PRUDENT MINERALS CORP.

MANAGEMENT DISCUSSION & ANALYSIS

Form 51-102F1

Six months ended August 31, 2023

The following management discussion and analysis ("MD&A") of the financial position and results of operations for Prudent Minerals Corp. (the "Company" or "Prudent") should be read in conjunction with the unaudited consolidated financial statements and the notes thereto for the six months ended August 31, 2023. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

1.1 Date of This Report

October 30, 2023

1.2 Overall Performance

Description of Business

Prudent Minerals Corp. is engaged in the acquisition, exploration and development of resource properties.

The Company was incorporated in British Columbia, Canada on December 29, 2017. The registered office is located at Suite 1120 – 625 Howe Street, Vancouver, BC, V6C 2T6. The head office is located at Suite 830 - 1100 Melville Street, Vancouver, BC, V6E 4A6. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "PRUD".

Mineral Properties

SAT Project

The 5,617 hectare SAT Project is an exploration stage porphyry copper-gold prospect that is accessible by vehicle. The project is located in west-central British Columbia, approximately 10 kilometres west of the town of Granisle, BC. The property is located on NTS map sheet 93L/16, falls within the jurisdiction of the Skeena Mining Division, and is centered at about 665,000 mE / 6,085,500 mN, UTM NAD83, zone 9.

The SAT Project is located within the Intermontane Tectonic Belt, a partly collisional tectonic belt comprised of a series of accreted terranes. The largest of these terranes is Stikinia, which underlies the SAT Project and a large portion of central British Columbia. In the area of the SAT Project, Stikinia consists of the Lower to Middle Jurassic Hazelton and upper Triassic Takla Group, comprised of subaerial to submarine calc-alkaline island-arc volcanic and sedimentary rocks, and Eocene intermediate to mafic volcanic rocks belonging to the Newman Formation. These units are locally intruded by Early Jurassic, late Cretaceous and Eocene granodioritic to dioritic stocks, plugs and dikes, including porphyritic intrusions.

Exploration for mineral resources at the SAT Project began in the early 1970's, with intermittent exploration programs taking place up to present. The most recent significant drilling program, which most of the interpretations and conclusions are drawn from, is the 2014 diamond drilling program completed by Redhill Resources Corp. Several significant copper intercepts were achieved at the SAT Main zone in 2014, including 105.0 metres grading 0.104% copper.

In November and December of 2020, an Induced Polarization survey covering the northern portion of the SAT Property was commissioned by the Company (Cesar Minerals Corp. before changing name to Prudent Minerals Corp.). The survey comprised 16.3-line kilometers on 5 northeast traverses measuring the 1st to 8th separation utilizing an a-spacing of 100 metres. The intent of the survey was to outline additional areas of high chargeability, which would likely be indicative of disseminated sulphides possibly associated with a copper ± gold ± molybdenum porphyry deposit. Apart from reconfirming the high chargeability response at the historically drilled SAT Main zone, the 2020 IP survey outlined a particularly strong IP chargeability response on the most northerly survey line. The anomaly, which remains open to the north, is designated the “CHE anomaly” and is coincident with an area of magnetic disruption that could be related to the alteration halo of a porphyry system. Given the characteristics of the mineralization observed, as well as the local and regional geological settings, the SAT Property has the potential to host a porphyry copper ± molybdenum ± gold deposit.

The Company completed a soil sampling program in August 2022, focusing on the CHE IP anomaly area. The results were largely inconclusive, likely due to a thick blanket of glacial sediments overlying the area. Prudent plans to followed up the area with drilling or trenching.

On February 2, 2023, the Company announced that it has contracted Tripoint Geological Services Ltd. of Victoria, BC to initiate the Notice of Work through the permitting process for a Multi-Year Area based (MYAB) permit to drill test the SAT Project geochemical and geophysical anomaly targets.

SAT Exploration During the Quarter Ended August 31, 2023

None.

SAT Exploration Subsequent to the Quarter Ended August 31, 2023

None.

<u>Purimac Gold Mine (ABE Gold Property)</u>

On August 10, 2022, the Company entered into an interim agreement with the shareholders of Berlin Precious Metals Corp. to acquire 100 per cent of the shares of Berlin Precious Metals Corp. (“Berlin”) and the exclusive right to earn 100 per cent of the ABE gold Property, located 70 kilometres south of the city of Medellin, Colombia, which consists of five concession applications covering 4,512 hectares, and a 110 ha mining concession that covers the Purimac gold mine.

On December 30, 2022, the Company entered into a definitive share exchange agreement (“Share Exchange Agreement”) with the shareholders Berlin.

On July 5, 2023, pursuant to the Share Exchange Agreement and in consideration for the acquisition, the Company issued eight million common shares and eight million common share purchase warrants to the shareholders of Berlin in exchange for all of the issued and outstanding common shares of Berlin. The transaction securities are subject to a voluntary release schedule with 25 per cent of the transaction securities released 24 months after closing, 25 per cent to be released 36 months after closing, 25 per cent to be released 48 months after closing and 25 per cent to be released 60 months after closing. Each Prudent warrant allows its holder to acquire a Prudent share for $0.50 for a period of five years.

On March 2, 2023, the Company announced, in accordance with National Instrument 43-101 (“NI 43-101”) it has filed an independent Technical Report entitled “ABE Gold Project, Department of Antioquia, Republic of Colombia” by Qualified Person (“QP”) Warren D. Robb, P.Geo. (BC) with an effective date of December 17, 2022. The Technical Report is available for review on SEDAR (www.sedar.com) and on the Company’s website (www.prudentminerals.com).

The ABE project lies adjacent to Romeral Fault system and the Middle Cauca Metallogenic Belt of north central Colombia approximately 70-km south of the city of Medellin. The Middle Cauca Belt hosts several large-scale gold and copper-gold deposits.

ABE hosts an exploration target which is estimated to be up to 6.3 million tonnes with potential grades of 5.0 to 15.0 g/t gold based on certain assumptions:

- The size and extent of the historic workings, which occur between 1,600m and 1,350m ASL.
- A strike length of 800m was used of the 1600m outlined by the coincident NE trending workings, Magnetometer and Induced Polarization resistivity responses.
- Four underground quartz veins displaying widths of 1.0 to 3.0m, an average dip of -65° resulting in estimated true widths of 0.90 to 2.90m of all veins.
- A specific gravity of 2.72 is estimated for the quartz.

The QP specified the exploration target potential quantity and grade is conceptional in nature, that there has been insufficient exploration to define mineral resources and that it is uncertain if further exploration will result in the target being delineated as a mineral resource. As such, readers are cautioned that the quantity and grades indicated herein may not be realized through the Company's exploration activity and the foregoing is provided for context only. Readers should refer to the NI 43-101 Technical Report entitled "ABE Gold Project, Department of Antioquia, Republic of Colombia" by Qualified Person ("QP") Warren D. Robb, P.Geo. (BC) NI 43-101 report, dated December 17,2022.

ABE Exploration During the Quarter Ended August 31, 2023

On July 24, Prudent announced the closing of the ABE transaction.

ABE Exploration Subsequent to the Quarter Ended August 31, 2023

None

R. Tim Henneberry, P.Geo (BC), a consultant to Prudent Minerals Corp., is the Qualified Person under National Instrument 43-101 who has reviewed and approved the technical content of this MD&A.

Filing of Prospectus and listing on the CSE

The Company filed its final non offering prospectus with the BCSC and began to trade on the CSE on April 19, 2022 under the trading symbol "PRUD".

Private Placements and Share Capital Issued

Special Warrants

On April 2, 2021, the Company issued an aggregate of 260,000 Special Warrants at a price of $0.10 per Special Warrant for gross proceeds of $26,000. The Company incurred $2,308 issuance costs, and issued 150,000 Compensation Special Warrants.

Each Special Warrant entitles the holder to acquire, without further payment, one Qualified Share and will automatically convert on a one to one basis (i) at any time, at the discretion of the Company; or (ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the Special Warrants (the "Qualification Date"); or (iii) on that date that is 18 months plus a day from the date of issuance of the Special Warrants.

Each Compensation Special Warrant entitles the holder to acquire, without further payment, one Qualified Compensation Share and will automatically convert on a one to one basis (i) at any time, at the discretion of the Company; or (ii) the Qualification Date; or (iii) on that date that is 18 months plus a day from the date of issuance of the Special Compensation Warrants.

On February 23, 2022, the Company elected to convert all Special Warrants and Compensation Special Warrants into Common Shares.

1.3 Selected Annual Information

n/a – annual requirement

1.4 Results of Operations

The Company is in the development stage and does not generate any revenues. To date, the Company has not earned any revenues.

General and Administrative Expenses

For the six months ended August 31, 2023

During the six months ended August 31, 2023 (the "current period"), the Company reported a loss of $316,972 compared to a loss of $242,718 for the six months ended August 31, 2022 (the "comparative period"). Significant variances between the current period and the comparative period are shown in the table below:

Expense	Increase/Decrease in expense	Explanation for change
Professional fees	Decrease of $46,887	Decrease due to higher costs associated with the public company listing in the prior period.
Regulatory and filing fees	Decrease of $12,778	Decrease due to higher costs associated with the public company listing in the prior period.
Consulting fees	Increase of $46,606	Increase due to increased corporate activity in the current period.
Management fees	Increase of $36,000	Increase due to cost of management during current period. Management did not invoice during previous period.
Property investigation	Decrease of $27,173	Decrease due to costs associated in the previous period. There was no investigation in the current period.
Share based compensation	Increase of $68,767	Increased due to the grant and vesting of RSU's during the current period.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of commodity prices, and the uncertainty of fundraising activities.

For the three months ended August 31, 2023

During the three months ended August 31, 2023, the Company reported a loss of $172,967 compared to a loss of $198,187 for the three months ended August 31, 2022. Significant variances between periods are due to the same factors as listed above. The numbers below detail the comparative three month expenses.

		2023		**2022**
Audit and accounting	$	**29,750**	$	33,529
Legal fees		**873**		23,679
Consulting fees		**48,588**		3,000
Management fees		**36,000**		36,000
Marketing		**300**		11,280
Office expenses		**4,083**		2,082
Property investigation		**-**		27,173
Regulatory and filing fees		**7,863**		7,929
Share based compensation		**34,407**		53,515
Net loss for the quarter	**$**	**172,967**	**$**	**198,187**

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results, under IFRS, for the eight most recently completed quarters:

Three months ended	Total Revenues	Net Loss	Loss Per Share (basic and diluted)
August 31, 2023	$Nil	$172,967	$0.01
May 31, 2023	$Nil	$144,005	$0.01
February 28, 2023	$Nil	$199,963	$0.01
November 30, 2022	$Nil	$250,874	$0.01
August 31, 2022	$Nil	$198,187	$0.01
May 31, 2022	$Nil	$47,575	$0.00
February 28, 2022	$Nil	$76,403	$0.00
November 30, 2021	$Nil	$32,167	$0.00

In Q4 2021, the Company continued financing, optioned the SAT mineral project and performed an I.P. Survey on the SAT project. In Q1 of the fiscal year ended February 28, 2022, the Company commenced the process of obtaining a public listing. In Q2, Q3, and Q4 2022, the Company raised additional funds and continued to complete its listing on the CSE. During the three months ended May 31, 2022, the Company obtained its listing on the CSE. During the three months ended August 31, 2022, the Company commenced exploration at the SAT project. During the three months ended November 30, 2022 and February 28, 2023, the Company continued the exploration program at SAT project and realized an aggregate amount of $135,165 in property investigation in search for potential new projects. The Company focused on exploration plans and project acquisition during the three months ended May 31, and August 31, 2023.

1.6 Liquidity

As the Company has no revenue generating projects at this time, the ability of the Company to carry out its business plan rests with its ability to secure equity and other financings. As at August 31, 2023, the Company's working capital was $186,372 compared to working capital of $652,372 on February 28, 2023.

The Company will require additional financing to fund any new acquisitions and exploration programs. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. The ability of the Company to acquire additional projects is conditional on its ability to secure financing when required. There is material uncertainty that may cast significant doubt upon the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and or private placement of common shares.

1.7 Capital Resources

As at August 31, 2023 the capital of the Company consisted of cash and cash equivalents and receivables totaling $575,310 (February 28, 2023: $901,768). The Company will have to generate additional cash from equity and/or debt to meet its commitments.

1.8 Off Balance Sheet Arrangements

As at August 31, 2023, there were no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. The Company entered into the following transactions with key management personnel:

		Six months ended August 31, 2023		2022
Management fees paid or accrued to a company controlled by the CEO (Brett Matich)	**$**	**48,000**	$	24,000
Consulting fees paid or accrued to a company controlled by the CFO (Alexander Helmel)		**24,000**		12,000
Share-based compensation for RSU's granted to the CEO		**71,331**		31,217
Share-based compensation for RSU's granted to the CFO		**35,666**		15,608
Share-based compensation for RSU's granted to a director		**5,095**		2,230
Share-based compensation for RSU's granted to a director		**5,095**		2,230
	$	**189,187**	$	87,285

As at August 31, 2023, the Company owed $189,355 (February 28, 2023: $113,400) to related parties and included in accounts payable. All amounts payable bear no interest, are unsecured and due on demand.

As at August 31, 2023, the Company was due $34,112 (USD $24,950) (February 28, 2023: $34,112 (USD $24,950)) from a company with the same key management that are considered related. The amount is recorded as other receivable on the statement of financial position, bears no interest and is payable on demand.

1.10 Second Quarter

Please see results of operations and exploration highlights outlined above.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those which have been disclosed above.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reference should be made to Note 2 Significant Accounting Policies and Note 3 Significant Accounting Estimates and Judgments in the notes to the Company's audited financial statements for the years ended February 28, 2023 and 2022 for more information concerning the accounting principles used in the preparation of the Company's audited financial statements.

1.13 Changes in Accounting Policies

No new accounting policies were adopted during the six months ended August 31, 2023 or during the year ended February 28, 2023 other than those disclosed in the accompanying financial statements.

1.14 Financial Instruments and Risks

As at August 31, 2023, the Company's financial instruments consisted of cash and cash equivalents, accounts payable and accrued liabilities and loan payable.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that priorities the inputs in valuation techniques used to measure fair value as follows:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 Inputs other than quoted prices that are observable for the assets or liabilities either directly or indirectly, and
Level 3 Inputs that are not based on observable market date

Cash and cash equivalents is carried at fair value using a Level 1 fair value measurement. The carrying value of accounts payable and accrued liabilities approximate its fair value because of the short-term nature of the instruments.

Financial Risks

The Company has analyzed the following risks:

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's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at August 31, 2023, the Company had cash and cash equivalents of $503,622 (February 28, 2023: $828,252) to settle accounts payable and accrued liabilities of $388,938 (February 28, 2023: $249,396) and loan payable of $252,740 (February 28, 2023: $Nil). Readers' attention is drawn to Note 1 of the consolidated financial statements regarding going concern issue of the Company and section 1.6 of this MD&A.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Interest rate risk
The Company is not exposed to significant interest rate risk.

Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit Risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents. The Company's maximum exposure to credit risk would be the book value of cash and cash equivalents. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Ukraine Conflict
In late February 2022, a conflict commenced in Ukraine. In response, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be

limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the Company expects direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations of the Company.

1.15 Other MD&A Requirements

Share Capital:

	August 31, 2023 *Number Issued and outstanding*	**Date of this report** *Number Issued and outstanding*
Common Shares	32,927,000	32,927,000
Warrants	8,000,000	8,000,000
Stock Options	-	-
Restricted Share Units	2,400,000	2,400,000
Fully Diluted	**43,327,000**	**43,327,000**

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the future metal prices, success of exploration activities, permitting timelines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price of metals; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.