for 2 more licences in Namibia, Africa.

Ubique has acquired a total of 494 shares in Resource 500 as follows:

(a) Ubique is subscribing for 23 shares of R500 at a subscription price of EUR750 per share for a total consideration of EUR17,250. Ubique also has a Right of First Refusal (ROFR) to participate in up to 50% of the next financing offered by R500.

(b) Ubique is also purchasing 471 shares of R500 from JV Capital EHF, a company owned by Vilhjalmur Vilhjalmsson, Chief Executive Officer & Director of Ubique for a total consideration of $500,000 payable as follows:

- Ubique shall issue to JV Capital a 6% Series A Convertible Debenture in the principal amount of $150,000 with interest payable at the rate of 6% per annum which interest accrues and is payable annually with a 3-year term.
- Ubique shall also issue to JV Capital a 6% Series A Convertible Debenture in the principal amount of $350,000 with interest payable at the rate of 6% per annum which interest accrues and is payable annually with a 3-year term.

(c) All outstanding amounts payable in respect of either Debenture, including accrued interest shall be due and payable on the date and converted to Common Shares in the capital of the Purchaser ("Ubique Common Shares") on the date which is thirty-six (36) months from the date hereof (the "Maturity Date") at the rate equal to the greater of $0.10 per share or $0.15 per share, as the case may be, or the weighted average closing price of the Common Shares on the Exchange for the previous 10-day trading days; provided that the Seller may choose, prior to the Maturity Date, to convert all or part of such amounts on the same terms if the Seller provides written notice to the Purchaser of such anticipated conversion no less than fifteen (15) business days prior to the date of conversion.

On March 14, 2022, the Company announced that five of its six Directors have decided to personally invest alongside Ubique and have subscribed to a total of 18 shares in R500, at EUR 750 per share. Including the shares owned by related parties, the Company now owns 25.6%.

Events After the Reporting Period

On June 22, the Company announced the following updates:

The Company announced that it has received notice from JV Capital, a company controlled by the Director and CEO of the Company, to convert $350,000 Series B 6% Debentures and all accrued interest total $357,350 into common shares. Per the terms of the debenture agreement, the shares will be issued at the rate equal or greater than $0.15 per share or the 10 day’s VWAP prior to conversion. The conversion date will be July 1st, 2022.

The Company also announced that the following insider buying activity:
- Directors and an officer have exercised options at $0.075 per share to acquire 553,282 shares
- An officer has purchased 50,000 shares in the market at a weighted average price of $0.10 per share

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet transactions.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

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 judgments 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 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. These financial statements have been prepared by management in accordance with IFRS. Outlined below are those policies considered particularly significant:

Significant Estimates and Judgments

The preparation of these financial statements in accordance with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses.

Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates.

The most significant estimates relate to the fair value of related party accounts payable and accounts receivable and the classification of current and non-current. The most significant judgements relate to the use of the going concern assumption in the preparation of the financial statements.

The determination of whether an impairment exist on investment due to changes in the financial condition of the investee and the Company ability to dispose or redeem the investments for cash.

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Related Party Transactions and Disclosures

Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. 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. Related party transactions are in the normal course of business and have commercial substance and are measured at the fair value.

Deferred income taxes

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

- Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Flow-through shares:

On the issuance of flow-through shares, any premium received in excess of the market price of the Company's common shares is initially recorded as a liability ("flow-through premium liability"). Provided that the Company has renounced the related expenditures, or that there is a reasonable expectation that it will do so, the flow-through premium liability is reduced on a pro-rata basis as the expenditures are incurred. If such expenditures are capitalized, a deferred tax liability is recognized. To the extent that the Company has suitable unrecognized deductible temporary differences, an offsetting recovery of deferred income taxes would be recorded.

Functional currency

The Company's presentation and functional currency is the Canadian dollar.

Equity Settled Transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that reporting period and the corresponding amount is represented in share-based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to deficit.

Share Capital

Financial instruments issued by the Company are treated as equity only to the extent that they do not meet the definition of a financial liability. The Company's common shares are classified as equity instruments

Incremental costs directly attributable to the issue of new shares are recognized in equity as a reduction from the gross proceeds received from the issued shares

Financial instruments

Fair value through profit or loss (FVTPL)

Financial assets that are held with the intention of generating profits in the near term are classified as held for trading within FVTPL. In addition, any other financial assets can be designated by the Company upon initial recognition as held for trading. These instruments are subsequently re-measured at fair value with the change in the fair value recognized as gain or loss in the statement of loss and comprehensive loss during the period.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive income. Upon sale or impairment, the accumulated fair value adjustments recognized in other comprehensive income are recorded in the statements of loss and comprehensive loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method ("EIR"), less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of comprehensive loss. The losses arising from impairment are recognized in the statement of loss and comprehensive loss.

Other financial liabilities:

Other financial liabilities are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost. The effective interest rate (or amortized cost method) is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels

Level1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The company's cash is considered Level 1 in the hierarchy and investments are Level 3.

Loss per Share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

Future Accounting Policies

At the date of authorization of these Financial Statements, the IASB has issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting period.

IFRS 9 Financial Instruments (“IFRS 9”)

IFRS 9 was issued by the IASB in November 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortization costs and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. This standard also requires an expected loss impairment method to be used, replacing the incurred loss model.

In October 2010, the IASB added requirements for financial liabilities to IFRS 9. These requirements were largely carry forward from the existing requirements in IAS 39, however, fair value changes due to credit risk for financial liabilities designated at fair value through profit and loss are to be recorded in other comprehensive income.

In November 2013 the IASB amended IFRS 9 to include a new general hedge accounting model. The amendment also removed the January 1, 2015 effective date.

In July 2014, the IASB issued the final version of IFRS 9 that supersedes the requirements of earlier versions of the standard. The new standard will replace both IAS 39 and IFRIC 9. Reassessment of Embedded Derivatives. The standard will retain the classification and measurements requirements and new hedge accounting model introduced by the previous versions while introducing a new single forward-looking expected credit loss impairment model. The final version of this new standard is effective for annual periods beginning on or after January 1, 2018. The Company is still in the process of assessing the impact of this pronouncement.

Various other accounting pronouncements (such as IFRS 14, IFRS 15, and the various annual improvements) that have no material impact on the Company are not included above. The Company has not early adopted these standards.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks.

Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

Financial Risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk is the risk of loss associated with a counter-party’s inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company’s assets most susceptible to credit risk is its cash, which is held at a Canadian chartered bank in a non-interest-bearing account, government HST recoverable, which is due from the Canadian Government, and is expected to be recoverable. As such, the risk of loss on these assets is minimal.

Market Risk

Market risk is the risk of uncertainty arising primarily from possible commodity market price movements and their impact on the future economic viability of the Company’s projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly.

Liquidity Risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day, 180-day and 360-day lookout periods. As at April 30, 2022, the Company had $87,847 cash and bank balances ($321,370 July 31, 2021). Currently, the Company does not have sufficient funds and will require financing to meet general and administration expenses for the next year.

The Company has designated its cash at fair value through profit and loss. The government HST recoverable and due from related companies are classified as loans and receivables whereby they are initially recognized at fair value and then subsequently carried at amortized cost. Accounts payables and accrued liabilities, due to related companies and due to related parties are classified as other financial liabilities whereby they are initially recognized at fair value and then measured at amortized cost.

The carrying values of the Company’s financial instruments approximate fair value.

Capital Management

The Company defines its capital as its shareholders' equity. As on April 30, 2022, the Company's capital resources amounted to $1,503,427 ($1,111,583 – July 31, 2021). The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s managements to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

In order to maintain or adjust the capital structure, the Company may issue new shares. The Company defines its capital as its shareholder's equity. To effectively manage the Company's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. As needed, the Company raises funds through private placements or other equity financings. The Company does not utilize long term debt as the Company does not currently generate operating revenues. There is no dividend policy.

Risks and Uncertainties

The Company's principal activity is zinc exploration Companies in this industry are subject to many and varied kinds of risk. The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. There is no guarantee that the Company will be able to obtain all necessary funds to develop its business.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and officers of other companies involved in mineral exploration and consequently the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

Management's Responsibility for Financial Statements

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the audited consolidated financial statements.

Trends

Trends in the zinc exploration industry can materially affect how well any zinc exploration company is performing.

Outlook

The long-term prospects for zinc exploration and development in the opinion of management continues to be positive and this is reflected in the Company's ongoing activity.

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 the Company’s expectation of future trends in the mineral exploration sector, its development plans and the Company's other future plans and objectives are forward-looking statements that involve various risks and uncertainties. The material factors and assumptions that management has used to determine such forward-looking statements include, without limitation, (1) estimates of stock-based compensation expense (2) expectations of industry trends (3) expectations of future funding. 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 statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents and will be filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other factors, including operational and political risks.

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