EMPEROR METALS INC.

(the “Company” or “Emperor”)

Form 51-102F1
MANAGEMENT’S DISCUSSION and ANALYSIS
FOR THE THREE MONTHS ENDED APRIL 30, 2023

The following Management’s Discussion and Analysis (“MD&A”) supplements, but does not form part of, the unaudited condensed interim financial statements of the Company and the notes thereto for the three months ended April 30, 2023 (the “Financial Statements”). Consequently, the following discussion and analysis of the results of operations and financial condition of Emperor should be read in conjunction with the Financial Statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance. This MD&A has been prepared based on information known to management as of June 29, 2023.

Forward-Looking Statements

Certain statements contained in the following MD&A and elsewhere 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. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below. The Company assumes no obligation to update or revise forward looking statements to reflect new events or circumstances except as required by law.

Description of Business

Emperor Metals Inc. was incorporated under the Business Corporations Act (British Columbia) on September 22, 2020 as “Alchemy Resources Corp.” The Company changed their name on October 7, 2020 to “Emperor Metals Inc.”. The Company’s head office is at 250 South Ridge NW, Suite 300, Edmonton, Alberta T6H 4M9. The Company is focused on evaluating, acquiring, and exploring mineral properties in Canada. On July 27, 2021, the common shares of the Company were listed in Canada on the Canadian Securities Exchange (the “Exchange” or “CSE”) under the symbol “AUOZ”. On May 24, 2023, the Company reported the secondary listing of its common shares in Germany on the Frankfurt Stock Exchange ("FSE") under the trading symbol "9NH”. The Company is also listed in the United States on the OTC Markets (“OTCPK”) under the trading symbol “EMAUF”.

Recent Activity - Property Acquisitions and Private Placement

On November 1, 2022, John Florek was appointed President and Chief Executive Officer (“CEO”) of Emperor Metals Inc. and joined as a Director of the Company. The former CEO, Alex Horsley will continue with Emperor in a Corporate Development role and as a Director.

<u>Option Agreement to Acquire the Duquesne West Gold Project</u>

On October 20, 2022, the Company closed an option agreement (the "Option Agreement") with Globex Mining Enterprises Inc. (“Globex”) to acquire a 100% interest in the Duquesne West mineral claim package ("Duquesne West Property") from Globex's subsidiary, Duparquet Assets Ltd. ("Duparquet"). The package consists of 38 claims covering approximately 1,389 ha. located in the Duparquet Township of Quebec. The transaction was subject to the acceptance of the Canadian Stock Exchange (the "Exchange") and to Emperor completing a private placement of not less than

$1,500,000 within 150 days of Exchange acceptance of the transaction, which were deemed to be October 20, 2022 and March 19, 2023 respectively.

To exercise the Option Agreement with Duparque, Emperor must make payments of cash and common shares of the Company with each installment of common shares being based upon Emperor's volume weighted average price (the "VWAP") per share trading on the Exchange over a period of twenty (20) trading days prior to the date of payment as follows:

- within 3 days of Exchange acceptance on October 24, 2022, $50,000 cash was paid and 1,500,000 common shares issued at a fair value of $0.18 per common share;
- within 5 days of completed financing on December 23, 2022, $450,000 cash was paid;
- on first anniversary, $500,000 cash and 1,500,000 common shares if VWAP greater than $0.20, or the number of shares equaling $300,000 if VWAP less than $0.20;
- on second anniversary, $500,000 cash and 1,500,000 common shares if VWAP is greater than $0.20, or the number of shares equaling $300,000 if VWAP less than $0.20;
- on third anniversary, $1,000,000 cash and 3,000,000 common shares if VWAP greater than $0.20, or the number of shares equaling $600,000 if VWAP less than $0.20;
- on fourth anniversary, $2,500,000 cash and 3,500,000 common shares if VWAP greater than $0.20, or the number of shares equaling $700,000 if VWAP less than $0.20;
- on fifth anniversary, $5,000,000 cash and 4,000,000 common shares if VWAP greater than $0.20, or the number of shares equaling $800,000 if VWAP less than $0.20.

The First Anniversary Date is that date, January 18, 2024, that is 15 months following the date of CSE acceptance of the transaction, with each subsequent anniversary date following one year after the last.

Emperor must also incur minimum annual exploration expenditures on the Duquesne Property as follows:

- $250,000 by October 31, 2023;
- $1,000,000 by October 31, 2024;
- $1,250,000 by October 31, 2025;
- $1,750,000 by October 31, 2026;
- $3,250,000 by October 31, 2027;
- $4,500,000 by October 31, 2028.

Emperor must complete a current mineral resource estimate on the Property (the "Resource Estimate") by the Fifth Anniversary Date, January 18, 2028. If the Resource Estimate includes at least 1 Moz Au Eq (one million ounces of gold or gold-equivalent) in aggregate that are in the measured, indicated and/or inferred categories in accordance with CIM guidelines, Emperor will pay Duparquet an additional 2,500,000 common shares of the Company.

During the option period Emperor must maintain at minimum, all taxes, assessments, rentals, renewals levies and other payments required to be made to any Government Authority to keep the property in good standing. If Emperor chooses to terminate the option it must ensure that required payments are made to ensure the property is in good standing with Government Authority for two years.

<u>Private placement</u>

On June 22, 2023, the Company completed the first tranche of its non-brokered private placement financing, consisting of 1,875,000 flow-through shares units at $0.16 per common share and 3,619,998 non-flow-through shares units at $0.12 per common share to raise $734,400 in gross proceeds. Each Unit consists of one common share and one-half warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.20 for a period of 24 months from the Closing Date. The Company also paid finders' fees of $10,800 and issued 131,250 finder's warrants to certain arm's length finders. Each whole agent warrant is exercisable to acquire one additional non-flow through common share at $0.20 per share until two years from issuance. All securities issued are subject to a hold period until October 23, 2023.

On December 21, 2022 (“the Unit Closing Date”), the Company completed the final tranche of its non-brokered private placement financing, consisting of 5,228,500 Units at a price of $0.17 per Unit for gross proceeds of up to $888,845, with each Unit consisting of one common share and one-half warrant (the "Units"). Each whole warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.30 for a period of 24 months. The Company paid finders fees of $55,784 in cash and issued 24,000 common shares of the Company and 226,110 finders’ warrants exercisable to acquire one common share at $0.17 per share for a period of 24 months from the date of issue. The $22,470 fair value of the finders’ warrants were determined using the Black Scholes Option Pricing Model. All securities issued are subject to a hold period of four-month and a day from the Unit Closing Date.

On December 9, 2022, the Company completed the first tranche of its non-brokered private placement financing, consisting of 10,155,728 flow-through shares (the "FT Shares") at a price of $0.23 per FT Share for gross proceeds of up to $2,335,817. The Company recorded a flow-through share premium liability of $507,786 in connection with this financing. The Company paid finders fees of $138,907 and issued 603,943 finders’ warrants, each exercisable to acquire one non-flow-through common share at $0.17 per share for a period of 24 months from the date of issue. The $60,335 fair value of the finders’ warrants were determined using the Black Scholes Option Pricing Model. All securities issued are subject to a hold period of four-months and a day from the FT Shares Closing Date.

Acquisition of Hemlo North Property

On December 7, 2020, the Company acquired a 100% interest in the Hemlo North Property by issuing 600,000 common shares of the Company (recorded at a fair value of $60,000, or $0.10 per share). The property is comprised of 12 mineral claims and is in located in Ontario. The claims are subject to a 2.0% Net Smelter Royalty (“NSR”). The claims are in good standing until August 2023.

Acquisition of Pine Grove and Pic River Properties

On December 7, 2020, the Company acquired a 100% interest in the Pine Grove and Pic River Properties by issuing 3,000,000 common shares of the Company (recorded at a fair value of $300,000, or $0.10 per share). The properties are comprised of 118 mineral claims and are located in Ontario. The claims are subject to a 2.0% NSR. The claims are in good standing until February 2024.

(more information on these properties can be found on page 8 under the heading “Mineral Properties”)

Non-Offering Prospectus

On July 26, 2021, the Company completed a non-offering prospectus (the “NOP”) with the securities regulatory authorities in the Province of British Columbia. All expenses incurred in connection with the preparation and filing of the NOP were paid by the Company from its general funds. The Company’s common shares began trading on the CSE on July 27, 2021 under the symbol “AUOZ”. A copy of the NOP is available under the Company’s profile on SEDAR at www.sedar.com.

Overall Performance

Selected Annual Information

Year(*) ended	Jan 31, 2023	Jan 31, 2022
Total Revenue ($)	Nil	Nil
Total assets ($)	4,559,317	1,733,321
Current liabilities ($)	618,976	124,101
Non-current liabilities ($)	Nil	Nil
Net loss ($)	(783,437)	(393,335)
Basic and diluted loss per common share ($)	(0.02)	(0.01)
Weighted average number of common shares outstanding	33,227,365	30,656,000

**The 2022 period referenced above is for the period from incorporation on September 22, 2021 to January 31, 2022.*

Summary of Quarterly Results

The following table summarizes financial data for the most recently completed quarters:

Quarter ended	Apr 30, 2023	Jan 31, 2023	Oct 31, 2022	Jul 31, 2022	Apr 30, 2022	Jan 31, 2022	Oct 31, 2021	Jul 31, 2021
Total revenue ($)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss) ($)	(262,814)	(448,491)	(142,569)	(134,569)	(128,634)	(178,261)	(108,468)	(25,819)
Basic and diluted net loss per common share ($)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)

Results of Operations

<u>For the three months ended April 30, 2023</u>

During the three months ended April 30, 2023 ("the current quarter"), the Company incurred a net loss of $262,814 compared to a net loss of $128,634 during the three months ended April 30, 2022 ("2022" or "the comparative quarter"). General and administrative expenses for the current quarter, consisting of advertising and promotion, consulting fees, management fees, office and administrative, professional fees, project evaluation and regulatory and filing fees, totaled $286,429 (2022 - $136,288). Corporate expenses in the current quarter include the following:

- Advertising and promotion of $193,189 (2022 - $27,266) include website and marketing related expense incurred in the current quarter;
- Consulting fees of $22,500 includes professional services paid for corporate development in the comparative quarter;
- Management fees of $51,500 (2022 - $31,500) include management services rendered in connection with corporate activity and project evaluation, modelling and planning of exploration;
- Office and administrative expenses of $24,515 (2022 - $26,825) include office, bank fees and rent paid in the current quarter;
- Professional fees of $14,100 (2022 - $16,713) include general legal and accounting fees incurred in the current quarter;

- Project evaluation fees of $7,611 includes costs related to evaluating exploration projects in the comparative quarter;
- Regulatory and filing fees of $3,125 (2022 - $3,873) include transfer agent expenses incurred during the current quarter;

Partially offsetting expenses, the Company received interest income of $31,027 (2022 - $1,938) and a non-cash recovery of $17,536 (2022 - $5,716) was recorded for settlement of a flow-through liability.

In the current quarter, the Company also recognized a non-cash share-based compensation expense in the amount of $24,948 (2022 - $Nil) for Options issued to consultants of the Company.

Other comprehensive loss for the three months ended April 30, 2023 totaled $262,814 (2022 - $128,634). Total comprehensive loss for the three months ended April 30, 2023 is the sum of net income or loss and other comprehensive income or loss.

Financial Instruments

The Company is exposed to the following financial risks:

i) Market risk
ii) Credit risk
iii) Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The purpose of market risk management is to manage and control exposures to market risks, within acceptable parameters, while optimizing return. Market prices are comprised of three types of risk: currency risk, interest rate risk, other price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's share capital as well as the Company's reporting currency is denominated in Canadian Dollars. The Company considers this risk to be minimal.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds no interest-bearing financial liabilities; therefore, interest rate risk is limited to potential decreases on the interest rate offered on cash held with its financial institution. The Company considers this risk to be minimal.

Commodity price risk

Commodity price risk is the risk that the value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks and financial institutions and accounts and other receivables. The Company considers credit risk with respect to its cash is minimal as cash is mainly held with financial institutions that are financially sound based on their credit rating.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of its existing debt and other payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company regularly monitors working capital positions and updates spending plans as considered necessary. Monthly working capital and expenditure reports are prepared by the Company's finance function and presented to management for review and communication to the Board. As at April 30, 2023, all of the Company's financial liabilities are due within one year.

As at April 30, 2023, the Company had a working capital of $2,055,943 (January 31, 2023 - $2,374,473) and it does not have any monetary long-term liabilities. The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future.

Determination of fair value

The statements of financial position carrying amounts for cash, goods and services tax receivable, accounts payable and accrued liabilities, and flow-through share premium liability approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the objective of the Company. In the management of capital, the Company includes its components of shareholders' equity. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital and deficit.

The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, issuing new debt, or acquiring or disposing of assets, and controlling the capital expenditures program.

The Company does not have a source of revenue. As such, the Company is dependent on external financing to fund its activities. In order to pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management policies on an ongoing basis. The Company is not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management during the year.

Related party transactions

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company or its subsidiaries, directly or indirectly. Key management personnel include the Company's directors and executive officers. A summary of the Company's related party transactions with directors and officers, or with companies associated with these individuals as follows:

For the three months ended	**April 30, 2023**	**April 30, 2022**
Management fees paid to key management and directors	**$ 51,500**	$ 31,500
Capitalized consulting fees paid to key management	**25,000**	-
Investor relations fees paid to a director	**15,000**	-
Rent paid to a corporation controlled by officers and directors	**10,050**	-
	$ 101,550	$ 31,500

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain adequate financing in the future.

Working capital at April 30, 2023 was $2,055,943 (January 31, 2023 - $2,374,473). As of the date of this MD&A, the Company has working capital of approximately $2.6 million.

On June 22, 2023, the Company completed the first tranche of its non-brokered private placement financing, consisting of 1,875,000 flow-through shares units at $0.16 per common share and 3,619,998 non-flow-through shares units at $0.12 per common share to raise $734,400 in gross proceeds. Each Unit consists of one common share and one-half warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.20 for a period of 24 months from the Closing Date. The Company also paid finders' fees of $10,800 and issued 131,250 finder's warrants to certain arm's length finders. Each whole agent warrant is exercisable to acquire one additional non-flow through common share at $0.20 per share until two years from issuance.

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Outstanding Share Data

The following table summarizes the Company's outstanding share capital as of the date hereof:

	June 29, 2023
Common shares outstanding:	53,684,026
Options outstanding @ 0.17	4,775,000
Warrants outstanding @ 0.27	6,323,052
Fully diluted	**64,782,078**

As at April 30, 2023, and the MD&A date, 2,182,500 common shares are held in escrow.

Mineral Properties

Duquesne West

Overview

The Duquesne West property is Emperor's flagship property. The Duquesne West Gold Property (Figure 1) is located 32 km northwest of the city of Rouyn-Noranda and 10 km east of the town of Duparquet. The property lies within the historic Duparquet gold mining camp in the southern portion of the Abitibi Greenstone Belt in the Superior Province.

The Porcupine Destor Fault Zone (PDFZ) cuts through the property and is well known for its link to gold mineralization. The east-west trending PDFZ is spatially associated with many high-grade gold deposits in the Abitibi Region with total historical gold production exceeding 110 million ounces.[1] Adjacent to the property is First Mining's Durparquet, Pitt and Duquesne Gold Project, which has a current CIM (2014, 2019, 2022) mineral resource estimate of 3.64 Moz measured and indicated and 2.17 Moz inferred.[2]

Mineralization on the Duquesne West property consists of gold in quartz/quartz-carbonate veins and alteration zones in porphyritic, mafic volcanic, and ultramafic rocks. The Property hosts a historical inferred mineral resource estimate of 727,000 ounces of gold at a grade of 5.42 g/t Au.[3,4] The 2011 technical report is not a current report, and in result, no reliance should be made, nor should the mineral resources be considered, as an estimate of current mineral resources.

[1] *First MiningGoldCorp. website - https://firstmininggold.com/assets/quebec-projects/*

[2] *Technical Report prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") on the Duparquet Gold Project ("Duparquet" or the "Project") titled "NI 43-101 Technical Report and Mineral Resource Estimate Update for the Duparquet Project, Quebec, Canada," dated October 6, 2022with an effective date of September 12, 2022.: https://firstmininggold.com/assets/quebecprojects/*

[3] *Watts, Griffis, and McOuat Consulting Geologists and Engineers, Oct 20, 2011, Technical Report and Mineral Resource Estimate Update for the Duquesne-Ottoman Property, Quebec, Canada for XMet Inc.*

[4] *Power-Fardy and Breede, 2011. The Mineral Resource Estimate (MRE) constructed in 2011 is considered historical in nature as it was constructed prior to the most recent Canadian Institute of Mining and Metallurgy (CIM) standards (2014) and guidelines (2019) for mineral resources. In addition, the economic factors used to demonstrate reasonable prospects of eventual economic extraction for the MRE have changed since 2011. A qualified person has not done sufficient work to consider the MRE as a current MRE. Emperor is not treating the historical MRE as a current mineral resource. The reader is cautioned not to treat it, or any part of it, as a current mineral resource.*

Emperor understands that the 2011 Duquesne West historical mineral resource estimate was constructed using a polygonal cross-section model with a minimum cutoff of 3.0 g/t Au and a minimum horizontal width of 2.5 m. Samples within the mineralized wireframes were composited at 1 m and capped at 30 g/t Au. The resource targeted potential underground mineable mineralization and was classified as entirely inferred. The historical resource was comprised of eight mineralized zones over an intermittent strike length of 2.5 km. The Duquesne West historical resource utilized a gold price US$960 per ounce and was based upon CIM standards of 2005. Given the source of the technical report, there is no reason to believe that that the results are not relevant and reliable as an historical estimate. However, the historical estimate will need to be verified by further exploration, confirmation drilling, and modeling. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources, and Emperor is not treating the historical estimate as current mineral resources.

Reinterpretation of the existing geological model was created using Artificial Intelligence and Machine Learning. This model shows opportunity for additional discovery by revealing gold trends unknown to previous workers and the potential to expand the resource along significant gold endowed structural zones.

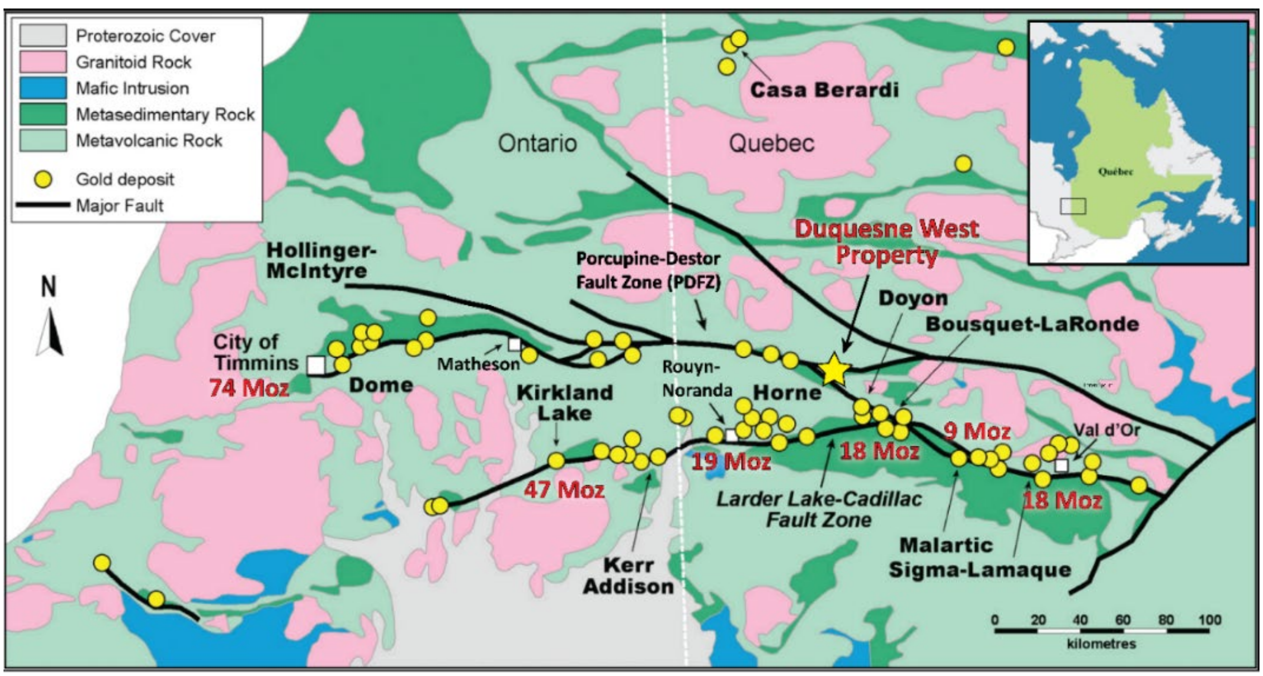

Figure 1: Bedrock geology map showing the distribution of major gold deposits in the region and the location of the Duquesne West gold project.

Drilling

Initial Phase 1 drilling on this property was started on May 9, 2023. The Phase 1 Drill Program is expected to be approximately 7,000 to 10,000 meters. The first diamond drill hole was completed on May 29, 2023 to a depth of 1067.9 meters. The program was suspended on June 4, 2023 because of a provincial wide ban of work in the province due to raging forest fires throughout the Province of Quebec. The fire ban went into effect during the drilling of the second diamond drill hole and is awaiting to resume.

Geological processing for the first hole is currently being logged and sampled. Samples have been sent to SGS Laboratories in Lakefield, ON.

Prior to drilling, intervention permits (application for approval of drill-hole collar location) were applied for in January and received in February, these were renewed on March 31st when expiration occurs.

On May 4th an application for an additional intervention permit was submitted and granted on June 26th for more drill pad locations. This was to provide optionality to our Phase 1 drilling program. Also, a Declaration of Conformity to work in wetland was received on June 26th. This allows us to drill in certain areas beginning on July 19th (Valid for 2 years).

Pine Grove

Overview

The Pine Grove project is located approximately 40 kilometres east-northeast of Marathon in northwestern Ontario, Canada. The project is located within the prolific Wawa-Abitibi Terrane, which hosts several world-class deposits including the Hemlo, Dome, Detour Lake and Island Gold producing mines. Shear-hosted, disseminated-replacement-stockwork and intrusion-related gold deposits are all viable exploration targets in the region.

The Pine Grove project is situated on the eastern edge of the Schreiber-Hemlo greenstone belt in a similar geological setting to the Hemlo Gold Mine. Mineralization is associated with regional-scale north and northeast trending shear zones and is generally hosted in mafic volcanics and banded iron formations. Coincident gold-in-soil anomalism and structural zones indicated by geophysics in historical datasets represent strong targets for future exploration.

An independent Technical Report summarizing the Pine Grove property geology, geophysics, geochemistry and gold potential has been prepared by Steven Flank, P.Geo. of Bayside Geoscience Inc. based in Thunder Bay, Ontario. Accordingly, work programs were planned to include ground-based or airborne geophysics to further define key structures, and detailed surface mapping and sampling to develop drill targets for the Pine Grove project.

As part of the Phase 1a Exploration recommended by the independent Technical Report, Emperor commissioned a ground geophysical survey that was completed over the Pine Grove Property between April 6th and May 3rd, 2021. The objective of the survey was to obtain high-resolution magnetics data of the entire Pine Grove Property. The survey was completed using a high sampling rate paired with closely spaced survey lines to enable the detection of subtle magnetic anomalies and to characterize the magnetic fabric associated with different lithological units.

The magnetics (MAG) survey grid consisted of 120 survey lines orientated east-west over the Property, including: 69 traverse lines spaced 100 metres (m) apart; 32 infill lines over the central region offset at 50 m from the main grid and 19 infill lines also offset 50 m from the main grid along the south of the grid. The survey lines were nominally 1,825 m in the north, 2,600 m in the central region, 1,700 m in the south. The survey totaled 196.34 line-km.

Phase 1a of the recommended exploration program remains incomplete. Interpretation of the ground magnetics survey data will be completed as part of Phase 1a, along with an EM survey, among other work. At the end of October 2021, a soil (246) and rock sampling (16) and prospecting program was completed. One percent of soil samples returned gold assays >10 ppb Au and 10% of samples returned silver assay >100 ppb Ag. The soil sampling program confirmed the presence of a continuation of low-grade mineralization extending throughout the southern region of the Property in the area of historical soil anomalies. The rock sample assay results did not return any anomalous mineralization. Mineralization observed in outcrop was associated primarily with mafic metasedimentary and metavolcanic rocks at contacts with granitic volcanic intrusions.

Pine Grove - Table of Ground Geophysical Grid Summary Statistics

Survey method	Survey days	Grid lines	Line spacing (m)	Line lengths (m)	Total stations	Station spacing (m)	Total line-km
MAG	28	120	50-100	1,700-2,600	424,760	0.76	196.34

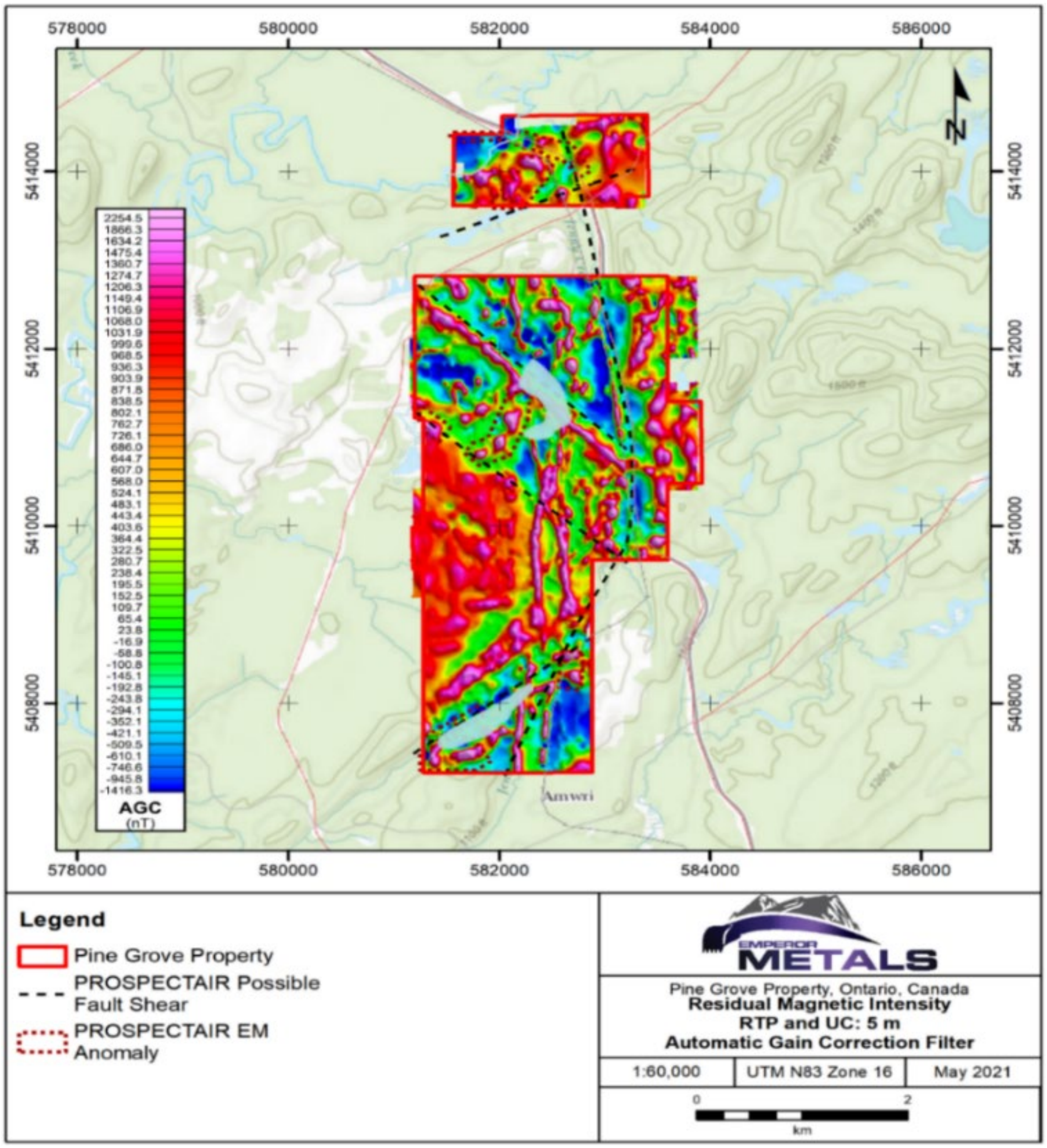

Figure 2: Pine Grove - Ground Magnetics Survey, Residual Magnetic Intensity Figure

<u>Hemlo North</u>

Overview

The Hemlo North project area is located approximately 4km to the east along strike from the Pine Grove Project and is situated within the same portion of the Schreiber-Hemlo Greenstone Belt. The Hemlo North project lithology, alteration, and structural setting correlate well with the Hemlo Gold District to the southwest. Mineralization within the project area is concentrated along a major east-west shear zone, proximal to multiple intrusions that serve as potential sources of gold-bearing fluids.

A ground magnetic survey was completed in May 2021. Near term expenditures are intended to satisfy assessment requirements only, until it can be determined that Hemlo North is a material property of merit.

Pic River

Overview

The Pic River Project is located approximately 10km east-southeast from the town of Marathon along Highway 17. The project area is situated approximately 15km west along strike from the Hemlo Gold Mine, on the same east-west mineralized trend and proximal to the Hemlo Shear Zone. The Pic River Project hosts similar stratigraphy to the Hemlo Gold Mine, including barite beds commonly associated with ore zones at the Hemlo.

A ground magnetic survey was completed in May 2021. Near term expenditures are intended to satisfy assessment requirements only, until it can be determined that Pic River is a material property of merit.

Risks and Uncertainties

Mining Risks

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as mining moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sale of gold by central banks, the demand for commodities, global or regional political, economic and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.

Regulatory risks include possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company and include increased fees for filings as well as the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive exploration and evaluation properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present Property, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Off-Balance Sheet Transactions

The Company has not entered into any significant off-balance sheet arrangements or commitments.

Qualified Person

The disclosures contained in this MD&A regarding the Company's exploration and evaluation properties have been prepared by, or under the supervision of John Florek, M.Sc., P.Geol., Principal of Apical Exploration, Technical Advisor for the Company, and a Qualified Person pursuant to CIM guidelines.

Approval

The Audit Committee on behalf of the Board of Directors of the Company approved the disclosures contained in this MD&A.

Other Information

Additional information related to the Company and risk factors is available for viewing on SEDAR at www.sedar.com.