The Management's Discussion and Analysis ("MD&A") was prepared as of May 31, 2023 and is intended to supplement and complement the audited consolidated financial statements of Volatus Capital Corp. (the "Company") for the year ended January 31, 2023 and 2022, and related notes attached thereto. Accordingly, this MD&A includes the results of operations and cash flows of the Company for the year ended January 31, 2023 and the reader must be aware that historical results are not necessarily indicative of the future performance. All amounts are reported in Canadian dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting.

The Company's audited consolidated financial statements were prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation for the foreseeable future. The operations of the Company were primarily funded by the issue of share capital. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, complete sufficient debt or equity financing, or generate profitable operations in the future. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

## DESCRIPTION OF BUSINESS

The Company, which was incorporated on November 6, 2018, under the laws of British Columbia, is a public company listed on the Canadian Securities Exchange (the "CSE") and trades under the symbol VC. The address of the Company's corporate office and its principal place of business is located at 2900 - 733 Seymour Street, Vancouver, British Columbia, Canada, V6B 0S6.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at January 31, 2023, the Company had not yet determined whether the Company's mineral properties contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets 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 properties 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.

During the year ended January 31, 2021, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and specifically, the regional economies in which the Company operates. The pandemic could result in delays in the course of business, including potential delays to its business plans and activities, and could have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These uncertainties raise substantial doubt upon the Company's ability to continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

**FORWARD-LOOKING STATEMENTS**

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; and (v) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base precious metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; and (v) environmental risks and changes in environmental legislation.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward-looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

## EXPLORATION PROJECTS

| Year Ended January 31, 2023 | Split Dome Copper Property | Untapped Property | To Do and Lions Den Gold Properties | JD Property | Belle Property | More Creek Property | Bentley Property | Lone Mountain Property | Williams EXT | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **Acquisition Costs:** | | | | | | | | | | |
| Balance, beginning of year | $ 363,500 | $ 960,000 | $ 1,205,000 | $ 262,250 | $ 124,793 | $ 106,606 | $ 41,250 | $ 550,000 | $ 220,000 | $ 3,833,399 |
| Acquisition costs – cash | - | - | - | 200,000 | 25,000 | - | - | - | - | 225,000 |
| Acquisition costs – shares | - | - | - | 8,750 | 1,875 | 35,000 | - | - | - | 45,625 |
| Write off adjustment | - | - | - | - | - | - | - | - | (220,000) | (220,000) |
| Balance, end of year | 363,500 | 960,000 | 1,205,000 | 471,000 | 151,668 | 141,606 | 41,250 | 550,000 | - | 3,884,024 |
| **Exploration Costs:** | | | | | | | | | | |
| Balance, beginning of year | 117,524 | 98,159 | 183,059 | 1,618,379 | 700 | 168,391 | 56,286 | 95,951 | 125,313 | 2,463,762 |
| Administration and consulting | 2,500 | 4,000 | 9,950 | 71,623 | - | - | - | 5,100 | 4,200 | 97,373 |
| Field work | - | - | 500 | 353,760 | - | - | - | - | - | 354,260 |
| Write off adjustment | - | - | - | - | - | - | - | - | (129,513) | (129,513) |
| Balance, end of year | 120,024 | 102,159 | 193,509 | 2,043,762 | 700 | 168,391 | 56,286 | 101,051 | -- | 2,785,882 |
| **Total** | $ 483,524 | $1,062,159 | $ 1,398,509 | $ 2,514,762 | $ 152,368 | $ 309,997 | $ 97,536 | $ 651,051 | $ - | $ 6,669,906 |

| Year Ended January 31, 2022 | **Split Dome Copper Property** | **Sunset Copper Star Property** | **Untapped Property** | **To Do and Lions Den Gold Properties** | **JD Property** | **Belle Property** | **More Creek Property** | **Bentley Property** | **Lone Mountain Property** | **Lunar-Frog Property** | **Williams EXT** | **Gosco and Last Zone Properties** | **Total** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Acquisition Costs:** | | | | | | | | | | | | | |
| Balance, beginning of year | $ 363,500 | $ - | $ 960,000 | $ 1,205,000 | $ 139,750 | $ 88,543 | $ 81,606 | $ - | $ 550,000 | $ 330,000 | $ 220,000 | $ 66,000 | $ 4,004,399 |
| Acquisition costs – cash | - | - | - | - | 100,000 | 25,000 | 25,000 | 7,500 | - | - | - | 25,000 | 182,500 |
| Acquisition costs – shares | - | - | - | - | 22,500 | 11,250 | - | 33,750 | - | - | - | - | 67,500 |
| Write-down | - | - | - | - | - | - | - | - | - | (330,000) | - | (91,000) | (421,000) |
| Balance, end of year | 363,500 | - | 960,000 | 1,205,000 | 262,250 | 124,793 | 106,606 | 41,250 | 550,000 | - | 220,000 | - | 3,833,399 |
| **Exploration Costs:** | | | | | | | | | | | | | |
| Balance, beginning of year | - | - | - | - | 196,778 | 700 | 500 | - | - | - | - | - | 197,978 |
| Administration and consulting | 61,126 | 2,400 | 8,263 | 14,175 | 213,988 | - | 6,750 | 2,537 | 49,850 | - | 125,313 | 287 | 484,689 |
| Assay | - | - | - | | 5,720 | - | - | - | - | - | - | - | 5,720 |
| Field work | 56,398 | - | 89,896 | 168,884 | 1,232,224 | - | 161,141 | 53,749 | 46,101 | - | - | - | 1,808,393 |
| Cost recovery | - | - | - | - | (30,331) | - | - | - | - | - | - | - | (30,331) |
| Write-down | - | (2,400) | - | - | - | - | - | - | - | - | - | (287) | (2,687) |
| Balance, end of year | 117,524 | - | 98,159 | 183,059 | 1,618,379 | 700 | 168,391 | 56,286 | 95,951 | - | 125,313 | - | 2,463,762 |
| **Total** | $ 481,024 | $ - | $ 1,058,159 | $ 1,388,059 | $1,880,629 | $ 125,493 | $ 274,997 | $ 97,536 | $ 645,951 | $ - | $ 345,313 | $ - | $ 6,297,161 |

**Split Dome Copper Project**

During the year ended January 31, 2020, the Company entered into a purchase and sale agreement with a company owned by the former Chief Executive Officer to acquire up to a 100% interest, subject to a 0.25% NSR royalty, in the Split Dome copper project located near Hazelton, British Columbia. In exchange for the 100% interest, during the year ended January 31, 2021, the Company issued 250,000 shares at a value of $270,000 and 125,000 warrants with a term of 36 months and an exercise price of $1.20.

The Split Dome copper project consists of four claim groups totaling 5,840 hectares located 55 km north-east of Hazelton, British Columbia on the west side of the Babine Valley. The project can be accessed by active forestry roads on the northern and southern sides of the claim group, which in turn are accessed by two turnoffs north and south of Smithers on Highway 16. Lodges and camp areas are found to the south-southeast in the Fort Babine area.

An aerial geophysical survey was also carried out on the Split Dome Property by Precision GeoSurveys Inc. (Precision) between September 21st and 25th 2021. This survey covered 650 line-km flown at 100 m line spacing over a total area of 58.4 $km^2$.

**Untapped Property (formerly called Compass Project)**

In June 2020, the Company earned a 100% interest, subject to a 1% NSR royalty of which the Company may purchase 0.5% for $500,000 at any time, in the Untapped property by issuing 800,000 common shares with a value of $960,000.

The Untapped property is composed of five mineral claims encompassing a land area of approximately 7,053 hectares located in the resurgent Toodoggone Mining Camp in northwestern British Columbia.

Volatus Capital Corp. engaged the services of Precision GeoSurveys of Langley to undertake a 1063 -line km airborne geophysical survey. The survey was flown November 13 to November 28, 2021.

**To Do and Lions Den Gold Properties (formerly called Peak and Lions Den Gold Properties)**

In June 2020, the Company entered into a purchase and sale agreement with a company controlled by the former Chief Executive Officer to acquire a 100% interest, subject to a 1.5% NSR royalty retained by Crest Resources Inc., a related party, in the To Do and Lions Den Gold properties located in the Kemess-Toodoggone porphyry gold-copper epithermal gold district in northwestern British Columbia.

In exchange for the 100% interest, the Company issued 950,000 common shares with a value of $1,140,000, paid $65,000 in cash and incurred exploration expenditures of $100,000. The To Do (4,742 ha) and Lions Den (11,569 ha) properties are composed of 14 mineral claims, encompassing a total land area of approximately 13,764 ha.

Volatus Capital Corp. engaged the services of Precision GeoSurveys of Langley to undertake a 1365 -line km airborne geophysical survey. The survey was flown November 8 to November 29, 2021.

**JD Property**

In July 2020, the Company entered into an option agreement to acquire a 100% interest subject to a 2.5% NSR royalty, in the JD property located in the Omineca Mining Division in northern British Columbia. To earn the interest, the Company must make payments totaling $1,200,000, issue 1,000,000 common shares and incur exploration expenditures totaling $16,000,000, as follow:

i) $70,000 in cash (paid) and shares valued at $30,000 (issued);
ii) $100,000 (paid) and 62,500 common shares (issued at a value of $22,500) on July 28, 2021;
iii) $200,000 (paid) and 125,000 common shares (issued at a value of $8,750) on July 28, 2022;
iv) $200,000 and 187,500 common shares on July 28, 2023;
v) $250,000 and 250,000 common shares on July 28, 2024;
vi) $350,000 and 375,000 common shares on July 28, 2025;
vii) incur not less than $200,000 on or before October 28, 2020 (incurred);

viii) incur $1,000,000 on or before October 28, 2021 (incurred);
ix) incur $1,300,000 on or before December 31, 2022; with discretion to defer up to $800,000 to December 31, 2023 (incurred $425,383 as at January 31, 2023.)
x) incur $2,000,000 on or before December 31, 2023;
xi) incur $3,000,000 on or before December 31, 2024;
xii) incur $4,000,000 on or before December 31, 2025; and
xiii) incur $4,500,000 on or before December 31, 2026.

The Company also issued 28,393 common shares (valued at $39,750) as finder's fees during the year ended January 31, 2021.

The property is comprised of 32 mineral claims (13,697 ha) in the resurgent Toodoggone Mining Camp located in northwestern British Columbia. The JD Property is 280 km northeast of the Omineca Mining Division (Smithers, BC) in the historically significant Toodoggone gold district of north-central British Columbia.

The JD Property is strategically located in the center of the Toodoggone District. It lies adjacent to the north and east of Benchmark Metals Inc's Lawyers property, adjacent to the south of the Porphyry Pearl and Oxide Peak properties and some 15 km south of Evergold Gold Corp.'s Golden Lion property on the north and east Guardsmen Resources Inc's Ranch property is adjacent to the west.

Project Highlights:

- $15 million in historical work on the Project focused primarily on the epithermal gold targets.
- High grade zone with the Finn zone grades of up to 13.28 g/t gold over 8.8m.
- 12 other significant Au and Au/Ag targets ranging from high grade veins, to stratiform and fault zone hosted mineralization with grades of up to 4m at 103.3g/t Au, 92.2 g/t Ag, 1.34% Cu and 11.7% Zn.

The Company's initial 2020 exploration program focused on gold exploration in the Moosehorn area, (north of Benchmark's Lawyers Trend) and porphyry copper alteration and mineralization in Mc Claire Creek and the North East Zone.

The company is focused to continue on exploration on these core targets in 2022 while also expanding on the known gold mineralization around the Finn Zone.

The Company established a 10-man camp at JD and conducted follow-up work on areas identified during the 2021 exploration program. It conducted an airborne VTEM and magnetic geophysical survey with radiometrics ("VTEM") that was carried out by Geotech Ltd.

**Leigh Creek Magnesite Project**

During the year ended January 31, 2021, the Company entered into an agreement to acquire MagMetal, a private Australian Issuer holding a 20% interest in the Leigh Creek Magnesite Pty Ltd. The Company issued 1,788,724 common shares at a value of $3,040,831 and paid cash of $500,000.

The underlying property is subject to a NSR ranging from 1.25% to 2.5%.

The Company paid $300,000 to enter an option agreement to purchase a 100% undivided interest in exploration license #5730 (old license – now is EL6573) in Southern Australia.

The Leigh Creek project is located in Southern Australia and is composed of one exploration license totaling 542 square kilometres. Within the bounds of the project there are several historical magnesite occurrences: the Mount Hutton South, Mount Hutton, Mt Playfair, Pug Hill and Termination.

Magnesite showings on the Leigh Creek project are of the cryptocrystalline sedimentary type, occurring in eoproterzoic skillogalee dolomite beds which are known to extend over 120 km in a northwest trend. The magnesite beds, which are up to eight metres thick in places, were formed by almost pure magnesite precipitation in ancient, shallow marginal marine lagoons and mud flats. The cryptocrystalline magnesite clasts are set in a microcrystalline dolomite and talc matrix, and each magnesite bed has unique chemical and mineralogical characteristics.

The magnesite occurrences on the Leigh Creek project have historical resources associated with them.

| Historical Resource | Measured (Mt) | Indicated (Mt) | Inland (PA) | Total (Mt) | Mg0 (%) |
|---|---|---|---|---|---|
| Mount Hutton | 18.30 | 42.00 | 53.00 | 113.30 | 42.90 |
| Mount Hutton South | | 72.00 | 53.00 | 125.00 | 42.90 |
| Mount Playfair | - | 21.00 | 23.00 | 44.00 | 42.50 |
| Pug Hill | - | 10.00 | 10.00 | 20.00 | 42.70 |
| Termination Hill | 4.00 | 5.00 | 20.00 | 29.00 | 42.80 |
| Myrtle Springs | - | 10.00 | | 10.00 | 42.90 |

The Leigh Creek project was formerly owned by a succession of related companies, including Samag, Pima Mining and Magnesium Development Ltd., and Magnesium International Ltd. For simplicity all reference to historic information will be attributed to Samag.

These mineral resources are historical in nature and should not be relied upon. The qualified person has not verified their relevance or reliability. The work required to update these mineral resources to the current CIM standards criteria is unknown. The historical resources above are all from a 2002 feasibility study generated by Samag Ltd. The parameters used to calculate each of the above historical estimates are discussed below if known.

The qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves; the issuer is not treating the historical estimate as current mineral resources.

**Mount Hutton and Mount Hutton South** resources are sedimentary magnesite beds and were assumed to be tabular bodies, due to their planar top and bottom surfaces and consistent thickness. Tonnage calculations were made considering thickness, vertical depth, dip and specific gravity. All inferred resources were calculated to a vertical depth of 60 m. Thicknesses of each bed were calculated by considering the apparent thickness from drill intercepts and the bedding angle of the top and bottom contacts.

A thickness for each bed at an average dip was extrapolated halfway to the neighbouring traverse. Not all magnesite beds were targeted in each traverse as some beds were only intercepted twice. In this situation, beds were identified in outcrop along strike and placed in the inferred resource category. Magnesite beds intercepted in neighbouring traverses are assumed to be continuous between traverses and hence were placed in the indicated resource category.

**Myrtle Springs and Mount Playfair** resources were calculated using a simple volumetric approach based on the assumption that magnesite beds represent tabular bodies was used to calculate the tonnages.

**Pug Hill and Termination Hill** resources were calculated using a simple volumetric approach based on the assumption that magnesite beds represent tabular bodies and was used to calculate tonnages from Pug Hill drilling data. Weighted averages of all geochemical intercepts used in tonnage calculations constitute the grades quoted.

The company's investment in magnesium metal is in alignment with its vision of the growth of the green economy. The unique properties of magnesium to create a high-strength, low-weight metal and associated alloys for use in electric vehicles allows for the reduction of vehicle weight while driving down battery size and costs.

**Belle Property**

In August 2020, the Company entered into an agreement to acquire a 100% interest in the Belle property, located in the center of the Toodoggone Gold and Copper Mining District, northern British Columbia. To execute the option, the Company is required to make the following payments:

1.$25,000 (paid) and 31,250 common shares on August 5, 2020 (issued at a value of $50,000);
2.$25,000 (paid) and 31,250 common shares on August 5, 2021 (issued at a value of $11,250);
3.$25,000 (paid)and 31,250 common shares on August 5, 2022 (issued at a value of $1,875); and

4.$25,000 and 31,250 common shares on August 5, 2023.

The Company also issued 8,464 common shares as finder's fees during the year ended January 31, 2021.

The property is subject to a 2% NSR.

The Belle Property comprises seven mineral tenures covering 1,691 ha and is surrounded by, and contiguous to Volatus' optioned JD property in the Toodoggone gold district of north-central BC. The Belle Property is underlain by the same Jurassic age volcanic package (Toodoggone Formation) that hosts widespread gold mineralization on the JD property. Exploration on the Belle Property was most recently conducted during the 1980's where programs consisting of mapping and sampling, soil geochemistry and trenching were completed primarily by Manson Creek Resources. This work was centered approximately three kilometres due south of the JD Project's Finn Zone.

Gold and silver mineralization on the Belle Property has been observed in two areas; the South Zone and the North Zone, which are 1.5 kilometres apart. Gold and silver mineralization of the South Zone is hosted in a northwest striking shear zone that has been traced by systematic trenching for 200 meters along strike. This zone is characterized by a wide (up to 20 meters) northwest trending zone of argillic alteration cored by sulphide bearing (pyrite, galena, and sphalerite) siliceous breccias with minor barite.

The Company completed 3 survey lines of the proposed 4 lines of Induced Polarization geophysical survey ("IP) at Belle property. The survey was carried out by Peter E. Walcott and Associates Ltd.

**More Creek Property**

In August 2020, the Company entered into an agreement to acquire a 100% interest in the More Creek Project, located the Golden Triangle District of northwest British Columbia. To execute the option, the Company is required to make the following payments:

1. $25,000 on August 21, 2020 (paid);
2. 25,000 common shares on or before September 1, 2020 (issued at a value of $39,000);
3. $25,000 in cash or shares on or before July 22, 2021 (paid);
4. $50,000 in cash or shares on or before August 21, 2022 (1,000,000 shares issued on January 31, 2023 at a value of $35,000); and
5. $50,000 in cash or shares on or before July 22, 2023.

The Company is required to incur exploration expenditures totaling $600,000 as follow:

1. $100,000 on or before December 31, 2021 (incurred);
2. $250,000 on or before August 21, 2023; and
3. $250,000 in development costs on or before December 31, 2023.

The Company also issued 11,286 common shares as finder's fees during the year ended January 31, 2021.

The property is subject to a 2% NSR. In the event the Company acquires 100% interest in the property, the property will be subject to an additional 1% NSR of which 0.5% can be purchased at any time for $500,000.

The More Creek Project is located in the heart of the Golden Triangle District, British Columbia. It is an early stage project which hosts gold in stream and till samples. Looking up slope from the stream and till sample locations anomalous mercury in two discrete silica caps suggest the potential for a gold enrichment lower in the epithermal system.

The More Creek property comprises five mineral tenures totaling 6,432 hectares in the Golden Triangle District of northwest British Columbia. The property was staked by Tower.

Together, these historic data suggests the Sinter zone may represent the upper, barren zone of an epithermal gold system and gold mineralization should be targeted vertically below the outcropping alteration zone. This exploration model has not yet been tested by systematic diamond drilling. The known showings remain underexplored with numerous opportunities to expand the exploration targets through follow up on anomalous stream sediments and till samples.

Volatus Capital Corp. engaged the services of Precision GeoSurveys of Langley to undertake a 965-line km airborne geophysical survey.

**Bentley Property**

During the year ended January 31, 2022, the Company acquired a 100% interest in the Bentley property located in the Toodoggone district north central British Columbia by issuing 62,500 common shares (valued at $33,750) and paying $7,500.

**EXT Property (formerly called Williams Extension East-West Property)**

In November 2020, the Company entered into an agreement to acquire a 100% interest in Williams Extension East-West property located in the Golden Horseshoe of Toodoggone Region, located 70 km northwest of Kemess, British Columbia. To earn the interest, the Company issued 250,000 common shares (valued at $220,000).

Volatus Capital Corp. engaged the services of Precision GeoSurveys Inc. of Langley to undertake a 1445 -line km airborne geophysical survey.

During the year ended January 31, 2023, the Company decided to focus on its other claims and has written down the Williams EXT property to $Nil.

**Lone Mountain Property**

In November 2020, the Company entered into an agreement to acquire a 100% interest in Lone Mountain property located in British Columbia. To earn the interest, the Company issued 625,000 common shares (valued at $550,000). The Lone Mountain property is subject to historical underlying 2% NSR.

A helicopter-borne geophysical survey was conducted by Precision Geosurveys Inc. for Volatus Capital Corp., on the Lone Mountain Property between September 21 and 25th and on October 16th 2021. The survey was flown over 521 line-kilometers and covered an approximate area of 46.9 km2.

**Gosco claims and the Last Zone**

In November 2020, the Company entered into an agreement to acquire a 100% interest in Gosco claims and the Last zone located in British Columbia. To earn the interest, the Company paid $25,000 and issued 75,000 common shares (at a value of $66,000). The Gosco claims and the Last Zone claims are subject to a 1% NSR. The Gosco claims are approximately 60 kilometres north of the town of Hazelton, B.C.

During the year ended January 31, 2022, the Company has impaired the property to $Nil and recorded a write-down of $91,287 in the statement of loss and comprehensive loss.

On May 3, 2023 the above technical information has been reviewed and approved by a shareholder Derrick Strickland P.Geo (1000315) a Qualified Person as defined by NI43-101.

**RESULTS OF OPERATIONS**

*Year ended January 31, 2023*

The Company incurred a loss and comprehensive loss of $1,057,712 (2022 – $830,232) for the year ended January 31, 2023. A brief explanation of the significant changes in expenses by category is provided below:

- Interest on loans receivable of $nil (2022 – $19,269) due to a decrease on loan receivable amounts outstanding in the current year.

- Interest on loans payable of $93,275 (2022 – $1,393) due to an increase in loans payable obtained in the current year.

- Consulting fees of $302,310 (2022 – $nil) due to an increase in activity in the Company resulting in increased number of consultants in the current year.

- Realized gain on marketable securities of $2,459 (2022 – loss of $150,056) due to the sale of marketable securities during the current year.

- Unrealized loss on marketable securities of $45,132 (2022 – gain of $17,161) due to a decrease in the fair market value of unsold marketable securities in the current year.

- Rent of $18,975 (2022 – $40,525) decreased due to rent office agreement ending in December 2022.

- Reversal of flow-through premium liability of $nil (2022 – $40,000) due to the flow-through expenditures incurred during the current year.

- Write-off of exploration and evaluation assets of $349,513 (2022 – $423,687) decreased due to a write-down related to the Sunset Copper Star in the 2022 fiscal year; which carried a higher value compared to Williams EXT.

**SELECTED ANNUAL INFORMATION**

| | | **January 31, 2023** | | **January 31, 2022** | | **January 31, 2021** |
|---|---|---|---|---|---|---|
| Total revenue | $ | - | $ | - | $ | - |
| Net loss for the year | $ | (1,057,712) | $ | (830,232) | $ | (267,606) |
| Basic and diluted loss per share | $ | (0.04) | $ | (0.07) | $ | (0.04) |
| Total assets | $ | 10,684,752 | $ | 10,398,738 | $ | 9,192,281 |
| Total long-term liabilities | $ | - | $ | - | $ | - |

**FOURTH QUARTER:**

During the fourth quarter, the Company incurred a loss and comprehensive loss of $470,965 (2022 – $541,200). The increase in loss is due mainly to higher operating expenses to manage investments and promote the Company's activity.

A brief explanation of the significant changes in expenses by category is provided below:

- Interest on loans receivable of $Nil (2022 – $Nil) No changes from prior comparative period.

- Consulting fees of $33,850 (2022 – $Nil) due to an increase in activity in the Company resulting in increased number of consultants in the current year.

- Managing fees of $33,000 (2022 – ($37,300)) due to a recovery of expenses in comparative period.

- Realized loss on marketable securities of $2,770 (2022 – loss of $160,381) due to more activity on sale of marketable securities during the comparative period.

- Unrealized loss on marketable securities of $5,585 (2022 – loss of $192,122) due to more activity on sale of marketable securities during the comparative period.

- Write-off of exploration and evaluation assets of $349,513 (2022 – $421,287) decreased due to net value difference between properties written-down in current year compared to prior year.

**QUARTERLY INFORMATION**

| | | **January 31, 2023** | | **October 31, 2022** | | **July 31, 2022** | | **April 30, 2022** |
|---|---|---|---|---|---|---|---|---|
| Total revenue | $ | - | $ | - | $ | - | $ | - |
| Net loss for the period | $ | (470,965) | $ | (233,523) | $ | (196,420) | $ | (156,804) |
| Basic and diluted loss per share | $ | (0.02) | $ | (0.01) | $ | (0.01) | $ | (0.01) |
| Total assets | $ | 10,684,752 | $ | 10,935,909 | $ | 10,435,123 | $ | 10,425,485 |
| Total long-term liabilities | $ | - | $ | - | $ | - | $ | - |
| | | **January 31, 2022** | | **October 31, 2021** | | **July 31, 2021** | | **April 30, 2021** |
| Total revenue | $ | - | $ | - | $ | - | $ | - |
| Net income (loss) for the period | $ | (541,200) | $ | (155,816) | $ | (163,302) | $ | 30,086 |
| Basic and diluted income (loss) per share | $ | (0.01) | $ | (0.00) | $ | (0.00) | $ | 0.00 |
| Total assets | $ | 10,398,738 | $ | 10,542,211 | $ | 9,914,147 | $ | 9,401,519 |
| Total long-term liabilities | $ | - | $ | - | $ | - | $ | - |

During the quarter ended January 31, 2023, total assets decreased to $10,684,752 (October 31, 2022 – $10,398,738) mainly due to the write off of the Williams EXT property; offset by the increase in acquisition of marketable securities during the period. Net loss increased from the prior quarter due to an increase in management and consulting fees, and a write off on the Williams EXT property and unrealized loss on investments during the period.

During the quarter ended October 31, 2022, total assets increased to $10,935,909 (July 31, 2022 - $10,435,123) mainly due to the capitalization of exploration and evaluation disbursements incurred during the period mainly on the JD property. Net loss increased from the prior quarter due to an increase in management and consulting fees during the period.

During the quarter ended July 31, 2022, total assets decreased to $10,435,123 (April 30, 2022 - $10425,485) mainly due to the decrease in fair market value of marketable securities during the period. Net loss increased to $196,420 (April 30, 2022 – $156,804) due to consulting fees of $134,400 in the current period and $169,150 in management, directors and consulting fees for the three months ended July 31, 2022.

During the quarter ended April 30, 2022, total asset increased to $10,425,485 (January 31, 2022 - $10,398,738), mainly due to the capitalization of exploration and evaluation disbursements incurred during the period mainly on the JD property. Net loss decreased to $156,804 (January 31, 2022 – $541,200) due to writing off of the Lunar-Frog, Gosco and Last Zone Properties resulting in an impairment cost of $421,287 in the comparative period.

During the quarter ended January 31, 2022, total assets decreased to $10,398,738 (October 31, 2021 - $10,542,211) due to write-off of exploration and evaluation assets of $423,687 related to the Sunset Copper Star, Lunar-Frog, Gosco & Last Zone Properties.

During the quarter ended October 31, 2021, total assets increased to $10,542,211 (July 31, 2021 - $9,914,147) due to field work of $275,866 and geological and survey work of $473,726 completed at the JD property.

During the quarter ended July 31, 2021, net loss increased to $163,302 (April 30, 2021 – income of $30,086) primarily due to the exercise of warrants in Rain City Resources.

During the quarter ended April 30, 2021, net income increased to $30,086 (January 31, 2021 – net loss of $125,883) due to unrealized gain on Origen Resources Inc. common shares of $123,597.

**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. Transactions with related parties have been completed during the regular course of business.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer and Chief Financial Officer. The remuneration of directors and other members of key management personnel during the years ended January 31, 2023 and 2022 were as follows:

| | Beneficial owner | Nature of Fees | | 2023 | | 2022 |
|---|---|---|---|---|---|---|
| **Related parties:** | | | | | | |
| Chief Executive Officer | Christopher Reynolds | Management | $ | 70,000 | $ | - |
| Chief Executive Officer | Christopher Reynolds | Consulting | $ | 15,000 | $ | - |
| Former Chief Executive Officer | Fred Tejada | Exploration | $ | 50,000 | $ | 74,000 |
| Former Chief Executive Officer | Michael Collins | Management | $ | 50,750 | $ | 31,000 |
| Chief Financial Officer | Rachel Chae | Management | $ | 17,000 | $ | 12,000 |
| A Company controlled by a person related to the CEO | Damien Reynolds | Consulting | $ | 180,000 | $ | - |
| A Company controlled by a person related to the CEO | Emma Fairhurst | Consulting | $ | 50,000 | $ | - |
| A Company controlled by a director of the Company's subsidiary | Belle Morgan | Management | $ | - | $ | 28,000 |
| A Company related by a common former Chief Executive Officer | Crest Resources Inc. | Management | $ | - | $ | 87,000 |
| A Company controlled by a director | Alex McAulay | Consulting | $ | 23,810 | $ | - |
| A Company related by a common former Chief Executive Officer | Crest Resources Inc. | Consulting fees (Recovery) * | $ | - | $ | (100,000) |

*In the year ending January 31, 2021, this related party was paid consulting fees for $112,500. Upon review, it was determined that only $12,500 was earned; therefore, a refund was received.

As at January 31, 2023, accounts payable and accrued liabilities include $289,466 (2022 – $170,009) due to related parties. All amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

During the year ended January 31, 2023, the Company entered into a loan agreement with a Company controlled by a common director to borrow $187,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on August 2, 2022. During the year ended January 31, 2023, the Company accrued $38,578 of interest. During the year ended January 31, 2023, the Company repaid the loan in full.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $30,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus is due on September 30, 2022. During the year ended January 31, 2023, the Company accrued $7,875 of interest. At January 31, 2023, the loan has been paid in full.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $12,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was due on October 20, 2022. During the year ended January 31, 2023, the Company accrued $3,195 of interest and repaid $10,125 on the loan. At January 31, 2023, the balance payable consists of $1,875 in principal and $3,195 in cumulative interest.

During the year ended January 31, 2023, the Company entered into a loan agreement with a company controlled by a common director to borrow $10,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus is due on November 30, 2022. During the year ended January 31, 2023, the Company accrued $2,687 of interest. At January 31, 2023, the balance payable consists of $10,000 in principal and $2,687 in cumulative interest.

During the year ended January 31, 2022, the Company entered into a loan agreement with a company controlled by a common director to borrow $30,000. This is an unsecured non-interest-bearing loan. As at January 31, 2023, the loan balance is $30,000.

During the year ended January 31, 2022, the Company entered into a loan agreement with a company controlled by a common director to borrow $115,000. The principal amount of the loan plus accrued interest of 10% per annum and a 20% bonus was payable on June 17, 2022. During the year ended January 31, 2022, the Company accrued $1,393 of interest. During the year ended January 31, 2023, the Company accrued $23,945 of interest and repaid the loan in full.

During the year ended January 31, 2021, the Company entered into a loan agreement with a company controlled by the former Chief Executive Officer to lend $40,000. The principal amount of the loan plus accrued interest of 2% per month was payable on or before 10 days after notice in writing of demand by the Company. The borrower pledged 4,000,000 common shares of Origen Resources Inc. as collateral against repayment of the loan and accrued interest. During the year ended January 31, 2022, the Company accrued $4,760 in interest receivable and received $51,286.

During the year ended January 31, 2021, the Company entered into a loan agreement with a company controlled by a common director to lend $150,000. The principal amount of the loan plus accrued interest of 2% per month was payable on or before 10 days after notice in writing of demand by the Company. During the year ended January 31, 2021, the Company accrued $6,707 of interest and received $150,000. The Company has incurred monthly management fees payable to the borrower which are outstanding. During the year ended January 31, 2022, the Company transferred $6,653 to accounts payable to offset the management fees payable to the borrower. At January 31, 2022, this loan was paid in full.

During the year ended January 31, 2021, the Company entered into a loan agreement with a company controlled by a common director to lend $100,000. The principal amount of the loan plus accrued interest of 2% per month was payable on or before 10 days after notice in writing of demand by the Company. The Company received a 5% interest in certain mineral claims of True Grit and Middle Ridge projects in Newfoundland (valued at $Nil) as a loan fee. The Company has incurred monthly management fees payable to the borrower which are outstanding. During the year ended January 31, 2022, the Company accrued $8,613 of interest, received $13,313 as repayment, and transferred the balance of $109,897 to accounts payable to offset the management fees payable to the borrower. At January 31, 2022, this loan was paid in full.

During the year ended January 31, 2021, the Company entered into a loan agreement with a company controlled by a common director to lend $50,000. The principal amount of the loan plus accrued interest of 2% per month was payable on or before 10 days after notice in writing of demand by the Company, such demand not to be made before February 18, 2021. The Company received a 5% interest in certain mineral claims in Labrador and Quebec as a loan fee (valued at $Nil). During the year ended January 31, 2022, the Company accrued $5,198 and received $60,656.

During the year ended January 31, 2020, the Company entered into a loan agreement with a company controlled by a common director to lend $100,000. The principal amount of the loan plus accrued interest of 12% per annum was payable on demand and the borrower has pledged marketable securities as collateral against repayment of the loan and accrued interest. The Company has incurred monthly management fees payable to the borrower which are outstanding. During the year ended January 31, 2022, the Company accrued $42 and transferred $8,524 to accounts payable to offset the management fees payable to the borrower. At January 31, 2022, this loan was paid in full.

During the year ended January 31, 2021, the Company received 432,500 shares of Exploits Discovery Corp. ("Exploits"), a company controlled by the Company's former Chief Executive Officer, at a fair value of $142,025 as a loan fee. During the year ended January 31, 2022, the Company sold 432,500 shares for $212,977 resulting in a realized gain of $56,542 and an unrealized loss of $46,840.

During the year ended January 31, 2021, the Company purchased 400,000 units in Origen Resources Inc., a company controlled by the Company's former Chief Executive Officer, at a fair value of $72,000. Each unit consists of one common share and one common share purchase warrant. Each warrant was exercisable to purchase a additional common share at a price of $0.22 on or before April 28, 2022. The Company purchased an additional 427,000 shares in Origen Resources Inc., at a fair value of $102,377 and sold 85,000 shares for $11,972 resulting in a realized loss of $3,328. During the year ended January 31, 2022, the Company purchased 496,500 shares at a fair value of $137,158 and sold 708,500 shares for $197,766 resulting in a realized gain of $27,917 and an unrealized loss of $11,583. The Company transferred 530,000 shares to Rain City Resources Inc. as compensation when the Company exercised 3,000,000 warrants of Rain City Resources Inc. resulting in a loss on investment of $126,387. At January 31, 2023, the fair value of the warrants was $Nil (2022 - $25,500) resulting in a loss on investment of $25,500 (2022 - $24,300), and the warrants are expired.

## LIQUIDITY AND CAPITAL RESOURCES AND CAPITAL EXPENDITURES

At January 31, 2023, the Company had working capital deficiency of $873,991 (2022 – $931,659). Management is confident that it will have sufficient working capital to meet its anticipated financial obligations for the following fiscal year.

During the period ended January 31, 2023, cash flow used in operating activities was $470,626 (2022 – $110,902) relating to general operating expenses detailed on the statement of financial position (see www.sedar.com). The majority of these cash flows related to interest on loans payable and management, director and consulting fees.

During the year ended January 31, 2023, cash flow used in investing activities was $799,207 (2022 – $1,655,443). It consists primarily of exploration and evaluation assets and purchase of marketable securities.

During the year ended January 31, 2023, cash flow provided by financing activities was $1,267,584 (2022 – $1,769,000). It consists primarily of proceeds received from private placement; offset with repayments of loans payable.

During the year ended January 31, 2023, the Company had the following share capital transactions:

(i) On March 9, 2022 closed a non-brokered private placement and issued 3,050,000 units at $0.20 per unit for gross proceeds of $610,000. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $0.28 for a term of five years expiring March 9, 2027.

(ii) On August 5, 2022 issued 125,000 common shares pursuant to the acquisition of JD Property. The common shares were valued at $8,750.

(iii) On August 15, 2022 issued 31,250 common shares pursuant to the acquisition of Bentley Project. The common shares were valued at $1,875.

(iv) On September 6, 2022 closed the first tranche of a non-brokered private placement and issued 4,750,000 flow-through units and 9,600,000 non-flow through units at $0.05 per unit for total proceeds of $717,500. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share for a period of five years at a price of $0.06. A value of $Nil was attributed to the flow through premium liability in connection with the financing.

(v) On October 5, 2022 closed the second tranche of a non-brokered private placement and issued 2,000,000 flow-through units and 300,000 non-flow through units at $0.05 per unit for total proceeds of $115,000. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share for a period of five years at a price of $0.06. A value of $Nil was attributed to the flow through premium liability in connection with the financing.

(vi) On January 31, 2023 issued 1,000,000 shares pursuant to the acquisition of More Creek Project. The common shares were fair valued at $35,000.

**OFF-BALANCE SHEET ARRANGEMENTS**

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

**ACCOUNTING POLICIES AND FUTURE ACCOUNTING POLICIES**

Please refer to the January 31, 2023 consolidated financial statements on www.sedar.com for details on accounting policies adopted in the year as well as future accounting policies.

**FINANCIAL INSTRUMENTS AND FINANCIAL RISK**

The Company's financial instruments consist of cash, amounts receivable, marketable securities, loans payable, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted. See Note 8 of the consolidated financial statements for the year ended January 31, 2023 for a discussion of the Company's risk exposure and the impact thereof on the Company's financial instruments.

The Company's cash at January 31, 2023 was $2,578 and was primarily held at a major Canadian financial institution.

**DISCLOSURE OF OUTSTANDING SHARE DATA (as at May 31, 2023)**

<u>Authorized Capital</u>

Unlimited common shares without par value

<u>Issued and Outstanding Capital</u>

35,748,602 common shares outstanding

Warrants Outstanding

The following warrants were outstanding.

| Expiry Date | Exercise Price | Number of warrants | Number of warrants Exercisable |
|---|---|---|---|
| September 22, 2026 | $0.48 | 1,000,000 | 1,000,000 |
| October 12, 2026 | $0.48 | 1,000,000 | 1,000,000 |
| November 12, 2026 | $0.48 | 231,250 | 231,250 |
| March 9, 2027 | $0.28 | 3,050,000 | 3,050,000 |
| September 6, 2027 | $0.06 | 14,350,000 | 14,350,000 |
| October 5, 2027 | $0.06 | 2,300,000 | 2,300,000 |
| | | 21,931,250 | 21,931,250 |

Escrow Shares

The Company had Nil shares held in escrow as at January 31, 2023.

**CHANGES IN MANAGEMENT**

On February 22, 2022, the Company announced the appointment of Alex McAulay as a director of the Company.

On July 5, 2022, the Company announced the appointment of Christopher Reynolds as President, CEO, and director of the Company replacing former President, CEO, and director Fred Tejada.

On February 1, 2023, the Company announced the appointment of Natasha Tsai as CFO of the Company, replacing former CFO Rachel Chae.

On March 2, 2023, the Company announced the resignation of Blake Morgan as a director of the Company; effective February 27, 2023.

**DISCLOSURE CONTROLS AND PROCEDURES**

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended January 31, 2023 and this accompanying MD&A (together, the “Annual Filings”).

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.