

MUZHU MINING LTD. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED MARCH 31, 2024

Background

The following Management's Discussion and Analysis ("MD&A") is current as of July 26, 2024. This MD&A contains a review and analysis of financial results for Muzhu Mining Ltd. ("the Company") for the year ended March 31, 2024. This MD&A should be read together with the financial statements and related notes for the year ended March 31, 2024 and 15 month period ended March 31, 2023 which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts referenced in this MD&A are in Canadian dollars.

Forward-Looking Statements

Certain statements and information related to Muzhu Mining Ltd.'s ("Muzhu" or the "Company") business contained in this Management's Discussion and Analysis are of a forward-looking nature. They are based on opinions, assumptions or estimates made by the Company's management or on opinions, assumptions or estimates made available to or provided to and accepted by the Company's management. Such statements and information are reflecting management's current views and expectations of future events or results and are subject to a variety of risks and uncertainties that are beyond management control. Readers are cautioned that these risks and uncertainties could cause actual events or results to significantly differ from those expressed, expected or implied and should therefore not rely on any forward-looking statements.

Overview

Muzhu Mining Ltd. ("MUZHU" or the "Company") was incorporated under the Business Corporations Act of British Columbia on January 24, 2018. The address of the Company's head office is 240 Sherbrooke Street, Suite 3206, New Westminster, BC, V3L 0A4, Canada and the registered office is 1125 Howe Street, Suite 1400, Vancouver, BC, V6Z 2K8, Canada.

The Company's objective is to seek opportunities in the exploration, development and mining of precious metals properties domestically and/or internationally. It currently has exploration property agreements in Canada and China.

Overall Performance

During the year ended March 31, 2024, the Company began planning geological and exploration work on its Sleeping Giant South property in Canada and incurred costs for property investigation on the LMM property in China.

Exploration Activities and Plans

LMM Property

Muzhu Mining Ltd. has formed a strategic alliance through its wholly owned subsidiary, Luoyang Sow International Mining Company Ltd., with Luoning County Muzhu Mountain Lead and Silver Mine Company Ltd., within the Luoning county, Henan province of China, which owns a property contiguous to the north of Muzhu Mining's option agreement with the XWG silver property. The parties agreed to explore and develop the Niujuangou Mine area.

XWG Property

On November 22, 2021, the Company entered into, renewed on November 23, 2022, and amended on November 21, 2023, an option agreement with Lingbao Yida Mining Co., Ltd., ("Lingbao") a private Chinese company, to acquire an undivided 60% interest in the Xia Wa Gou (XWG) mining property, located in the Province of Henan, People's Republic of China.

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Pursuant to the terms of the amended option agreement, the Company is required to:

- (a) incur minimum expenditures on the property of not less than an aggregate of \$3,000,000 according to the following schedule:
- (i) \$500,000 on or before November 22, 2024;
 - (ii) an additional \$1,000,000 on or before November 22, 2025;
 - (iii) an additional \$1,500,000 on or before November 22, 2026.
- (b) issuing and delivering to Lingbao an aggregate of 3,750,000 common shares according to the following schedule:
- (iv) 1,250,000 common shares on or before to February 19, 2024 (the Company is in process of renegotiating the share issuance terms with Lingbao as at March 31, 2024);
 - (v) 1,000,000 common shares on or before February 20, 2025;
 - (vi) 1,500,000 common shares on or before November 22, 2026.

Upon earning 60% in the XWG property, the Company can elect to earn in an additional 20% interest upon completion of a valuation report in exchange for cash and/or shares. As at March 31, 2024, the Company has not completed any of the above terms.

Sleeping Giant South Property

On November 10, 2020, the Company entered into a purchase agreement with North American Exploration Inc. and Silverwater Capital Corp., private Canadian companies, to acquire a 100% interest in the Sleeping Giant South Property (the "Property"), in the Quevillon Mining Camp in Quebec.

Pursuant to the terms of the purchase agreement, the Company is required to:

- (i) Make a cash payment of \$7,888 on or before December 31, 2020 (paid);
- (ii) Issuance of 3,500,000 common shares of the Company on or before December 31, 2020 (issued); and
- (iii) Pay a royalty (the "Royalty") equal to 3% of Net Smelter Returns with respect to the Property.

The Property is subject to:

- an option to purchase one-third of the Royalty from North American Exploration Inc. and Silverwater Capital Corp. at any time for the sum of \$500,000; and
- North American Exploration Inc. and Silverwater Capital Corp. shall be paid 20% of the proceeds received on the sale of the Property to a third party.

The Company completed an induced polarization survey (IP Survey) on its Sleeping Giant South property located less than 1 km southwest of the past-producing Sleeping Giant gold mine where Abcourt Mines Inc. recently announced re-opening of their mill to process tailings from the Sleeping Giant mine and ore from surrounding deposits controlled by Abcourt.

The IP Survey identified two anomalies as locally silicified horizon beds enriched in disseminated sulphides that the Company has determined as drill targets. This mineralization can occur along a shear zone with quartz/carbonate veining and/or along an altered contact favored by the upcoming of hydrothermal fluids. Drilling is planned to commence shortly and be completed before year's end.

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Select Annual Information

	Year Ended March 31, 2024	15 Month Period Ended March 31, 2023	Year Ended December 31, 2021
Cash (\$)	77,042	543,668	658,858
Total Assets (\$)	1,082,875	1,330,286	951,421
Current Liabilities (\$)	205,789	250,389	92,625
Non-Current Liabilities (\$)	-	-	-
Net loss (\$)	404,697	999,225	205,390
Basic and diluted loss per share (\$)	(0.01)	(0.04)	(0.01)
Weighted average number of common shares outstanding	35,451,595	24,316,758	16,955,589

Summary of Quarterly Results

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

Fiscal year ended March 31, 2024	Mar 31, 2024	Dec 31, 2023	Sept 30, 2023	June 30, 2023
Net income (loss)	\$(106,085)	\$170,330	\$(168,408)	\$(300,534)
Basic and diluted loss per share	\$(0.00)	\$0.00	\$(0.01)	\$(0.01)

Fiscal period ended March 31, 2023	March 31, 2023	Dec 31, 2022	Sept 30, 2022	June 30, 2022	Mar 31, 2022
Net income (loss)	\$93,964	\$(432,484)	\$(171,060)	\$(209,990)	\$(279,655)
Basic and diluted loss per share	\$0.00	\$(0.02)	\$(0.01)	\$(0.01)	\$(0.01)

Financial Performance

For the year ended March 31, 2024 compared to the 15 months period ended March 31, 2023

During the year ended March 31, 2024 ("2024" or "the current year"), the Company incurred a net loss of \$404,697, compared to a net loss of \$999,225 during the 15 month period ended March 1, 2023 ("2023" or "the comparative period"). Major differences are as follows:

- Advertising and promotion decreased from \$110,775 in 2023 to \$14,125 in the current year due to the termination of a marketing contract.
- Consulting and directors' fees decreased from \$266,618 in 2023 to \$155,021 in the current year due to decrease of consulting and directors' fees charged by officers and directors of the Company.
- Property investigation costs decreased from \$41,089 in 2023 to a recovery of \$35,758 in the current year for expenses incurred on the LMM and XWG properties. During the current year, a consultant has agreed to refund 1,000,000 RMB on work that was not completed on the LMM property, which was paid and expensed during the comparative period, therefore a recovery of \$35,758 was recorded during the current year.
- Share-based compensation decreased from \$345,801 in 2023 to \$Nil in 2024. Share-based compensation in 2023 was for the 3,005,000 stock options granted in 2023 to consultants, officers and directors. No stock options were granted in the current year.

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For the 3 month period ended March 31, 2024 compared to the 3 month period ended March 31, 2023

During the three months period ended March 31, 2024 (“Q4 2024”), the Company incurred a net loss of \$106,085 compared to a net loss of \$184,652 during the three months period ended March 31, 2023 (“Q5 2023”). Major variances are explained as follows:

- Advertising and promotion decreased from \$33,750 in Q5 2023 to \$2,875 in Q4 2024 due to the termination of a marketing contract.
- Consulting and directors’ fees decreased from \$122,716 in Q5 2023 to \$24,143 in Q4 2024 due to decrease of consulting and directors’ fees charged by officers and directors of the Company.
- Professional fees decreased from \$54,700 in Q5 2023 to \$40,390 in Q4 2024 due to decrease of legal fees and tax filing fees.
- Share-based compensation decreased from \$101,801 in Q5 2023 to \$Nil in Q4 2024. Share-based compensation in Q5 2023 was for the 3,005,000 stock options granted in 2023 to consultants, officers and directors. No stock options were granted in Q4 2024.

Liquidity and Capital Resources

The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company’s 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 the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter difficulty sourcing future financing in light of the unknown economic recovery. The junior resource industry is still affected by the world economic situation as mineral exploration is considered speculative and high-risk in nature, making it somewhat difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with the financing activities.

As of March 31, 2024, the Company had a working capital deficit of \$82,695, compared to a working capital of \$355,596 at March 31, 2023.

Disclosure of Outstanding Share Data

As of the date of this MD&A, the Company had 38,533,048 shares outstanding. The following table summarizes maximum number of common shares outstanding as at March 31, 2024 and as of the date of this MD&A if all outstanding options and warrants were exercised to purchase common shares:

	March 31, 2024	As of the date of this MD&A
Common shares	35,825,549	38,533,049
Warrants to purchase common shares	7,972,420	10,679,920
Options to purchase common shares	1,750,000	3,200,000
	45,547,969	52,412,969

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Related Party Transactions and Balances

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 year or period ended	March 31, 2024	March 31, 2023
Consulting fees paid to key management and directors	\$138,727	\$147,909
Consulting fees paid to a family member of one of the directors	12,000	22,500
	\$150,727	\$170,409

During the period ended March 31, 2023, there were 1,700,000 options issued to key management and directors resulting in a non-cash share-based compensation expense of \$200,476. There were no options granted in 2024.

At March 31, 2024, accounts payable and accrued liabilities include \$69,438 (March 31, 2023 - \$ 33,841) due to key management, directors of the Company and companies controlled by management or directors for services provided. These amounts are unsecured, non-interest bearing and have no specific terms of repayment

Subsequent Events

- a) On April 4, 2024, the Company issued 1,450,000 stock options to directors, officers and consultants of the Company, exercisable at \$0.05 per share for a period of 5 years.
- b) On May 21, 2024, the Company completed a non-brokered private placement by issuing 2,707,500 units at \$0.05 per unit for gross proceeds of \$135,375. Each unit consists of one common share and one warrant. Each warrant is exercisable for a period of one year at \$0.07 per share.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Critical accounting estimates

Estimate of recoverability for non-financial assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Share-based payments

The amounts recorded for share-based payments are based on estimates. The Black Scholes model is based on estimates of assumptions for expected volatility, expected number of options to vest, dividend yield, risk-free interest rate, expected forfeitures and expected life of the options. Changes in these assumptions may result in a material change to the amounts recorded for the issuance of stock options.

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FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. The carrying value of these financial instruments approximates their fair values due to their immediate or short-term maturity.

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs for the asset or liability that are not based upon observable market data.

Cash and accounts receivable are classified as amortized cost.

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.

Financial Instrument Risks

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, credit risk, interest rate risk, political risk, foreign currency fluctuation risk, and commodity risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

a) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash or through the issuance of common shares. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year. The Company is exposed to liquidity risk.

b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and accounts receivable. Cash is held with a major Canadian financial institution in Canada and the Bank of China in China. The Chinese government exercises significant control over China's economic growth by controlling payment of foreign currency-denominated obligations. While management does not believe that there is significant credit risk arising from the concentration of credit risk from the Company's customers, the foreign exchange controls imposed by the Chinese government may have an impact on the Company's cash flows.

c) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

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d) Political Risk

The Company has a subsidiary in the People's Republic of China. These operations are potentially subject to a number of political, economic and other risks that may affect the Company's future operations and financial position.

e) Foreign Currency Fluctuation Risk

The international nature of the Company's operations results in foreign exchange risk. The Company's operating costs and vendors are primarily in Canada and the People's Republic of China. Any fluctuations of the Canadian dollar in relation to the Chinese Yuan may affect the profitability of the Company and the value of the Company's assets and liabilities.

f) Commodity Price Risk

The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future potential revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

Risks and Uncertainties

Under Canadian reporting requirements, management of the Company is required to identify and comment on significant risks and uncertainties associated with its business activities.

Recent global issues, including the ongoing COVID-19 pandemic and geo-political conflicts 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 this time.