GOLD LION RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR YEARS ENDED June 30, 2022 and 2021

October 28, 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 October 28, 2022 and should be read together with the consolidated financial statements and related notes for the years ended June 30, 2022 and 2021 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. 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, Corporate Secretary, and Director
Mr. David Beck, Director
Mr. Shidan Gouran, Director
Mr. Steven Hong, CFO and 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 Korean Canadian 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 fast growing 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.

On June 6, 2022, the Company closed a share purchase agreement with 1000173975 Ontario Inc. (“OntarioCo”), whereby the Company has acquired all of the issued and outstanding shares of OntarioCo. OntarioCo’s principal asset and undertaking is its interest in the Black Lake Mineral Property, which is located in northern Saskatchewan (the “Property”). The Property presents a significant opportunity for Gold Lion with respect to battery metals, including Cobalt, Nickel, Copper as well as Gold. The nearby KoBold Metals' Faith in Gravity site is being targeted due to its supply of Cobalt. KoBold’s backers include venture capital firm Andreessen Horowitz and Breakthrough Energy Ventures. Pursuant to the SPA, the Company has issued an aggregate of 20,000,000 common shares (the “Consideration Shares”) to the shareholders of OntarioCo with a fair value of $1,000,000.

On July 20, 2022, the Company entered into a Share Purchase Agreement (“SPA”) and acquired 100% of Sustainable Li-Ion Research Inc. (“SLIR”). SLIR’s primary asset is a license agreement and sponsored research agreement in the field of recycling lithium-ion batteries. Pursuant to the SPA, the Company issued 10,000,000 consideration shares to SLIR’s shareholders with a fair value of $400,000 on July 22, 2022. After in-depth research and assessment activities, The Company would like to introduce new generation battery recycling technology. This strategic acquisition of Sustainable Li-Ion Research Inc. will allow the Company to leverage a unique technology licensing opportunity from a leading Singapore University. This proprietary technology and process will significantly enhance the recovery, extraction and overall recycling performance while maintaining environmental and cost-effective metrics.

OVERALL PERFORMANCE (continued)

On September 19, 2022, the Company entered into a mineral option agreement ("Option Agreement") to acquire up to 50% interest in a mining license from Ermazon SARL (the "License") , a wholly owned subsidiary of Elcora Advanced Materials Corp. On execution of the Option Agreement, Gold Lion has acquired a 25% interest in the License by making a cash payment of $75,000 (including any amounts previously paid by Gold Lion as a deposit) and by issuing 5,000,000 common shares of the Company. Those 5,000,000 common shares were issued with a fair value of $275,000 on September 21, 2022.

The Shares were issued pursuant to available prospectus exemptions and will be subject to a hold period of four month and one day from the date of issuance pursuant to applicable securities laws. The Company has the option to: (1) acquire a further 15% interest in the License (for a total interest of 40%) by making a cash of payment of $125,000 within five business days of receiving notice that Ermazon has secured the exploitation license of the manganese concession; and (2) acquire a further 10% interest in the License (for a total interest of 50%) by making an additional cash payment of $50,000 within 15 business days of receiving notice of anticipated commencement of commercial production on the License.

Ermazon has applied for the exploitation license of the manganese concession which will fortify ongoing strategies to supply battery and electric vehicle end-users. Manganese is an electric vehicle or "EV" metal used to produce batteries for electric vehicles and other renewable energy applications such as electricity grid storage for Tesla's Powerwall batteries. Its status as a battery metal is expected to propel its demand in the wake of what experts predict will be a widespread transition to electric vehicle's driven by global climate change policy goals and zero-emission targets. Manganese represents a critical link in the lithium-ion battery supply chain. Electrolytic manganese dioxide (EMD) is an upgraded form of manganese that serves as a key ingredient of lithium-ion, alkaline and zinc-manganese batteries. As a result, the Company is now a vertically integrated precious metals mining and recycling company generating sustainable economic value for the lithium−ion battery/electronics supply chain.

RESULTS OF OPERATIONS

As at June 30, 2022, the Company had total assets of $2,423,978 (June 30, 2021: $6,556,312) and total liabilities of $163,792 (June 30, 2021: $80,551).

For the year ended June 30, 2022

For the year ended June 30, 2022, the Company recognized a net loss and comprehensive loss of $5,721,993 compared to $1,947,993 during the year ended June 30, 2021. The loss was primarily comprised of the following:

- Consulting fees of $483,594 (2021 – $327,807). 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.

RESULTS OF OPERATIONS (Continued)

- General and admin of $184,264 (2021 - $531,110) decreased by $346,846. The previous years expenses included prospectus offering costs.
- A non-cash share-based compensation charge of $7,418 (2021 - $321,561) was incurred to reflect the fair value of stock options vested during the year.
- An impairment of exploration and evaluation assets charge of $4,812,165 (2021 - $695,948) was incurred to reflect the termination of the Fairview, Cuteye, South Orogrande/Erikson Ridge and South Orogrande Extension projects.

For the three months ended June 30, 2022

For the three months ended June 30, 2022, the Company recognized a net loss and comprehensive loss of $3,849,616 compared to $969,591 during the three months ended June 30, 2021. The loss was primarily comprised

- Consulting fees of $129,923 (2021 – $25,495). The increase is due to the Company engaging new consultants as the Company is deciding on a new direction. The Company acquired new entities in Q4 2022 and subsequent to year-end 2022. The Company paid certain consultants for the merger and acquisition advisory and due diligence consulting work.
- A non-cash share-based compensation charge of $7,418 (2021 - $218,386) was incurred to reflect the fair value of stock options vested during the period.
- A non-cash loss on disposal of exploration and evaluation assets charge of $3,489,258 (2021 - $695,948) was incurred to reflect the termination of the Fairview, Cuteye, and South Orogrande Extension projects.
- General and admin fees of $144,899 (2021- $11,993) includes marketing fees that the Company paid for website development and brand development.

SUMMARY OF QUARTERLY RESULTS

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

	Q4	Q3	Q2	Q1
	2022	2022	2022	2022
Net loss ($)	(3,849,616)	(1,692,536)	(94,598)	(85,243)
Loss per share ($)	(0.10)	(0.04)	(0.01)	-
	2021	2021	2021	2021
Net loss ($)	(969,591)	(113,615)	(343,625)	(521,162)
Loss per share ($)	(0.03)	-	(0.01)	(0.02)

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 located in the Kamloops Mining District, British Columbia.

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 (not met); and
(v) Incur exploration expenditures of $500,000 between January 1, 2022 and December 31, 2022.

The Company did not fulfill the required exploration expenditures between January 1, 2021 and December 31, 2021, and as such the option agreement terminated and management impaired the property to $Nil.

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.").
During the year-ended June 30, 2022, the Company impaired the property to $Nil as a result of the claims being lapsed.

Robber Gulch / South Orogrande/Erikson Ridge

On April 7, 2020, the Company's wholly-owned subsidiary, Gold Lion Resources (NV) Inc., entered into an option agreement to earn 100% interest in 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"), with identical terms (as described below). 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:

EXPLORATION AND PROJECTS (continued)

Robber Gulch / South Orogrande/Erikson Ridge (Continued)

(i) Make a cash payment of US$15,000 and issue 200,000 common shares upon of signing of the agreement (paid and issued for all three project, Note 6);
(ii) Make a cash payment of US$25,000 and incur minimum exploration expenditures of US$100,000 on or before July 7, 2021 (paid and met for all three projects);
(iii) Make a cash payment of US$40,000 and issue 250,000 common shares and incur minimum exploration expenditures of US$200,000 on or before April 7, 2022 (not met);
(iv) Make a cash payment of US$70,000 and incur minimum exploration expenditures of US$300,000 on or before April 7, 2023;
(v) Make a cash payment of US$150,000 and incur minimum exploration expenditures of US$400,000 on or before April 7, 2024; and
(vi) Make cash payment of US$300,000 and issue 500,000 common shares and incur minimum exploration expenditures of US$500,000 on or before April 7, 2025.

As of June 30, 2021, management decided not to continue with the Robber Gulch option agreement and subsequent to June 30, 2021 provided notice to Bronco Creek Exploration Inc. of its intention to terminate the option agreement. Accordingly, at June 30, 2021, the Company recognized an impairment charge of $695,948 to reduce the exploration and evaluation assets at Robber Gulch to $nil.

On March 24, 2022, the Company terminated its South Orogrande and Erickson Ridge option agreements and consequently impaired the properties to $Nil.

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. During the year ended June 30, 2022, the Company determined that it would not pursue the South Orogrande Extension further, and consequently, the property was impaired to $Nil.

Black Lake Mineral Property

On June 6, 2022 (the "Effective Date"), the Company acquired, through the purchase of 1000173975, an option agreement (the "Option Agreement") for the Black Lake Mineral Property, which is located in northern Saskatchewan.

EXPLORATION AND PROJECTS (continued)

Black Lake Mineral Property (Continued)

Pursuant to the Option Agreement, the Company can exercise its option to earn 100% interest in the Black Lake Mineral Property by completing the following milestones on or before the dates indicated:

- Make a cash payment of $50,000 thirty days from the Effective Date (paid by 1000173975);
- Make a cash payment of $50,000 and expend $100,000 in exploration and evaluation expenditures 12 months from the Effective Date;
- Make a cash payment of $50,000 and expend $100,000 in exploration and evaluation expenditures 24 months from the Effective Date;
- Make a cash payment of $50,000 and expend $100,000 in exploration and evaluation expenditures 26 months from the Effective Date;
- Issue 300,000 common shares within 6 months from the Effective Date (issued subsequent to year-end);
- Issue 300,000 common shares within 12 months from the Effective Date;
- Issue 300,000 common shares within 24 months from the Effective Date; and
- Issue 300,000 common shares within 26 months from the Effective Date.

The Option Agreement is subject to a 2% net smelter return, of which ½ can be purchased back for $1,000,000.

The Black Lake Mineral Property comprises 22 mineral claims. On October 14, 2022, the Company completed a combined aeromagnetic, VLF-electromagnetic and radiometric survey over all 4 claim groups compromising its Nickel Plate project in northeastern Saskatchewan. MPX Geophysics Ltd. (“MPX”) flew the 2,528 km survey using a Piper Navajo PA31 aircraft. The survey included 2,295 km flown at 100 metre line spacing and 273 km of orthogonal tie lines at 1,000 metre spacing over the Breynat, Father Lake, Twin Lakes and Nickel Plate claim groups. The airborne survey covers approximately 40 nickel-copper occurrences which were discovered by previous workers and are located within the 4 claim groups. These occurrences include the “Laura showing” with up to 4615 ppm nickel and 2801 ppm copper detected in a 2008 grab sample which was collected by previous workers. The Company expects to generate additional drilling targets from the new airborne survey and intends to utilize the survey to plan a follow-up exploration program.

EXPLORATION AND PROJECTS (continued)

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

	Fairview	**South Orogrande**	**Erickson Ridge**	**Cuteye**	**Black Lake**	**South Orogrande Extension**	**Total**
	$	**$**	**$**	**$**	**$**	**$**	**$**
Acquisition Costs							
Balance, June 30, 2021	**167,320**	**91,200**	**91,200**	**1,800,000**	**-**	**1,456,000**	**3,605,720**
Incurred during the year	-	31,670	31,670	-	1,080,393	-	1,143,733
Balance, June 30, 2022	**167,320**	**122,870**	**122,870**	**1,800,000**	**1,080,393**	**1,456,000**	**4,749,453**
Deferred Exploration Costs							
Balance, June 30, 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	576	-	-	27,112
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	-	-	115,194
Balance, June 30, 2022	**58,427**	**724,567**	**352,600**	**1,076**	**-**	**6,435**	**1,143,105**
Impairment	(225,747)	(847,437)	(475,470)	(1,801,076)	-	(1,462,435)	(4,812,165)
Total exploration and evaluation	**-**	**-**	**-**	**-**	**1,080,393**	**-**	**1,080,393**

EXPLORATION AND PROJECTS (continued)

	Fairview $	Robber Gulch $	South Orogrande $	Erickson Ridge $	Cuteye $	South Orogrande Extension $	Total $
Acquisition Costs							
Balance, June 30, 2020	**167,320**	**91,200**	**91,200**	**91,200**	**1,800,000**	**-**	**2,240,920**
Incurred during the year	-	-	-	-	-	1,456,000	1,456,000
Balance, June 30, 2021	**167,320**	**91,200**	**91,200**	**91,200**	**1,800,000**	**1,456,000**	**3,696,920**
Deferred Exploration Costs							
Balance, June 30, 2020	**58,427**	**134,294**	**115,941**	**45,967**	**-**	**-**	**354,629**
Drilling	-	102,386	-	-	-	-	102,386
Trenching	-	20,000	-	-	-	-	20,000
Equipment rental	-	60,191	8,617	23,385	-	-	91,194
Geological and geophysical	-	32,501	32,200	76,381	-	-	141,082
Project preparation and support	-	61,615	21,839	30,484	-	-	113,938
Permitting	-	14,546	35,363	25,632	-	-	75,540
Sampling and analysis costs	-	22,861	20,759	-	-	-	43,620
Travel and accommodations	-	46,990	19,299	11,378	-	-	77,667
Report and data compilation	-	11,777	48,405	7,451	-	-	67,633
Taxes and mineral claims	-	43,923	79,034	30,395	-	6,435	159,787
Camp costs and field expenses	-	21,375	-	-	-	-	21,375
Reclamation costs	-	28,031	-	-		-	28,031
Miscellaneous	-	4,258	-	1,789	-	-	6,047
Balance, June 30, 2021	**58,427**	**604,748**	**381,457**	**252,862**	**-**	**6,435**	**1,303,929**
Impairment	-	(695,948)	-	-	-	-	(695,948)
Total exploration and evaluation	**225,747**	**-**	**472,657**	**344,062**	**1,800,000**	**1,462,435**	**4,304,901**

LIQUIDITY AND CAPITAL RESOURCES

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

As at	June 30, 2022	June 30, 2021
	$	$
Cash and cash equivalents	1,055,552	2,189,630
Working capital	1,179,793	2,170,860

Quarter Ended	June 30, 2022	June 30, 2021
Cash used in operating activities	1,045,421	885,008
Cash used in investing activities	587,657	949,300
Cash provided by financing activities	499,000	2,596,698
Change in cash	(1,134,078)	762,390

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, 2021 to June 30, 2022, the Company issued the following share capital:

- On June 6, 2022, the Company issued 20,000,000 common shares with a fair value of $1,000,000 pursuant to the acquisition of 1000173975 Ontario Inc.
- On June 10, 2022, the Company issued 50,000 common shares with a fair value of $2,500 pursuant to the conversion of warrants. The Company's shares on the date of conversion were trading at $0.045 per share. The Company transferred $1,250 from share-based payment reserve to share capital. The Company paid share issuance cost of $20,000 in connection with this financing.

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 May 13, 2022, the Company issued 750,000 stock options at a price of $0.05 per share, expiring May 13, 2027, with one-fourth of the options vesting on August 13, 2022, November 13, 2022, February 13, 2023 and May 13, 2023. The estimated fair value of the options was $27,270 which was determined using the Black-Scholes Option Pricing Model. with the following assumptions: an annualized volatility of 153%; an expected life of 5 years; a dividend yield rate of 0%; and a risk-free interest rate of 2.75%. The amount vested as of June 30, 2022 was $7,418.

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.

LIQUIDITY AND CAPITAL RESOURCES (continued)

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

The Company's related parties consist of the directors, executive officers and companies owned in whole or in part by them. Transactions are measured at the exchange amount, which is the amount agreed to by the parties.

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 senior officers.

During the years ended June 30, 2022 and 2021, the Company carried out the following transactions with key management personnel:

		June 30, 2022		June 30, 2021
Consulting fees to the former CEO	$	-	$	22,500
Consulting fees to the former CFO	$	-	$	9,115
Consulting fees to the CEO	$	16,000	$	-
Consulting fees to the CFO	$	1,750	$	-
Share-based compensation	$	7,418	$	139,369
Exploration fees paid to a company controlled by the CEO	$	-	$	73,798
Consulting fees paid to Directors	$	17,500	$	11,900
Proceeds from the former CEO as part of a private placement	$	-	$	49,375
Proceeds from the Company's directors as part of an option exercise	$	-	$	36,499

As at June 30, 2022, included in accounts payable are balances due to related parties of $13,500 (2021 - $62,688). The amounts owed are due on demand, unsecured and non-interest bearing.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended June 30, 2022, and have not been early adopted in preparing the 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 consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of accounts payable and accrued liabilities approximate fair value because of the short-term maturity of these items. The fair value of the Company's cash is measured at fair value in accordance with level 1 of the fair value hierarchy.

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.

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: 73,219,487 (June 30, 2022 – 57,919,487)
Warrants: 32,128,542 (June 30, 2022 – 32,128,542)
Options: 3,095,000 (June 30, 2022 – 3,095,000)

APPROVAL

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