

RAIN CITY RESOURCES INC.

Management Discussion and Analysis

For the year ended September 30, 2021

The Management Discussion and Analysis (“MD&A”), prepared January 28, 2022 should be read in conjunction with the financial statements and notes thereto for the year ended September 30, 2021 and the notes thereto of Rain City Resources Inc. (“Rain”) which were prepared in accordance with International Financial Reporting Standards (“IFRS”).

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. 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.

DESCRIPTION OF BUSINESS

Rain City Resources Inc. (“the Company”) was incorporated on June 23, 2015 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is Suite 3043-595 Burrard Street, Vancouver, British Columbia, Canada.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at September 30, 2021, the Company had not yet determined whether the Company’s mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

In March 2020, The World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The pandemic could continue to have negative impact on the stock market, including trading prices of the Company’s shares and its ability to raise new capital. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

EXPLORATION PROJECTS

Northern Champion Project

Pursuant to an option agreement (the “Agreement”) dated October 25, 2016, the Company was granted an option to acquire a 100% undivided interest in the Northern Champion Project (the “Property”) located near Champion Creek, south-west of Tulameen, Princeton area British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 700,000 common shares of the Company to the Optionors, making cash payments totaling \$130,000, and incurring a total of \$650,000 in exploration expenditures as follows:

	Number of Common Shares	Cash	Exploration Expenditures
		\$	\$
Upon execution of the Agreement (paid and incurred)	-	5,000	75,000**
Upon listing of the Company’s common shares on a Canadian Stock Exchange on April 25, 2019 (issued and paid)	100,000	5,000	-
On or before the first anniversary of the listing on April 25, 2019 (issued and paid)	100,000	10,000	75,000
On or before the second anniversary of the listing on April 25, 2019 (issued, paid and incurred)	100,000	20,000	100,000
On or before the third anniversary of the listing on April 25, 2019	200,000	40,000	200,000
On or before the fourth anniversary of the listing on April 25, 2019	200,000	50,000	200,000
Total	700,000	130,000	650,000

** the \$75,000 is for the first year from the execution date.

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$750,000 and the remaining 2% for \$1,000,000 at any time prior to the commencement of commercial production. As at June 30, 2021, the Company had incurred some exploration expenditure that were due on or before second anniversary of the listing on April 25, 2019 but not the entire \$100,000.

On January 26, 2021, the Company had paid the \$10,000 in cash and issued 100,000 common shares that were due on or before the first anniversary of the listing on April 25, 2019.

On May 21, 2021, the Company had issued 100,000 common shares that was due on or before the second anniversary of the listing on April 25, 2019.

On May 26, 2021, the Company had paid the \$20,000 in cash that was due on or before the second anniversary of the listing on April 25, 2019.

Bro Property

Pursuant to an agreement dated April 21, 2021, the Company acquired an option to purchase a 100% interest in four mineral claims located in Yukon, collectively known as the Bro Property for an aggregate consideration of CAD \$3,000,000. The Optionors will retain a 3% Net Smelter Returns royalty on the Property.

Payments in cash or stock to comprise a total CAD\$2,500,000 as to the following:

- CAD\$500,000 payable within 30 days of signing
- CAD\$500,000 payable on the first anniversary
- CAD\$500,000 payable on the second anniversary
- CAD\$1,000,000 payable on the third anniversary

Payments in cash to comprise a total CAD\$500,000 as to the following:

- CAD\$100,000 payable within 30 days of signing
- CAD\$100,000 payable on the first anniversary
- CAD\$100,000 payable on the second anniversary
- CAD\$200,000 payable on the third anniversary

On April 26, 2021, the Company had paid the \$500,000 in cash that was due on within 30 days signing of the agreement.

During the year ended September 30, 2021 the Company received \$19,310 in respect of the BC mining tax credit (2020: \$Nil)

SELECTED ANNUAL INFORMATION (\$000's except loss per share)

	September 30, <u>2021</u>	September 30, <u>2020</u>	September 30, <u>2019</u>
Revenue	\$ 0	\$ 0	\$ 0
Net Loss	\$ (437)	\$ (190)	\$ (211)
Basic and Diluted Loss Per Share	\$ (0.01)	\$ (0.01)	\$ (0.02)
Total Assets	\$ 1,434	\$ 325	\$ 196
Long-Term Debt	\$ 0	\$ 0	\$ 0
Dividends	\$ 0	\$ 0	\$ 0

OPERATIONS

The year ended September 30, 2021

For the year ended September 30, 2021 the Company reported a net loss of \$436,859 compared to a loss of \$190,187 in prior year. An applicable BC Mining Exploration tax credit of \$19,310 was a significant contributor in the determination of net profit. Other contributors to the quarterly net loss include (i) \$3,013 attributable to interest income (ii) a \$127,553 realized loss on sales of marketable securities and (iii) a \$4,554 unrealized gain on marketable securities.

Expenses for the year ended September 30, 2021 include \$23,703 on accounting fees (2020 \$59,732), \$15,847 (2020 - \$20,552) on rent, \$185,492 (2020 - \$nil) on professional fees, \$13,656 (2020 - \$20,250) on legal fees, \$56,000 (2020 - \$20,500) on management fees, \$12,121 (2020 - \$14,976) on transfer agent and filing fees, \$1,887 (2020 - \$13,361) on travel and promotion.

SUMMARY OF QUARTERLY RESULTS
(\$000's except earnings per share)

	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020	September 30, 2020
	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-
Net income (loss)	465	(1,017)	104	11	(40)
Basic and diluted Income (Loss) per share	(0.00)	(0.04)	(0.00)	(0.00)	(0.00)

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-
Net income (loss)	(43)	(61)	(46)	(17)	(117)
Basic and diluted Income (Loss) per share	(0.00)	(0.01)	(0.00)	(0.01)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents at September 30, 2021 were \$64,332 compared to \$107,727 at September 30, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

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

Management fees and share-based payments were incurred from a director and a company owned by a director of the Company. Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

During the year ended September 30, 2021, the Company incurred \$7,500 (2020 -\$Nil) in consulting fee to a director. As at September 30, 2021, an amount of \$3,500 (2020 - \$Nil) included in accounts payable was due to companies controlled by the CFO of the Company.

During the year ended September 30, 2021, the Company incurred \$18,835 (2020 -\$Nil) in professional fees related to a company controlled by the CFO. As at September 30, 2021, an amount of \$13,052 (2020 - \$Nil) included in accounts payable was due to companies controlled by the CFO of the Company.

As at September 30, 2021, an amount of \$7,500 (2020 - \$Nil) included in amounts receivable was due from the director of the Company.

The Company and Crest Resources Inc. (Note 6) share a common officer.

The Company had incurred the following key management personnel cost from related parties:

	September 30, 2021	September 30, 2020
	\$	\$
Management fees	56,000	9,000

COMMITMENTS

The Company is committed to certain cash payments, share issuance and exploration expenditures in connection with the acquisition of its mineral property claims.

APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company adopted the following new standards effective October 1, 2019:

Leases – On October 1, 2019, the Company adopted IFRS 16 –Leases (“IFRS 16”) which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The adoption of IFRS 16 on October 1, 2019 did not have an impact on the Company’s financial statements.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company adopted the following new standards effective October 1, 2019:

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new Standards and determined that there are no standards that are expected to have a material impact on the Company.

CRITICAL ACCOUNTING POLICIES

The preparation of the financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements. The critical accounting estimates and judgments used by the Company are described in Note 3 of the Company's audited financial statements for the year ended September 30, 2020.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - 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 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at September 30, 2021 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	64,332	–	–	64,332
Marketable securities	638,080	-	-	638,080

Financial risk management objectives and policies

The Company's financial instruments include cash and marketable securities. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

SHARE CAPITAL

Issued

The company has 47,795,601 shares issued and outstanding as at September 30, 2021 and January 28, 2022.

Share Purchase Options

The Company has no stock options outstanding at September 30, 2021 and January 28, 2022.

Warrants

The Company has 16,583,400 share purchase warrants outstanding at September 30, 2021 and January 28, 2022.

Escrow Shares

The Company has 1,500,001 shares held in escrow at September 30, 2021 and January 28, 2022.

PROPOSED TRANSACTIONS

N/A

SIGNIFICANT CHANGES FROM PREVIOUS DISCLOSURE

N/A

COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the outbreak and spread of a novel coronavirus, COVID-19, a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including implementing travel restrictions, border closures, nonessential business closures, quarantines, self-isolation and physical distancing.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans, which may include: (i) restriction of international travel by management; (ii) unavailability of contractors and subcontractors; (iii) interruption of supplies from third parties upon which the Company relies; (iv) restrictions imposed by governments to address the COVID-19 pandemic; (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others; and (vi) upheaval of global financial conditions, including market reaction to COVID-19. It is not currently possible to predict the extent or duration of these potential disruptions, which may have a material adverse effect on the Company's business, financial condition and results of operations.

The Company has implemented precautionary measures at its corporate office, including limiting visits to essential personnel and ensuring proper protocols are followed with respect to health, hygiene and physical distancing. The Company's exploration and operational activities planned for 2020 are expected to continue in an orderly fashion while ensuring the safety of employees.

BOARD OF DIRECTORS AND OFFICERS

President and Director	: Justin Corinella
Director	: Christopher Reynolds
Director	: Nicholas Rodway
Director	: Geoff Hultin
Chief Financial Officer	: Bryce Clark
Corporate Secretary	: John Kim

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

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

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

The Company maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

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

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