GOLDEN SHIELD RESOURCES INC.

Management's Discussion and Analysis

For the three and nine months ended April 30, 2023 and 2022

(Expressed in Canadian dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of Golden Shield Resources Inc. (the "Company") supplements but does not form part of the unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended April 30, 2023 and 2022 (collectively referred to hereafter as the "financial statements").

The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee, applicable to the preparation of financial statements including International Accounting Standard 34 *Interim Financial Reporting*. Other information contained in this document has been prepared by management and is consistent with the information contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to Golden Shield Resources Inc. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The year-to-date periods ended April 30, 2023 and 2022 are referred to as "YTD 2023" and "YTD 2022", respectively. All amounts are presented in Canadian dollars, the Company's functional and presentation currency, unless otherwise stated. References to "$" are to Canadian dollars and references to "US$" are to United States dollars.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The following MD&A has been prepared by management, in accordance with the requirements of NI 51-102 as of June 23, 2023.

TECHNICAL DISCLOSURES

All scientific and technical information in this MD&A has been reviewed and approved by Mr. Leo Hathaway, P Geo., Executive Chair of the Company. Mr. Hathaway is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Mr. Hathaway has verified the sampling, analytical, including its quality assurance and quality control procedures, and analytical results underlying the information or opinions contained herein by reviewing original data certificates or reviewing the data collection protocols. For additional information regarding the Company's Marudi Gold Project, please see the technical reports entitled "Independent Technical Report for the Marudi Gold Project, Rupununi Mining District, Guyana" dated effective March 31, 2021 and revised on November 10, 2021 on the Company's profile at www.sedar.com.

The Historical Resource Estimate at the Marudi Gold Project referred to below, was reported by G. Mosher, P. Geo., 2018. "Marudi Property Mazoa Hill Mineral Resource Estimate", NI 43-101 technical report prepared for Guyana Goldstrike Inc.

The Historical Resource Estimate was based on the following assumptions: (a) open pit resources were stated as contained within a conceptual open pit above a 0.50 g/t Au cut-off; (b) pit constraints were based on an assumed gold price of US$1,500/oz., mining cost of US$2.30/t and processing cost of US$16.80/t; (c) assay grades were capped at 30 g/t Au; (d) mineral resource tonnage and contained metal were rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding; (e) mineral resource tonnage and grades were reported as undiluted; and (f) contained Au ounces are in-situ and did not include recovery losses.

TECHNICAL DISCLOSURES (continued)

Readers are cautioned that the Historical Resource Estimate is considered historical in nature and as such is based on prior data and reports prepared by a previous property owner. A qualified person has not done sufficient work to classify the Historical Resource Estimate as a current resource and the Company is not treating the Historical Resource Estimate as a current resource. Significant data compilation, re-drilling, re-sampling and data verification may be required by a qualified person before the Historical Resource Estimate can be classified as a current resource. There can be no assurance that the historical mineral resource, in-whole or in part, will ever become economically viable. In addition, mineral resources are not mineral reserves and do not have demonstrated economic viability. Even if classified as a current resource, there is no certainty as to whether further exploration will result in any inferred mineral resources being upgraded to an indicated or measured mineral resource category.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlook. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy; and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document which includes, but is not limited to:

- taxes and capital, operating, general & administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;
- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially than anticipated and described in the forward-looking information.

The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;
- the outcome of existing and potential lawsuits, regulatory actions, audits, and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risk Factors" herein. The forward-looking information contained in this document is made as of the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

(Expressed in Canadian dollars, except where noted)

BUSINESS OVERVIEW

a) Nature of operations

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on January 29, 2018. The Company completed a reverse takeover transaction on February 15, 2022, as further described below. The Company is in the business of acquiring, exploring, and developing mineral properties, primarily those containing gold and associated base and precious metals. The Company is listed on the Canadian Securities Exchange ("CSE") under the stock symbol "GSRI".

b) Reverse takeover

Virgin Gold Corp. ("Virgin Gold") was incorporated under the Business Corporations Act (British Columbia) on November 27, 2020.

On April 19, 2021, the Company entered into a definitive agreement with Virgin Gold, pursuant to which the Company will acquire all of the issued and outstanding shares of Virgin Gold (the "Transaction"). The Transaction was completed by way of a three-cornered amalgamation under the Business Corporations Act (British Columbia), whereby Virgin Gold amalgamated with 1294320 B.C. Ltd., a wholly owned subsidiary of the Company (the "Amalgamation").

Pursuant to the Transaction on February 15, 2022, Virgin Gold completed the Amalgamation with 1294320 B.C. Ltd. under the Business Corporations Act (British Columbia) to form 1348135 B.C. Ltd., a wholly owned subsidiary of the Company. In connection with the Transaction, the Company changed its name to "Golden Shield Resources Inc." As part of the Amalgamation, shareholders of Virgin Gold exchanged their shares of Golden Shield Resources Inc. on a one-to-one basis, which resulted in the reverse takeover of the Company.

For accounting purposes, Virgin Gold is treated as the accounting acquirer (legal subsidiary). As Virgin Gold was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in the financial statements at their historical carrying values. The Company's results of operations are included from the date of the Transaction on February 15, 2022.

Effective February 15, 2022, any unexercised stock options and warrants of the Company were cancelled. Prior to closing of the Transaction, the Company consolidated its common shares on a two to one basis. As a result, all information relating to basic and diluted loss per share, issued, and outstanding common shares, and per share amounts in the financial statements have been restated retroactively to reflect the share consolidation.

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results is as follows:

	Q3 2023	Q2 2023	Q1 2023	Q4 2022
	$	$	$	$
Net loss and comprehensive loss	**(1,352,664)**	(1,267,168)	(2,417,009)	(1,865,658)
Basic and diluted loss per common share	**(0.03)**	(0.03)	(0.06)	(0.06)

	Q3 2022	Q2 2022	Q1 2022	Q4 2021
	$	$	$	$
Net loss and comprehensive loss	(4,254,516)	(1,998,182)	(1,453,047)	(255,711)
Basic and diluted loss per common share	(0.15)	(0.10)	(0.08)	(0.02)

All the Company's exploration and evaluation assets are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly due to the amount of exploration activities in each quarter.

(Expressed in Canadian dollars, except where noted)

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The following financial data is derived from the Company's financial statements:

	April 30, 2023	July 31, 2022
	$	$
Exploration and evaluation assets	**2,747,508**	2,288,739
Total assets	**8,309,508**	8,454,174
Total liabilities	**69,623**	234,309
Working capital surplus	**5,492,377**	5,931,126

The Company has no revenue and no distributions or cash dividends.

A summary of the Company's results of operations for the three and nine months ended April 30, 2023 and 2022 is as follows:

	Three months ended April 30,		Nine months ended April 30,	
	2023	2022	**2023**	2022
Operating expenses	**$**	$	**$**	$
Bank fees	**759**	1,355	**4,471**	4,400
Consulting fees	**38,950**	32,549	**78,950**	87,373
Exploration and evaluation expenditures	**797,106**	378,041	**3,220,259**	3,181,386
Filing fees	**9,190**	33,555	**45,240**	69,131
General and administrative	**44,021**	60,060	**139,115**	175,340
Insurance	**36,657**	16,914	**74,670**	129,032
Director and management fees	**22,068**	52,500	**69,178**	52,500
Marketing	**49,096**	177,881	**323,291**	270,917
Professional fees	**43,604**	129,124	**151,929**	361,661
Share-based compensation	**301,274**	325,524	**884,579**	325,524
	1,342,725	1,207,503	**4,991,682**	4,657,264
Other income (expenses)				
Change in fair value of securities held for trading	**(12,500)**	(17,500)	**(5,000)**	(17,500)
Foreign exchange loss	**(11,705)**	-	**(54,425)**	(1,468)
Impairment of exploration and evaluation assets	**-**	(122,201)	**-**	(122,201)
Listing expense	**-**	(2,907,312)	**-**	(2,907,312)
Recovery of exploration and evaluation expenditures	**14,266**	-	**14,266**	-
Net loss and comprehensive loss	**(1,352,664)**	(4,254,516)	**(5,036,841)**	(7,705,745)
Net loss per share:				
Basic and diluted	**(0.03)**	(0.15)	**(0.11)**	(0.40)
Weighted average number of shares:				
Basic and diluted	**46,388,271**	27,729,315	**44,123,958**	19,086,327

Three months ended April 30, 2023 and 2022:

The Company reported a net loss and comprehensive loss of $1,352,664 compared to $4,254,516 in the prior year comparable period. The primary drivers of this decrease in net loss were as follows:

- Filing fees decreased to $9,190 compared to $33,555 in the prior year comparable period due to additional filing activities to support the Transaction in the prior year comparable period.
- General and administrative decreased to $44,021 compared to $60,060 in the prior year comparable period due to increased supporting services for the Transaction in the prior year comparable period.
- Director and management fees decreased to $22,068 compared to $52,500 in the prior year comparable period due a lump sum payment from previous periods captured in in the prior year comparable period.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)

- Marketing decreased to $49,096 compared to $177,881 in the prior year comparable period due to increased investor relations activities including news releases, conferences, and brand awareness associated with private placements in the prior year comparable period.
- Professional fees decreased to $43,604 compared to $129,124 in the prior year comparable period due to legal costs associated with the Transaction in the prior year comparable period.
- Share-based compensation decreased to $301,274 compared to $325,524 in the prior year comparable period attributable to the vesting of stock options granted to officers and employees of the Company in the current period.
- Impairment of exploration and evaluation assets decreased to $nil compared to $122,201 in the prior year comparable period due to impairment of the Copper Canyon property in the prior year comparable period.
- Listing expense decreased to $nil compared to $2,907,312 in the prior year comparable period due to the Transaction in the prior year comparable period.
- Recovery of exploration and evaluation expenditures increased to $14,266 compared to $nil in the prior year comparable period due to the selling a truck in Guyana in the current period that was previously expensed.

Partially offsetting the decrease in net loss and comprehensive loss were increases to expenses as follows:

- Consulting fees increased to $38,950 compared to $32,549 in the prior year comparable period due to increased consulting services associated with the private placement in the current period.
- Exploration and evaluation expenditures increased to $797,106 compared to $378,041 in the prior year comparable period due to increased exploration and evaluation activities conducted on the Marudi Project during the current period primarily on camp costs and geological consulting.
- Insurance increased to $36,657 compared to $16,914 in the prior year comparable period due to a full year's insurance being recognized in the prior year comparable period compared to the current period.

<u>Nine months ended April 30, 2023 and 2022:</u>

The Company reported a net loss and comprehensive loss of $5,036,841 compared to $7,705,745 in the prior year comparable period. The primary drivers of this decrease in net loss and comprehensive loss were as follows:

- Consulting fees decreased to $78,950 compared to $87,373 in the prior year comparable period due to the resignation of a consultant.
- Filing fees decreased to $45,240 compared to $69,131 in the prior year comparable period due to additional filing activities to support the Transaction in the prior comparable period.
- General and administrative decreased to $139,115 compared to $175,340 in the prior year comparable period due to increased supporting services for the Transaction in the prior year comparable period.
- Insurance decreased to $74,670 compared to $129,032 in the prior year comparable period due to a full year's insurance being recognized in the prior year comparable period compared to the current period.
- Professional fees decreased to $151,929 compared to $361,661 in the prior year comparable period due to legal costs due to the Transaction in the prior year comparable period.
- Recovery of exploration and evaluation expenditures increased to $14,266 compared to $nil in the prior year comparable period due to the selling a truck in Guyana that was previously expensed.
- Impairment of exploration and evaluation assets decreased to $nil compared to $122,201 in the prior year comparable period due to the impairment of the Copper Canyon property in the prior year comparable period.
- Listing expense decreased to $nil compared to $2,907,312 in the prior year comparable period due to the Transaction in the prior year comparable period.

Partially offsetting the decrease in net loss and comprehensive loss were increases to expenses as follows:

- Exploration and evaluation expenditures increased to $3,220,259 compared to $3,181,386 in the prior year comparable period due to increased exploration and evaluation activities conducted on the Marudi and Arakaka Project during the current period.
- Marketing increased to $323,291 compared to $270,917 in the prior year comparable period due to increased investor relations activities associated with the private placement in the current period.
- Share-based compensation increased to $884,579 compared to $325,524 in the prior year comparable period due to the vesting of stock options granted to officers and employees of the Company in the current period.

(Expressed in Canadian dollars, except where noted)

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS (continued)

A summary of the Company's exploration and evaluation expenditures for the three months ended April 30, 2023 is as follows:

	Marudi Project	Arakaka Project	Fish Creek Project	Sardine Hill Project	Total
	$	$	$	$	$
Assaying	78,349	-	-	-	78,349
Camp costs	245,808	16,037	-	-	261,845
Drilling	19,440	3	-	-	19,443
General and administrative	142,344	16,299	-	-	158,643
Geological consulting	260,117	4,829	-	-	264,946
Property expenses	511	13,369	-	-	13,880
	746,569	**50,537**	**-**	**-**	**797,106**

A summary of the Company's exploration and evaluation expenditures for the three months ended April 30, 2022 is as follows:

	Marudi Project	Arakaka Project	Fish Creek Project	Sardine Hill Project	Total
	$	$	$	$	$
Camp costs (1)	(115,215)	-	-	-	(115,215)
Drilling	270,913	-	-	-	270,913
General and administrative	6,526	-	-	-	6,526
Geological consulting	215,817	-	-	-	215,817
	378,041	**-**	**-**	**-**	**378,041**

(1) Certain amounts of the prior year comparable period have been reclassified for consistency with the current period presentation. The prior year's amount for exploration expenses have been combined with camp costs. These reclassifications had no effect on the reported results of operations.

A summary of the Company's exploration and evaluation expenditures for the nine months ended April 30, 2023 is as follows:

	Marudi Project	Arakaka Project	Fish Creek Project	Sardine Hill Project	Total
	$	$	$	$	$
Assaying	161,975	-	-	-	161,975
Camp costs	808,483	47,967	-	-	856,450
Drilling	647,351	42	-	-	647,393
General and administrative	568,816	62,170	-	-	630,986
Geological consulting	849,590	10,688	-	-	860,278
Property expenses	23,146	40,031	-	-	63,177
	3,059,361	**160,898**	**-**	**-**	**3,220,259**

A summary of the Company's exploration and evaluation expenditures for the nine months ended April 30, 2022 is as follows:

	Marudi Project	Arakaka Project	Fish Creek Project	Sardine Hill Project	Total
	$	$	$	$	$
Camp costs	1,296,786	-	-	-	1,296,786
Drilling	1,192,644	-	-	-	1,192,644
General and administrative	37,582	-	-	-	37,582
Geological consulting	525,812	64,600	10,336	28,083	628,831
Property expenses	25,543	-	-	-	25,543
	3,078,367	**64,600**	**10,336**	**28,083**	**3,181,386**

EXPLORATION AND EVALUATION ASSETS

a) Marudi Project

The Marudi Project, located in the Rupununi District of southwestern Guyana, currently covers an area of 5,336 hectares. The "historical" Marudi Project was a Mining License, ML1/2009, covering an area of 5,464 hectares, held by Romanex Guyana Exploration Limited ("Romanex").

A historical mineral resource estimate of mineralization at the Mazoa Hill prospect spoke to an indicated resources of 259,100 ounces of gold and inferred resources of 86,200 ounces of gold.

On March 10, 2021, the Company signed an option agreement with the shareholders of Romanex to acquire 100% of the right, title, and interest in Romanex (the "Romanex Option Agreement"). Romanex owns 100% of the Marudi Project. During the period from November 27, 2020 (incorporation) to July 31, 2021, the Company paid a non-refundable exclusivity payment to Romanex of $154,520 (US$120,000) in consideration for a twelve-month due diligence period and capitalized it as part of the acquisition costs.

Under the terms of the Romanex Option Agreement, the Company paid Romanex US$10,000 per month beginning April 1, 2021 until the satisfactory completion of the due diligence process as property maintenance fees. The Company paid a total of $75,190 (US$60,000) to Romanex. These amounts are expensed as exploration and evaluation expenditures in the statements of loss and comprehensive loss.

Upon satisfactory completion of the due diligence process, the Company elected to satisfy the option agreement for 100% of right, title, and interest in Romanex through the option payment of US$800,000 in a combination of cash and shares as follows:

- $516,374 (US$400,000) in cash (paid on December 23, 2021); and
- US$400,000 as consideration shares of the resulting issuer following an initial public offering or a reverse takeover transaction, with the number of consideration shares issued to be calculated based on the pricing terms of the resulting issuer's shares on the date of the final payment. An additional US$400,000 consideration shares of the resulting issuer were issued (issued 1,212,074 common shares at a price of $0.716 per common share with the fair value of $867,845 on March 22, 2022).

<u>Geological exploration</u>

In early 2022, the Company's geologists undertook an extensive data compilation of all available historical exploration data. Some drill cores are preserved at the core shack on site at the Marudi camp; some of these cores were examined and or relogged. The data compilation exercise was supplemented by a selective field mapping and sampling program, involving a series of traverses across prospective areas identified from the interpretation of geophysical data.

The Marudi Project is geologically located within the Southern Guyana regional greenstone belt, more specifically within the Marudi Formation of metavolcanics and metasediments. At the property scale the historical Marudi gold mineralization appears to be hosted predominantly within a metasedimentary unit locally called Quartz Meta-Chert or QMC; the gold is associated with zones of more intense silicification, with pyrite and pyrrhotite present, within the QMC.

Geological mapping work by Specialized Geological Mapping took place in November and December last year. In addition, a 25 km2 IP-resistivity survey was conducted in October and November. In the three months ended April 30, 2023, surface sampling and trenching work has been continuing and results will be updated as they arrive.

In order to efficiently screen and rank diamond drill targets, Golden Shield has purchased an Air-Core drill rig from Multi-Power Products Limited, in Canada and this will be mobilized to Marudi in July or August.

Preliminary drilling of five short reconnaissance holes at the Throne and July prospects has yielded narrow gold intercepts including 1.5m grading 3.14 g/t gold from 154.10m in hole TH-22-35 at Throne and 2.4m grading 0.72 g/t gold from 133m in hole JU-22-38 at July.

a) Marudi Project (continued)

Phase One Drilling

During the year ended July 31, 2022 the Company completed an initial, mostly confirmatory but some new target testing, diamond drill program at Marudi, consisting of 13 drill holes, totaling 2,364 metres at Mazoa Hill and Toucan Creek.

As part of the Phase One drilling program, seven holes (1,516 metres) were drilled at the Mazoa Hill zone of the Marudi Project ("Mazoa Hill"). The Company's geologists interpret mineralization at Mazoa Hill to occur in a series of en-echelon zones and recent drilling infilled areas of sparse drilling within these zones, as well as stepping out into the footwall to the east. In addition, six holes (848 metres) were drilled at the Toucan Creek zone (Toucan Creek), in the Marudi Prospecting License, where no previous drilling had taken place.

The Phase One drilling resulted in the extension of mineralized zones outside of the historical resource at Mazoa Hill; significant mineralized drill intersections included 50m at 9.10g/t, 12m at 5.47g/t, 18m at 4.20g/t, 9.75 metres at 11.9 g/t gold, 5m at 8.79g/t and 43 metres at 1.39 g/t. Exploratory, first time ever, diamond drilling at Toucan Creek intersected multiple gold mineralized intervals in four of the six holes; highlight intersections include 6 metres at 4.84 g/t gold and 7 metres at 2.58 g/t gold. All reported intervals are hosted within QMC, similar to the QMC host rock to gold mineralization at Mazoa Hill.

Golden Shield geologists were drawn to the Toucan Creek area by outcrops of QMC that are visibly mineralized with free gold panned from outcrops and oxidized pyrite samples returning anomalous gold values in surface grab sampling.

Phase Two Drilling

On September 13, 2022, the Company announced the assay results from the final four holes of the Company's eleven-hole 3,100-metre Phase Two drill program and recent trenching results at the Marudi Project. The Phase Two drill program was designed to test the extension of mineralization at depth and laterally at the previously identified Mazoa Hill prospect. Results highlights include 10m at 2.68 g/t gold, including 3m at 5.12 g/t gold, and 4m at 7.77 g/t gold.

Phase Three Drilling

On November 7, 2022, the Company announced the assay results from three holes from the Company's ongoing Phase III drill program at the Marudi Project. The Phase Three drill program comprises approximately 3,000m, with six holes designed to test the southern and depth extension of the Mazoa Hill deposit and five drill holes dedicated to testing the July and Throne targets.

Highlights included the following:

- 13.40m grading 12.24 g/t gold, 4.3m grading 8.68 g/t gold and another 13.40 metres grading 2.54 g/t gold including 6.0 grading 4.93 g/t gold confirm continuation of high-grade mineralization at depth at Mazoa Hill.
- 19.6m at 1.06 g/t gold encountered in new, upper lens of mineralized host Quartz-Metachert Unit.
- The intersections in all three holes are outside the currently defined resource at Mazoa Hill and both zones remain open along strike and down-plunge. Results are awaited for three further holes on a further step out section to the SE with host rock Quartz-Metachert Unit identified in all.

Future Plans

Future drilling will initially target the southern extension of Mazoa Hill followed by a drill test of the Throne as results from Mazoa are awaited, and then return to Mazoa or additional move to test other targets resulting from the ongoing exploration work described below. Trenching and surface work will continue utilizing the Company's two excavators at site. Additional to this an extensive structural mapping program is planned, as well an Induced Polarization ("IP") survey. The IP survey will determine whether gold bearing sulphides underlying leached rocks at surface can be detected and mapped remotely.

b) Arakaka Project

On May 26, 2021, the Company signed an agreement to acquire StrataGold Guyana Inc. and Manticore Resources Inc., which are 100% owned entities of Alicanto Minerals Limited ("Alicanto"). These two entities make up the Arakaka Gold Project in Guyana ("Arakaka Project").

(Expressed in Canadian dollars, except where noted)

b) Arakaka Project (continued)

In consideration for the purchase of the Arakaka Project the Company has agreed to the following terms:

- To pay $50,000 in cash within five business days of execution of the agreement (paid on June 6, 2021);
- To pay $700,000 in cash on completion of the listing capital raise (paid on February 15, 2022);
- To issue common shares of the Company with a value of $1,000,000 value upon the satisfaction of every resource target set out in the table below (which amounts to the sum of any resources issued by the Canadian Securities Administrator national instrument 43-101) delineated on the tenements, the designated area or a combination of the tenements and the designated area in the two years (the "Deferred Consideration Shares").

A summary of the Company's Deferred Consideration Shares that will be issued upon achieving the resource targets is as follows:

Resources targets - Million ounces of gold ("Moz Au")	Shares equivalent
	$
0.50 Moz Au	1,000,000
0.75 Moz Au	1,000,000
1.00 Moz Au	1,000,000
2.00 Moz Au	1,000,000
	4,000,000

- the Deferred Consideration Shares will be issued by the Company to Alicanto within 60 days of the date that the Company announces the relevant resource to the market (not met);
- the Deferred Consideration Shares will be issued at the price equal to the volume weighted average price of the listed entity's common shares as traded on the CSE in the ordinary course of trade over the 30 trading days following the release of a new resource estimate to the market by the listed entity; and
- In the event that there is a consolidation or share split of listed entity's shares prior to completion, the number of Deferred Consideration Shares will be adjusted by the same ratio.

c) Copper Canyon Property

On April 25, 2018, the Company entered into an option agreement to acquire a 100% interest in the Copper Canyon Property, located in the Nicola Mining Division of British Columbia.

During the year ended July 31, 2022, the Company decided to discontinue further exploration of the Copper Canyon Property. It was determined that the value in use of the property was $nil, and the Company impaired all of the costs incurred on the property in the amount of $122,201 in accordance with level 3 of the fair value hierarchy.

d) Fish Creek Project

On December 29, 2020, the Company and its subsidiary Aurous Guyana Inc. ("AGI") entered into a joint venture and option agreement with Guiana Shield Resources ("GSR") ("Fish Creek Agreement"), a related party private company controlled by a director of the Company with regards to the Fish Creek prospecting license, which is owned and controlled by GSR. There are no liens, mortgages, or encumbrances on or conflicting claims of ownership or right to ownership of the property or the mineral rights. The mineral rights are in good standing.

The Company, through its subsidiary AGI, will be responsible for paying all rentals or other fees that become due during the term of the agreement to keep the mineral rights in good standing with the Guyana Geology and Mines Commission. The term of the agreement is for five years with possible extensions.

(Expressed in Canadian dollars, except where noted)

d) Fish Creek Project (continued)

If the Company provides payment of such amount indicated in the table below, the term of the agreement is automatically extended for an additional year:

Date (to be paid on or before the anniversary of the initial payment date)	Payment
	US$
Within 6 months of December 29, 2020 (paid CAD $192,360)	150,000
First anniversary (paid CAD $266,409)	200,000
Second anniversary	200,000
Third anniversary	200,000
Fourth anniversary	300,000
	1,050,000

During the year ended July 31, 2022, the Company and GSR agreed to defer the payments to a mutually agreeable schedule. During the nine months ended April 30, 2023, the Company made payments in total of $458,769 (US$350,000) to GSR in connection to the Fish Creek Agreement.

e) Sardine Hill Option Agreement

On May 24, 2021, the Company, through its subsidiary AGI, signed an exclusive right and option agreement ("Letter of Agreement") with the property owners of the Mariwa Property ("Sardine Hill"). AGI has paid an exclusivity payment of $1 (US$1) to begin the due diligence process and will enter into a definitive agreement with the property owners within 60 days of the Letter of Agreement. As of April 30, 2023, the Company has not entered into a definitive agreement.

AGI will assume responsibility of ensuring all rents and renewal fees are remitted on a timely basis to maintain the property in good standing. AGI will cover all costs of the transfer of permits upon completion of all payments to the property owners. The property owners will retain all surface mining rights until all remaining payments of US$4,500,000 are completed.

SHARE CAPITAL HIGHLIGHTS

Effective February 15, 2022, any unexercised options and warrants of the Company have been cancelled. Prior to closing of the Transaction, Goldblock Capital Corp. consolidated its common shares on a two-to-one basis and Virgin Gold Corp. consolidated its common shares on a four-to-three basis. As a result, all information relating to basic and diluted loss per share, issued, and outstanding common shares, and per share amounts in MD&A for the three and nine months ended April 30, 2023 and 2022 have been adjusted retroactively to reflect the share consolidation.

During the nine months ended April 30, 2023, the Company completed the following equity transactions:

- On April 18, 2023, the Company completed a private placement for gross proceeds of $4,600,000 through the issuance of 23,000,000 units at $0.20 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder thereof to purchase one common share of the Company for a period of two years following the closing date, at an exercise price of $0.30 for the twelve-month period following the closing date and thereafter the exercise price will increase to $0.40 for the remaining term of the warrants. As the fair value of the common shares issued exceeded the cash proceeds, there was $nil residual value allocated to the warrants. In connection with the private placement, the Company paid cash finder's fees of $295,528 and 1,043,863 broker warrants to the finders. Each broker warrant allows the holder to acquire one common share of the Company at an exercise price of $0.30 per share for a period of two years. In addition, the Company incurred consulting fees of $60,000, professional fees of $67,077, and filing fees of $5,113 in connection with the private placement, which were classified as share issuance costs.
- On April 19, 2023, the Company granted 1,875,000 incentive stock options to certain directors, officers, and consultants of the Company. The stock options are exercisable at a price of $0.26 per share, having a term of five years, and will vest in four equal tranches with the first 25% on the grant date and 25% every twelve months thereafter.
- On April 19, 2023, the Company granted 375,000 incentive stock options to a consultant of the Company. The stock options are exercisable at a price of $0.26 per share, having a term of five years, and will fully vest on August 20, 2023.
- On January 27, 2023, the Company granted 779,000 incentive stock options to certain directors, officers, and consultants of the Company. The stock options are exercisable at a price of $0.265 per share, having a term of five years, and will vest in four equal tranches with the first 25% on the grant date and 25% every twelve months thereafter.
- On February 18, 2023 and March 3, 2023, additional 1,137,938 and 378,956 shares were released from escrow, respectively. As a result, the remaining balance of escrowed shares is 4,551,750.

SHARE CAPITAL HIGHLIGHTS (continued)

- During the nine months ended April 30, 2023, 575,000 stock options with a weighted average exercise price of $0.68 were forfeited. These options were not fully vested by the time of cancellation and as a result, the share-based compensation recognized associated with the options was reversed.

During the year ended July 31, 2022, the Company completed the following equity transactions:

- On September 16, 2021, the Company completed a private placement for gross proceeds of $4,106,423 through the issuance of 4,831,086 units at $0.85 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share in the capital of the Company for a period of two years at a price of $1.35. Gross proceeds were allocated between share capital and warrants reserve using the residual value method. As a result, $3,393,833 was allocated to share capital and $712,590 residual value allocated to the warrants.
- On December 23, 2021, the Company completed a private placement for gross proceeds of $2,583,476 through the issuance of 3,039,383 units at $0.85 per unit. Each unit consists of one common share and one half of a share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share in the capital of the Company for a period of two years at a price of $1.35. Gross proceeds were allocated between share capital and warrants reserve using the residual value method. As a result, $2,133,368 was allocated to share capital and $450,108 residual value allocated to the warrants.
- On February 15, 2022, as consideration in the Transaction, the Company issued 4,500,000 common shares with a fair value of approximately $0.709 per share resulting in an increase to share capital of $3,192,009 and was included in listing expense in the condensed interim consolidated statements of loss and comprehensive loss.
- On February 15, 2022, the Company granted 2,525,000 incentive stock options to certain directors, officers, and consultants of the Company. The stock options are exercisable at a price of $0.85 per share, have a term of five years, and will vest over a period of 24 months, with a total grant date fair value of $1,500,013. As a result, the Company recognized share-based compensation of $716,152 relating to the vesting of stock options during the year ended July 31, 2022. The remaining $783,861 will be recognized as share-based compensation in future reporting periods.
- On February 18, 2022, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company has been completed resulting in 7,586,250 common shares being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares were released from escrow on the Escrow Agreement date (the "Initial Release") and an additional 15% is to be released every six months thereafter following the Initial Release. These Escrowed Shares may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities.
- On March 22, 2022, pursuant to option agreement with Romanex, Golden Shield issued 1,212,074 common shares at the fair value of $0.716 per share to the shareholders of Romanex for a total fair value of $867,845.
- On July 5, 2022, the Company completed a private placement for gross proceeds of $6,288,450 through the issuance of 14,624,302 units at $0.43 per unit. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share in the capital of the Company for a period of two years at a price of $0.60. Gross proceeds were allocated between share capital and warrants reserve using the residual value method. As a result, $5,557,235 was allocated to share capital and $731,215 residual value allocated to the warrants. In connection with the issuance, the Company paid cash share issuance costs of $453,452 and issued 691,412 broker warrants with a fair value of $169,015. Each broker warrant allows the holder to acquire 691,412 shares of the Company at an exercise price of $0.43 per share for a period of two years.

USE OF PROCEEDS AND MILESTONES

On September 16, 2021, the Company completed a private placement for gross proceeds of $4,106,423 through the issuance of 4,831,086 units at $0.85 per unit.

On December 23, 2021, the Company completed a private placement for gross proceeds of $2,583,476 through the issuance of 3,039,383 units at $0.85 per unit.

On July 5, 2022, the Company completed a private placement for gross proceeds of $6,288,450 through the issuance of 14,624,302 units at $0.43 per unit.

On April 18, 2023, the Company completed a private placement for gross proceeds of $4,600,000 through the issuance of 23,000,000 units at $0.20 per unit.

(Expressed in Canadian dollars, except where noted)

USE OF PROCEEDS AND MILESTONES (continued)

	April 18, 2023	July 5, 2022	December 23, 2021	September 16, 2021
	$	$	$	$
Total proceeds	4,600,000	6,288,450	2,583,476	4,106,423
Allocation of proceeds:				
Acquisition of Arakaka Project	-	-	700,000	-
Acquisition of Marudi Project	-	-	-	1,384,219
Exploration and evaluation expenditures	2,500,000	5,660,000	1,625,000	2,310,000
Fish Creek payment	250,000	-	-	-
General working capital expenses	1,850,000	628,450	258,476	412,204

The Company achieved its business objectives and milestones through the use of proceeds raised from the private placements to identify exploration and evaluation opportunities and perform due diligence testing on potential mineral exploration properties. In addition, the Company was able to maintain liquidity while meeting operating expenditure obligations and adequate levels of funding to continue as a going concern and support its exploration of mineral claims.

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives; and (ii) exploring potential alternative, viable opportunities to further develop and expand the Company's business.

As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2023, the Company had cash of $5,067,922 (July 31, 2022 - $5,712,597) and a net working capital of $5,492,377 (July 31, 2022 - $5,931,126).

During the nine months ended April 30, 2023, the Company's cash used in operating activities was $4,358,188 (2022 - $4,564,886), cash used in investing activities was $458,769 (2022 - $1,204,048), and cash provided by financing activities was $4,172,282 (2022 - $6,689,900).

The Company's cash flows from operations are negative as it is an exploration stage company with no revenue. The cash used in investing activities is due to acquisition of exploration and evaluation assets. The cash provided by financing activities are due to proceeds from private placement offset by share issuance costs.

The Company is actively looking to acquire an interest in a business or assets, and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of equity. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

LIQUIDITY AND CAPITAL RESOURCES (continued)

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term; however, recognizes that there will be risks involved which may be beyond its control.

GOING CONCERN

These financial statements have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations.

The Company has recurring losses since inception and had an accumulated deficit of $15,130,129 as at April 30, 2023 (July 31, 2022 - $10,093,288). As at April 30, 2023 the Company had cash of $5,067,922 (July 31, 2022 - $5,712,597) and working capital of $5,492,377 (July 31, 2022 - $5,931,126). The Company may require additional financing, either through equity or debt financing, sale of assets, joint venture arrangements, or a combination thereof to meet its administrative costs and to continue to explore and develop its exploration and evaluation assets. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern is in significant doubt. Accordingly, these financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern, and these adjustments may be material.

CONTRACTUAL OBLIGATIONS

The Company has certain remaining contractual obligations with respect to the Fish Creek Agreement, Romanex Option Agreement, and the purchase of the Arakaka Project. For more information relating to contractual obligations, see the section titled "Exploration and Evaluation Assets".

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and Corporate Officers.

On December 29, 2020, the Company and its subsidiary AGI entered into a joint venture and option agreement with GSR relating to Fish Creek Project, a related party controlled by a director of the Company. During the three and nine months ended April 30, 2023, the Company paid $458,769 and 458,769, respectively in option payments relating to Fish Creek Project (2022 - $nil and $nil, respectively).

As at April 30, 2023, there was $5,000 (July 31, 2022 - $105,033) due to related parties included in accounts payable and accrued liabilities. The amounts due are unsecured, due on demand and are non-interest bearing.

(Expressed in Canadian dollars, except where noted)

RELATED PARTY TRANSACTIONS (continued)

A summary of the Company's related party transactions is as follows:

	Three months ended		Nine months ended	
		April 30,		April 30,
	2023	2023	**2023**	2022
	$	$	**$**	$
Consulting fees	**-**	32,549	**40,000**	84,632
Exploration and evaluation expenditures	**152,954**	208,330	**606,948**	1,093,509
General and administrative	**516**	-	**516**	-
Director and management fees	**22,068**	22,500	**64,177**	52,500
Professional fees	**22,500**	22,500	**72,500**	65,000
Share-based compensation	**212,909**	225,610	**667,619**	225,610
Recovery of exploration and evaluation expenditures (1)	**(14,266)**	-	**(14,266)**	-
	396,681	511,489	**1,437,494**	1,521,251

(1) A vehicle owned by the Company was disposed of and sold to a director of the Company.

OFF BALANCE SHEET ARRANGEMENTS

As at April 30, 2023 or at the date of this MD&A, the Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at April 30, 2023 or at the date of this MD&A, the Company has no proposed transactions.

SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES, AND JUDGEMENTS

All significant accounting policies, estimates, and judgements are fully disclosed in the notes of the financial statements and the annual financial statements for the year ended July 31, 2022 and the period from November 27, 2020 (incorporation) to July 31, 2021.

FINANCIAL INSTRUMENTS

Fair value

The Company's financial instruments consist of cash, securities held for trading, loan receivable, and accounts payable and accrued liabilities.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The carrying value of cash, loan receivable, and accounts payable and accrued liabilities are measured at amortized cost.

As at April 30, 2023, securities held for trading were measured at fair value using Level 1 inputs. The fair value of securities held for trading was measured based on the quoted market price of the related common shares at each reporting date, and changes in fair value are recognized in profit or loss.

FINANCIAL INSTRUMENTS (continued)

The Company is exposed to varying degrees to a variety of financial instrument related risks:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Company to incur a financial loss. The Company's primary exposure to credit risk is on its cash and loan receivable. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. As at April 30, 2023, the Company had cash of $5,067,922 (July 31, 2022 - $5,712,597) held with large banks in Canada and Guyana. The Company has minimal cash held with banks in Guyana. The maximum exposure of the Company's loan receivable balance is $3,768 and with a contractor. The Company assesses its credit risk as low.

b) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet its obligations under financial instruments. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no sources of revenue and has obligations to meet its exploration and evaluation commitments and to settle amounts payable. As at April 30, 2023, the Company has a working capital surplus of $5,492,377 (July 31, 2022 - $5,931,126). The Company assesses liquidity risk as low.

c) Market risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rates. The Company is exposed to foreign currency risk, as certain monetary financial instruments are denominated in US dollar and Guyanese dollar.

A summary of the Company's financial assets and liabilities that are denominated in US dollar and Guyanese dollar is as follows:

	April 30, 2023	July 31, 2022
	$	$
Cash	**103,346**	166,474
Prepaid expenses	**288,988**	263,084
Loan receivable	**3,768**	-
Accounts payable and accrued liabilities	**(40,013)**	(78,676)
	356,089	350,882

The Company has not entered any foreign currency contracts to mitigate this risk. Assuming all other variables constant, an increase or a decrease of 10% of the US dollar and Guyanese dollar against the Canadian dollar, would result in approximately $35,600 impact to the Company.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

OUTSTANDING SHARE DATA

The Company has the following securities issued and outstanding:

Type	**April 30, 2023**	**At the date of this MD&A**
	#	#
Common shares	66,028,720	66,028,720
Warrants	31,794,812	31,794,812
Stock options	6,459,000	6,459,000

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The significant components of operating expenses are presented in the financial statements. Significant components of mineral property expenditures are included in the section titled "Overall Performance and Results of Operations".

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com.

RISK FACTORS

An investment in the Company should be considered highly speculative due to the nature of the Company's business, operations, and the uncertainty due to completion of the Transaction. For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the year ended July 31, 2022 and the period from November 27, 2020 (incorporation) to July 31, 2021.