Ameriwest Lithium Inc.

Management's Discussion and Analysis of Results of
Operations and Financial Condition of Oakley Ventures Inc.
For the years ended April 30, 2021 and 2020
(Expressed in Canadian Dollars)

Introduction

This Management Discussion and Analysis (this "MD&A") of Oakley Ventures Inc. (the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") as of August 31, 2021 and should be read in conjunction with the audited consolidated financial statements for the year ended April 30, 2021, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Overview

The Company was incorporated under the Business Corporations Act (British Columbia) (the "BCBCA") on May 17, 2017. The Company's head office and principal address is located at Suite 306, 1110 Hamilton Street, Vancouver, BC, Canada, V6B 2S2. The Company is in the business of the exploration and development of natural resource properties in Canada and the USA.

Significant Events

On July 23, 2020, the Company completed its initial public offering ("IPO") of 3,960,000 common shares at a price of $0.10 per share for gross proceeds of $396,000. The net proceeds from the IPO will be used for working capital and to carry out exploration activities on the company's Koster Dam property, which consists of 10 mineral claims located in south-central British Columbia in the Clinton Mining Division.

Pursuant to an agency agreement dated May 6, 2020, Mackie Research Capital Corporation acted as agent for the IPO. The agent received a cash commission equal to 10% of the gross proceeds of the IPO, or $39,600, and a corporate finance fee of $20,000 plus GST, in addition to reimbursement of reasonable expenses. Additionally, the Company granted the agent and its selling group warrants to purchase an aggregate of 396,000 common shares at a price of $0.10 per share, exercisable on or before July 23, 2022.

Following the completion of the IPO, the Company had 17,390,000 common shares issued and outstanding, of which 2,421,000 are subject to escrow following the standard 10% initial release.

The common shares were approved for listing on the Canadian Securities Exchange on July 23, 2020, and began trading on July 24, 2020, under the symbol OAKY.

In July 2020, the Company appointed David Watkinson to the Company's board of directors. In addition to serving as a director of the Company, Mr. Watkinson will serve as a member of the audit committee. The Company also appointed Sam Eskandari, an existing director, as its Corporate Secretary.

On January 28, 2021, the Company acquired an early-stage lithium property located in Nevada's Clayton Valley, known as the Deer Musk East. The property consists of 275 claims spanning a total of 5,500 acres and is located approximately five miles from Albemarle's Silver Peak lithium project. The claims were staked on behalf of the Company's wholly-owned Nevada subsidiary, Oakley Ventures USA Corp., which was recently established for the purpose of holding title to the claims.

On February 1, 2021, James Gheyle was appointed to the Company's board of directors, replacing Robert Paul Way, who has resigned as a director in order to pursue other opportunities.

In February 2021, the Company closed a non-brokered private placement at a price of $0.12 per unit for proceeds of $750,000. The Company issued an aggregate of 6,250,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.50 per share for a period of 24 months.

On February 8, 2021, the Company granted 500,000 stock options to various directors and officers. Each option vests immediately and is exercisable into one common share of the Company at a price of $0.40 per share until February 8, 2026.

In March 2021, the Company announced the resignation of Mr. George Drazenovic as the CFO and a director of Company. The Company would like to thank Mr. Drazenovic for his contributions and wishes him success in his future endeavours. Mr. Sam Eskandari will assume the position of Interim CFO.

In March 2021, the Company announced its intention to change its name from Oakley Ventures Inc. to Ameriwest Lithium Inc.

In April the Company announced its name had changed from Oakley Ventures Inc. to Ameriwest Lithium Inc effective on April 9th, 2021.

In April the Company announced a change in Executive Officers having appointed current Director David Watkinson to Chief Executive Officer and current Director and CEO Glenn Collick as Chief Operating Officer.

In April the Company announced effective April 16th, 2021 the trading symbol had changed from "OAKY" to "AWLI".

On April 19, 2021, the Company acquired (through staking) 6,200 acres in the Railroad Valley, Nevada. The claims were staked on behalf of the Company's wholly-owned Nevada subsidiary, Oakley Ventures USA Corp.

On April 30, 2021, the Company granted 900,000 stock options to certain Directors and Officers at an exercise price of $0.70 per share. Each of the Stock Options vests as to one-sixth on the date of grant, as to one-sixth on each date which is 12, 18 and 24 months from the date of grant and as to one-third on the date which is 12 months from the date of grant.

Subsequent Events

On May 5, 2021, the Company began trading on the Frankfurt Stock Exchange under the symbol 5HV0.

On May 28, 2021, the Company closed a non-brokered private placement at a price of $0.50 per unit for gross proceeds of $6,041,500, of which $311,500 was received during the year ended April 30, 2021. The Company issued an aggregate of 12,083,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.75 per share for a period of 24 months. Cash finders' fees totalling $250,725 and 261,450 broker warrants were paid in connection with the private placement, being 10% of $1.2 million and 7% of $1,867,500 raised.

In June 2021, the Company announced the appointment of Graeme Wright as the Company's new Chief Financial Officer and Gregory Bell to the Company's Advisory Board.

In August 2021, the Company announced its recent activities related to its Deer Musk East Lithium Property in Nevada which consists of 283 unpatented placer claims, encompassing a total area of 2,274 ha (5,618 acres) of public land, in southern Clayton Valley, Nevada, USA. The report recommends that a Phase 1 Exploration Program consisting of soil sampling, rock chip sampling, and geophysics be completed to initially evaluate the lithium potential on the DME property.

In August Ameriwest announced that the Company has entered into an online marketing agreement with Promethean Marketing Inc., a Maryland-based communications firm pursuant to which Promethean will design, create and distribute advertising content on Ameriwest's behalf. The Agreement is effective as of August 1, 2021, is for a term of five (5) months and may be terminated at the Company's option at any time upon 30 days' notice in writing to Promethean.

In August Ameriwest announced that, effective at market open on August 23, 2021, the OTC ticker symbol for the Company's common shares will change from AMRWF to AWLIF. The new symbol is more consistent with the Company's stock symbol on the Canadian Securities Exchange (the "**CSE**"), which is Ameriwest's primary trading market.

In August Ameriwest announced the filing of a technical report in compliance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43- 101") on the Company's recently-acquired lithium property known as Deer Musk East (the "Property").

Exploration Activities

Koster Dam Property

On June 30, 2017, the Company entered into an option and joint venture agreement (the "Agreement") with a third party whereby the Company was granted the option to acquire up to a 100% interest in six (6) mineral claims located in the Clinton Mining Division of British Columbia (the "Property"). Pursuant to the Agreement, the Company was granted the sole and exclusive right and option (the "Initial Option") to acquire a 50% right, title and interest in the Property by incurring a total of $110,495 of expenditures on the Property within 12 months (extended to 15 months on April 18, 2018). Upon completing the Initial Option, the Company has the sole and exclusive irrevocable right and option (the "Call Option") to acquire the remaining 50% right, title and interest in the Property by paying $400,000 in cash. Concurrently with the Call Option, the third party has the option (the "Put Option") to dispose of the remaining 50% interest in the Property to the Company. The Company has the right to terminate the Agreement at any time up to the date of exercise of the Initial Option. In the event the Initial Option is completed but neither of the Call Option nor the Put Option are exercised, a joint venture will be formed in accordance with the terms and conditions of the Agreement.

On October 26, 2018, the Agreement was amended and replaced by an amended and restated option and joint venture agreement (the "Amended Agreement") whereby the Company was granted the option to acquire up to a 50% interest in 10 mineral claims. Pursuant to the Amended Agreement, the Company was granted the sole and exclusive right and option (the "Initial Option") to acquire a 45% right, title and interest in the Property by incurring a total of $110,495 of expenditures on the Property within 24 months from June 30, 2017 and the sole and exclusive right and option (the "Second Option") to acquire an additional 5% right, title and interest in the Property by paying $50,000 in cash within 30 days of exercising the Initial Option. At any time after June 30, 2018, the Company has the right to exclude any portion of the Property from the Amended Agreement. The Company has the right to terminate the Amended Agreement at any time up to the date of exercise of the Initial Option. In the event that the Initial Option is exercised, and regardless of whether or not the Second Option is exercised, a joint venture will be formed in accordance with the terms and conditions of the Amended Agreement.

On June 13, 2019, an amendment to the Amended Agreement was entered into whereby the due date for completion of the Initial Option was extended from June 30, 2017 to June 30, 2020. On June 29, 2020, a second amendment to the Amended Agreement was entered into whereby the due date for completion of the Initial Option was extended to October 1, 2020.

If, during the term of the Amended Agreement and so long as the joint venture agreement is still in force, either party or any of its affiliates stakes any interest in mineral claims or any other form of mineral tenure (the "AOI Tenure") within two kilometers around the perimeter boundaries of the Property or any part thereof (the Area of Interest or "AOI") located wholly or partly within the AOI, the acquiring party must give notice to the other party of such staking. If staking occurs prior to the formation of the joint venture, the non-acquiring party may elect to require that such AOI Tenure be included in and thereafter form part of the Property. If a non-acquiring party so elects and if the AOI Tenure was staked by the Company or any of its affiliates, the staking or acquisition costs shall constitute expenditures. If a non-acquiring party so elects and if the AOI Tenure was staked by the third party or any of its affiliates, the Company shall reimburse the third party for the staking or acquisition costs and these costs will also constitute expenditures. If such staking occurs after formation of the joint venture, the non-acquiring party may elect to require that such AOI Tenure be included in and thereafter form part of the Property provided that it then holds a participating interest, excluding any interest in any royalty, in the Property. If the AOI Tenure becomes part of the Property, the acquiring party shall be reimbursed its staking costs in proportion to its participating interest and such reimbursement shall be deemed a cost of the joint venture.

On March 18, 2020, the Chief Gold Commissioner of the Province of British Columbia extended the Company's time limit for doing exploration and development and registering a statement of the exploration and development, making payment instead of exploration and development and registering a revised expiry date on the Company's Koster Dam mineral claims from September 27, 2019 to October 1, 2020.

In September 2020, the Company notified the third party that the Company had completed the minimum expenditure required to exercise the Initial Option and thereby acquired a 45% interest in the Koster Dam property.

On September 30, 2020, the Company paid half of the $5,500 deposited to the Ministry of Energy and Mines for the reclamation permit of Koster Dam property.

On September 30, 2020, the Company notified the third party that the Company had completed the minimum expenditure required to exercise the Initial Option and thereby acquired a 45% interest in the Koster Dam property. The parties are negotiating the terms and conditions of a joint venture.

Subsequent Events

In May 2021, Cariboo Rose Resources Ltd announced the Koster Dam Joint Venture (55% Cariboo Rose and 45% Ameriwest Lithium Inc) commissioned an airborne geophysical survey on the Koster Dam Project. The survey will be completed by Axiom Exploration Group and will include high resolution magnetics and high precision LiDAR.

In June 2021, Cariboo Rose Resources Ltd announced the Koster Dam Joint Venture (55% Cariboo Rose and 45% Ameriwest Lithium Inc) had completed the helicopter borne triaxial magnetometer and Lidar survey conducted by Axiom Exploration Group. The information from the survey is currently being processed.

Thunderbird Property

On May 31, 2017, the Company acquired an interest in one (1) mineral claim known as the Thunderbird Property.

Quet & Fire Property

On May 19, 2017, the Company entered into an agreement with an officer and director of the Company whereby the Company purchased the right, title, estate and interest in six (6) claims known as the Quet & Fire Property for a total consideration of $48,000, consisting of $41,750 in cash payments and the issuance of 1,250,000 common shares (issued at a fair value of $6,250).

ESN Property

On November 10, 2020, the Company acquired the sole and exclusive option to purchase a 100-per-cent undivided interest in and to certain mineral claims known as the ESN project, pursuant to an assignment and novation agreement with Emigrant Springs Gold Corp. (ESGC), a Nevada corporation, and Trend Resources LLC, a Nevada limited liability company. The property consists of 17 unpatented mining claims and 16 additional unperfected claims located in White Pine county in Nevada, all of which are owned by Trend. Trend previously granted ESGC the option to acquire the property pursuant to a mining lease and option to purchase agreement dated August 3, 2020, as amended on October 31, 2020.

The aggregate purchase price for the ESN Property is US$125,000 (US$15,000 of which has already been paid by ESGC), payable by the Company in tranches over a period of five years (USD$20,575 paid during the period ended January 31, 2021).

In addition, the Company is required to incur an aggregate of US$300,000 in qualifying exploration expenditures on the ESN Property over a period of two years in order the exercise the Option.

On November 27, 2020, the closing of the Assignment Agreement occurred and the Company issued an aggregate of 3,000,000 common shares to the shareholders of ESGC as an assignment fee at a fair value of $420,000.

<u>Subsequent Events</u>

In June 2021, the Company engaged Steve Friberg to conduct an exploration program on the Company's ESM Project in Mt. Hamilton mining district, White Pine County, Nevada. The program included 138 soil samples which are currently being assayed for mineralization.

Deer Musk East

On January 28, 2021, the Company acquired a highly promising early-stage lithium property located in Nevada's Clayton Valley, known as the Deer Musk East. The property consists of 283 claims spanning a total of approximately 5,600 acres and is located approximately five miles from Albemarle's Silver Peak lithium project. The claims were staked on behalf of the company's wholly owned Nevada subsidiary, Oakley Ventures USA Corp., which was recently established for the purpose of holding title to the claims.

<u>Subsequent Events</u>

In August 2021, the Company announced its recent activities related to its Deer Musk East Lithium Property in Nevada which consists of 283 unpatented placer claims, encompassing a total area of 2,274 ha (5,618 acres) of public land, in southern Clayton Valley, Nevada, USA. The Company engaged Raymond Spanjers to prepare a NI 43-101 report for Ameriwest Lithium's Deer Musk East Property. The draft report recommends that a Phase 1 Exploration Program consisting of soil sampling, rock chip sampling, and geophysics be completed to initially evaluate the lithium potential on the DME property.

Railroad Valley Lithium Project

In April 2021, the Company acquired (through staking) 6,200 acres in the Railroad Valley, Nevada which Management believes shares similar character's as the Clayton Valley.

Results of Operations

Annual Results

The following table represents selected annual financial information on the Company's net loss for the previous three years:

	Year ended April 30, 2021	Year ended April 30, 2020	Year ended April 30, 2019
Revenue	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the year/period	(632,037)	(89,325)	(81,153)
Exploration and evaluation assets	1,051,321	123,890	124,594
Total assets	1,582,578	137,478	135,960
Loss per share	(0.03)	(0.01)	(0.01)

Quarterly Results

The following table summarizes the results of operations for the most recent quarters since incorporation:

	April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(428,965)	(42,539)	(120,329)	(40,204)
Exploration and evaluation assets	1,051,321	691,906	147,020	128,501
Total assets	1,582,578	890,576	235,371	452,287
Loss per share	(0.03)	(0.00)	(0.01)	(0.00)

	April 30, 2020	January 31, 2020	October 31, 2019	July 31, 2019
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss and comprehensive loss for the period	(52,468)	(15,663)	(7,347)	(13,847)
Exploration and evaluation assets	123,890	127,024	124,594	124,594
Total assets	137,478	138,367	135,204	135,509
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Results for the years ended April 30, 2021

The Company had a net loss of $632,037 for the year ended April 30, 2021, compared to a net loss of $89,325 for the year ended April 30, 2020.

Expenses details are as follows:

- Consulting fees of $45,873 (2020 - $Nil) – the difference is due to increased contracting in the current year.

- Management fees of $51,157 (2020 - $Nil) – the difference is due to increased management activities in the current year.
- Shareholder information and promotion of $48,807 (2020 - $Nil) – the difference is due to increased promotional activities in the current year.
- Transfer agent and filing fees of $57,879 (2020 - $5,250) – the difference is mainly due to application to FINRA and OTC Markets Group.
- Legal fees of $126,039 (2020 - $46,985) – the difference is mainly due to increased legal activities in preparation for the IPO.
- Share-based compensation of $225,910 (2020 - $Nil) – the difference is mainly due to the issuance of stock options in the current year using the Black-Scholes pricing model.

Results for the three months ended April 30, 2021

The Company had a net loss of $428,965 for the three months ended April 30, 2021, compared to a net loss of $52,468 for the three months ended April 30, 2020.

Expenses details are as follows:

- Consulting fees of $9,873 (2020 - $Nil) – the difference is due to increased contracting in the current period.
- Stock based compensation of $225,910 (2020 - $Nil) – the difference is mainly due to the issuance of stock options in the current period using the Black-Scholes pricing model.

<u>Liquidity and Capital Resources</u>

The Company will continue to require funds for exploration work, as well as to meet its ongoing day-to-day operating expenses and will continue to rely on equity financing during such period. There can be no assurance that financing will be available to the on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over the near and long term other than as disclosed above plus normal operating expenses.

Since incorporation, the Company's capital resources have been limited. The Company has relied principally upon the issue of equity securities to acquire interests in mineral properties.

On July 23, 2020, the Company completed its initial public offering of 3,960,000 common shares at a price of $0.10 per share for gross proceeds of $396,000.

In February 2021, the Company closed a non-brokered private placement at a price of $0.12 per unit for proceeds of $750,000. The Company issued an aggregate of 6,250,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.50 per share for a period of 24 months.

In June 2021, the Company closed a non-brokered private placement at a price of $0.50 per unit for proceeds of $6,041,500. The Company issued an aggregate of 12,083,000 units, with each unit consisting of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.75 per share for a period of 24 months. There were $250,725 in broker cash finders' fees paid and 261,450 in broker warrants issued in connection with the completion of the private placement, and the broker warrants have the same terms and conditions as the unit warrants.

The Company had working capital of $274,631 as at April 30, 2021.

Share Capital

As at the date of this MD&A, the Company had the following:

- 38,790,000 shares outstanding

- Options

Exercise price ($)	Number of options	Expiry Date
0.40	500,000	February 8, 2026
0.70	900,000	April 30, 2026
	1,400,000	

- Warrants

Exercise price ($)	Number of warrants	Expiry Date
0.10	180,000	July 23, 2022
0.50	6,248,000	February 5, 2023
0.75	12,344,450	June 1, 2023
	18,772,450	

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Transactions with Related Parties

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

As at April 30, 2021, the amount due to the related parties is comprised of the following:

- $26,347 (2020 - $2,347) due to Glenn Collick, an officer and director of the Company;
- $14,657 (2020 – $nil) due to David Watkinson an officer of the Company; and
- $5,250 (2020 - $nil) due to James Gheyle, a director of the Company.

These amounts are non-interest bearing with no stated terms of payment.

During the year ended April 30, 2021, the Company had the following transactions with related parties:

- $24,000 (2020 - $nil) to Glenn Collick for management services;
- $14,657 (2020 - $nil) to David Watkinson for management services;
- $12,500 (2020 - $nil) to Sam Eskandari, an officer of the Company, for management services;

- $5,000 (2020 - $nil) to James Gheyle for geological consulting; and
- $225,910 (2020 - $nil) in share-based compensation to officers and directors of the Company.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

Adoption of new and amended accounting standards

Please refer to the April 30, 2021 audited consolidated financial statements on www.sedar.com.

Financial Instruments

Please refer to the April 30, 2021 audited consolidated financial statements on www.sedar.com.

Proposed Transactions

There are no proposed transactions that have not been disclosed herein.

Contingencies

There are no contingent liabilities.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the April 30, 2021 consolidated financial statements on www.sedar.com for details of the Company's exploration and evaluation assets.

Internal Controls over Financial Reporting

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the consolidated financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Forward-looking information

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

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

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

Risks and Uncertainties

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The potential economic effects within the Company's environment and in the global markets, possible disruption in supply chains, and measures being introduced at various levels of government to curtail the spread of the virus (such as travel restrictions, closures of non-essential municipal and private operations, imposition of quarantines and social distancing) could have a material impact on the Company's operations. The extent of the impact of this outbreak and related containment measures on the Company's operations cannot be reliably estimated at the date of this MD&A.

Early stage – Need for additional funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing though the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to the exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or productions costs, a reduction in the level of production at producing properties, or require abandonment or delays in the development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and it may have its interest in properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market trends generally and the value of the Company's securities may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

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.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.