



**HERITAGE
MINING LTD**

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2022**

Suite 300, 1055 West Hastings Street, Vancouver,
British Columbia, V6C 2E9

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MANAGEMENT'S DISCUSSION & ANALYSIS
For the three and nine-month period ended September 30, 2022

November 24, 2022

OVERVIEW

The following is management's discussion and analysis ("MD&A") of Heritage Mining Ltd. ("**Heritage**" or the "**Company**"), prepared as of November 24, 2022. This MD&A should be read together with the unaudited interim financial statements for the three and nine months ended September 30, 2022 and 2021 and related notes, and the audited financial statements for the years ended December 31, 2021 and 2020 and related notes. Financial amounts are expressed in Canadian dollars unless otherwise specified.

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

The Company's unaudited interim financial statements for the three and nine months ended September 30, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("**IASB**") using accounting policies consistent with IFRS as issued by the IASB and interpretations of the International Financial Reporting Interpretations Committee.

Additional information related to Heritage is available for view on SEDAR at www.sedar.com.

DESCRIPTION OF COMPANY'S BUSINESS

The Company was incorporated on October 18, 2019, under the Business Corporations Act (British Columbia). The Company is engaged in the business of exploration of gold and other metals across Canada. The Company's registered office is located at Suite 1700, 1055 West Hastings Street, Vancouver, British Columbia, V6C 2E9. The Company's head office is located at 300-1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The operations of the Company were primarily funded by the issuance of share capital. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. The Company's future capital requirements will depend on many factors, including operating costs, the current capital market environment and global market conditions.

OVERALL PERFORMANCE

EXPLORATION PROJECTS

Harrigan Cove Project (Option Terminated)

Harrigan Cove is located approximately 120 km east-northeast of Halifax, Nova Scotia, Canada. Access to the property is via Highway 7, which runs through the south east corner of the main claim block. There is an old gravel road that runs north off the highway giving access across the property. The project was considered advanced exploration with more than 100 holes drilled by previous explorers in the Harrigan District. The Company completed a drilling program pursuing a saddle reef-style deposit potential on two targeted high priority gold domains. After less than favorable results and further core sampling. The Company terminated the option agreement in September 2021.

Drayton - Black Lake Project (Flagship Project)

The Drayton-Black Lake project is the consolidation of the Drayton Black Lake option agreement and Zarn Lake option agreement and Split Lake Property. On November 25, 2021, the Company entered into an option agreement to acquire a 90% interest in the Drayton – Black Lake Property. On January 6, 2022 the Company entered into an option agreement to acquire a 100% interest in the Zarn Lake property contiguous with the Drayton - Black Lake Project. On August 26, 2022 the Company entered into a definitive agreement for 100% of the Split Lake property from Bounty Gold Corp. The Property is located in the Kenora District in Northwestern Ontario approximately 25 km east of the town of Sioux Lookout, Ontario and approximately 350 km northwest of the city of Thunder Bay, Ontario. The property is approximately 15,257. The property adjoins Treasury Metals Goliath Gold Complex (Goliath, Goldlund and Miller Projects) and is along the Abrams – Minitaki Lake Greenstone Belt with over 176 holes drilled on the property.

The property hosts multiple precious and base metal mineralized structural zones. The company entered into the option agreements re Drayton Black Lake as the project characteristics align with the Company project evaluation criteria: project stage, commodity, region, exploration upside, technical simplicity, established historic mining jurisdiction.

Below is a description of the mentioned categories and how the project supported further work justification going forward.

Project Stage:

The project is at the exploration stage and along trend of significant, recent development projects (Treasury Metals). We believe this is supportive to a trend continuation and will work systematically to develop what we believe to be an extension of the trend.

Commodity:

The project hosts gold, silver and base metal indicators, supporting our decision to enter into the agreements.

Region:

The project is located in a low geo-political risk jurisdiction (Ontario, Canada). Ontario is a mature mining district and globally recognized.

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Exploration Upside:

We believe there is prospective geologic terrane translating to strong expansion upside that could result in economic discovery.

Technical Simplicity:

In our opinion, the project has never been systematically developed on a consolidated bases with all of the available current data.

Established Historic Mining Jurisdiction:

The project is located close to infrastructure and skilled labour supporting the likelihood of future economic production.

The table below provides an estimate of the cash and share commitments for the project.

Drayton - Black Lake	2022	2023	2024	2025
Shares*	4,100,000	1,200,000	1,300,000	1,100,000
Cash Payments (C\$)	150,000	160,000	20,000	70,000
Minimum Expenditure (C\$)	550,000	1,100,000	1,250,000	2,500,000

The Company is currently compliant with all option agreements.

* Included in this number is value equivalent and fixed number of shares, we have assumed a price of \$0.25 for calculation purposes

Development Plan

The Company plans to systematically explore the Drayton – Black Lake Project. The Company has completed the 2022 field program inclusive of Airborne geophysical results, check sampling and channel sampling. Assay results are currently pending on the channel sampling program and planning for the 2023 field and drilling program has commenced.

Significant milestones of this projects are as follows supporting systematic development:

1) Historical data compilation integrated with geophysical results

The Company is current in the process of on going data complication, inclusive of 2022 field program..

2) Ground geophysical and geological evaluations

The Company plans to use historical data and geophysical results to develop targets for ground work has been completed and the Company is now planning for the 2023 field program, which is anticipated to be completed late Q4 2022. Capital deployed is dependent on funds available.

3) Drill target development & drill program

The Company plans to incorporate results from the above mentioned milestones to systematically develop and prioritize drill targets executing on a priority basis. The Company anticipates the drill program once permit application is approved.

The Company anticipates to deploy a lot of the capital raise in respect to the IPO allocated to project development as this is the Company's flagship project. The Company notes that depending on its ability to raise capital, more may be allocated to meet the minimum cash payments and spending required under the two option agreements.

Contact Bay Project

During Q4 2021 the company entered into multiple agreements consolidating the 4,700 hectare property. The property is located approximately 14.5 km south for Dryden Ontario and borders KG Exploration (a wholly owned subsidiary of Kinross). The property is largely underexplored with limited data. However the property hosts multiple precious and base metal occurrences and was acquired at a favorable price.

The project was acquired as its characteristics align with the Company project evaluation criteria outlined below:

Project Stage:

Early exploration stage with little data provide significant project development upside.

Commodity:

Gold, Copper, Nickel, Platinum and Palladium occurrences align with high valued commodities.

Region:

The project is a low geo-political risk jurisdiction. Ontario is a mature mining district and globally recognized.

Exploration upside:

We believe there is prospective geologic terrane translating to strong expansion upside that could result in an economic discovery.

Technical Simplicity:

Significant early stage development work must be completed systematically to development this project.

Established historic mining jurisdiction:

The project is located close to infrastructure and skilled labour, supporting the likelihood of future economic production.

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The table below provides an estimate of the cash and share commitments for the project.

Contact Bay	2022	2023	2024	2025
Shares*	132,000	Nil	40,000**	40,000**
Cash Paid (C\$)	10,000	Nil	Nil	Nil
Minimum Expenditure (C\$)	Nil	Nil	Nil	Nil

The Company has completed its obligations for the property to date and is in compliance with all agreements.

* Included in this number is value equivalent and fixed number of shares, we have assumed a price of \$0.25 for calculation purposes

** This is cash payment or share equivalent payment, the company assumes share payment at \$0.25 cent for simplicity

Development Plan

The Company is currently evaluating the project and will and does not currently intend to deploy additional capital at this time to advance this project until preliminary evaluations are complete.

Overall, the industry is experiencing high demand on specialized labour such as geologists, drilling contractors etc, supporting a risk of higher than anticipated costs. Above average inflationary pressures further increase this risk of higher than expected costs. Furthermore, to the Company's benefit, the price of gold and other precious and base metals remains strong, supporting the ability to raise sufficient capital to maintain and execute on operations. In order to mitigate this risk to an acceptably low level, the Company has taken proactive measures in its initial planning, budgeting and cost management to ensure the long term success of the Company and its ability to generate value to current and future stakeholders.

SUMMARY OF PROJECT EXPENDITURES

The exploration and evaluation expenses for the Company for the nine month periods ended September 30, 2022 and 2021 are summarized as follows:

	Black Lake – Drayton	Contact Bay	Zarn Lake	Other Properties	2022 Total
Acquisition cost	\$ 512,500	\$ 33,100	\$ 55,000	\$ -	\$ 600,600
Assay	8,248	-	-	6,994	15,242
Field work and supplies	169,691	-	26,979	-	196,670
Geological and geophysical Report	269,374 91,334	9,000 8,481	13,785 11,679	17,000 -	309,159 111,494
Exploration expenditures	\$ 1,051,147	\$ 50,581	\$ 107,443	\$ 23,994	\$ 1,233,165

	Harrigan Cove	Black Lake - Drayton	Contact Bay	2021 Total
Acquisition cost	\$ -	\$ 20,045	\$ -	\$ 20,045
Assay	42,013	-	-	42,013
Geological and geophysical Report	37,328 2,500	20,481 5,000	- -	57,809 7,500
Exploration expenditures	\$ 81,841	\$ 45,526	\$ -	\$ 127,367

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SUMMARY OF QUARTERLY RESULTS

The Company's operating results from the last eight quarters are summarized as follows:

<i>Three months ended</i>				
	30-Sep-22	30-Jun-22	31-Mar-22	31-Dec-21
Revenue	\$ -	\$ -	\$ -	\$ -
Net and comprehensive loss	(1,151,753)	(185,316)	(365,585)	(177,211)
Loss per share	(0.05)	(0.01)	(0.02)	(0.01)
<i>Three months ended</i>				
	30-Sep-21	30-Jun-21	31-Mar-21	31-Dec-20
Revenue	\$ -	\$ -	\$ -	\$ -
Net and comprehensive loss	(104,337)	(69,870)	(100,032)	(181,580)
Loss per share	(0.01)	(0.004)	(0.01)	(0.012)

Over the past eight quarters comprehensive losses ranged from a high of \$1,151,753 in the third quarter of 2022 to a low of \$69,870 in the second third of 2021. Expenses increased significantly in the third quarter of 2022 due to property acquisition payments in both cash and shares incurred as well as an increased exploration program. In prior quarters expenses have fluctuated within the normal range per quarter and vary quarter to quarter with an overall upwards trend as the Company raises funds and begins exploring its properties. Variance between quarters is based on the timing of project advancement, due diligence on potential projects, share capital structure changes, and professional/management services.

As an exploration stage company, the Company has not generated any revenue from its projects and does not anticipate it will do so for the foreseeable future. These costs are expected to increase during the next few quarters pending the anticipated capital raise.

The Company is currently in the process of developing its flagship project, Drayton – Black Lake provided the Company meets all its cash and minimum spend requirements on the Drayton Black Lake project. The Company notes this is subject to change pending future exploration results.

The Company notes that it operates in Canadian Dollars. The Canadian Dollar is both the functional and presentation currency.

LIQUIDITY AND CAPITAL RESOURCES

As the Company is a start-up and its mineral exploration activities are at its infancy stage, the Company has to depend on its ability to procure sufficient funding through share offerings to support current and future expenditures. The Company has demonstrated its ability to raise capital given the current economic environment through the initial public offering on the Canadian Securities Exchange. The company notes that additional capital will be required to significantly advance exploration initiative, however the Company remains well capitalized for current budgeted expenditures for the foreseeable future. The Company anticipates additional capital requirements driven from cash payment and minimum spend requirements under recent options agreements.

As at September 30, 2022, the Company had net working capital of \$2,379,826 (December 31, 2021 – \$1,001,003 and a cumulative deficit of \$2,452,964 (December 31, 2021 - \$750,495). The cash component of working capital as at September 30, 2022 was \$1,670,222 (December 31, 2021 - \$1,006,655). As the

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Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities and debt in order to fund operations.

Since inception, the Company has funded limited operations through the issuance of equity securities on a private placement basis. This has permitted the Company to carry out limited exploration and ongoing expenses. The Company completed a private placement in the first quarter of 2022 for gross proceeds of \$378,500 and as at May 31, 2022 filed a prospectus offering and on August 25, 2022, announced that it completed an initial public offering of units and flow-through units of the Company at a price of \$0.25 per Unit and \$0.275 per FT Unit. Pursuant to the IPO, a total of 7,973,581 Units and 2,320,210 FT Units for gross proceeds of approximately \$2,630,000 and the common shares in the capital of Heritage are now listed on the Canadian Securities Exchange. The Common Shares started trading on the Exchange on August 26, 2022, under the symbol "HML".

Share transactions for the nine-month period ended September 30, 2022:

On January 26, 2022, the Company closed an equity financing involving the issuance of 1,514,000 units in the capital of the Company at a price of \$0.25 per unit for aggregate proceeds of \$378,500 (the "January 2022 Financing"). Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.40 for a period of 36 months from the date of issuance. In connection with the financing, the Company paid a finder's fee through the issuance of 42,000 broker warrants entitling the holder to purchase one additional common share at an exercise price of \$0.40 for a period of 3 years from the date of issuance and aggregate cash payments of \$10,500. The broker warrants have an estimated fair value of \$5,547, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 1.42%, dividend yield 0%. In the event that the common shares of the Company are not listed by the Listing Deadline, each subscriber in the January 2022 Financing shall be entitled to receive, for no additional consideration, a Penalty Warrant for each unit subscribed for on the same terms. Any Penalty Warrants shall be issued by the Company within 10 business days of the Listing Deadline.

An aggregate 2,561,003 Penalty Warrants were issued by the Company pursuant to the December 2021 FT Financing and the January 2022 Financing as the common shares of the Company were not listed by the Listing Deadline.

The Company paid \$24,542 cash for share issue costs.

On August 25, 2022, the Company completed an initial public offering ("IPO") of units ("Units") and flow-through units ("FT Units") of the Company at a price of \$0.25 per Unit and \$0.275 per FT Unit. Pursuant to the IPO, a total of 7,973,581 Units and 2,320,210 FT Units for gross proceeds of \$2,631,453. Each Unit consists of one Common Share and one Common Share purchase warrant (each a "Warrant"). Each FT Unit consists of one Common Share, each of which will qualify as a "flow-through share" as defined in subsection 66(15) of the *Income Tax Act* (Canada), and one Warrant.

Each Warrant is exercisable at \$0.40 for a period of 36 months from the date of issuance. The Company granted to the agent warrants to acquire an aggregate of 677,136 common shares at an exercise price of \$0.25 for a period of 24 months following the completion of the offering. The broker warrants have an estimated fair value of \$107,175, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 3.44%, dividend yield 0%.

The Company paid \$415,336 cash for share issue costs.

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During the nine month period ended September 30, 2022, 105,600 broker warrants were exercised for proceeds of \$7,920 and 4,000 warrants expiring August 14, 2022, expired unexercised subsequent to the period.

Share transactions for the year ended December 31, 2021:

On February 19, 2021, the Company completed the third and final tranche and issued an additional 551,902 flow-through units at a price of \$0.17 per flow-through unit for gross proceeds of \$93,823 and an additional 3,271,340 non-flow through units at a price of \$0.15 per non-flow through unit for gross proceeds of \$490,701. A portion of these capital associated with this tranche was received on or before January 1, 2021. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of \$0.20 for a period of 3 years from the closing date of the financing. Each non flow-through unit consists of one non flow-through common share and one warrant with each warrant entitling the holder to purchase one common share at an exercise price of \$0.20 for a period of 3 years from the closing date of the closing date of the financing. The Company recognized flow-through premium of \$11,038.

In connection with the financing, the Company issued 105,084 broker warrants entitling the holder to purchase one additional common share at an exercise price of \$0.20 until February 19, 2024. The broker warrants have an estimated fair value of \$8,805, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 0.32%, dividend yield 0%.

On December 31, 2021, the Company completed an equity financing and issued 1,047,003 flow-through units at a price of \$0.30 per unit for gross proceeds of \$314,101 (the "December 2021 FT Financing"). Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of \$0.40 until December 31, 2024. The Company recognized flow-through premium of \$52,350.

In connection with the financing, the Company issued 11,900 broker warrants entitling the holder to purchase one additional common share at an exercise price of \$0.40 until December 31, 2024. The broker warrants have an estimated fair value of \$1,566, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 1.12%, dividend yield 0%. In the event that the common shares of the Company are not listed on a designated exchange by June 30, 2022 (the "Listing Deadline"), each subscriber in the December 2021 FT Financing shall be entitled to receive, for no additional consideration, an additional warrant (a "Penalty Warrant") for each unit subscribed for on the same terms. Any Penalty Warrants shall be issued by the Company within 10 business days of the Listing Deadline.

The Company paid \$14,524 cash for share issue costs.

RESULTS OF OPERATIONS

For the three month period ended September 30, 2022 vs 2021

The Company had a net and comprehensive loss of \$1,151,753 for the three month period ended September 30, 2022, (2021 – \$104,337). The Company was more active in 2022 as compared to 2021, as the Company completed various financings over the last year and commenced ramping up exploration activities on its properties. The Company expects the majority of expenses to increase throughout 2022 and into 2023 as the Company becomes more active in exploring its properties. This will be dependent on the financial position of the Company.

The recent financings and the exchange listing increased the professional fees in 2022 as compared to 2021. The exploration and evaluation expenditures increased substantially as the financing was successful. Investor relations and marketing increased significantly in 2022 as the Company has hired several firms to help with the awareness of Heritage and its projects.

The Company's expenses include the following:

- Exploration and evaluation expenditures of \$902,248 (2021 - \$61,041) relate to work on the Company's projects. The expense increased primarily due to acquisition costs in cash and shares totalling \$600,600 (2021 - \$20,045) as well as exploration costs which increased primarily due to increased work at the Company's flagship Black Lake Drayton project.
- Consulting and management fees of \$31,500 (2021 - \$31,500) relate to fees paid to management and consultants of the Company. The expense was consistent with the prior period.
- Investor relations costs of \$69,923 (2021 - \$nil) increased during the current quarter with increases to shareholder communications costs in relation to the stock exchange listing.
- Capital market advisory costs of \$46,044 (2021 - \$nil) increased during the current quarter as the Company completed its stock exchange listing.
- Marketing costs of \$69,343 (2021 - \$nil) increased during the current quarter as the Company completed its stock exchange listing.
- Professional fees of \$34,472 (2021 - \$14,074) relate to legal advice on the Company's compliance to applicable laws as well as for the Company's financial recording and reporting activities. The increase was primarily due to the legal due diligence related to new projects and for audit fees.
- General and administrative costs of \$14,665 (2021 - \$1,660) increased during the current quarter with increases to insurance and rent.

For the nine month period ended September 30, 2022 vs 2021

The Company had net and a comprehensive loss of \$1,702,654 for the nine month period ended September 30, 2022 (2021 – \$274,239). The Company was more active in 2022 as compared to 2021, as the Company completed various financings over the last year and commenced ramping up exploration activities on its properties. The Company expects the majority of expenses to increase throughout 2022 and into 2023 as the Company becomes more active in exploring its properties. This will be dependent on the financial position of the Company.

The recent financings and the exchange listing will increase the professional fees in 2022 as compared to 2021. The exploration and evaluation expenditures will increase substantially as the financing was successful. Investor relations and marketing will increase significantly in the 2022 as the Company has hired several firms to help with the awareness of Heritage and its projects.

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The Company's other expenses include the following:

- Exploration and evaluation expenditures of \$1,233,165 (2021 - \$127,367) relate to work on the Company's projects. The expense increased primarily due to acquisition costs in cash and shares totalling \$600,600 (2021 - \$20,045) as well as exploration costs which increased primarily due to increased work at the Company's flagship Black Lake Drayton project.
- Consulting and management fees of \$94,500 (2021 - \$92,333) relate to fees paid to management and consultants of the Company. The expense was consistent with the prior period.
- Investor relations costs of \$104,241 (2021 - \$nil) increased during the current quarter with increases to shareholder communications costs in relation to the stock exchange listing.
- Capital market advisory costs of \$53,544 (2021 - \$nil) increased during the current quarter as the Company completed its stock exchange listing.
- Marketing costs of \$148,093 (2021 - \$nil) increased during the current quarter as the Company completed its stock exchange listing.
- Professional fees of \$84,200 (2021 - \$42,753) relate to legal advice on the Company's compliance to applicable laws as well as for the Company's financial recording and reporting activities. The increase was primarily due to the legal due diligence related to new projects and for audit fees.
- General and administrative costs of \$40,095 (2021 - \$5,443) increased during the current period with increases to insurance and rent.

CAPITAL RESOURCES

The company relies on its ability to procure capital via equity issuances as none of their projects generate revenue. The Company has no fixed expenditure commitments. The Company has entered into option agreements requiring share issuances, cash payments, and minimum spend requirements on its projects. The Company is also obliged to minimum spend requirements to maintain its exploration mining claims in good standing. The Company notes that pending exploration results, capital requirements and allocated expenditures are subject to change based on management judgement.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at September 30, 2022, or as of the date of this report.

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TRANSACTIONS BETWEEN RELATED PARTIES

Related party balances

As at September 30, 2022, and December 31, 2021 there were amounts owing to related parties in the amount of \$8,993 (December 31, 2021 - \$nil).

Related party transactions and key management compensation

During the nine month periods ended September 30, 2022 and 2021, the Company incurred the following amounts through transactions with the directors and officers of the Company:

	September 30, 2022	September 30, 2021
Management, consulting, and professional fees	\$ 122,062	\$ 93,333
Share-based payments	3,049	6,843
	\$ 125,111	\$ 100,176

During the nine month period ended September 30, 2022, the Company paid \$111,062 (2021 – \$92,333) to a Company controlled by Peter Schloo, CEO and Director for executive and administrative services rendered. The Company signed an independent contractor agreement with its CEO for \$126,000 per annum.

During the nine month period ended September 30, 2022, the Company paid \$11,000 (2021 - \$1,000) to James Fairbairn, CFO and Director, for professional services rendered.

SELECTED ANNUAL INFORMATION

	31-Dec-21	31-Dec-20
Revenue	\$ -	\$ -
Net loss	(455,389)	(293,548)
Loss per share	(0.03)	(0.06)
Working capital (deficiency)	1,001,003	754,135
Total assets	1,091,154	814,596
Total non-current liabilities	-	-

Detailed discussions related to the Company's cash flows

Cash balances increased by \$663,567 during the nine month period ended September 30, 2022 (2021 – increased by \$115,319).

During the nine month period ended September 30, 2022, cash used in the operating activities was \$1,895,304 compared to cash used by operating activities of \$298,081 during the nine month period ended September 30, 2021. The cash used in operating activities in 2022 increased as there was an increase in the company's operating expenses namely, the advancement and acquisition of mineral properties, consulting fees, management fees, and professional fees.

During the nine month period ended September 30, 2022, cash provided by investing activities amounted to \$1,500 (2021 - \$nil), relating to the return of a reclamation bond.

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During the nine month period ended September 30, 2022, cash provided by financing activities amounted to \$2,557,371 (2021 - \$413,400), relating to shares issued for cash, net of issue costs during the respective periods.

Stock options

A summary of changes of stock options during the nine month period ended September 30, 2022 and year ended December 31, 2021 is as follows:

	Options outstanding	Weighted Average Exercise Price	Weighted Average Years to Expiry
Balance, December 31, 2020	1,066,666	\$ 0.075	4.66
Forfeited	(120,000)	0.075	
Balance, December 31, 2021	946,666	0.075	3.66
Exercised	(25,000)	0.075	
Balance, September 30, 2022	921,666	\$ 0.075	2.92

The Company adopted a share option plan (the "Share Option Plan") under which it may grant options to employees, officers, directors, or consultants for up to 10% of the issued and outstanding common shares. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee in a twelve-month period is limited to 5% of the issued shares of the Company.

Under the plan, the exercise price of an option may not be less than the discounted market price. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors. For share options granted to employees, directors, and consultants, the Company recognizes as an expense, the estimated fair value of the share options granted. The fair value of each share option granted was estimated on the date of grant using the Black-Scholes option-pricing model.

Warrants

A summary of changes of warrants during the nine month period ended September 30, 2022 and year ended December 31, 2021 is as follows:

	Unit Warrants		Broker Warrants	
	Outstanding	Weighted Average Exercise Price	Outstanding	Weighted Average Exercise Price
Balance, December 31, 2020	3,684,942	\$ 0.12	109,600	\$ 0.08
Warrants issued on private placement	4,870,245	0.24	116,984	0.22
Balance, December 31, 2021	8,555,187	0.19	226,584	0.15
Warrants issued on private placement	1,514,000	0.40	42,000	0.40
Penalty warrants issued	2,561,003	0.40	-	-
Warrants exercised	-	-	(105,600)	0.08
Warrants expired	-	-	(4,000)	0.08
Warrants issued on private placement	10,293,791	0.40	677,136	0.25
Balance, September 30, 2022	22,923,981	\$ 0.32	836,120	\$ 0.25

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SHARES OUTSTANDING

As of September 30, 2022, the Company had 31,898,620 (December 31, 2021 - 16,688,229) issued outstanding and fully paid common shares.

	Number of shares
Balance, December 31, 2020	11,817,984
Shares issued for private placements	4,870,245
Balance, December 31, 2021	16,688,229
Shares issued for private placements	11,807,790
Shares issued for property	3,232,000
Shares issued for services	40,000
Exercise of options	25,000
Exercise of broker warrants	105,600
Balance, September 30, 2022	31,898,619

CHANGES IN ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

For a detailed summary of the Company's significant accounting policies and critical accounting estimates, the readers are directed to Note 3 of the Notes to the audited financial statements for the years ended December 31, 2021 and 2020 that are available on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company has no history of business or mining operations, revenue generation or production history. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered would result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity; flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk

will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Property.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion and pursue only those development plans that can be funded through cash flows generated from its existing operations.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the Company's exploration program on its properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to the Property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

No Mineral Reserves or Mineral Resources

The properties in which the Company holds an interest are considered to be an early exploration stage property, however no mineral reserve or mineral resource estimates have been prepared in respect of the properties. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades may cause a mining operation to be unprofitable in any particular accounting period.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Novel Coronavirus ("COVID-19")

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

Conflict in Ukraine

In late February 2022, a conflict commenced in Ukraine. In response, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the company expects any direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations.

FORWARD-LOOKING STATEMENTS

This MD&A may include certain "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve 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. Such factors include, among others, risks that actual results of current exploration activities will differ, changes in project parameters as plans continue to be refined, unavailability of financing, fluctuations in precious and/or base metals prices and other factors, as outlined in the Company's preliminary long form prospectus filed on SEDAR. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. 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 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 director in a conflict will disclose his/her interest and abstain from voting in the matter(s). 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.

Current Directors and Officers of the Company are as follows:

Peter Schloo, CEO, President and Director
Patrick Mohan, Chairman
James Fairbairn, CFO and Director
Wray Carvelas, Director
Patrick Sullivan, Corporate Secretary

OUTLOOK

The Company's primary focus for the foreseeable future will be on continuing exploration and development activities on its mineral projects.

HERITAGE MINING LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the three and nine-month period ended September 30, 2022

OUTSTANDING SHARE DATA

As of the date of this MD&A there were:

- A total of 31,898,619 shares issued and outstanding.
- Stock options authorizing the purchase of 921,666 shares at a price of \$0.075 per share expiring August 29, 2025

Details of Unit Warrants outstanding are as follows:

Outstanding and Exercisable	Exercise Price (\$)	Expiry Date
2,399,993	0.075	May 22, 2025
711,759	0.20	October 30, 2023
573,190	0.20	November 19, 2023
3,823,242	0.20	February 19, 2024
2,094,006	0.40	December 31, 2024
3,028,000	0.40	January 26, 2025
10,293,791	0.40	August 25, 2025
22,923,981		

Details of Broker Warrants outstanding are as follows:

Outstanding and Exercisable	Exercise Price (\$)	Expiry Date
105,084	0.20	February 19, 2024
11,900	0.40	December 31, 2024
42,000	0.40	January 26, 2025
677,136	0.25	August 25, 2025
836,120		