



MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

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 three and six months ended June 30, 2024 and 2023. This MD&A is prepared as at July 23, 2024.

This MD&A should be read in conjunction with the unaudited condensed interim financial statements and notes thereto for the three and six months ended June 30, 2024, and 2023. These condensed interim 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 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.

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.

The Company is listed on the Canadian Stock Exchange ("CSE") under the trading symbol "BURY".

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.

	Three months ended		Six months ended	
	June 30,		June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Professional fees	1,545	2,030	3,419	5,484
Transfer agent and filing fees	2,825	2,490	8,377	7,774
Management fees	-	3,000	-	6,000
General administrative costs	207	195	584	630
Interest income	(7,273)	(6,825)	(14,494)	(10,943)
INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	2,696	(890)	2,114	(8,945)

Operating Results for the Six Month Ended June 30, 2022

The Company incurred net income of \$2,114 (\$0.00 per Common Share) for the six months ended June 30, 2024, compared to a loss of \$8,945 (\$0.00 per Common Share) during the 2023 comparative period. The major expense items during the periods were filing fees and transfer agent fees to maintain the public company and management fees. During the six months ended June 30, 2024, the Company earned \$14,494 in interest from the cash on hand as compared to \$10,943 in the comparable 2023 period. The increase in interest earned was a result of higher interest rates.

Operating Results for the Three Month Ended June 30, 2022

The Company incurred net income of \$2,696 (\$0.00 per Common Share) for the three months ended June 30, 2024, compared to a loss of \$890 (\$0.00 per Common Share) during the prior 2023 comparative period. The material change period over period was the increase in interest earned on cash on hand as a results of higher interest rates offered by financial institutions.

LIQUIDITY AND CAPITAL RESOURCES

The Company had \$647,369 in cash and cash equivalence as at June 30, 2024 (December 31, 2023 - \$664,756) and had working capital of \$646,766 (December 31, 2023 - \$644,652). The source of the Company's capital has been the issuance of Common Shares for cash. As at June 30, 2024, 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. 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.

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	30-Jun-24	30-Mar-24	31-Dec-23	30-Sept-23
Revenue	Nil	Nil	Nil	Nil
income (loss) and comprehensive income (loss)	2,696	(582)	(9,602)	2,126
Loss per Common Share				
– basic and diluted	0.00	(0.00)	(0.00)	0.00
Cash and cash equivalence	647,369	643,323	664,756	658,876
Total assets	712,679	709,467	730,041	724,181
As at and for the quarter ended	30-Jun-23	31-Mar-23	31-Dec-22	30-Sept-22
Revenue	Nil	Nil	Nil	Nil
Loss and comprehensive loss	(890)	(8,055)	(7,959)	(6,274)
Loss per Common Share				
– basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
Cash	672,838	667,852	685,938	697,652
Total assets	734,941	731,764	747,943	759,660

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.

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 \$nil accrued to a company controlled by the Chief Executive Officer of the Company for management fees during the six months ended June 30, 2024 as compared to \$6,000 remuneration in 2023. As at June 30, 2024, there was \$nil owing to related parties (December 31, 2023 - \$6,000).

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 2025.

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. 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 4.05% 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 June 30, 2024, the Company had working capital of \$646,369 including cash of \$647,369 to settle current liabilities of \$912.

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.