GOLD LION RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THREE AND NINE MONTHS ENDED MARCH 31, 2022 and 2021

May 30, 2022

This Management Discussion and Analysis ("MD&A") of Gold Lion Resources Inc. ("Gold Lion" or the "Company") has been prepared by management as of May 30, 2022 and should be read together with the condensed interim consolidated financial statements and related notes for the three and nine months ended March 31, 2022 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. All of the following amounts are expressed in Canadian dollars unless otherwise stated.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

OVERALL PERFORMANCE

The Company was incorporated under the Business Corporations Act (British Columbia) on October 5, 2018 under the name "Blue Lion Holdings Inc.". The Company changed its name to "Gold Lion Resources Inc." on November 15, 2018. The Company's head office is located at #600 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7, and its registered and records office is located #810– 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

The Company is engaged in the business of mineral exploration in British Columbia, Canada and Idaho, United States.

OVERALL PERFORMANCE (continued)

As at the date of this MD&A, the following have resigned as directors and/or officers of the Company:

Mr. Borzooyeh Zare, Interim CEO, CFO and Corporate Secretary, and Director
Mr. Christopher Paul, CEO and Corporate Secretary
Ms. Hannah Jin, Director
Mr. Bill Gilmour, Director
Mr. Oliver Friesen, Director

As at the date of this MD&A, the following have been appointed as directors and/or officers of the Company:

Mr. Guy Bourgeois, CEO, interim CFO, Corporate Secretary, and Director
Mr. David Beck, Director
Mr. Shidan Gouran, Director
Mr. Steven Hong, Director

Mr. Bourgeois has considerable experience in the battery materials, metals and mining industry. Over the last 30 years, Mr. Bourgeois has been an owner, investor, advisor, or board member in dozens of innovative companies. He is an experienced C-level executive with a demonstrated history in leading-edge battery technology, energy generation sectors and nanotechnology. Mr. Mr. Bourgeois is skilled in raising capital, government grants, global business development and strategic business plans and has extensive experience in new business development where he provides business and technology leadership within the battery materials, metals and mining space. Mr. Bourgeois is a seasoned professional with decades of diverse experience revolving around disruptive technology advancements and commercial development. Over the last 10 years, Mr. Bourgeois has served as a global R&D Project Director and COO for (battery materials) technology firms and his knowledge and expertise are unparalleled. As of the date of this MD&A, the Company granted 750,000 stock options with an exercise price of $0.05 per share, expiring five years from issuance to Mr. Bourgeois. The options vest quarterly over a period of one year.

Mr. Beck has over 30-years of financial, business operations, and capital markets experience, having worked in a C-level capacity with national financial institutions in various capacities as a financial analyst, institutional and proprietary trader, and in investment banking. Initially, Mr. Beck leveraged his background in engineering to focus on a career in management consulting. After several years, he moved to the capital markets industry as a technology research analyst. He subsequently complemented this experience through work as an investment banker and proprietary trader. During his career, he established himself as a domain expert in analytics largely through his work as a top ranked technology research analyst in both New York and Toronto. David's security expertise has been developed through work with, and investment in three security software start-up companies, which included Cloakware (acquired by Irdeto) and Assurent Secure Technologies (acquired by TELUS). Mr. Beck holds an MBA from the Ivey Business School, University of Western Ontario and a B.Sc. (Engineering Physics) from Queens University.

OVERALL PERFORMANCE (continued)

Mr. Gouran is the founder of Gulf Pearl, a private merchant bank that has provided advisory services to ventures in the mineral processing, natural capital, cleantech and e-waste mining industries. He was one of the earliest investors in the blockchain sector and a serial entrepreneur who cofounded ventures in the telecommunications, consumer electronics and esports industries, including:

- Nuovotel, the first Canadian CLEC to offer wholesale VoIP services in Canada;
- Jazinga, the developers of the only Skype approved business communications solution sold through the official Skype Shop, prior to Microsoft's acquisition of Skype;
- Home Jinni, the developers of a Smart TV solution that powered the majority of first-generation Android Smart TVs; and
- Gamesquare, a gaming venture which is now one of the leading Canadian public companies in the esports sector.

Mr. Gouran studied Pure Mathematics and Theoretical Physics at the University of Western Ontario.

Mr. Hong is an Ontario based lawyer with a focus in the areas of Commercial Law and Civil Litigation. He is fluent in both English and Korean and has a strong connection to the KoreanCanadian community in Toronto. In 2016, he co-founded a health beverage company in Seoul, South Korea. As a co-founder, he provided strategic consultation to scale the business in the fastgrowing Korean market. Mr. Hong obtained his law degree from the University of Western Ontario. During his time at Western, Mr. Hong served as director of the university council.

RESULTS OF OPERATIONS

As at March 31, 2022, the Company had total assets of $4,606,534 (June 30, 2021: $6,556,312) and total liabilities of $3,150 (June 30, 2021: $80,551).

For the nine months ended March 31, 2022

For the nine months ended March 31, 2022, the Company recognized a net loss and comprehensive loss of $1,872,377 compared to $989,459 during the nine months ended March 31, 2021. The loss was primarily comprised of the following:

- Consulting fees of $353,671 (2021 – $302,312). The increase is due to the Company engaging new consultants as the company is deciding on a new direction. In the third quarter there was a change in management, and as a result, the Company paid termination fees to certain former consultants per the consulting agreements.
- Investor relations of $125,000 (2021 - $37,875) increased by $87,125. The increase is related to Company's efforts to increase awareness.
- General and admin of $34,859 (2021 - $519,117) decreased by 484,258. The previous expenses included prospectus offering
- A non-cash stock-based compensation charge of $Nil (2021 - $103,175) was incurred to reflect the fair value of stock options during the period.
- An impairment of exploration & evaluation assets charge of $1,322,907 (2021 - $Nil) was incurred to reflect the termination of the South Orogrande/Erikson Ridge and South Orogrande Extension projects.

RESULTS OF OPERATIONS (Continued)

For the three months ended March 31, 2022

For the three months ended March 31, 2022, the Company recognized a net loss and comprehensive loss of $1,692,536 compared to $113,615 during the three months ended March 31, 2021. The loss was primarily comprised of the following:

- Consulting fees of $233,528 (2021 – $100,883). The increase in the third quarter is due to the Company engaging new consultants as the company is deciding on a new direction. In the third quarter there was a change in management, and as a result, the Company paid termination fees to certain former consultants per the consulting agreements.
- Investor relations of $125,000 (2021 - $Nil) increased by $87,125. The increase is related to Company's efforts to increase awareness.
- A non-cash stock-based compensation charge of $Nil (2021 - $103,175) was incurred to reflect the fair value of stock options during the period.
- A non-cash loss on disposal of exploration & evaluation assets charge of $1,347,771 (2021 - $Nil) was incurred to reflect the termination of the South Orogrande/Erikson Ridge and South Orogrande Extension projects.
- Interest income was $900 (2021- $2,226). This decrease relates to decreased cash on hand.

SUMMARY OF QUARTERLY RESULTS

The results of previous eight quarters is presented in the table below.

	Q3	Q2	Q1	Q4
	2022	2022	2022	2021
Net loss ($)	369,629	95,958	88,022	969,591
Loss per share ($)	(0.01)	-	-	-
	2021	2021	2021	2020
Net loss ($)	113,615	343,625	521,162	794,796
Loss per share ($)	-	0.01	0.02	0.04

EXPLORATION AND PROJECTS

Fairview Property

On December 10, 2018, the Company entered into an agreement with Christopher Paul, Oliver Friesen, and 1132902 BC Ltd. to option a 100% interest in the Fairview Property (the "Property"). The Property consists of two mineral titles of approximately 2,574 hectares located in the Kamloops Mining District, British Columbia.

EXPLORATION AND PROJECTS (continued)

Fairview Property (continued)

The agreement is subject to a 2% net smelter return ("NSR"). The Company may purchase one third of the NSR for total consideration of $1,000,000 at any time prior to such time when:

(i) the concentrator processing ores, for other than testing purposes, has operated for a period of 45 consecutive days at an average rate of not less than 70% of design capacity; or
(ii) if a concentrator is not erected on the Property, when ores have been produced for a period of 45 consecutive production days at rate of not less than 70% of mining rate specified in a study and mine plane recommending placing the Property in production.

The option will terminate if the Company does not complete all the following within the relevant time period:

(i) Make cash payment of $32,000 upon 60 days of signing of the agreement (paid);
(ii) Incur minimum exploration expenditures of $75,000 by December 31, 2019 (incurred);
(iii) Issuing an aggregate of 255,320 common shares between January 1, 2020 and December 31, 2020 (issued);
(iv) Incur exploration expenditures of $250,000 between January 1, 2021 and December 31, 2021;
(v) Incur exploration expenditures of $500,000 between January 1, 2022 and December 31, 2022.

An independent geological report (the "Technical Report") prepared by Agnes M. Koffyberg, P. Geo., who is a "Qualified Person" as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), was completed in relation to the Property on March 12, 2019. The Technical Report recommends that the Company conduct a two phase exploration program, comprised of: phase one, consisting of a thorough review and compilation of the prior work done on the Property, prospecting, geological mapping and soil sampling, and a IP survey; and phase two, if warranted by the results of phase one, consisting of a drilling program to examine targets generated from the results of phase one.

Cuteye Properties

On January 24, 2020, Gold Lion Resources Inc. ("Gold Lion" or the "Company") completed an acquisition agreement and an amalgamation agreement (collectively, the "Agreements") with a private British Columbia numbered company ("Numberco") pursuant to which Gold Lion acquired the Cuteye Group of Properties (the "Property"). Under the Agreements, Gold Lion and Numberco completed a "three-cornered amalgamation" pursuant to which Gold Lion issued an aggregate of 6,000,000 Gold Lion common shares to the shareholders of Numberco, and Numberco amalgamated with Gold Lion's wholly-owned subsidiary to continue as 1238339 BC LTD. ("123 LTD.").

The Property includes the Mister Jay (2373 ha), Lady Jane (242 ha), Lama (69 ha), and Missus Jay (468 ha) claim blocks covering twelve mineral showings in BC's Golden Triangle, roughly 25km southwest of Glenora, British Columbia.

EXPLORATION AND PROJECTS (continued)

<u>South Orogrande/Erikson Ridge</u>

On April 7, 2020 the Company's wholly-owned subsidiary, Gold Lion Resources (NV) Inc., entered into an option agreement to earn 100% of the South Orogrande, Robber Gulch, and Erikson Ridge gold projects (the "Projects") in Idaho from Bronco Creek Exploration Inc., a wholly-owned subsidiary of EMX Royalty Corp ("EMX").

Each Project is covered by a separate exploration and option agreement (each, an "Agreement"). Pursuant to each Agreement, the Company can exercise its option to earn 100% interest in the respective Project by completing the following milestones on or before the dates indicated:

(i) Make cash payment of US$15,000 and issue 200,000 common shares upon of signing of the agreement (paid and issued);
(ii) Make cash payment of US$25,000 and incur minimum exploration expenditure of US$100,000 on or before July 7, 2021; (paid and incurred)
(iii) Make cash payment of US$40,000 and issue 250,000 common shares and incur minimum exploration expenditure of US$200,000 on or before April 7, 2022;
(iv) Make cash payment of us$70,000 and incur minimum exploration expenditure of US$300,000 on or before April 7, 2023;
(v) Make cash payment of US$150,000 and incur minimum exploration expenditure of US$400,000 on or before April 7, 2024;
(vi) Make cash payment of US$300,000 and issue 500,000 common shares and incur minimum exploration expenditure of US$500,000 on or before April 7, 2025;

For cash option payments beginning on the 2nd anniversary to the 5th anniversary of the effective date, the Company may elect to pay half of the value of the option payments through the issuance of common shares.

Upon the Company's exercise of the option for a Project, EMX will retain a 3.5% NSR royalty on the Project, of which the Company may purchase up to 1.0% of the NSR royalty (the first 0.5% for 350 ounces of gold or cash equivalent prior to the third anniversary after exercise of the option, then the remaining 0.5% can be purchased at any time thereafter, until commercial production, for 1,150 ounces of gold or cash equivalent). The Company may, at its election, make up to one-half of the payment for the first 0.5% through the issuance of common shares. After exercise of the option, annual advance royalty ("AAR") payments are due starting at US$30,000 on the first anniversary of the exercise of the option and increasing to US$10,000 per year to a maximum of US$80,000 per year. All AAR payments cease upon commencement of commercial production from a Project.

In addition, Gold Lion will make milestone payments for a given Project to EMX consisting of:
- 300 ounces of gold upon completion of a Preliminary Economic Assessment,
- 550 ounces of gold upon completion of a Pre-Feasibility Study, and
- 650 ounces of gold upon completion of a Feasibility Study.

The Company may elect to make any such milestone payments in cash or in kind as refined bullion.

On March 24, 2022, the Company announced that it has terminated its option and consequently, all related costs were impaired.

EXPLORATION AND PROJECTS (continued)

South Orogrande Extension

On July 15, 2020, the Company acquired, through the purchase of Ohadi GeoEx Inc., four additional gold properties, The Doc, Majestic, Mammoth, and Red Cloud. which lie to the south of Gold Lion's South Orogrande property. On March 24, 2022, the Company announced that it is in the best interest to acquire a new exploration or development project and consequently, all related costs were impaired.

The continuity of the Company's exploration and evaluation assets is as follows:

	Fairview $	South Orogrande $	Erickson Ridge $	Cuteye $	South Organed Extension $	Total $
Acquisition Costs						
Balance, beginning at July 1, 2021	167,320	91,200	91,200	1,800,000	1,456,000	3,605,720
Incurred during the period	-	31,670	31,670	-	-	63,340
Balance, ending at March 31, 2022	**167,320**	**122,870**	**122,870**	**1,800,000**	**1,456,000**	**3,669,060**
Deferred Exploration Costs						
Balance, beginning at July 1, 2021	58,427	381,458	252,862	-	6,435	699,182
Drilling	-	132,485	-	-	-	132,485
Equipment rental	-	12,609	2,937	-	-	15,546
Geological and geophysical	-	31,961	-	-	-	31,961
Project preparation and support	-	22,551	3,985	575	-	27,111
Permitting	-	13,341	-	-	-	13,341
Sampling and analysis costs	-	25,889	56,472	-	-	82,361
Travel and accommodations	-	12,812	-	-	-	12,812
Report and data compilation	-	-	13,111	-	-	13,111
Taxes and mineral claims	-	91,461	23,233	500	-	115,195
Balance, ending at March 31, 2022	**58,427**	**724,567**	**352,600**	**1,075**	**6,435**	**1,143,105**
Impairment	-	(847,437)	(475,470)	-	-	(1,322,907)
Total exploration and evaluation	**255,747**	**-**	**-**	**1,801,075**	**1,462,435**	**3,489,258**

LIQUIDITY AND CAPITAL RESOURCES

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

As at	March 31, 2022	June 30, 2021
	$	$
Cash and cash equivalents	1,015,010	2,189,630
Working capital	1,114,126	2,170,860

Quarter Ended	March 31, 2022	June 30, 2021
Cash used in operating activities	667,356	905,701
Cash used in investing activities	507,264	749,080
Cash provided by financing activities	-	2,657,566
Change in cash	(1,174,620)	1,002,785

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

During the period from July 1, 2020 to March 31, 2022, the Company issued the following share capital:

- On July 10, 2020, the Company issued 50,000 common shares at $0.57 per share as part of a shares for services to a consultant.
- On July 15, 2020, 2,600,000 common shares with a fair value of $0.56 were issued as part of asset purchase agreement for a total consideration of $1,456,000
- On July 16, 2020, 100,000 common shares were issued at $0.37 as part of options exercise for proceeds of $35,500.
- On November 2, 2020, as part of a prospectus offering, the Company issued 6,666,667 units at a price of $0.45 per unit for gross proceeds of $3,000,000. Each unit consists of one common share of the Company and one common share purchase warrant entitling the holder to purchase one common share of the Company at a price of $0.60 to November 2, 2022. A value of $466,667 was attributable to the share purchase warrants using the residual method. The Company paid $452,151 and issued 455,875 broker warrants as finder's fees. Each broker warrant is exercisable to purchase one common share of the Company for a period of two years at a price of $0.45. The value of the broker warrants was determined to be $119,006 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.25%, expected life of two years, expected volatility of 150%, and dividend yield of nil.
- During the year ending June 30, 2021, 61,750 common shares were issued at $0.20 as part of warrant exercises for proceeds of $12,350.

As of the date of this MD&A, the Company closed a non-brokered private placement of 20,710,000 warrants ("Warrants") at a price of CAD $0.025 per Warrant for gross aggregate proceeds of $517,750 (the "Private Placement"). Each Warrant entitles the holder to acquire one unit of the Company (each, a "Unit"). Each Unit consists of one common share in the capital of the Company (each, a "Share") and one transferable common share purchase warrant (each, a "Conversion Warrant"). Each Warrant will entitle the holder thereof to acquire one Unit at a price of $0.025 per Unit for a period of two years from closing.

LIQUIDITY AND CAPITAL RESOURCES (continued)

Each Conversion Warrant will entitle the holder thereof to acquire one additional Share at a price of $0.05 per Share until 5:00 p.m. (Vancouver time) on the date of expiration of the Conversion Warrant, which is two years following the closing date. All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day which will expire August 23, 2022.

Stock Options

The Company has adopted a stock option plan, pursuant to which the board of directors of the Company may from time to time, in its discretion, and in accordance with the Canadian Securities Exchange ("Exchange") requirements, grant to directors, officers, and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to five years from the date of issuance.

On November 9, 2020, the Company issued 150,000 stock options at a price of $0.40 per share, expiring November 8, 2025. The estimated fair value of the options was $54,445 which was determined using the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.41%.

On November 30, 2020, the Company issued 250,000 stock options at a price of $0.285 per share, expiring November 29, 2025. The estimated fair value of the options was $64,648 which was determined using the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.37%.

On April 14 2021, the Company issued 1,000,000 stock options at a price of $0.185 per share, expiring April 13, 2026. The estimated fair value of the options was $168,116 which was determined using the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.77%.

On May 28, 2021, the Company issued 85,000 stock options at a price of $0.225 per share, expiring May 27, 2026. The estimated fair value of the options was $17,369 which was determined using the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.74%.

On May 31, 2021, the Company issued 85,000 stock options at a price of $0.22 per share, expiring May 30, 2026. The estimated fair value of the options was $16,983 which was determined using the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 150%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 0.75%.

On March 17,2022 , the Company cancelled 300,000 stock options with an exercise price of $0.10, 515,000 options with an exercise price of $0.450 and 625,000 options with an exercise price of $0.185.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

During the nine months ended March 31, 2022, the Company incurred and paid a consulting fee of $15,750 to the company controlled by the Company's former interim CEO, CFO and Corporate Secretary, Borzoo Zare.

During the nine months ended March 31, 2021, the Company incurred and paid:

- consulting and advisory fee of $22,500 to the Company's former CEO, Chris Paul.
- a consulting and advisory fee of $3,865 to the Company's former CFO, Borzoo Zare.
- a consulting and advisory fee of $11,400 to former Directors of the Company.

During the period ended March 31, 2021, the Company's former CEO, Chris Paul, purchased 44,444 units at $0.45 for proceeds of $49,375 as part of the Company's prospectus offering.

During the period ended March 31, 2021, 50,000 common shares were issued at $0.37 as part of options exercise for proceeds of $18,250 by a former director, Dan Dente, of the Company.

During the period ended March 31, 2021, 50,000 common shares were issued at $0.37 as part of options exercise for proceeds of $18,250 by a former director, Douglas Meirelles, of the Company.

PROPOSED TRANSACTION

As of the date of this MD&A, the Company has signed a binding letter of intent dated May 5, 2022 (the "LOI") with 1000173975 Ontario Inc. ("OntarioCo") in respect of a proposed transaction (the "Proposed Transaction"), whereby the Company would acquire all of the issued and outstanding securities of OntarioCo by way of a share exchange agreement. OntarioCo's principal asset and undertaking is its interest in the Black Lake Mineral Property, which is located in Saskatchewan (the "Property"). Pursuant to the Proposed Transaction, the Company will issue common share in its capital (the "Consideration Shares") to the holders of common shares in the capital of OntarioCo at a deemed price per Consideration Share that is the greater or (i) $0.05, and (ii) the minimum price allowed pursuant to the policies of the Canadian Securities Exchange (the "CSE"), representing aggregate consideration to be determined and mutually agreed upon by the parties with reference to a pending valuation of OntarioCo, expected to be in the range of $500,000 to $1,000,000. The Company and OntarioCo have agreed to negotiate in good faith the terms of a definitive agreement with respect to the Proposed Transaction within 30 days from the LOI. The Company also agreed to pay a refundable deposit of up to $100,000 to OntarioCo to be used towards costs and expenses connected to the Property. If the LOI is terminated for any reason other than the execution of a definitive agreement, the deposit payments shall be returned to the Company by OntarioCo within 30 days, without interest.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended March 31, 2022, and have not been early adopted in preparing the condensed interim consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of cash and accounts payable approximate fair value because of the short-term maturity of these items.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, interest rate, liquidity, commodity price, and global economic risk.

a) *Credit risk*
Credit risk is risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and its receivables are due from the Government of Canada. As such, the Company determined that it is not exposed to significant credit risk.

b) *Interest rate risk*
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds cash and highly liquid short-term investments.

c) *Liquidity risk*
Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

d) *Commodity price risk*
The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of base metals. The Company monitors these metal prices to determine the appropriate course of action to be taken.

e) Foreign currency risk
The Company is not exposed to significant foreign currency risk on fluctuations related to cash and accounts payable liabilities that are denominated in United States dollars ("US$").The Company does not use derivatives or other techniques to manage foreign currency risk.

f) Global economic risk
General global economic conditions, including, without limitation, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, public health crises(such as the recent global outbreak of a novel coronavirus, COVID-19, refer to note below)and other events outside of our control, may affect the activities of the Company.

RISK AND UNCERTAINTIES

Risk is inherent in all business activities and cannot be entirely eliminated. Our goal is to enable the Company's business processes and opportunities by ensuring that the risks arising from our business activities, the markets and political environments in which we operate is mitigated. The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties described are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

Limited Operating History

The Company has a limited operating history upon which an evaluation of the Company, its current business and its prospects can be based. You should consider any purchase of the Company's securities in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development.

No Known Economic Deposits

The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. Global equity markets have experienced significant volatility and weakness.

The Company may face future disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A. Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. Management will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional personnel in order to provide greater segregation of duties. Since there is insufficient work at this time to warrant the additional costs, management has chosen to disclose the potential risk in its filings and proceed with increased personnel only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by management of the financial reports, and the integrity and reputation of senior accounting personnel.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The information provided in this report as referenced from the Company's consolidated financial statements for the referenced reporting period is the sole responsibility of management. In the preparation of the information along with related and accompanying statements and estimates contained herein, management uses careful judgement in assessing the values (or future values) of certain assets or liabilities. It is the opinion of management that such estimates are fair and accurate as presented.

OUTSTANDING SHARE DATA

Authorized: Unlimited number of common shares without par value.

Common shares: 37,869,487 (March 31, 2022 - 37,869,487)
Warrants: 34,128,542 (March 31, 2022 - 13,418,542
Options: 3,095,000 (March 31, 2022 - 2,345,000)

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A