CLARITY METALS CORP.

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2023

OVERVIEW

The following management discussion and analysis ("MD&A") takes into account information available up to and including May 29, 2023 and should be read in conjunction with the condensed interim financial statements for the three-month period ended March 31, 2023 and the audited financial statements for the year ended December 31, 2022. All amounts are stated in Canadian dollars unless otherwise indicated. These financial statements together with this MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of Clarity Metals Corp. (the "Company").

FORWARD LOOKING STATEMENTS

Information contained in this MD&A that is not historical fact may be considered "forward looking statements". These forward-looking statements sometimes include words to the effect that management believes or expects a stated condition or result. All estimates and statements that describe the Company's objectives, goals or plans are forward looking statements. Since forward looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors, including such variables as new information, changes in demand for commodity prices, legislative, environmental and other regulatory or political changes, competition in areas where the Company operates, and other factors discussed herein. Readers are cautioned not to place undue reliance on this forward-looking information.

DESCRIPTION OF BUSINESS

Clarity Metals Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 11, 2019. On November 1, 2019, the Company changed its name from 1222991 B.C. Ltd. to Clarity Gold Corp. The Company's head office and registered office are located at Suite 1680, 355 Burrard St, Vancouver, BC, V6C 2G8.

On June 25, 2020, the Company completed its initial public offering ("IPO") and on June 29, 2020, the Company's common shares commenced trading on the Canadian Securities Exchange ("CSE") under the trading symbol "CLAR". On July 1, 2020, the Company's common shares commenced trading on the OTC Pink Sheets Market under the trading symbol "CLGCF".

On December 12, 2022, the Company's name changed from Clarity Gold Corp. to Clarity Metals Corp. and resumed trading under the new symbol "CMET" on the CSE.

The Company is a Canadian mineral exploration company focused on the acquisition, exploration and development of mineral projects in Canada.

The Company is currently evaluating its exploration and evaluation assets and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While this has not had a material impact on the Company to date, it is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

SUMMARY OF BUSINESS ACTIVITIES

The following financial and operational highlights occurred during the three-month period and subsequent to March 31, 2023:

- On January 9, 2023, the Company provided an update on exploration progress at the Lithium381 property located in Quebec. To date the Company has initiated and is awaiting results of the following exploration efforts:
    - Induced Polarization and Resistivity survey at 100m line spacing and 25m dipole spacing
    - Remote sensing survey including the acquisition, processing, analysis, and interpretation of Synthetic Aperture Radar ("SAR") and Sentinel & Aster Multispectral data.
    - Airborne triaxial magnetometer survey.
    - Initiation of follow up exploration including permitting preparation.

- On January 17, 2023, the Company reported preliminary resistivity results from a recently completed IP/Resistivity survey over a portion of the Lithium381 property. The preliminary results identified a target for follow up that shows as a 1.5 km EW-oriented area of relative high resistivity values.

- On January 18, 2023, the Company reported that it has submitted a drill permit application after receiving positive preliminary resistivity results from a recently completed IP/Resistivity survey over a portion of the Lithium381 property. The drill permit includes locations for 27 drill pads. The Company has begun planning a drilling program which will be further constrained as results of additional geophysical and remote sensing surveys are received. The drilling permit is laid out to test a target interpreted from preliminary results from a recently completed IP/Resistivity survey which identified a 1.5 km EW-oriented area of relative high resistivity values.

- On January 19, 2023, the Company announced that it has received preliminary results from the airborne triaxial Magnetometer survey flown over the Company's Fecteau Project. Clarity will utilize the data from this survey to interpret lithology and geological structures which are known in the Abitibi to have a control on gold mineralization. This data will be combined with results from the other winter exploration efforts including a diamond drilling program and a comprehensive remote sensing program to advance our knowledge of the area further prioritizing current targets as well as generate new targets.

- On January 24, 2023, the Company reported preliminary results from a remote sensing survey carried out over the area of the Lithium381 Property. The preliminary results of the remote sensing work have identified a target coincident with the resistivity anomaly identified from the preliminary Induced Polarization survey. The Remote sensing exercise was carried out over the Lithium381 Property area and was interpreted for pegmatites, particularly in comparison to Allkem's adjacent James Bay Lithium project as a reference signature where lithium bearing pegmatites are shown to be coincident with resistivity highs and similar spectral characteristics.

- On February 1, 2023, the Company announced that it has entered into an early exercise agreement dated January 31, 2023 pursuant to which the Company has agreed to exercise its option to acquire a 100% interest in the property known as the Fecteau Property. The Company exercised the option in full by paying Opus One Gold Corp. and the two original optionors (the "Optionors") a cash payment of $35,000 and issuing the Optionors 185,185 common shares in the capital of the Company. In addition, the Company has agreed to enter into a royalty agreement with the Optionors pursuant to which the Company granted a 2.0% net smelter return royalty to the Optionors with respect to production of all precious metals from the mineral claims comprising the property, other that from certain excluded claims (the "Excluded Claims") and a 1.0% net smelter return royalty to the Optionors with respect to production of all metals from the Excluded Claims.

- On February 8, 2023, the Company reported that it has received a drilling permit for the Lithium381 Property. The drilling permit specifies the location of 27 drilling pads focusing on a target interpreted from preliminary results produced by a recently completed IP/Resistivity survey which indicates a 1.5 km E-W oriented area of relative high resistivity values.

- On April 5, 2023, the Company announced that it has entered into an investor relations agreement with Stellium Services Ltd. ("Stellium"), pursuant to which Stellium has agreed to provide investor relations and communications services to the Company in exchange for an aggregate amount of £12,000, payable in two installments. The services include marketing and communication with institutional and professional investors, private equity funds, and retail brokers in Europe.

EXPLORATION AND EVALUATION ASSETS

The following table is a reconciliation of exploration and evaluation assets as at March 31, 2023.

	Acquisition costs December 31, 2022	Additions Cash	Additions Shares	Acquisition costs March 31, 2023
Lithium 381	$ 176,000	$ -	$ -	$ 176,000
Fecteau Project	101,250	35,000	46,296	182,546
Empirical Project	228,681	-	-	228,681
Gretna Project	161,666	-	-	161,666
Tyber Project	161,666	-	-	161,666
Eddies Cove Project	51,747	-	-	51,747
Harp Lake Project	397,009	-	-	397,009
Hare Bay Project	86,244	-	-	86,244
	$ 1,364,263	$ 35,000	$ 46,296	$ 1,445,559

During the three-month period ended March 31, 2023, the Company incurred exploration costs as follows:

Exploration Expenditures	KM381	Fecteau	Total
Drilling	$ 9,009	$ 9,009	$ 18,018
Licences and permits	1,727	-	1,727
Survey	15,000	35,000	50,000
	$ 25,736	$ 44,009	$ 69,745

Fecteau Property

Acquisition

On November 21, 2022, and subsequently amended on february 1, 2023, the Company entered in an assignment and assumption agreement (the "Fecteau Agreement") among Opus One Resources Corp. ("Opus One") and the two original optionors (the "Fecteau Optionors"), to acquire a 100% interest in the Fecteau Property located in the Province of Quebec.

The Fecteau Property consists of one claim block containing 107 claims for a total of 5,979.02 hectares in the Urban-Barry Windfall mining district.

As consideration for this acquisition, the Company paid $95,000 as cash and issued 185,185 common shares with a fair value of $46,296.

In addition, the Company has entered into a royalty agreement with the Optionors pursuant to which the Company granted:

(a) a 2.0% net smelter return royalty (the "Full Royalty") to the Optionors with respect to production of all precious metals from the mineral claims comprising the Property, other than from certain excluded claims (the "Excluded Claims"); and

(b) a 1.0% net smelter return royalty to the Optionors with respect to production of all precious metals from the Excluded Claims. At any time and at the sole discretion of the Company, the Company may reduce the Full Royalty from 2.0% to 1.0% by paying the Optionors or their permitted assign(s) a cash payment of $1,500,000.

EXPLORATION AND EVALUATION ASSETS (continued)

In connection with the execution of the Fecteau Agreement, the Company issued an arm's length finder an aggregate of 250,000 common shares as finder's fee with a fair value of $41,250.

Geology

The property extends in an east-west direction for approximately 12km and in a north-south direction for ±4km. It comprises a thick east-west striking felsic-intermediate volcanic sequence within a sea of mafic volcanics. The sub-vertically dipping volcanics are folded at both ends of the sequence. The structural fabric of the region is characterized by a series of late NE striking faults related to the Grenville Front, itself located a short distance to the east of the property.

The property hosts two types of mineralization:

- mesothermal gold veins related to fold axis at both ends of the volcanic sequence and
- VMS type mineralization observed near the (presumed) summit of the felsic-intermediate volcanic sequence. This mineralization is almost continuous over the entire length of the sequence and gives a strong geophysical signature (Input, IP, EM). The main mineral in this environment is pyrrhotite.

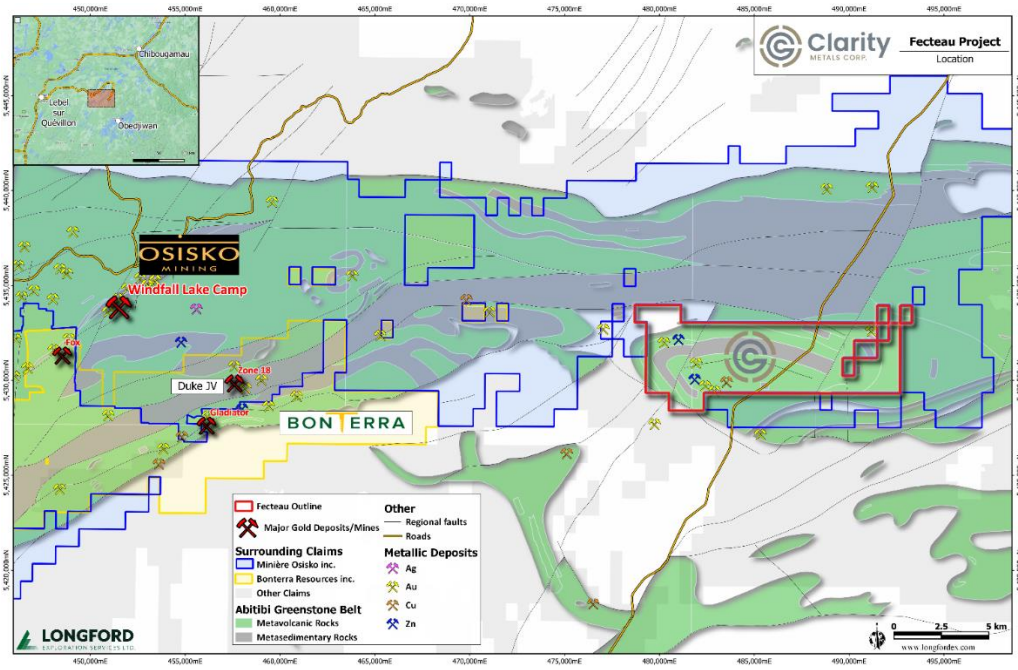
2022 Exploration:

On January 19 the Company announced results from a triaxial magnetometer survey over the Fecteau Property.

A total of 15 drill holes, totaling 5,833 m, were completed using two drill rigs. All targets were tested except the Marceau showings.

- FEC-22-01 and 02 tested Target 1B (Au and base metals)
- FEC-22-03, 05, 07, 13,and 15 tested Target 6 (Fecteau East or Soquem gold showing)
- FEC-22-04 tested Target 1D (Au and base metals)
- FEC-22-06 tested the Plunge base metal showing
- FEC-22-08 and 10 tested Target area 1A (Au and base metals)
- FEC-22-09 and 11 tested Fecteau Nord or Noranda base metal showing
- FEC-22-12 and 14 tested the "Porphyre" gold showing

Assays are pending and next steps will include a full data compilation to evaluate and prioritize the next set of drill targets.



EXPLORATION AND EVALUATION ASSETS (continued)

Lithium381 Property

Acquisition

On December 6, 2022, the Company entered into an option agreement (the "Lithium Agreement") with Genius Metals Inc. ("Genius"), an arm's length public company listed on the TSX Venture Exchange, to earn an undivided 50% right, title, ownership and beneficial interest in the Lithium381 Property ("Lithium381" or "KM381") located in the Province of Quebec.

Lithium381 comprises 21 mineral claims covering approximately 1107 hectares located in the James Bay Region of Northern Quebec.

Pursuant to the Lithium Agreement, the Company must:

(a) incur and aggregate of $750,000 in exploration expenditures on or before December 31, 2024, inclusive of the deposit of $25,000 provided by the Company to Genius on November 25, 2025; and

(b) issue an aggregate of 720,000 common shares of the Company which will be subject to a voluntary escrow to be released as to 90,000 common shares every four months. (Issued at a value of $126,000)

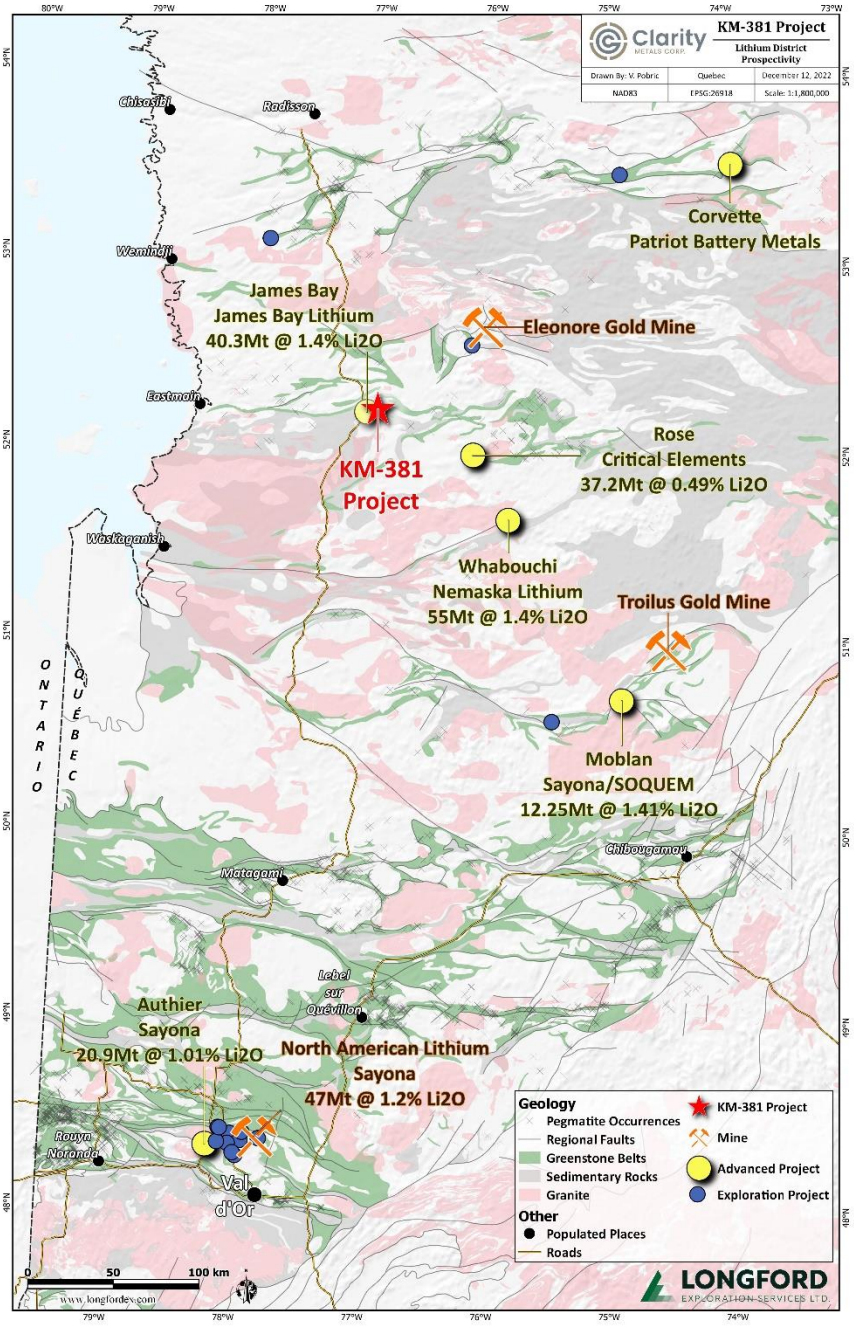
In connection with the execution of the Lithium Agreement, the Company paid an arm's length finder an aggregate of 250,000 common shares as finder's fee with a fair value of $50,000.

2022 Exploration:

To date the Company initiated the following exploration efforts:

- Induced Polarization and Resistivity survey at 100m line spacing and 25m dipole spacing
- Remote sensing survey including the acquisition, processing, analysis, and interpretation of Synthetic Aperture Radar ("SAR") and Sentinel & Aster Multispectral data
- 160 line kilometer triaxial magnetometer survey at 75m line spacing.
- Initiation of follow up exploration including permitting preparation.

A drill target within a resistivity high has been identified at the contact between metasediments and metavolcanics. This property is drill ready but is best drilled when the ground is frozen.


KM-381 Project
Lithium District Prospectivity
Clarity METALS CORP.
Drawn By: V. Pobric
Quebec
December 12, 2022
NAD83
EPSG:26918
Scale: 1:1,800,000
Chisasibi
Radisson
Wemindji
Eastmain
Waskaganish
ONTARIO
QUÉBEC
Matagami
Chibougamau
Lebel sur Quévillon
Rouyn Noranda
Val d'Or
Corvette
Patriot Battery Metals
James Bay
James Bay Lithium
40.3Mt @ 1.4% Li2O
Eleonore Gold Mine
KM-381
Project
Rose
Critical Elements
37.2Mt @ 0.49% Li2O
Whabouchi
Nemaska Lithium
55Mt @ 1.4% Li2O
Troilus Gold Mine
Moblan
Sayona/SOQUEM
12.25Mt @ 1.41% Li2O
Authier
Sayona
20.9Mt @ 1.01% Li2O
North American Lithium
Sayona
47Mt @ 1.2% Li2O
Geology
Pegmatite Occurrences
Regional Faults
Greenstone Belts
Sedimentary Rocks
Granite
Other
Populated Places
Roads
KM-381 Project
Mine
Advanced Project
Exploration Project
0
50
100 km
www.longfordex.com
LONGFORD
EXPLORATION SERVICES LTD.

Newfoundland Properties

Acquisition

On August 23, 2022, the Company entered into an agreement (the "Newfoundland Agreement") with two arm's length vendors, to acquire the Eddies Cove MVT Project ("Eddies Cove"), the Harp Lake Nickel Project ("Harp Lake"), and the Hare Bay Nickel Project ("Hare Bay"), together (the "Newfoundland Properties").

As consideration for this acquisition, the Company paid $15,000 as cash and issued 4,000,000 common shares with a fair value of $520,000 which was allocated proportionally among the three properties based on the total hectares. The Newfoundland Properties operate in different geographic locations and are therefore considered to be different CGU's.

Harp Lake Nickel Project

- 3,452.5 ha of mineral claims.
- Anomalous Cu-Ni in Mesoproterozoic Mafic-Intrusive – (1.98% Cu, 1.67% Ni, 0.174% Co).
- ~70 kilometres south of Voisey's Bay.
- Located in Central Northern Labrador, 100 kilometres west of Hopedale and 100 kilometres south-west of Natuashish and 210 kilometres northwest of Goose Bay.
- Claims can be accessed by float plane landing on Harp Lake or by helicopter from Goose Bay.

Historic Work:

- Post WW2 – British Newfoundland Exploration briefly explored the area- No records.
- 1964-1980 – Area was mapped by Emslie in 1964 and 1980 and Taylor in 1972.
- 1973-1975 – Kennco Exploration investigated the area which was then completed by Falconbridge Ltd.
- Platinum Canada Incorporated is also reported to have been in the area. Potentially within the 1975 time period (Ryan et al.1995).
- 1996 – Goldnev Resources Airborne Geophysics and Local Prospecting. Historical samples include.
    - Sample 2021306 (8,800 ppm Cu, 16,700 ppm Ni, 14,500 ppm Co) (utm 561225, 6099825).
    - Sample 2021800 (12,000 ppm Cu, 1,1200 ppm Ni, 990 ppm Co) (utm 561225, 6099825).
    - Sample 2244228 (19,800 ppm Cu, 4,500 ppm Ni, 1,300 ppm Co) (utm 553610, 6097445).

Geology:

Located in the Harp Lake Intrusive suite of Central Labrador, the Harp Lake Nickel Property hosts rocks comprised of Mesoproterozoic (1350 Ma), Leucogabbro to Leucotroctolite within mafic Intrusives rocks. Locally, multiple anomalous values of Cu, Ni, and Co are reported from Pyrrhotite and Chalcopyrite in Gossanous Zones. Goldnev Resources Inc. published a report in 1996 that described the mineralization as related to Gossanous structurally controlled zones. The current claims are located only 70 kilometres South of Voisey Bay Layered Mafic Intrusive Cu-Ni Mine.

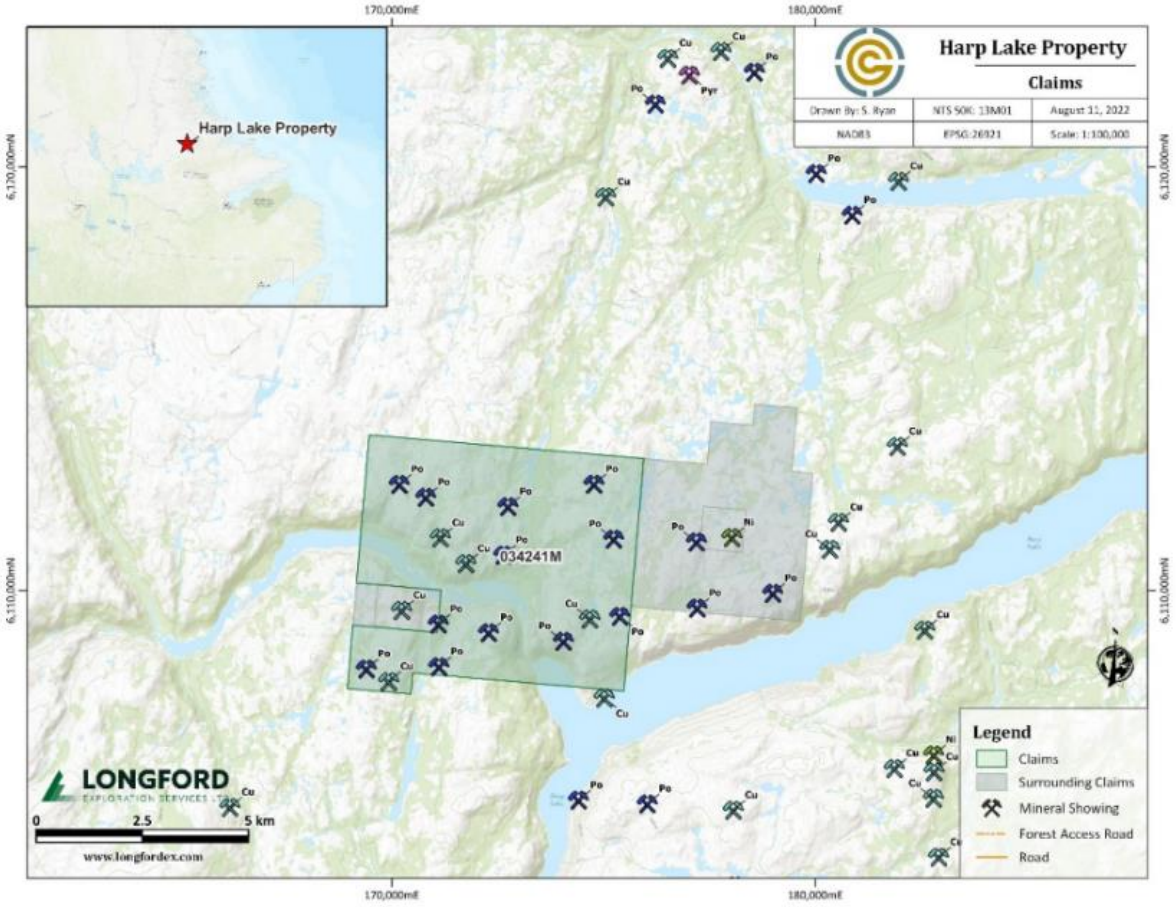


Figure 1: Harp Lake Nickel Property – Central Northern Labrador.

Eddies Cove MVT Property

- 450 ha of mineral claims.
- Targeting Pb Zn Mississippi Valley Type ("MVT") Mineralisation.
- Road accessible.
- 57 kilometres west of the town of Saint Anthony.
- In 1976-1977 after the Newfoundland Government identified Eddies Cove as a Potential Pb-Zn Target.
- Chevron Canada Ltd. discovered additional anomalous samples ranging from 5-15% Zn over 0.3 m and 0.5-1% Pb over 3 m.
- Trench samples identified anomalous hits such as (2.04% Pb and 0.02% Zn), (3.4% Pb and 0.25% Zn), (2.5% Pb and 0.04% Zn).

Historic Work

- 1976-1977 – Newfoundland Government identified the property as being prospective for Pb and Zn
- Chevron Canada Ltd. – Identified anomalous targets of Pb Zn. 5-15% Zn and 0.5-1% Pb in a follow up to the Provincial government's claims.
- 1979-1980 – Teck Exploration Limited – drilled the identified targets however failed to intersect any broad zones of mineralization, the most significant being 1.39% Pb over 0.67m from 25.15m in drillhole DDH -EC-3-79 located 1 kilometre to the south of the property. Additional trench samples included (2.04% Pb and 0.02% Zn), (3.4% Pb and 0.25% Zn), (2.5% Pb and 0.04% Zn).

EXPLORATION AND EVALUATION ASSETS (continued)

Geology

The regional geology consists of Middle Cambrian to Early Ordovician Carbonate Dolostone of the Port au Port Group. This is the same geological group that hosts the historically producing Daniels Harbour Zinc Mine directly south along trend of Eddies Cove. The claim group hosts a potential Sinistral thrust fault/ offset to the west of the anomalies which could create an additional opening for mineralization. Locally, Pb and Zn in the form of Galena and Sphalerite have been identified on surface and in drill core existing in minor fracture fills.

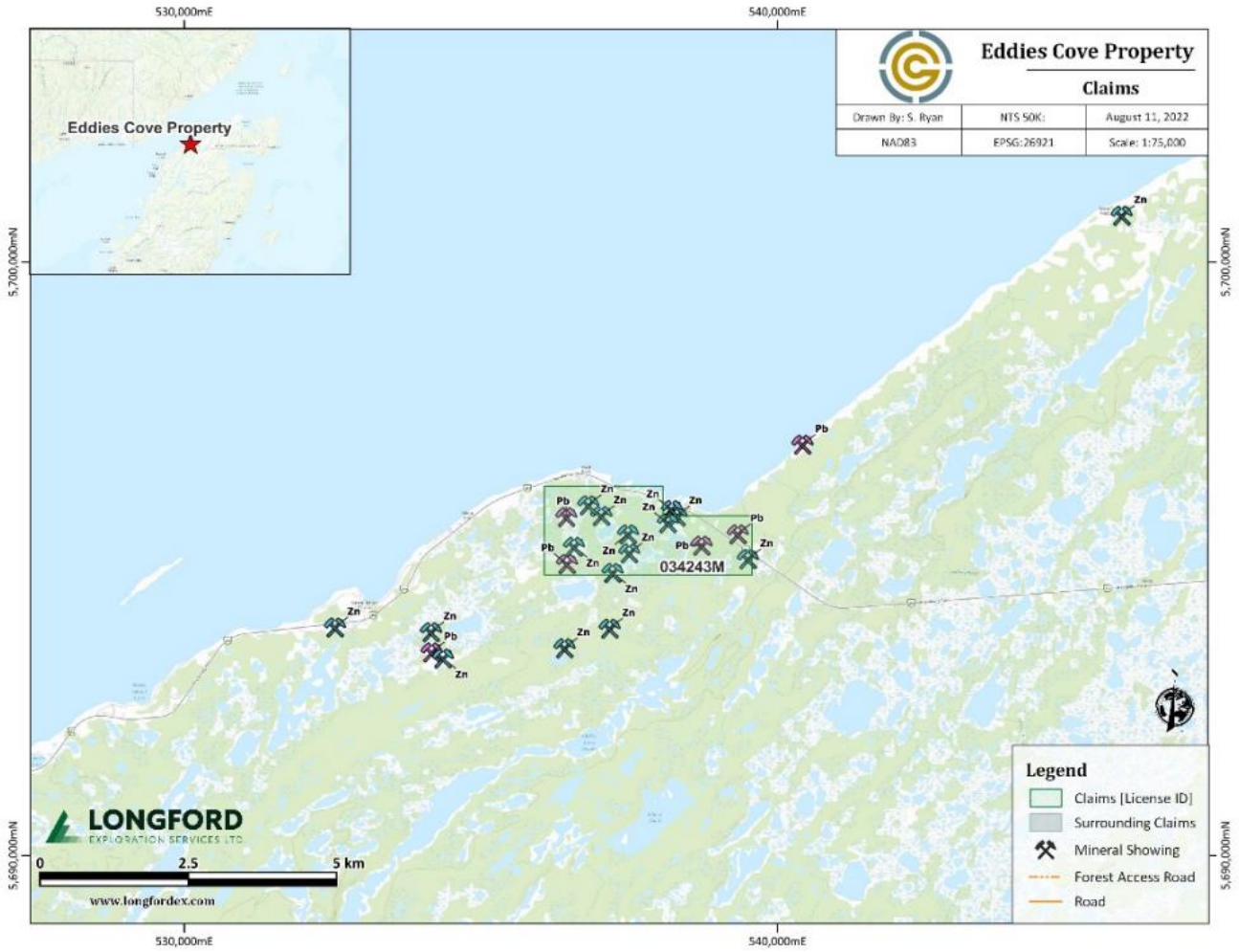


Figure 2: Eddies Cove MVT Property – Northwestern Newfoundland.

EXPLORATION AND EVALUATION ASSETS (continued)

Hare Bay Nickel Property:

- 750 ha of mineral claims.
- Mineralized showing in Hare Bay Allochthon of the Saint Anthony Ophiolite Complex.
- 15 kilometres west of St. Anthony, northwestern Newfoundland.
- 1.5 kilometres southeast of Road 430 North of Hare Bay.
- Historic Work –
- 1986-1988 – Shear Exploration – No Available Records – No Money Spent on Claims.
- 1995-1996 – Dentonia Resources Ltd – No Available Records – No Money Spent on Claims.
- 2008-2009 – Eagle Ridge Mineral Ltd - No Available Records – No Money Spent on Claims. –
- 2010-2012 – Altus Resources Inc - No Available Records – No Money Spent on Claims.

Geology:

The Hares Bay Allochthon of the Saint Anthony Ophiolite Complex belongs to the same Late Cambrian to Middle Ordovician Ophiolite family as the Bay of Islands Ophiolite Complex that hosts the York Harbour and Gregory River Volcanogenic Massive Sulphide projects. The Hares Bay Ophiolite has seen a significant amount of erosion compared to its Southern counter parts and all that remains is the deeper stratigraphy which is known here as the Ultramafic White Hills Peridotite. Locally, this unexplored Ultramafic Peridotite has a single Ni Showing which was previously recorded; likely during the academic research which was performed in 1980 By Dolstol and Jamieson of Saint Marys and Dalhousie University. The occurrence is poorly documented, however it was described to include Pyrrhotite, Pentlandite, Chalcopyrite, Ilmenite and Magnetite mineralogy as well as a full Base metal mineralogical suite hinting at its Ultra Mafic Ni affiliation.

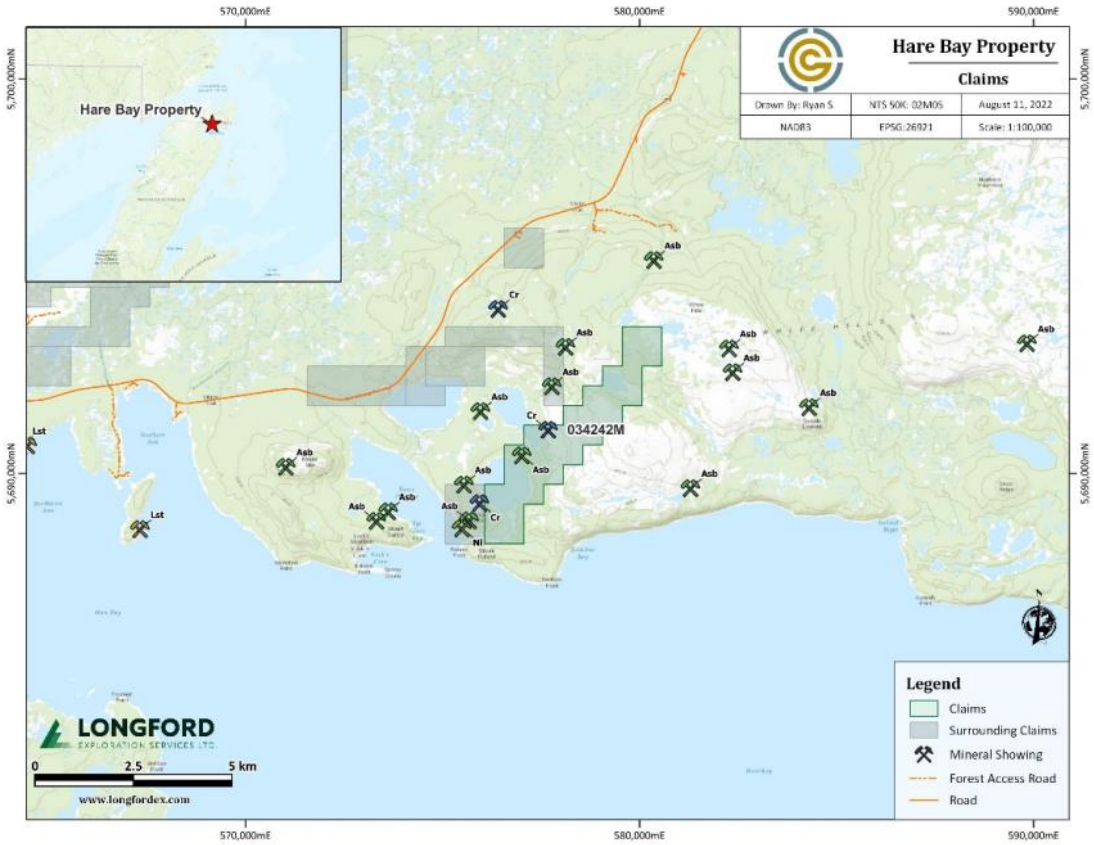


Figure 3: Hare Bay Nickel Property - Northwestern Newfoundland

Empirical Project

The Empirical Project ("Empirical") consists of six unpatented mineral claims totaling 10,518.58 hectares which are located in the Lillooet Mining Division of British Columbia, Canada, of which, 3 were staked (the "Property").

Project Acquisition

On July 2, 2020, the Company paid $7,013 to stake two unpatented mineral claims, which are adjacent and contiguous to the west and south of the Empirical Project.

On July 5, 2020, the Company acquired an additional unpatented mineral claim, which is adjacent and contiguous to the east of the Empirical Project. As consideration for the acquisition, the Company paid $3,334 cash, and issued 416,667 common shares with a fair value of $158,334 to an arm's length private company.

Pursuant to the terms of the Option Agreement dated October 16, 2019 (the "Agreement"), the Company can earn a 100% interest in the initial 3 unpatented Empirical claims (Empirical 1, 2 and 3) by making the following payments to Longford Capital Corp. (the "Optionor") a company controlled by James Rogers, a Director and CEO of the Company:

- Issue 2,000,000 common shares by October 22, 2019 (issued at a value of $10,000)
- Pay $50,000 within 5 days of the common shares being approved for listing on a stock exchange (paid on June 29, 2020
- Incur a minimum of $80,000 in exploration costs on Empirical by October 1, 2020 (incurred)
- Incur a minimum of $200,000 in exploration costs on Empirical by October 1, 2021 (incurred)

The NSR is payable following commencement of commercial production. The Company has the right to reduce the NSR from 2% to 1% at any time prior to commencement of commercial production by paying $1,500,000 to the Optionor.

In addition to the terms outlined above, the Agreement contains a 5 kilometres area of influence provision pursuant to which any claims staked by the Company within 5 kilometres of the Empirical property boundary will automatically be included as part of the Agreement and subject to the 2% NSR.

Empirical Project Description

The Empirical Project lies just to the east of Mount Brew within the Pacific Ranges which are the southernmost subdivision of the Coast Mountains. They run northwest from the lower stretches of the Fraser River to Bella Coola and Burke Channel and include 4 of the 5 major coastal icecaps in the Southern Coast Mountains. The icecaps are the largest temperate-latitude icecaps in the world and feed a number of major rivers (by volume). The highest peak in the Pacific Ranges is Mount Waddington at an elevation of 4,019 m.

The area encompasses a series of barren ridges rising to an elevation of 2,200 m and intertwining valleys and alpine meadows. Elevations over the Property ranges from 1,250 m in the valley of Enterprise Creek to over 2,591 m on Mount Bew.

The Property can be accessed west of Lillooet on Route 99 via an old logging road that partially follows Enterprise Creek from Duffy Lake Road and onto the Empirical 1 claim block. Texas Creek road is also accessible via Route 99 and runs

between 1 and 2 kilometres from the Property's edge along its eastern border. Currently the Property does not have road access within the Property boundaries and the topography is steep and rugged, therefore helicopter access for exploration would be the most practical means of access. Helicopter service is available from Lillooet, BC.

The Property is predominantly underlain by low-grade metamorphosed sediments of the Jurassic-Cretaceous Relay Mountain Group (previously referred to as Lillooet and Brew Groups by Duffell and McTaggart in 1951). These rocks have been intruded by granodiorite and quartz-diorites of the Cretaceous or later. The Relay Mountain Group consists mainly of banded argillite, impure quartzite, boulder conglomerate, and contains marine fossils of early Lower Cretaceous age. Marshall Creek Fault trends northwest across the Property and divides the Relay Mountain Group of rocks from the Permian-Jurassic Bridge River Group of metasedimentary rocks.

Along the Marshall Creek fault is a large area of carbonate alteration within the greenstones on the southwest side of the fault, and pervasive shear zones approximately 5-30 cm wide (Grexton & Bruland, 1988). Intruding into the Bridge River Complex, south of Reilly Creek and lying between the Marshall Fault and the Lillooet Fault, is a narrow band of Tertiary granodiorite.

Faulting is prevalent in the region with both Marshall Creek fault and Lillooet fault (splays from the Fraser River Fault System) crossing the property. The area between Towinock Creek and Spray Creek is extensively faulted and gently folded. The locally major, northwesterly trending fault crossing the Property was referred to as the Tow Fault by Hollister (1979). The faults follow a predominant northwesterly trend, however north-easterly, northerly, and easterly trends have also been observed on the Property. Movement along the faults appear to be predominantly dextral and the age of the faulting is uncertain. However, movement appears to have occurred post-dacite emplacement as dyke swarms have been shattered along the Tow fault line (McKillop, 1979).

A large 200 +m thick quartz-diorite boss intrudes the metasediments on the south fork of Towinock Creek which includes both porphyritic and granitic textures (McKillop, 1986). Results from Duval's 1979 work program reported that the boss was largely devoid of magmatic orthoclase, but contained variable amounts of quartz, biotite, hornblende and plagioclase (Hollister, 1979).

The boundaries of two small Cretaceous/Tertiary quartz diorite sills south of Spray Creek were refined by Hollister in 1979, however the bases were so altered by ground water the precise mineralogy could not be determined. Numerous north-easterly trending, fine-grained dacite dykes were found between these sills and described as fresh mixtures of quartz and plagioclase with lesser orthoclase and mica-believed to be differentiates of the quart-diorite sills (Hollister, 1979; McKillop, 1979). Dyke swarms are vertical to steep, west-dipping and reportedly occur parallel to the major faults on the property suggesting that the emplacement was structurally controlled (McKillop, 1979; McKillop, 1986). Metamorphic grade of rocks also increased at higher elevations suggesting that reverse faulting may be present in the claims area (McKillop, 1979).

The northern most quartz diorite boss (south of Towinock Creek) was reported by Hollister (1979) to show zones of potassic and phyllic alteration with areas of erratic pyritization occurring throughout. However, this was not confirmed by McKillop during the follow-up program of the same year. The follow-up program did suggest that the sericite and biotite alteration observed within the quartz-diorite boss may be related to a north-westerly trending set of quartz veins, as alteration appeared to decrease with increasing distance from the veins (McKillop, 1979). Quartz veins vary from 0.3cm to approximately 1m in width and are predominantly sub-parallel to faulting, however many other directions were also reported (McKillop, 1979). Composition of quartz veins in order of decreasing abundance: pyrrhotite, pyrite, molybdenite, and chalcopyrite (McKillop, 1979).

The southern quartz diorite bosses (south of Spray Creek) were reportedly strongly pyritized, however due to extensive weathering it was no longer possible to categorize hypogene alteration stages at the surface (Hollister, 1979).

The Property is likely associated with a widespread hydrothermal Cu-Au-Mo porphyry system. The mineralized zones are believed to be located within quartz diorite stockworks located just south of Towinock Creek near the Tow Showing and just south of Spray Creek near the Spray Occurrence. This area is underlain by a thick sequence of schistose argillites of the Jurassic-Cretaceous Relay Mountain Group which have been intruded by porphyritic quartz diorite stocks (MINFILE: 092INW090). The porphyritic quartz-diorite stocks, and to a lesser degree, the enclosing sediments have undergone multiple episodes of fracturing and related quartz veining providing the pathways for sulphide mineralization.

The formation of this style of deposit is related to orogenic belts at convergent plate boundaries (subduction-related magmatism), or extension settings related to strike-slip faulting or back arc spreading during continent margin accretion (Panteleyev, 1995). It is generally recognized that Cu-Au-Mo porphyry deposits are associated with granodiorite, quartz monzonite, quartz diorite granitoid rock types. Cu-Au-Mo porphyries tend to occur as large zones of hydrothermally altered host rock and are closely related to island-arc volcano-plutonic suites. Composition of intrusions range from basalt-andesite volcanic and gabbro-diorite-quartz-diorite associations. These deposits are characterized by quartz stockworks, veins, sulphide bearing veins (pyrite, chalcopyrite, bornite, with lesser molybdenum), closely spaced fractures and fracture selvages. These subvolcanic Intrusions are commonly emplaced by multiple successive intrusive phases and a wide variety of breccias. Grain size may range from coarse-grained phaneritic to porphyritic stocks, batholiths and dike swarms.

The timing of gold mineralization within these systems can be early or late and is related to magmatic or circulating meteoric waters. Early gold mineralization is closely associated with the potassic alteration zone and bornite and late mineralization is associated with pyrite and either sericitic, advanced argillic or skarn-destructive argillic alteration (Gendall, 1994). These deposits may be present in stockwork veins, skarns, or as carbonate and non-carbonate replacement (Gendall, 1994). Copper-gold style porphyries tend to be smaller in size compared to copper-molybdenum style porphyries (Gendall, 1994). Regional structures and structural lineaments act as mineralization controls in these systems and therefore the degree of fracturing and veining tends to favour the concentration of Cu and Au in these areas (Gendall, 1994; Panteleyev, 1995).

Mineralized zones occur at depths of 1 kilometre or less and are mainly associated with the development of brecciated zones or preferential replacement in host rocks with a high degree of primary permeability (Panteleyev, 1995). Ore-grade stockworks are linked to zones of intensely developed coincident fractures that are coincident or intersect multiple fracture sets. Propylitic alteration halo is widespread and generally surrounds an early potassic alteration core (which is commonly well mineralized). Overprinting of early mineralization by younger mineralized phyllic alteration is also common. Pyrite is typically the predominant sulphide mineral, and the predominant ore minerals are chalcopyrite, molybdenite, lesser bornite and rare (primary) chalcocite. Subordinate minerals include tetrahedrite/tennantite, enargite and minor gold, electrum and arsenopyrite.

These deposits can be of the silica-oversaturated, silica-saturated and silica-oversaturated subtypes based on the modal composition of the associated alkalic intrusions and to a lesser extent on alteration (Lang & McClaren, 2003). The Property shows characteristics consistent with that of a silica-oversaturated alkalic copper-gold porphyry deposit on the basis of abundant quartz-sulphide veins, siliceous alteration, widespread, but weak sericitic alteration, and the presence of strong molybdenum mineralization, however the quartz-normative composition has not been reported in historical reports (Lang & McLaren, 2003). This particular style of deposit is favourable because, on average, they contain a greater tonnage of mineralization compared to other alkalic copper-gold porphyry types. Significant examples of silica-oversaturated alkalic copper-gold-molybdenum deposits include Goonombla/North Parks and Cadia-Ridgeway in Australia and Skouries in Greece (Lang & McLaren, 2003).

The Empirical Expansion claims have multiple copper showings in the Southeast, including the Rickhill Showing where six surface rock samples collected in 1959 averaged 0.95% copper over 12.9 meters (Minfile 092INW022). Elevated copper in soil samples indicate that this zone of copper mineralization may be extended up to a total of 30 metres (Skerl, 1959). In 1970, 538 soils were collected with copper intensities ranging between 6 ppm to 212 ppm (Assessment report 02530).

The additional ground to the southwest of the Empirical Project consists of two molybdenum showings namely, the Molybdenite Lake and Fyp showings where historic samples taken from quartz veins have assayed up to 0.32% molybdenum and 0.35 g/t gold (Nelson, J. (1985-10-01): B.C. Gold Reconnaissance 1985 - Lillooet Project - Final Report; Assessment Report 30875; (Minfile 092ISW109,092ISW110). Previous work has focused on the area's molybdenum potential, with minimal exploration for gold.

Empirical Project Exploration Program

On the 8th of September 2021, Longford Exploration Services Ltd. ("Longford Exploration"), a company controlled by James Rogers, a Director and CEO of the Company, mobilized a crew of three from Vancouver to carry out prospecting, mapping, and geochemical sampling activities on the Empirical Property. The program was conducted between the 8th and 27th of September and served to evaluate the Property's prospectivity for copper, molybdenum, and gold mineralization and to verify results of historical reports. Between September 8th and 14th, the field crew was comprised of two geologists and one field assistant, however, from September 15th to the 16th, the crew size increased to five geologists and one field assistant, and thereafter, was reduced to three geologists and one field assistant.

The majority of the program consisted of prospecting, soil, chip and channel sampling in the eastern portion of the Property, in the vicinity of the Rickhill and Mud copper showings. Channel and chip sampling of historic trenches aimed to verify historic copper assays, including 0.95 % copper over 12.9 meters described in a 1959 Property Report (Skerl, 1959). Soil sampling in the region served to identify anomalous copper zones in addition to delineating the extent of copper anomalism in soil at the Rickhill and Mud showings. A total of 299 soil samples were collected from this region of the Property.

Further prospecting activities were focused largely in the Molybdenite Lake region, where the FYP and Molybdenite Lake showings occur. Prospecting targeted structures, contacts and mineralization within the valley that hosts the FYP and Molybdenite Lake showings, where historical rock sampling has identified up to 0.315% molybdenum (ARIS 30875). In total, 222 Rock (grab, chip, and channel) samples, 62 talus fines and 299 soil samples were collected throughout the Property.

2021 Rock Outcrop Sampling

Rock sampling served to identify and delineate mineralization, in addition to structural and lithological hosts to mineralization in the vicinity of historical mineral occurrences such as the FYP, Molybdenite Lake, Rickhill, Mud, Spray and Tow showings. Ninety-six grab and chip samples were obtained from outcrop on the Empirical Property and were submitted for analyses.

2021 Historical Trench Chip Sampling

Four historical blast and bulldozer trenches in the vicinity of the Rickhill showing (named in the 2021 Empirical Assessment report as; TR21-01, TR21-02, TR21-03, TR21-04) in addition to two historic trenches at the Mud showing (named; TR21-05, TR21-06) were chip sampled at 1 m intervals. The crew obtained a cumulative 126 meters of chip sampling across both mineral occurrences. At the Rickhill showing a silicified chlorite schist hosts copper mineralization, evidenced by strong malachite alteration and chalcopyrite observed.

2021 Historical Trench Channel Sampling

Four small channel samples were taken over 1 m intervals at the Rickhill historical trench exposure. The channels were completed using a rock saw and consisted of two individual one-meter channels in trench TR21-02 and a two-meter channel taken from trench TR21-03. The channel samples served to investigate selective zones of higher-grade copper mineralization hosted within silicified chlorite schist in outcrop at the Rickhill mineral occurrence.

2021 Talus Fine Sampling

Talus fine sampling was conducted in the southwest and central portions of the Empirical Property, in the vicinity of the Molybdenite Lake, FYP and Tow showings, respectively. Twenty-three talus fine samples were collected at 15 m intervals along a ridge east of Molybdenite Lake, host to the Molybdenite Lake showing, where anomalous molybdenum (0.315%) has been reported (ARIS 30875). Twenty samples were obtained from a cirque in the vicinity of the FYP silver-gold occurrence, west of Molybdenite Lake, with an additional 19 talus samples acquired from the central portion of the Property, approximately 2.8 kilometres south of the Tow – molybdenum, copper showing (Minfile no. 092INW090). The talus sampling program served to test the potential for extended mineralization in the region surrounding the historical FYP, Tow and Molybdenite Lake mineral occurrences.

2021 Soil Sampling

Soil sampling activities during the 2021 Empirical field program were conducted solely in the eastern portion of the Property, in the vicinity of the Rickhill and Mud copper showings. Soil sampling in the region served to identify anomalous copper zones, in addition to delineating the extent of copper anomalism in soil at the Rickhill and Mud copper showings.

2021 Program Geology Summary

Molybdenite Lake Area

Traverses during the 2021 exploration program south and east of Molybdenite Lake crossed strongly magnetic ultramafic sills of distinctive orange-brown weathering gabbro and peridotite within extensive dark green to black chloritic mafic meta-volcanic rocks. In contrast, widespread intrusions of light grey to orange sills and dykes of felsic feldspar porphyry and granitic composition outcrop across the rugged slopes in a north to north-easterly trend.

Individual quartz veins and zones of strong quartz vein stockwork are common in the felsic intrusive rocks and surrounding metamorphic outcrops. Sulphide mineralization consisting of veinlets and disseminations of pyrite, pyrrhotite and trace chalcopyrite occur in the highly silicified areas. Several late-stage large bull quartz veins outcrop northeast of Molybdenite Lake in close association with feldspar porphyry dykes. These veins occasionally form prominent castellated outcrops visible across the scree slopes and contain minor molybdenum, arsenopyrite and sphalerite as documented by Minfile no. 092ISW109.

Fraser River Valley-Nesikep Creek Area (Rickhill and Mud Showing(s) Area)

At the Rick Hill and Mud mineral occurrences, old hand and bulldozer trenches expose a thin veneer of chloritic meta-sedimentary rocks composed of phyllite, quartzite and schist overlying a quartz diorite sill. Mineralization consists of veinlets and disseminations of chalcopyrite and pyrite occurring in intervals of quartz-carbonate veining and along fracture faces and foliations in the meta-sediments. During the 2021 program the hand trenches were cleared of vegetation and scraped to bedrock to facilitate detailed chip sampling of the mineralized zones.

Tyber Project

On July 5, 2020, the Company acquired the Tyber Project (or "Tyber Property") which is comprised of one mineral claim located 1.4 kilometres south of Arrowsmith Lake, British Columbia. As consideration for the acquisition, the Company paid $3,333 cash, and issued 416,667 common shares with a fair value of $158,333 to an arm's length private company.

Tyber Project Description

The Tyber gold-copper-silver project is located in southeast Vancouver Island in the Nanaimo mining division, 1.4 kilometres south of Arrowsmith Lake and 18 kilometres southwest of Parksville. Historic rock samples taken from the property between 1916 and 1986 assayed up to 2.328 oz/t Au (from historic adit dump), 16% Cu and 305.5 oz/t Ag (1916 BC Mines Annual Report; Minfile 092F236). The Tyber Project consists of several mineralized shear zones ranging from less than 0.30 m to 2.60 m. Two historical adits on the Tyber Project, believed to be targeting mineralized quartz veins within local shear zones, extend approximately 14 m and 47 m in length (1981 Assessment Report 09432).

Tyber Project Exploration Program

On the 16th of November 2021, Longford Exploration conducted one day of prospecting on the Tyber Property, applying specific focus to the locating of historical mining adits in the central portion of the Tyber Property.

The crew assessed Tyber Property access and satisfied the annual expenditure requirements for the Tyber Property through to June 2023.

EXPLORATION AND EVALUATION ASSETS (continued)

Gretna Green Project

On July 5, 2020, the Company acquired the Gretna Green Project, which is comprised of one mineral claim located 24 kilometres southwest of Port Alberni, British Columbia. As consideration for the acquisition, the Company paid $3,333 cash, and issued 416,666 common shares with a fair value of $158,333 to an arm's length private company.

Gretna Green Project Description

The Gretna Green gold-copper-silver project is located in the Alberni mining division, approximately 24 kilometres southwest of Port Alberni and 1.3 kilometres north of Henderson Lake. Historical reports show that a selected sample assayed 48.00 grams per tonne gold, 51.43 grams per tonne silver and 17.8 percent copper (Minister of Mines Annual Report 1921; Minfile 092F24). Limited information on the Gretna Green Project is available.

2021 Gretna Green Project Exploration Program

On the 14th and 15th of November 2021, Longford Exploration conducted prospecting activities on the Property. A crew comprised of one geologist and a field assistant accessed the claims via forestry service roads from Port Alberni, obtaining 10 grab rock samples from exposed road cuts.

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was reviewed by Rory Kutluoglu, P. Geo., who is a Qualified Person as defined in NI 43-101. The Qualified Person visited the Company's projects.

RESULTS OF OPERATIONS

Three-month period ended March 31, 2023

During the three-month period ended March 31, 2023 ("Q1-2023"), and the three-month period ended March 31, 2022 ("Q1-2022"), the Company recorded a net loss and comprehensive loss of $1,045,168 (Q1-2022 - $194,751) which is mainly attributed to:

i) Consulting fees in Q1-2023 of $65,000 (Q1-2022 - $81,750) decreased as the Company reduced marketing making services and focused efforts on the newly aquired exploration projects.
ii) Exploration costs in Q1-2023 of $69,745 (Q1-2022 - $9,387) increased as the Company continued exploration programs on both the newly acquired Fecteau and Lithium 381 projects.
iii) Marketing in Q1-2023 of $581,676 (Q1-2022 - $7,664) were primarily incurred for global marketing and raising awareness of the Company. Since the Company's listing on the CSE, the Company has incurred various marketing, web design, and international digital awareness campaign expenses. The increase was to bring awareness to the Company and its exploration program.
iv) Office and administration expenses of $46,314 (Q1-2022 - $24,762) consisted of office rent, director and officer liability insurance, and various miscellaneous office expenses. Office expenses increased as activity related to the Quebec exploration programs increased.
v) Professional fees in Q1-2023 of $96,531 (Q1-2022 - $59,813) increased due to the increased corporate activity related to the various exploration asset acquisitions.
vi) During Q1-2023, the Company recognized a total of $187,500 (Q1-2022 - $2,395) of share-based compensation on the vesting of 2,500,000 RSU's granted on December 7, 2022.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following is a summary of selected financial information compiled from the interim and audited financial statements:

	March 31, 2023 ($)	December 31, 2022 ($)	September 30, 2022 ($)	June 30, 2022 ($)
Total assets	1,727,426	2,639,556	3,371,177	3,029,651
Total liabilities	419,625	520,383	558,216	537,550
Working capital (deficiency)	(137,758)	754,910	2,097,892	2,317,991
Shareholders' equity	1,307,801	2,119,173	2,812,961	2,492,101
Net loss and comprehensive loss	(1,045,168)	(2,100,649)	(199,140)	(277,208)
Loss per share	(0.02)	(0.05)	(0.01)	(0.01)

	March 31, 2022 ($)	December 31, 2021 ($)	September 30, 2021 ($)	June 30, 2021 ($)
Total assets	3,232,882	3,501,903	5,998,843	7,592,694
Total liabilities	465,968	542,633	398,676	736,989
Working capital (deficiency)	2,595,123	2,787,894	3,144,350	4,460,402
Shareholders' equity	2,766,914	2,959,270	5,600,167	6,855,705
Net loss and comprehensive loss	(194,751)	(1,842,074)	(1,257,933)	(1,979,091)
Loss per share	(0.01)	(0.07)	(0.04)	(0.07)

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company may continue to seek capital through various means including the issuance of equity and/or debt. As at March 31, 2023, the Company had no continuing source of operating revenues.

The Company has not paid any dividends on its common shares and has no present intention of paying dividends, as it anticipates that all available funds for the foreseeable future will be used to finance its business and exploration activities.

Net cash used in operating activities was $866,159 during the period ended March 31, 2023. Cash flows for operating activities were primarily comprised of exploration expenditures, office, and administration costs.

Net cash used in investing activities was $35,000 for the acquisition of Fecteau Project during the period ended March 31, 2023.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resource or obligations between related parties.

Amounts due to related parties consist of charges accrued for accounting fees, consulting fees, corporate advisory fees, and capitalized exploration and evaluation costs. These amounts are due to a director and two companies controlled by two directors. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

As at March 31, 2023, $32,876 (December 31, 2022 - $45,222) was included in accounts payable and accrued liabilities which was payable to directors and officers of the Company. As at March 31, 2023, $2,359 (December 31, 2022 – $nil) was included in receivables and prepaid expenses with a company controlled by a Director and CEO of the Company.

The Company has identified all directors/officers as its key management personnel. The following are the transactions with related parties during the three-month period ended March 31, 2023 and 2022.

RELATED PARTY TRANSACTIONS (continued)

For the three-month period ended March 31,	2023	2022
Consulting fees to a company controlled by James Rogers, a Director and CEO of the Company	$ 30,000	$ 30,000
Director fees to a company controlled by Rose Zanic, a Director of the Company	4,500	4,500
Accounting fees to a company associated to Stephen Sulis, the CFO of the Company	15,000	15,000
Rent costs to a company controlled by James Rogers, a Director and CEO of the Company	12,000	15,000
Exploration expenditures charged by a company controlled by James Rogers, a Director and CEO of the Company	6,000	6,000
	$ 67,500	$ 70,500

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances; however, actual outcomes can differ from these estimates.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these financial statements are discussed below:

Impairment of Exploration and Evaluation assets - Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

In respect of costs incurred for its remaining exploration and evaluation assets, management has determined that the acquisition costs, which have been capitalized, continue to be appropriately recorded on the statements of financial position at its carrying value as management has determined there are no indicators of impairment for its remaining exploration and evaluation assets as at March 31, 2023.

Flow-through shares - The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Management's judgment is applied in determining whether qualified expenditures have been incurred. Differences in judgment between management and regulatory authorities could materially increase the flow-through premium liability and flow-through expenditure commitment.

Usage of the going concern assumption - The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Treatment of deferred financing costs - Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Management applies significant judgment to determine whether the completion of the transaction is considered likely.

FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Global pandemic

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in 2022. As of the date of this report, Covid-19 has had no impact on the Company's ability to access and explore its current properties.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in bank account held with major banks in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using major banks that are high-quality financial institution as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity 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.

As at March 31, 2023, the Company had $183,860 (December 31, 2022 - $1,085,019) cash to settle $419,625 (December 31, 2022 - $520,383) in accounts payable and accrued liabilities that are due within 90 days of period-end.

Currency risk

The Company currently has minimal foreign exchange risk as it conducts all of its business within Canada and in Canadian dollars.

Interest rate risk

The Company is not currently exposed to significant interest rate risk.

Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and loans as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

ADDITIONAL INFORMATION

Off-balance sheet arrangements

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

Legal proceedings

As at the date of this MD&A, management was not aware of any legal proceedings involving the Company.

Outstanding share data

As at the date of this MD&A, the Company has 43,732,962 common shares and no preferred shares outstanding.

There are 1,600,000 options, 51,000 agent options and 2,500,000 RSU's outstanding as of the date of this MD&A.

Contingent liabilities

As at the current date, management was not aware of any outstanding contingent liabilities relating to the Company's activities.

Any forward-looking information in this MD&A is based on the conclusions of management. The Company cautions that due to risks and uncertainties, actual events may differ materially from current expectations. With respect to the company's operations, actual events may differ from current expectations due to economic conditions, new opportunities, changing budget priorities of the company, and other factors.

CAPITAL DISCLOSURE

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition of a new business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to acquire and sustain future development of a business. The Company has conducted an exploration and sampling program on the Empirical Project, initial reconnaissance work on the Tyber and Gretna Green Projects, which will require additional exploration work and financial resources. The Company recently acquired three Newfoundland projects, Eddies Cove, Harp lake, and Hare Bay, and two Quebec projects, Lithium381 and Fecteau, which will also require exploration work and financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the current period. The Company is not subject to externally imposed capital requirements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities. The Board of Directors supervises the financial statements and other financial information through its audit committee.

This committee's role is to examine the financial statements and recommend that the Board of Directors approve them, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. In order to do so, the audit committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

As at the date of this MD&A, the directors of the Company are James Rogers, Andrew Male, and Rose Zanic.