



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

This management discussion and analysis (the "MD&A") assists the reader to assess the material changes in financial condition and results of operations of Burrell Resources Inc. (the "Company") for the year ended December 31, 2022 and 2021. This MD&A is prepared as at February 14, 2023.

This MD&A should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2022, and 2021. These financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Other information in this document has also been prepared by management and is consistent with the data contained in the financial report. All dollar figures included therein and in the MD&A are quoted in Canadian dollars unless otherwise noted. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that the financial report and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by this filing, and the financial report together with the other financial information included in this filing fairly presents in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the three and year presented in these filings.

Overview

The Company is a mineral exploration company engaged in the acquisition, exploration, and evaluation of resource properties with a current focus on gold properties located in Nevada, United States. To date, the Company has entered into an option to acquire a mineral property located in White Pine County, Nevada, referred to as the Antelope Project. The Company's current principal objectives are to explore and develop the Antelope Project, and to identify other properties worthy of investment and exploration. During the year ended December 31, 2022, the Company elected to terminate one of the two option agreements to focus on the core area of the Antelope property.

The Antelope Project is a gold exploration project consisting of an aggregate of 18 contiguous BLM lode-type claims located in White Pine County, Nevada. The Company intends to explore the Antelope Property through a drill program to test for mineralization down dip and at depth.

In July 2021, the Company closed its Initial Public Offering ("IPO") and began trading on the Canadian Stock Exchange ("CSE") under the trading symbol "BURY".

As at and for the year ended December 31,	2022	2021	2020
	\$	\$	\$
Net Revenue	Nil	Nil	Nil
Loss and comprehensive loss	\$ 38,816	\$ 127,057	\$ 13,473
Loss per Common Share – basic and diluted	(0.00)	(0.01)	(0.00)
Cash and cash equivalence	685,938	719,072	162,353
Mineral property interest	61,686	58,410	37,320
Total assets	747,943	778,742	206,195

Loss and comprehensive loss

The Company's loss and comprehensive loss for the year ended December 31, 2021 increased as the Company's operations escalated as a result of its IPO and incurred more public issuer costs and work related to its property. In addition, during the year ended December 31, 2021, the Company incurred \$66,500 in stock based compensation for the granting of stock option as compared to no such expense in the comparative years. During the year ended December 31, 2022, the Company's expenditures decreased due to a lower level of corporate activity than 2021 as it evaluates the work program at Antelope and the related availability of personnel and equipment. During the year ended December 31, 2020, the Company entered into option agreements to acquire the Antelope property.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

The Company is a junior exploration company and, as such, its net losses are largely driven by its exploration activities and there is no expectation of generating operating profits until it identifies and develops a commercially viable mineral deposit.

	Year ended December 31,	
	2022	2021
	\$	\$
Professional fees	23,249	14,073
Transfer agent and filing fees	12,976	15,360
Management fees	12,000	18,000
General administrative costs	1,313	7,013
Share-based compensation	-	66,500
Shareholder communications	-	2,753
Consulting	-	3,358
Interest earned	(10,722)	-
LOSS AND COMPREHENSIVE LOSS	38,816	127,057

Operating Results for the Year Ended December 31, 2022

The Company incurred a loss of \$38,816 (\$0.00 per Common Share) for the year ended December 31, 2022, compared to a loss of \$127,057 (\$0.00 per Common Share) during the 2021 comparative year. The current year reflects the activity related to being a reporting issuer versus the prior period when the Company had just completed its IPO. The major expense items during the current year were \$23,249 in

professional fees and \$12,976 in transfer agent and filings primarily related to the filing of the Company's annual audited financials during the period as compared to \$14,073 and \$15,360, respectively, in the prior year. The Company expects to continue to incur losses for the foreseeable future as it advances its exploration plan.

Operating Results for the Three Month Ended December 31, 2022

The Company incurred a loss of \$7,959 (\$0.00 per Common Share) for the three months ended December 31, 2022, compared to a loss of \$80,519 (\$0.00 per Common Share) during the prior 2021 comparative period. The current three months reflects the activity related to being a reporting issuer versus the prior period when the Company was completing its IPO. The major expense item during the prior period was the share-based compensation of \$66,500 related to the grant of stock options. During the three months ended December 31, 2022, the Company earned \$10,722 in interest from the cash on hand as compared to no such interest earned in the comparable 2022 period.

LIQUIDITY AND CAPITAL RESOURCES

The Company had \$685,938 in cash and cash equivalence as at December 31, 2022 (2021 - \$719,072) and had working capital of \$664,388 (2021 - \$706,480). The source of the Company's capital has been the issuance of Common Shares for cash. As at December 31, 2022, apart from the Antelope Option Agreement, the Company had no contractual obligations outstanding.

The Company will continue to require additional funding to maintain its ongoing exploration and development programs, property maintenance payments and operations. Its principal source of funds is the issuance of Common Shares. In July 2021, the Company completed its IPO which resulted in the issuance of 5,333,333 common shares at \$0.15 per common shares for gross proceeds of \$800,000. The price of its Common Shares is susceptible to factors beyond management's control including, but not limited to, fluctuations in commodity prices and foreign exchange rates and changes in the general market outlook. Should the Company require funds during a time when the price of its Common Shares is depressed, the Company may be required to accept significant dilution to maintain enough liquidity to continue operations or may be unable to raise sufficient capital to meet its obligations.

Operating Activities

The main components of cash flows used for operating activities are discussed in the Results of Operations section.

Investing Activities

The primary use of the Company's capital, outside the filing of the preliminary prospectus in 2021, has been the investment in the Antelope Property which used \$3,276 cash during the year ended December 31, 2022 as compared to \$23,220 of cash during the year ended December 31, 2021. The expenditures were related to the preparation of the NI 43-101 technical report and annual filing fees to keep the claims in good standing. The Company expects to increase its mineral property expenditures materially in future periods for exploration work programs and holding costs.

Financing Activities

During the year ended December 31, 2021, the Company completed its \$800,000 IPO and listed on the CSE. The Company's share issue costs for the IPO were \$191,355 resulting in net proceeds from the IPO of \$608,645. The Company also re-priced common shares issued to officers and directors in 2019 and cancelled certain shares to a director and officer that were issued in 2019 for net cash proceeds to the Company of \$22,000. During the current year, the Company received no proceeds from financing activities.

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly financial information derived from financial information for each of the most recent quarters.

As at and for the quarter ended	31-Dec-22	30-Sept-22	30-Jun-22	31-Mar-22
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss	7,959	6,274	15,992	8,591
Loss per Common Share				
– basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Cash and cash equivalence	685,938	697,652	702,785	705,424
Total assets	747,943	759,660	762,373	764,120

As at and for the quarter ended	31-Dec-21	30-Sep-21	30-Jun-21	31-Mar-21
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss	26,886	80,519	11,326	8,326
Loss per Common Share				
– basic and diluted	(0.00)	(0.01)	(0.00)	(0.00)
Cash	719,072	770,903	118,200	111,157
Total assets	778,742	832,110	265,609	232,327

Mineral exploration and development is typically a seasonal business, and accordingly, the Company's administrative expenses and cash requirements will fluctuate depending upon the season. The Company's primary source of funding is through the issuance of Common Shares. When capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing on favourable terms, the Company's activity levels and the size and scope of planned exploration and development programs will also increase.

The Company expects its general administrative and exploration expenses to increase in future quarters as it begins its exploration work program at the Antelope Project.

The Company's cash, total assets and loss increased materially during the three months ended December 31, 2021 as a result of closing the \$800,000 IPO and becoming a reporting issuer.

RELATED PARTY TRANSACTIONS

Management compensation

The Company's related parties include its directors and officers, who are the key management of the Company. There was \$12,000 paid to a company controlled by the Chief Executive Officer of the Company for management fees during the year ended December 31, 2022 as compared to \$18,000 remuneration in 2021. As at December 31, 2022, there was \$9,000 owing to related parties (2021 - \$Nil).

OUTSTANDING COMMON SHARE DATA

As at the date of this report, the Company has 17,400,333 Common Shares outstanding and 700,000 stock options.

CONTRACTUAL OBLIGATIONS AND PROPOSED TRANSACTIONS

The Company has no off-balance sheet arrangements and no capital lease agreements, and apart from the Antelope Option agreement, no contractual obligations. The Company does not have any externally imposed capital requirements and no proposed transactions. The Company must continue to make payments under the Antelope Option Agreement to keep its mineral properties in good standing. The next material cash obligation for the Antelope Option Agreement is US \$10,000 in November of 2023.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

General Exploration Expenses

The Company's recent activities have focused on the acquisition of the mineral project and preparation of the NI 43-101 technical report for the Antelope Project. General exploration expenses for the year presented were as follows:

Year ended December 31,	2022	2021
	\$	\$
Technical report	-	12,163
Property maintenance costs	3,276	8,927
TOTAL	3,276	21,090

The Company expects to increase its mineral property expenditures materially in future periods for exploration work programs and holding costs.

Lawrence O'Connor, a qualified person as defined by NI 43-101, has reviewed the scientific and technical information that forms the basis for this MD&A. Mr. O'Connor is a director of the Company.

FINANCIAL INSTRUMENT RISK

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has exposure to liquidity and credit risks from the use of financial instruments. Financial instruments consist of cash and accounts payable and accrued liabilities.

Credit risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalence. The Company limits its exposure to credit risk by placing its cash and cash equivalence with a high quality financial institution. Cash equivalence consists of a short-term investment certificate with a high quality financial institution earning interest at 3.8% per year. The Company's sales tax receivable consist of input tax credit refunds from the federal government and as such, the Company believes the risk to be minimal.

Currency risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign exchange risk on its cash and accounts receivable or its obligations under accounts payable and accrued liabilities.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. As at December 31, 2022, the Company had working capital of \$664,388 including cash of \$685,938 to settle current liabilities of \$21,869.

The Company monitors its ability to meet its short-term administrative expenditures by raising additional funds through share issuance when required. The Company does not have investments in any asset backed deposits.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company is not exposed to any significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to 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. The Company is exposed to negligible price risk.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION AND STATEMENTS

This MD&A contains certain forward-looking statements concerning anticipated developments in Burrell's operations in future periods. Statements that are not historical fact are forward looking information as that term is defined in National Instrument 51-102 ("NI 51-102") of the Canadian Securities Administrators. Certain forward looking

information should also be considered future-oriented financial information (“**FOFI**”) as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management’s expectations regarding the anticipated results of operations and capital expenditures. Forward-looking statements and information (referred to herein together as “**Forward-Looking Statements**”) are frequently, but not always, identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “possible” and similar expressions, or statements that events, conditions or results “will”, “may”, “could” or “should” occur or be achieved. The material factors or assumptions used to develop forward-looking statements include prevailing and projected market prices and foreign exchange rates, exploitation and exploration estimates and results, continued availability of capital and financing, and general economic, market or business conditions and as more specifically disclosed throughout this document. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of Burrell may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors.

The Company’s Forward-Looking Statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management’s beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company’s expectations include, but are not limited to, uncertainties involved in fluctuations in gold and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty of meeting anticipated program milestones; and uncertainty as to timely availability of permits and other governmental approvals.