



(“the Company”)

**FORM 51-102F1**

**MANAGEMENT’S DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED MAY 31, 2023**

## **Introduction**

This Management’s Discussion and Analysis (“**MD&A**”) of Prospect Ridge Resources Corp is the responsibility of management and covers the period ended May 31, 2023. The MD&A takes into account information available up to and including July 31, 2023, and should be read together with the unaudited condensed interim financial statements for the period ended May 31, 2023, and the audited financial statements for the year ended August 31, 2022. The Company prepares its financial statements in accordance with International Financial Reporting Standards (“IFRS”).

Throughout this document the terms *we*, *us*, *our*, and *the Company* refer to Prospect Ridge Resources Corp. All financial information in this document is derived from the financial statements of the Company, which have been prepared in accordance with IFRS, except share and per share amounts, or unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

This document contains forward-looking statements. Please refer to “Note Regarding Forward-Looking Statements.” Forward-looking statements are necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors, many of which are beyond our ability to control, that may cause our actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Please refer to “Risk Factors” below.

## **Description of Business**

Prospect Ridge Resources Corp. was incorporated under the laws of the Province of British Columbia. The Company is principally engaged in the acquisition and exploration of resource properties in Canada. The head office, records office, and principal address of the Company is 720 West Georgia Street, Suite 1500, Vancouver, British Columbia, V7Y 1C6.

The Company is in the process of exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The Company's primary focus is the Knauss Creek and Holy Grail properties (the "Properties") in Terrace, BC.

### Performance Summary and Subsequent Events

During the nine-months period ended May 31, 2023, the Company:

- (a) Issued 700,000 common shares valued at \$133,000 and issued 50,000 Finder's shares valued at \$6,750 per Knauss Creek Property option agreement.
- (b) Issued 1,000,000 common shares valued at \$250,000 and issued 142,857 Finder's shares valued at \$65,714 per Holy Grail Property option agreement.
- (c) Entered into an agreement with Loan Wolf Exploration Ltd. ("Loan Wolf") to supersede the terms of the Holy Grail Property option agreement whereby the Company finalized its acquisition of 100% of the Holy Grail property, with no further payments or commitments. In connection, the Company also amended the existing net smelter returns ("NSR") royalties on the Holy Grail and Knauss Creek Properties, such that 1.5% is payable to Loan Wolf, of which 1% can be purchased for \$1,000,000, and 1.5% is payable to Knauss Creek Mines Ltd., of which 1% can be purchased for \$1,000,000. The NSR repurchase is available at any time prior to the date which is 180 days after commencement of commercial production.
- (d) Issued an aggregate of 124,419 common shares at \$0.20 per share to settle \$24,884 in accounts payable.
- (e) Cancelled an aggregate of 2,675,000 stock options exercisable at \$0.50 per share, and granted an aggregate of 3,200,000 stock options exercisable at \$0.20 per share for a period of 5 years.
- (f) Announced the passing of Dr. Allen Alper, a Director of the Company.
- (g) Announced the appointment of Mr. Michael Michaud and Mr. Yan Ducharme as Directors, and also announced the resignation of Mr. Nick Luksha as a Director and Vice President of Corporate Development.

### Global Issues

Recent global issues, including the ongoing COVID-19 pandemic and the 2022 Russian invasion of Ukraine have adversely affected workplaces, economies, supply chains and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations at this time.

### Exploration Results

#### *2023 Highlights*

In January 2023, the Company released prospecting results from the Knauss Creek property which highlighted the followings:

- Grab sample C363284 returned 69.3 g/t Au, 331 g/t Ag and 5.78% Cu on the Copper Ridge showing;
- Grab sample C363279 returned 38.4 g/t Au, 51.8 g/t Ag and 3.19% Cu on the Copper Ridge showing;
- Grab sample C363283 returned 7.9 g/t Au, 198 g/t Ag and 10.42% Cu on the Copper Ridge showing;

- Grab sample C363277 returned 2.8 g/t Au, 974 g/t Ag, 33.3% Pb and 4.1% Zn on the Hugin showing;
- Grab sample C363144 returned 4.4 g/t Au, 627 g/t Ag and 0.58% of Pb on the Kandy showing.

All samples reported in this news release are from the 2021 campaign. Data reverification of all samples collected before calendar 2022 on the Knauss Creek and Holy Grail properties was undertaken following an internal review of certain questions. After thorough verification, it was established that the values for samples W501711 and W501715 reported in the November 30, 2021, news release were from the coarse fraction of metallic screening gold results. The published gold results for W501711 and W501715 should have been 11.2 g/t and 9.67 g/t respectively.

In June 2023, the Company released prospecting results from the Holy Grail property which highlighted the followings:

- Erratic block sample C362354 returned 28.0 g/t Au, 56.9 g/t Ag and 2.03% Cu on the 4 Shore showing;
- Erratic block sample C362357 returned 13.7 g/t Au, 39.9 g/t Ag and 1.33% Cu on the 4 Shore showing;
- Erratic block sample C363353 returned 0.37 g/t Au, 58.7 g/t Ag and 3.43% Cu on the Maroon Creek showing;
- Grab sample C363092 returned 6.70 g/t Au, 21.1 g/t Ag and 0.12% Pb on the Iceberg showing;

All samples contained herein are resulting from our 2021 prospection campaign.

## Exploration Projects

The Properties lie south of the “Golden Triangle” area of northwestern British Columbia where extensively occurring precious and base-metal mineralization have historically been discovered and several mine or projects with resources are currently ongoing.

The Properties are in the Omineca and Skeena Mining Division in British Columbia. They are underlain by a sequence of stratified argillites, sandstones, and conglomerates of Bowser Lake Group sedimentary rocks and Hazelton Group volcano-sedimentary rocks. These are intruded by granodioritic units.

## Knauss Creek Property Overview

### *Property Description and Ownership*

The southern portion of the Knauss Creek Property is approximately 35 km northeast of the Town of Terrace (see Figure 1). It covers 2,944 hectares in mineral claims and is fully owned by the Company. It is easily accessible by highway 16 and a bridge over the Skeena River that leads to a network of logging roads.

### *Highlights*

The Knauss Creek Property is being explored for polymetallic veins. Placer deposits were mined in creeks adjacent, west and east, to the Property during the early part of the 20th century. The Property hosts the historical Dorreen mine. Many showings such as the Jay Veins, Hugin, Kandy and Copper Ridge are gold, silver, copper, lead and zinc bearing. More historical showing needs to be investigated.

### Holy Grail Property

#### Property Description and Ownership

The Holy Grail Property starts 10 kilometers north of Terrace, forming a horseshoe, with the eastern part surrounding the Knauss Creek property (Figure 1). The Property is easy-accessible, bounded by two highways with CN rail, high tension power crossing the Property and a network of logging roads which make for very cost-effective exploration. Some of the key areas are located below the tree line and can be worked nearly year-round. The Property covers 70,100 hectares and is fully owned by the Company.

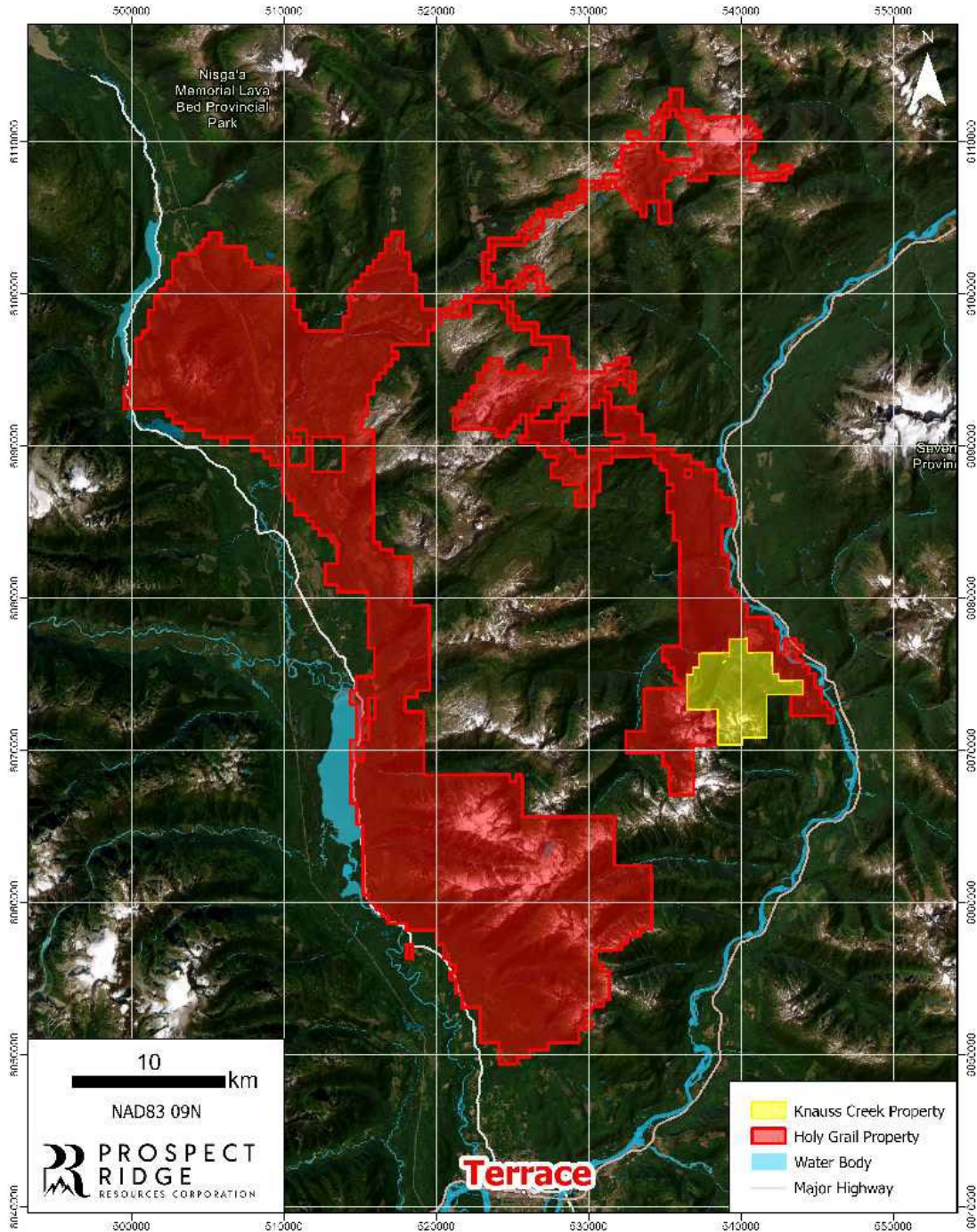


Figure1: Knauss Creek Holy Grail properties

*Highlights*

The Holy Grail property has been very locally explored historically. The property is being explored for gold, silver, copper, lead and zinc. The best showings are Shock & Awe and Fore Shore. The prospection work done by the Company allowed to identify areas with high potential.

*Quality Assurance and Control*

Sample analysis and assaying have been conducted by ALS Global Laboratories (Geochemistry Division) in Vancouver, Canada (an ISO/IEC 17025:2017 accredited facility). A secure chain of custody is maintained in transporting and storing of all samples. Certified assay standards, duplicate samples and blanks are routinely inserted into the sample stream to ensure integrity of the assay process. Rock samples are crushed to 70% less than 2 millimeters, and a 250-gram sample is split with a riffle splitter. The split is pulverized to 85 per cent less than 75 microns and 50-gram charges prepared. Gold was assayed using a fire assay with atomic emission spectrometry and gravimetric finish when required (+10 g/t Au). Analysis by four acid digestions with 48 element ICP-MS analysis was conducted on all samples with silver and base metal over-limits being re-analyzed by atomic absorption or emission spectrometry. The Company cautions that rock chip samples from outcrop/bedrock are selective by nature and may not be representative of the mineralization hosted on the Property.

All scientific or technical information included in this MD&A has been reviewed, verified and approved by Yan Ducharme, P.Geol., President of the Company and a qualified person as defined by National Instrument 43-101.

**Resource Property Interests – Exploration and Evaluation Expenditures**

Activities of the Company for the period ended May 31, 2023, focused on the continuing exploration work on its properties as indicated in the Exploration Program and Results described above.

Exploration and evaluation expenditures for the nine-month period ended May 31, 2023, is detailed below:

	<b>Holy Grail</b>		<b>Knauss Creek</b>		<b>Total</b>
Claims	\$	6,370	\$	3,770	\$ 10,140
Geology		53,560		40,260	93,820
Prospection/Geochemistry		269,204		143,870	413,074
Drilling		24,039		445,329	469,368
	\$	353,173	\$	633,229	\$ 986,402

**Results of Operations for the Three Months Ended May 31, 2023**

During the three-month period ended May 31, 2023, the Company incurred a net loss of \$452,124 as compared to \$1,059,514 for the period ended May 31, 2022. Significant items making up the loss include:

- Investor relation expense of \$33,908 (2022 - \$242,366). In the prior year, the Company increased its investor relations following the completion of the Company's IPO and listing on the CSE on May 27, 2022.
- Consulting and Management fees of \$90,000 (2022 - \$90,500) as the Company incurred third-party consulting fees in addition to fees paid or accrued to the Company's Management. Activity is comparable to the prior period.
- Professional fees of \$13,500 (2022 – \$28,991) related to audit, accounting fees and legal fees.
- Transfer agent and filing fees of \$3,191 (2022 - \$7,475) related to transfer agent, regulatory, and filing fees.



- Exploration and evaluation expenditures of \$189,849 (2022 - \$245,378) as the Company continues to ramp-up exploration work following initial success on its projects.
- Share-based payments of \$110,547 (2022 - \$367,860) relating to the fair value of stock options granted and vested in the period.
- Depreciation expense of \$27,241 (2022 - \$20,217) as the Company is comparable to the prior period.

### Results of Operations for the Nine Months Ended May 31, 2023

During the nine-month period ended May 31, 2023, the Company incurred a net loss of \$1,560,963 as compared to \$3,075,786 for the period ended May 31, 2022. Significant items making up the loss include:

- Investor relation expense of \$167,577 (2022 - \$956,076) as the Company decreased its investor relations expense for the period.
- Management and consulting fees of \$267,868 (2022 - \$292,733) related to the payment to the management teams and directors of the Company.
- Professional fees of \$97,321 (2022 - \$71,703) related to audit, accounting fees and legal fees.
- Exploration and evaluation expenditures of \$988,240 (2022 - \$728,143) as the Company commenced 2023 exploration work on its properties.
- Depreciation expense of \$88,504 (2022 - \$ 41,807) as the Company purchased additional equipment during the period.

### Summary of Quarterly Results

The following table summarizes the last quarter of the Company:

In dollars (\$)	May 31, 2023	February 28, 2023	November 30, 2022	August 31, 2022
Total assets	7,337,848	7,600,804	7,893,404	8,661,054
Working capital	2,225,033	2,595,695	2,886,733	3,609,153
Deficit	(7,359,344)	(6,907,220)	(6,574,003)	(5,798,381)
Net loss	(452,124)	(333,217)	(775,622)	(1,032,249)
Net loss per share	(0.00)	(0.00)	(0.02)	(0.09)
In dollars (\$)	May 31, 2022	February 28, 2022	November 30, 2021	August 31, 2021
Total assets	9,228,390	9,864,515	9,522,217	1,484,465
Working capital	4,659,953	5,580,707	5,290,183	303,457
Deficit	(4,766,132)	(3,706,618)	(2,897,212)	(1,690,346)
Net loss	(1,059,514)	(809,406)	(1,206,866)	(1,488,790)
Net loss per share	(0.02)	(0.02)	(0.02)	(0.22)

### Liquidity

The Company's historical capital needs have been met by issuance of shares. As at May 31, 2023, the Company had a working capital of \$2,225,033 (August 31, 2022 - \$3,609,153). The Company proposes to meet any additional financing requirements through equity financing. The Company's cash position as at May 31, 2023 was \$2,062,364 (August 31, 2022 - \$3,168,488).

*Operating activities:* The Company does not generate cash from operating activities. Net cash used in the Company for operating activities, which includes exploration activities, for the period ended May 31, 2023, was \$969,995 (2022 - \$2,887,981), including net changes in non-cash working capital of \$690,597 (2022 - \$743,289).

*Investing activities:* Net cash used by the Company for investing activities for the period ended May 31, 2023, was \$99,509 (2022 - \$504,717), reflecting the Company's acquisitions of mineral property and equipment, offset by proceeds on sale of equipment of \$59,000 (2022 - \$nil).

*Financing activities:* Net cash used in financing activities for the period ended May 31, 2023, was \$36,620 (2022 - \$7,027,409 cash generated), comprised entirely of lease payments completed in the period (2022 - \$3,471 lease payments completed). During the period ended May 31, 2022, the Company also received proceeds from share issuances of \$7,263,000 and proceeds from the exercise of warrants of \$11,320, offset by \$243,440 in share issuance costs.

The Company does not have operations that generate positive cash flows, and it is unlikely that it will generate cash flows from operations in the foreseeable future. Cash requirements will depend primarily on the extent of future exploration programs. Subsequent phases will depend, both on cost and duration, and on results from previous phases, and it is therefore extremely difficult to predict future cash requirements.

### Related Party Transactions

Related parties and related party transactions impacting the financial statements are summarized below and include transactions with the following individuals or entities:

#### Key management personnel

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, corporate officers, including the Company's Chief Executive Officer, Chief Financial Officer, Corporate Secretary, and President.

The following entities are classified as related parties due to the following:

	May 31, 2023	May 31, 2022
Directors fees	\$ 31,000	\$ 21,000
Consulting and management fees	175,000	246,833
Exploration related and geological consulting fees	157,500	-
Professional fees	45,000	22,500
Share-based payments	74,602	610,715
	\$ 483,102	\$ 901,048

As at May 31, 2023, \$62,514 (August 31, 2022 - \$89,617) was included in accounts payables and accrued liabilities for fees owed to related parties.

During the period ended May 31, 2023, the Company issued 42,000 common shares at \$0.20 per share to settle debt of \$8,400 owing to a related party.

### Outstanding Share Data

As at the date of this report, the Company had 52,027,048 common shares issued and outstanding.

As at the date of this report, incentive stock options were outstanding as follows:

Number	Exercise price	Expiry date
Stock Options		
2,225,000	\$ 0.20	March 1, 2028
700,000	\$ 0.20	March 3, 2028
75,000	\$ 0.20	March 16, 2028
3,000,000		

**Off-Balance Sheet Arrangements**

As at May 31, 2023 and to the date of this MD&A, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

**Proposed Transactions**

Except as elsewhere disclosed in this document, there are no other proposed transactions under consideration.

**Capital Risk Management**

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns and/or benefits for shareholders.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the administration of its corporate affairs and to provide funds for the development of its business. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company has no revenue-generating operations and as such is dependent upon external financings to fund activities. In order to develop its business and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the size of the Company.

There were no changes in the Company's approach to capital management during the period ended May 31, 2023. The Company is not subject to externally imposed capital requirements.

**Financial Instruments**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect placement within the fair value hierarchy levels.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

**Credit risk**

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's receivables consist mainly of goods and services tax receivables due from the Government of Canada. As at May 31, 2023, the Company's exposure to credit risk is minimal.

**Liquidity risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2023, the Company had a cash balance of \$2,062,364 to settle current liabilities of \$218,654. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. Management intends to meet its liabilities by actively pursuing investors.



**Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

## a) Interest rate risk

As at May 31, 2023, the Company was not subject to or exposed to any interest rate risk as it had no variable interest debt or investments.

## b) Foreign currency risk

As at May 31, 2023, the Company is not exposed to foreign currency risk.

## c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As at May 31, 2023, the Company was not exposed to any equity or commodity price risks.

**Significant Accounting Judgements, Estimates and Assumptions**

The preparation of financial statements requires management to make estimates about, and apply assumptions or judgment to, future events and other matters that affect the reported amounts of the Company's assets, liabilities, revenues, expenses and related disclosures. Assumptions, estimates and judgments are based on historical experience, expectations, current trends and other factors that management believes to be relevant at the time at which the Company's financial statements are prepared.

The Company's significant accounting judgements, estimates and assumptions are disclosed in Note 3 of the unaudited financial statements for the year ended May 31, 2023.

**Risks and Uncertainties**

In conducting its business, the Company, like all exploration-stage mineral exploration companies, faces a variety of risks uncertainties. While unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible.

*Exploration and Development* - Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, 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. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them and employs experienced consulting to assist in its risk management and to make timely adequate decisions.

*Title Risks* - Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties.

*Permitting Risks* - The development of mineral resources in British Columbia is subject to a comprehensive review, approval and permitting process involving various provincial and regional agencies, in addition to the various First Nations groups that have jurisdiction in the Company's area of claims. There can be no assurance given for the required approvals and permits for a mining project, even if technically and economically warranted, can be obtained in a timely or cost-effective manner.

*Fluctuating Metal Prices* - Factors beyond the control of the Company have a direct effect on global metal prices, which have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects and the Company's ability to finance the development of its projects cannot be accurately predicted and may be adversely affected by fluctuations in metal prices.

*Environmental Regulations Permits and Licenses* - Environmental laws and regulation could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

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

*Future Financings* - The Company's continued operation will be dependent in part upon its ability procure additional financing. To date, the Company has done so through a combination of: (i) equity financing; and (ii) cash payments received as property option payments from third parties. The current state of global equity markets has had a direct effect on the ability of exploration companies, including the Company, to finance project acquisition and development through the equity markets. There can be no assurance that forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

*Price Volatility of Publicly Traded Securities* - During recent months, global securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

### **Information regarding forward looking statements**

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the prices of gold and other metals, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, Government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking 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 the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or incompletion of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of gold and other metals. While the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking 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. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.