

SNOWY OWL GOLD CORP.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 28, 2023

Background and Corporate Update

This Management Discussion and Analysis – Quarterly Highlights (“Quarterly Highlights”) for Snowy Owl Gold Corp. (the “Company”) is prepared as at January 16, 2023 and should be read in conjunction with the Company’s unaudited condensed interim financial statements for the three- and nine-month periods ended February 28, 2023 and in conjunction with its audited financial statements as at and for the year ended May 31, 2022.

The unaudited condensed interim financial statements for the three-month period ended August 31, 2022, and comparative information presented therein, have been prepared in accordance with International Financial Reporting Standard (“IFRS”) and with International Accounting Standard 34, “Interim Financial Reporting”, as issued by the International Accounting Standards Board (“IASB”).

All dollar figures included therein and in the following Quarterly Highlights are quoted in Canadian dollars. Additional information relevant to the Company’s activities can be found on the Company’s website at www.snowyowlgold.com and on SEDAR at www.sedar.com.

The Company was incorporated on November 9, 2018 pursuant to the Business Corporations Act (British Columbia). On January 8, 2021, a Prospectus filed by the Company was given final receipt by the British Columbia Securities Commission. On January 18, 2021, the Company’s common shares began trading on the Canadian Securities Exchange (“CSE”) under the symbol ‘SNOW’.

On July 19, 2022, the Company entered into an arm's length non-binding Letter of Intent (“LOI”) dated with Bluecorp Capital Corp. (doing business as Boba Mint (“Boba”), a developer of play-to-earn (“PTE”) gaming software focused on the development and monetization of Web 3.0 products and Ethereum blockchain technologies.

On October 7, 2022, at the request of the Company, the common shares were halted from trading.

On October 7, 2022, the Company entered into an amalgamation agreement with Bluecorp Capital Corp. (“Boba”) a company organized under the laws of the Province of British Columbia, and 1381603 B.C. Ltd. (“Snowy Subco”), a wholly-owned subsidiary of the Company organized under the laws of the Province of British Columbia, which sets out the terms and conditions pursuant to which the Company and Boba, arm’s length parties, will complete a transaction that will result in a reverse take-over of the Company by Boba (the “Transaction”). The amalgamation agreement replaces a Letter of Intent originally entered into on July 19, 2022 with Boba.

The Transaction is structured as a three-cornered amalgamation under the provisions of the BCBCA, pursuant to which, among other things, Snowy Subco will amalgamate with Boba (the “Amalgamation”) to form a newly amalgamated company (“Amalco”). In connection with the Amalgamation, holders of common shares in the capital of the Boba (the “Boba Shares”) will receive Resulting Issuer Shares for each Boba Share held immediately before the Amalgamation, and Boba Warrant holders will receive common share purchase warrants to acquire Resulting Issuer Shares for each common share purchase warrant of Boba held immediately before the Amalgamation.

Pursuant to the Transaction, the Company will change its name to “Boba Mint Holdings Ltd.”, or such other name as may be determined by the Company and Boba, and as may be acceptable to the CSE and regulatory authorities. Upon completion of the Transaction, Amalco will carry on the business of Boba as a wholly-owned subsidiary of the Company.

It is anticipated that the Transaction will result in the Company, as the Resulting Issuer, issuing an aggregate of approximately 167,437,001 Resulting Issuer Shares, at an issue price of \$0.05, to the Boba Shareholders, and 25,859,000 Resulting Issuer Warrants to Boba Warrant holders, exercisable into the same number of Resulting Issuer Shares. It is expected that Boba shareholders will hold an aggregate of approximately 83.7% of the Resulting Issuer

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Shares of the following closing of the proposed Transaction, with current Shareholders of Snowy holding approximately 16.3% of the remaining Resulting Issuer Shares. The Transaction must be approved by the CSE and the shareholders of the Company prior to completion of the Transaction in order to qualify the Resulting Issuer Shares for listing.

In connection with, and as a condition to, the completion of the Transaction, the Company intends to:

- i) dispose of all or substantially all of its assets, being those under the Property Disposition;
- ii) in addition to electing six (6) directors to serve until the next annual general meeting of the shareholders in the ordinary course, conditional upon and effective as of the completion of the Transaction, fix the number of directors for the ensuing year at five (5) and elect as directors of the Company as the Resulting Issuer, Michael Zon, Brad Cotton, Allen Spektor, Michael Kron and Luticia Miller (the “Resulting Issuer Directors”); and
- iii) conditional on and effective upon the completion of the Transaction, change the Company’s name for the Resulting Issuer to “Boba Mint Holdings Ltd.” or such other name as the directors may determine in their discretion and acceptable to the CSE (the “Name Change”).

In addition, and concurrent with the proposed Transaction, the Company will use its reasonable efforts to close a non-brokered private placement of subscription receipts (the “Subscription Receipts”), at a price of \$0.05 per Subscription Receipt, for gross proceeds of up to \$1,000,000 (the “Offering”). There is no minimum amount of the Offering. The net proceeds from the Offering will be used to fund the business of the Resulting Issuer. Pursuant to and in accordance with the subscription receipt agreement (the “Subscription Receipt Agreement”) to be entered into with Endeavor Trust Company as escrow agent and subject to the exceptions described therein, each Subscription Receipt shall entitle the holder thereof to receive, upon automatic exchange in accordance with the terms of the Subscription Receipt Agreement, without payment of additional consideration or further act or formality on the part of the holder thereof, one common share in the capital of the Resulting Issuer (each, an “Underlying Share”) and one common share purchase warrant of the Resulting Issuer (each, an “Underlying Warrant”) upon the satisfaction or waiver (to the extent such waiver is permitted) of certain escrow release conditions, namely: (a) the consummation of the proposed Transaction; and (b) the Resulting Issuer Shares being conditionally approved for listing on the CSE and the completion, satisfaction or waiver of all conditions precedent to such listing, other than the release of the gross proceeds from the Offering. Each Underlying Warrant will entitle the holder to acquire one additional common share of the Resulting Issuer at an exercise price of \$0.07 per share for a period of thirty-six (36) months from the closing date.

In the event that: (i) the escrow agent does not receive the release notice by the 120th day following the closing date of the Offering (the “Termination Date”), or (ii) if prior to the Termination Date, the Company advises the subscribers or announces to the public that it does not intend to satisfy the escrow release conditions under the Subscription Receipt Agreement, the escrow agent will return to each holder of Subscription Receipts an amount equal to their aggregate subscription price plus a pro rata portion of any interest and other income earned on the escrowed proceeds, if any, less applicable withholding taxes, if any, and the corresponding Subscription Receipts will be null and void and of no further effect.

On March 29, 2023, at the 2023 Annual General and Special Meeting of Shareholders, the shareholders of the Company approved the acquisition of Bluecorp Capital Corp. and the transaction contemplated as outlined above. Further details of the transaction can be found on www.sedar.com.

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Forward-Looking Statements

Certain statements contained in the MD&A may constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These risks include, but are not limited to, the Company's business plans focussed on the exploration and development of the Property; the proposed work program on the Property; costs and timing of future exploration and development activities; timing and receipt of approvals, consents and permits under applicable legislation; use of available funds and ability for the Company to raise additional funds; business objectives and milestones; and adequacy of financial resources.

Risks and Uncertainties

Due to the nature of the Company's business and the present stage of development of its business, the Company is subject to significant risks and readers should carefully consider all such risks. These risks and uncertainties are outlined in the Company's *2023 Notice of Annual General and Special Meeting of Shareholders and Management Information Circular* which was filed on SEDAR on February 27, 2023 and can be viewed on the SEDAR website at www.sedar.com.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and the Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

Exploration and Evaluation Assets

In accordance with IFRS 6 – Exploration for and Evaluation of Mineral Properties, management determined that there were indicators of impairment for the Company's mineral properties. The indicators of impairment are the result of the Company not having planned or budgeted exploration expenditures for these properties. As a result of the indicators of impairment, the Company has impaired its exploration and evaluation assets to \$1.

Analysis of the Company's Financial Performance and Condition

Three-months ended February 28, 2023

The Company reported a loss of \$51,211 (FY2022-Q3 – \$78,751) and a loss per share of \$nil (FY2022-Q3 - \$nil) for the three-months ended February 28, 2023. The loss was comprised the following items:

- General and administrative expenses were \$10,666 (FY2022-Q3 - \$29,239) and consisted primarily of office rent and administrative fees. The decreased costs can be attributed to reduced activity during the three-month ended February 28, 2022.
- Management fees were \$19,500 (FY2022-Q3 - \$7,000) and consisted of \$6,000 (FY2022-Q3 - \$6,000) paid or accrued to the CEO and \$4,500 (FY2022 - Q3 -\$1,000) paid or accrued to the CFO. The Company also accrued \$9,000 (FY2022-Q2 - \$nil) to the independent directors of the Company as fees.
- Professional fees were \$30,598 (FY2022 - Q3 - \$24,738). These costs consisted of \$18,065 (FY2022 – Q3 - \$2,238) for accounting and audit fees, \$12,533 (FY2022 – Q3 - \$nil) for legal fees and \$nil (FY2022 – Q3 - \$22,500) for business advisory services.

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- Share-based payments were \$nil (FY2022 – Q3- \$12,200) from options granted. The amount represents the Fair-value of the 500,000 options granted to various directors of the Company.

During the three-month period ended February 28, 2023, the Company received \$17,431 in exploration tax credits from Revenu Quebec relating to its exploration activity on its various exploration assets.

Nine-months ended February 28, 2023

The Company reported a loss of \$127,690 (FY2022- \$276,980) and a loss per share of \$nil (FY2022 - \$0.01) for the nine-months ended February 28, 2023. The loss was comprised the following items:

- Corporate development expenses were \$4,325 (FY2022 - \$282) and consisted of promotion, marketing, and travel expenditures. As the Company transitioned into a new business, there was minimal expenditures for corporate development activities.
- General and administrative expenses were \$18,748 (FY2022 - \$47,243) and consisted primarily of office rent and administrative fees. The decreased costs can be attributed to reduced activity during the nine-month ended February 28, 2023.
- Management fees were \$54,000 (FY2022 - \$23,000) and consisted of \$18,000 (FY2022 - \$16,000) paid or accrued to the CEO, \$9,000 (FY2022 - \$7,000) paid or accrued to the CFO and \$27,000 (FY2022 - \$nil) to the independent directors of the Company as fees.
- Professional fees were \$50,665 (FY2022 - \$57,428) and primarily consisted of \$36,665 (FY2022 - \$21,099) for accounting and audit related fees and \$14,000 (FY2022 - \$12,500) for legal fees. The Company also incurred \$nil (FY2022 - \$22,500) for business advisory services.
- Share-based payment were \$nil (FY2022 - \$128,300). The Company had granted 1,000,000 options in the prior year to a director and consultants and issued 2,000,000 compensation warrants. The fair value attributed to these options and warrants was determined using the Black-Scholes pricing model.

Liquidity and Capital Resources

As at February 28, 2023, the Company had a cash position of \$19,611 (May 31, 2022 - \$213,413) and working capital of \$43,637 (May 31, 2022 - \$171,327). The Company has loaned Boba \$102,09 as part of the Transaction noted above.

Related Party Transactions

Refer to Note 6 of the February 28, 2023, 2022 condensed interim financial statements.

Directors and Officers

As at February 28, 2023 and the date of this MD&A, the Company's Directors and Officers are as follows:

Raymond Wladichuk	Director and CEO
Elyssia Patterson	Director and CFO
Solomon Elimimian	Director
Lise Gibbons Jamal	Director
Luticia Miller	Director
David Patterson	Director