79 RESOURCES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2022

This Management Discussion and Analysis ("MD&A") of 79 Resources Ltd. (the "Company" or "79 Resources") has been prepared by management as of April 27, 2023 and should be read together with audited consolidated financial statements for the year ended to December 31, 2022, which are prepared in accordance with International Financial Reporting Standards ("IFRS").

FORWARD LOOKING STATEMENTS

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

In March 2020, the World Health Organization declared the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", a global pandemic, which has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally, resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government interventions and/or future variants. As of 2023, it is remains difficult to reliably estimate the length and/or severity of COVID-19 developments and/or the impact that COVID-19 or its variants may have on the financial results and/or condition of the Company in the future.

CORPORATE OVERVIEW

79 Resources was incorporated under the *Business Corporations Act* (British Columbia) on April 17, 2019 and is engaged in the business of early-stage mineral exploration.

The Company's registered office is Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2.

On August 28, 2020, the Company began trading on the Canadian Securities Exchange under the symbol SNR.

On October 20, 2021, the Company completed a definitive share purchase agreement to acquire all of the outstanding common shares of Buck Gold Inc. ("Buck Gold") in consideration of 80,000,000 common shares. Buck Gold is an exploration company headquartered in Vancouver, B.C. and incorporated on February 18, 2021, which holds the Five Point Project, a district-scale exploration project covering nearly 120,000 hectares in central British Columbia (subject to a 2% royalty). As the former shareholder of Buck Gold owned greater than 50% of the Company on a post-close basis and accordingly controlled the combined entity, therein resulting in a reverse takeover transaction as defined by IFRS. The shares issued in the acquisition of Buck Gold are subject customary escrow provisions imposed by the CSE, such escrow arrangements now in effect as further described in the accompanying financial statements to this MD&A. In connection to the transaction, the Company also issued 2,000,000 common shares as finder's fee.

For accounting purposes under IFRS, Buck Gold is considered the acquirer and 79 Resources the acquiree. Accordingly, the consolidated financial statements for the presented period are a continuation of the financial statements of Buck Gold.

SELECTED ANNUAL INFORMATION

	Year ended December 31, 2022	Date of Incorporation on February 18, 2021 to December 31, 2021
Net loss and comprehensive loss	$ (207,963)	$ (2,555,667)[1]
Loss per share	$ (0.00)	$ (0.11)[1]
Total assets	$ 668,923	$ 779,574
Total liabilities	$ 13,945	$ 19,687
Total shareholders' equity	$ 654,978	$ 759,887

[1] Net loss and comprehensive loss and loss per share includes a non-cash and non-recurring listing expense of $2,514,161 ($0.11 per share) related to the share purchase agreement between Buck Gold and the Company resulting in a reverse acquisition.

RESULTS OF OPERATIONS

The Company is an exploration-stage resource company, and it does not have any revenues from operations.

As at December 31, 2022, the Company had total assets of $668,923 (2021 - $779,574) and total liabilities of $13,945 (2021 - $19,687).

Year ended December 31, 2022

For the year ended December 31, 2022, the Company reported a net loss of $207,963. The loss for the year ended December 31, 2022 comprised primarily of consulting fees of $32,625, management fees of $6,000, professional fees of $45,700, marketing and promotion expense of $3,257, and regulator and filing fees of $16,429. In addition, under accounting recognition policies, the Company recognized non-cash, share-based payments of $103,054 related to 2,395,000 stock options granted at an exercise price of $0.10 and expires in 5 years from the grant date.

Three months ended December 31, 2022

For the three months ended December 31, 2022, the Company reported a net loss of $32,442. The loss for the three months ended December 31, 2022 comprised primarily of consulting fees of $8,625, professional fees of $19,500, and regulator and filing fees of $4,035 related to general corporate matters.

SUMMARY OF QUARTERLY RESULTS

	Q4	Q3	Q2	Q1	Q4
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021[1]
Net loss for the period	$ (32,442)	$ (20,899)	$ (24,501)	$ (130,121)	$ (2,555,667)[2]
Loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.11)[2]
Total assets	$ 668,923	$ 689,207	$ 713,365	$ 754,554	$ 779,574

[1] The amounts are for the period from incorporation on February 18, 2021 to December 31, 2021 as the Company did not publicly disclose quarterly information for this period.

[2] Net loss and comprehensive loss and loss per share includes a non-cash and non-recurring listing expense of $2,514,161 ($0.11 per share) related to the share purchase agreement between Buck Gold and the Company resulting in a reverse acquisition.

EXPLORATION AND PROJECTS

The principal exploration asset of the Company is its interest in the Five Point Copper-Gold Project, a copper-gold exploration project located in British Columbia, as obtained through its acquisition of Buck Gold.

<u>Five Point Copper-Gold Project ("Five Point")</u>

The Five Point project is mineral exploration project located near Houston, B.C., and is contiguous to Sun Summit Mineral Corp.'s ("Sun Summit") Buck Project.

Current Developments

From an exploration standpoint during 2022, the Company mobilized and completed a further phase III helicopter-borne magnetic survey at the Five Point project (see also the Company's news release dated February 16, 2022).

In addition, over the course of 2022 (and into 2023), the Company has actively managed (and reduced) its tenure position to lower overall expenditures and to focus the forward-composition of the project licenses on areas deemed to 79 Resources to be of priority.

The Company notes that areas adjacent to its current priority mineral licenses as well as areas formerly held by the Company that were Crown-reverted (being former license areas the Company deemed of lower priority) have been staked by adjoining Sun Summit during the first quarter of 2023 (see Sun Summit news release, Sun Summit Significantly Expands Buck Project Area by Acquiring Adjoining Mineral Claims, Central British Columbia, dated March 7, 2023). 79 Resources views these developments positively as it believes tie-on activity closer to the Company's areas of priority by a larger more-materially funded regional explorer validate its exploration model and enhance the market desirability of its now-constituted and prioritized project tenure base.

Historic Project Background

On October 20, 2021, the Company closed its acquisition of Buck Gold, which became, at closing, a wholly owned subsidiary of the Company, and therein acquired a 100% interest (subject to a 2% gross royalty) in the Five Point Copper-Gold Project ("Five Point"). In connection with the acquisition of Buck Gold, the Company issued 80,000,000 common shares to the former shareholder of Buck Gold.

On February 19, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a related party, in fifty-eight licenses located in British Columbia from a company beneficially owned by the director for consideration of $153,774, the sum of which reflected fees paid to the Government of British Columbia.

On February 20, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a related party, in five licenses located in British Columbia from a company beneficially owned by the director for consideration of $12,690, the sum of which reflected fees paid to the Government of British Columbia.

On March 23, 2021, the Company entered into a purchase and sale agreement to acquire a 100% interest, subject to a 2% gross royalty reserved for a related party, in fifteen licenses located in British Columbia from a company beneficially owned by the director for consideration of $43,511, the sum of which reflected fees paid to the Government of British Columbia.

In May 2021, the Company completed certain exploration work at Five Point by way of a helicopter-borne magnetic survey covering 14,790 hectares utilizing 805 line-kilometres flown, as well as 3-D inversion modelling of a portion of that geophysical airborne survey.

In December 2021, the Company commenced and completed a phase II helicopter-borne magnetic survey at the Five Point project that significantly expanded upon the geophysical work done by the Company earlier in the year (see Company news release dated December 14, 2021).

In February 2022, the Company completed a further phase III helicopter-borne magnetic survey at Five Point (see Company news release dated February 16, 2022).

During 2022, the Company completed a further phase III helicopter-borne magnetic survey at Five Point (see Company news release dated February 16, 2022).

During 2022, certain claims associated with the project expired during their normal term due to available exploration expenditure credits. More generally, and as part of ongoing efforts to prioritize project areas for future exploration, the Company has continued to actively manage the mining claims associated with and constituting the Five Point Copper-Gold Project. As part of that process, during 2022, the Company renewed, on a cash-basis, various mining claim areas of its Five Point Copper-Gold Project which are expected to form the continued focus areas for exploration in 2023 (subject to funding availability, market conditions, exploration and technical consultant availability and tenure maturities involving priority project areas). Prioritized areas were selected using a criteria matrix that included the retention of geologist-identified targets that arose from the Company's geophysical exploration programs (see also the Company's 43-101 technical report on the project) as well as certain claims that comprise particular mining claim boundaries to exploration targets being advanced by adjacent exploration junior Sun Summit.

As a result of work by the Company to prioritize certain project areas of the Five Point Copper-Gold Project, the Company continues to fulfill a strategy to discontinue lower priority claims elsewhere in the project thereby enabling it to focus financial and technical resources at the project most effectively moving-forward.

The Company has published a 43-101 Technical Report on the Five Point project, copy of which may be found under the Company's profile on SEDAR (www.sedar.com).

The Company cautions that past results or discoveries on the adjacent project (e.g. Sun Summit's Buck Project) may not necessarily be indicative as to the presence of mineralization on the Company's project (e.g. the Company's Five Point Copper-Gold Project).

North Preston Uranium Project ("North Preston")

Current Developments

During the year ended December 31, 2022, the tenure comprising the North Preston Uranium Project matured with Crown reversion (due to an absence of filed assessment work) but was successfully re-staked by Company through two licenses, having substantially identical coverage, during a Crown re-opening in August 2022 with applicable government-prescribed license fees paid to the Government of Saskatchewan. The pre-existing 2% gross royalty applies to the re-staked license area.

As a result of the above-described corporate activity performed in 2022 by the Company, the North Preston Uranium Project is now in good-standing to 2024.

Historic Project Background

On November 8, 2021, the Company entered into a purchase agreement with a company controlled by a related party of the Company to acquire a 100% interest in the North Preston Uranium Project located in the southwest region of Saskatchewan's Athabasca Basin. As consideration, the Company paid $1,200 for the license fees paid to Government of Saskatchewan and certain non-material expenses affiliated with the license acquisition process. A pre-existing 2% gross royalty on the claim was assumed by the Company.

The North Preston Uranium Project is an early-stage uranium exploration project located in the Western Athabasca Basin region of Saskatchewan. The project is adjacent to Azincourt Energy Corp.'s East Preston Uranium Project, which is being explored by Azincourt Energy Corp. ("Azincourt Energy") through drill-based exploration (see Azincourt Energy news release, Azincourt Energy Completes the 2023 Drill Program at the East Preston Uranium Project, dated March 28, 2023).

The Company cautions that past results or discoveries on the adjacent project (e.g. Azincourt Energy's East Preston Uranium Project) may not necessarily be indicative as to the presence of mineralization on the Company's project (e.g. the Company's North Preston Uranium Project).

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2022, the Company reported working capital of $62,093 (2021 - $246,482) and cash of $71,214 (2021 - $228,585). Current liabilities as at December 31, 2022 consisted of accounts payable and accrued liabilities of $13,945 (2021 - $18,637) and balance due to related parties of $Nil (2021 - $1,050).

On October 20, 2021, the Company issued 80,000,000 common shares (valued at $7,200,000 using a deemed value of $0.09 per common share) to acquire all outstanding common share securities of Buck Gold. The Company issued 2,000,000 common shares as a finder's fee to an arm's-length party in relation to its acquisition of Buck Gold (valued at $180,000 using a deemed value of $0.09 per common share). Buck Gold is an exploration company headquartered in Vancouver, B.C., being now a wholly owned corporate subsidiary of the Company, entity of which serves as license holder of the Five Point Copper-Gold Project (as above described), a district-scale exploration project situated in central British Columbia.

On November 30, 2021, the Company closed the non-brokered private placement of 1,575,000 non-flow-through units at a price of $0.10 per unit ("Unit") and 1,077,000 flow-through units at a price of $0.125 per flow-through unit ("FT Unit") for aggregate gross proceeds of $292,152. Each Unit was comprised of one common share and one transferable share purchase warrant of the Company. Each FT Unit was comprised of one common share and one half of one transferable share purchase warrant of the Company. Each whole warrant entitles the holder to purchase one share exercisable at a price of $0.20 until November 30, 2023. In connection with the private placement, the Company paid finder's fees of $19,570 and issued 178,560 finder's warrants. Finder's warrants entitle the finder to purchase one common share in the Company at a price of $0.20 per common share until November 30, 2023.

The Company has limited working capital to continue administrative operations and development of its exploration asset and may continue to have capital requirements greater than its currently available resources. The Company intends to raise additional financing either privately or through a public financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional future financing will be available on terms acceptable to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key management compensation

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

Current Management

During the year ended December 31, 2022, the Company did not pay or accrue any compensation to the Chief Executive Officer (CEO) of the Company (February 18, 2021 to December 31, 2021 - $Nil).

During the year ended December 31, 2022, the Company has paid or accrued $27,500 (February 18, 2021 to December 31, 2021 - $Nil) to an accounting firm in which the Chief Financial Officer (CFO) of the Company is a partner of the firm for professional services.

Prior Management

During the year ended December 31, 2022, the Company has paid or accrued $Nil (February 18, 2021 to December 31, 2021 - $5,000) to a company controlled by a former Director of the Company for consulting services.

During the year ended December 31, 2022, the Company has paid or accrued $6,000 (February 18, 2021 to December 31, 2021 - $15,000) to a company controlled by a former Director of the Company for management services.

During the year ended December 31, 2022, the Company has paid or accrued $1,000 (February 18, 2021 to December 31, 2021 - $3,000) to the former CFO for accounting services included in consulting fees. As at December 31, 2022, the balance outstanding was $Nil (2021 - $1,050).

During the period from the date of incorporation on February 18, 2021 to December 31, 2021, the Company entered into purchase and sale agreements to acquire a 100% interest in certain licenses related to the Five Point Copper-Gold Project (see Note 3). As consideration, the Company paid a total of $209,975, the sum of which reflected fees paid to the Government of British Columbia. On November 8, 2021, the Company entered into a purchase agreement with a company controlled by a related party of the Company to acquire a 100% interest in the North Preston Uranium Project located in the southwest region of Saskatchewan's Athabasca Basin (see Note 3). As consideration, the Company paid $1,200 for the license fees paid to Government of Saskatchewan and certain non-material expenses affiliated with the license acquisition process.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

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 has deposited the cash with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

Management estimates that the recorded values of all cash, accounts payable and accrued liabilities, and amounts due to related parties, all of which are classified as amortized cost, approximate their current fair values because of their nature and anticipated settlement dates.

OUTSTANDING SECURITIES AS AT THE DATE OF THIS REPORT

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 102,182,001 common shares.

Options:

Number	Exercisable	Exercise Price	Expiry date
270,000	270,000	$0.145	May 6, 2023
2,395,000	2,395,000	$0.10	March 15, 2027

Warrants:

Number	Exercise Price	Expiry date
2,292,060	$0.20	November 30, 2023

HISTORIC CHANGES IN MANAGEMENT AND BOARD OF DIRECTORS

On December 23, 2020, William Rascan was appointed to the Company's Board of Directors and resigned from this position on February 9, 2023.

On May 6, 2021, Charles Desjardins was appointed to the Company's Board of Directors and resigned from this position on October 19, 2022.

On November 19, 2021, Ryan Kalt was appointed to the Company's Board of Directors and to the position of CEO.

On February 3, 2022, Nicholas Koo was appointed as the Company's Chief Financial Officer.

On March 14, 2022, John Masters resigned from the Company's Board of Directors and Christina Kalt was appointed to the Company's Board of Directors.

On February 9, 2023, Brian Hearst was appointed to the Company's Board of Directors.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to a large number and varied kinds of risks, including but not limited to, environmental, metal prices, political risks and economic factors. The Company has no revenue producing operations and thus no significant source of operating cash flow and consequently no sales or revenue from any such operations. The Company has either not yet determined whether its mineral properties contain mineral reserves that are economically recoverable or where reserves have been determined, mining operations have not yet commenced. The Company has limited financial resources. Substantial expenditures will be required to be made by the Company to determine if it can establish any form of economic mineral reserves.

The risks and uncertainties identified in this document, as well as other factors not detailed herein, may, individually or in aggregate, impact the viability of Company and/or its projects, and include factors which are not possible to predict with certainty.

The Company is exposed to a large multitude of risks and uncertainties, which include, among other factors, the following:

Exploration and Development

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of development. The Company has not defined any economic ore bodies since inception. There is no assurance that the Company's mineral exploration and development activities or projects will result in any discoveries of commercial bodies of minerals, metals or resources of value. The long-term profitability and viability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by numerous unforeseeable factors.

The business of exploration for minerals and mining involves a high degree of risk and frequently results in the loss of capital. Whether a mineral deposit can be commercially viable depends upon numerous factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices which can be highly variable; and government regulations, including environmental and reclamation obligations. Few mineral exploration properties that are explored are ultimately developed into profitable and/or producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through exploration and drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

In addition to the foregoing, the Company may enter into property exploration or option agreements, both as optionee and/or optionor, which may result in additional risks and/or capital obligations

Furthermore, there is no assurance that the CSE or any other regulatory authority having jurisdiction over the Company will approve the acquisition of any additional properties by the Company.

Financial Capability and Additional Financing

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and/or development of its projects or for working capital purposes. There can be no assurance that it will be able to obtain adequate financing in the future to carry out exploration and/or development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. An inability to secure funding for the Company and its operations could result in a material adverse impact to the Company and its capacity to sustain operations (see also going-concern disclosures).

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed. There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining tenure, the Company is obligated to perform certain government-prescribed annual work assessments. A failure to perform adequate exploration work on specific mineral tenure claims, in the absence of any permitted cash deposits in lieu of (where allowed), would be expected to result in the loss of such tenure.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures, royalties, working interests, projects, option agreements and other financial and/or mining interests which are potential competitors of the Company and/or which may otherwise be adverse in interest. It is understood and accepted by the Company that certain directors and/or officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, project title interests or investments where the other interests of these directors and/or officers may conflict with the interests of the Company. Directors and/or officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director and/or officer.

Dilution

If the Company is successful in raising additional funds through the sale of equity securities, shareholders will have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may also result in dilution to the Company's shareholders. The Company intends to issue additional equity in the future, although may be unsuccessful in doing so.

In addition to capital structure dilution, the Company may also enter into project-level option agreements whereby third parties may prospectively fund exploration expenditures at a project held by the Company, with the resulting process potentially having a dilutive effect in terms of the Company's prior working interest due to such third parties completing any permitted project earn-in.

History of Losses and No Assurance of Profitable Operations

The Company has incurred operating losses since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its operations or exploration and development plans because of insufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include, but are not limited to, rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company, and may be subject to change. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore. the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Reliance on Exploration Service Companies

The Company relies significantly on the utilization of third-party exploration service providers. The availability of services from and/or personnel of such providers, as well as pricing changes related thereto, may have a material impact on the Company and its ability to conduct exploration.

Title Assertions

The Company operates in Canada where various, developing and/or conflicting First Nations title assertions may adversely impact the operations of the Company and/or its interests.

Fluctuating Commodity Prices

The Company's revenues, if any result, are expected to be in large part derived from the sale of commodities which are set by world markets. The prices of commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company which may include, but not be limited to, economic and political trends, pandemics, currency exchange fluctuations, geopolitical conflict, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty. In addition, while commodities, generally-speaking, have been responsive to periods of inflation, there is no assurance that the commodities for which the Company is exploring will sustain pricing power to offset inflationary pressures in real terms and any decline in the real as opposed to nominal value associated with such commodities may cause negative impact to the Company and its operations.

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry includes competition for mineral properties which might be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate and explore mining properties (including full-time labour, part-time labour and consultants); and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals and minerals, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or source the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other private or publicly held mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, as well as during 2023, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly junior mining exploration companies, have experienced wide fluctuations in price which have not necessarily been correlated to the fundamental or actual operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in ultimately creating revenues, cash flows or earnings, primarily through the process of successfully exploring for mineral deposits which end up having economic viability. In addition to risks relating to the Company, any share equity positions in other entities that may be held by the Company are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, airfield infrastructure, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Results of Nearby Exploration Companies

The Company is exposed to certain mining jurisdictions, including but not limited to exploration camps near Houston, British Columbia and in the Athabasca Basin in Saskatchewan, where there are other private and public exploration companies exploring for minerals, particularly gold, base metals such as copper/nickel, as well as uranium. Unfavorable exploration results from the Company's exploration projects or from adjacent and/or proximal exploration companies may in turn have a negative impact on the Company from a capital markets perspective.

COVID-19 / Supply-Chain Risks

The Company is subject to various constraints and uncertain risks impacting operations resulting from the COVID-19 pandemic, variants of COVID-19 and additional business and financial risks that may result from the pandemic and any duration thereof (see risk disclosure notes related to COVID-19 found above in this MD&A).

Further disclosures and risk statements pertaining to the Company may be also found within its management information circulars, material change reports, press releases, financial statements and other public record postings available on SEDAR, which may be found at www.sedar.com.

Forward-Looking Statements

This MD&A and its related financial statements contains information on risks, uncertainties and other factors that may contain forward-looking information. 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 that influence outcomes 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, as well as by other cautionary discloses found within the publicly filed documents of the Company.