CAPROCK
MINING CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

FOR THE THREE AND SIX MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

Introduction

The following is the Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of Caprock Mining Corp. ("Caprock", "we" or the "Company") as at and for the three and six months ended February 29, 2024 and February 28, 2023. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes for the three and six months ended February 2029 and February 28, 2023 (the "Q2 2024 Financials"), and the audited financial statements and related notes for the year ended August 31, 2023 and 2022 (the "2023 Financial Statements"). All financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All figures are expressed in Canadian dollars unless stated otherwise. Additional information relating to the Company is available under the Company's SEDAR+ profile at www.sedarplus.ca. This MD&A also covers the subsequent period up to April 24, 2024.

Description of Business

Caprock was incorporated as Blingold Corp. under the provisions of the *Business Corporations Act* (Ontario) on September 14, 2020. On July 12, 2021, the Company filed Articles of Amendment to change the name from Blingold Corp. to Caprock Mining Corp. The Company was incorporated to explore and evaluate mining properties in Canada. The registered address of the Company is 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1, Canada.

On January 26, 2022, the Company's common shares commenced trading on the Canadian Securities Exchange (the "CSE") under the ticker "CAPR", which triggered the Liquidity Event to acquire the Big Ridge Property (see "Mineral Properties" below).

The Company is a Canadian mineral exploration company focused on exploring battery metals in Newfoundland and precious metals in Ontario. The Company may pursue additional exploration properties should such investments be consistent with the objectives and acquisition criteria of the Company. The Company's financial success will be dependent upon the extent to which it can acquire and advance its mineral exploration assets toward economic viability. Such developments take years to achieve with any resulting income very difficult to project with any certainty. The Company owns no Mineral Reserves or Resources and has not generated any revenues to-date. The sales value of any such mineralization discovered and developed by the Company depends on factors beyond the Company's control, such as the market value of any mineral commodities produced.

Management is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

Mineral Properties

The primary business objectives of the Company are to create a focused portfolio of mineral exploration properties, then add value and achieve growth through exploration, resource delineation and development.

Ackley Property

On January 31, 2023 (the "Effective Date"), the Company entered into a binding option agreement (the "Option Agreement") with Dean Fraser, which set out the terms of an option to acquire a 100% interest in the Ackley Lithium-Tin-Molybdenum-REE property (the "Ackley Property") located in south-eastern Newfoundland. The Ackley Property comprises 182 mining claims collectively covering an area of 4,550 hectares. Pursuant to the terms of the Option Agreement, the Company will incur the following obligations over the course of three years (which may be accelerated at the Company's option) from the Effective Date:

- Issuance of 5,200,000 common shares ("Consideration Shares") of the Company with 1,300,000 issued immediately on January 31, 2023, and 1,300,000 Consideration Shares each on January 31, 2024, 2025, and 2026;
- Payment of $125,000 in cash with $20,000 paid immediately on January 31, 2023, $25,000 on January 31,

2024, $30,000 on January 31, 2025, and $50,000 on January 31, 2026;

- Incurring qualified expenditures on the Ackley Property totalling $750,000 of which $150,000 is incurred within the first 12 months until January 31, 2024, an additional $250,000 within 24 months until January 31, 2025, and an additional $350,000 within 36 months until January 31, 2026; and
- A one-time payment of $10,000 to a consultant for the staking costs and over 100 kilometers of detailed high resolution ground magnetic data generated on the property in recent years.

In February 2023, the Company made an additional stake in a block at Ackley West comprising of 40 claims for $600. This brought the total claims at the Ackley Property to 222 claims.

In September 2023, the Company made an additional stake in a block at Ackley East comprising of 14 claims for $910. This brought the total claims at the Ackley Property to 236 claims.

On January 18, 2024, the Company entered into an amendment of the Option Agreement (the "Amended Option Agreement") to make up for the shortfall in the qualifying expenditure obligation that ought to have been incurred during the first 12 months of the Effective Date per terms of the Option Agreement.

On January 30, 2024, the Company issued 100,000 common shares valued at $3,500 as consideration to the Optionor of the Ackley Property pursuant to the terms of the Amended Option Agreement.

On January 31, 2024, the Company made a cash payment of $25,000 and issued Consideration Shares of 1,300,000 pursuant to the terms of the Option Agreement.

The Ackley Property provides the Company with a lithium-focused asset in addition to its existing portfolio of precious metals properties in Ontario, and presents the Company's shareholders with incredible optionality in an increasingly turbulent commodities market. The Company continues to conduct due diligence on other properties to acquire and advance them should they meet management's technical and related investment criteria. The Company may enter into partnerships to fully exploit the potential of its assets.

Big Ridge Property

On March 11, 2021, the Company entered into an agreement with Big Ridge Gold Corp. ("Big Ridge") (the "Big Ridge Agreement"), to acquire an aggregate of 523 mining claims and 15 leases located in the Province of Ontario known as the Mud Lake, Golden Heart, Brookbank East, three Towers, Miner Lake and Green Oaks properties, subject to royalties (collectively the "Big Ridge Property") for the purchase price of 10,000,000 common shares at a deemed price of $0.10 per common share. As a condition of closing, the Company must have all necessary approvals to complete a going public transaction, which occurred on January 26, 2022, when the Company's common shares were listed for trading on the CSE. The Big Ridge Property acquisition closed on February 28, 2022, and 10,000,000 common shares were issued at the price of $0.20 per share, being the closing price of the common shares on that date.

During the year ended August 31, 2023, the Company relinquished the mining claims at Golden Heart, Brookbank East, and Three Towers, leaving the Company with 408 mining claims collectively covering an area of 6,418 hectares. Management exercised judgement in assigning value to the relinquished claims based on total reserve for the claims on the Big Ridge Property and assigned an impairment of $11,000 to the relinquished claims.

Qualified Person

Vishal Gupta, M.Sc., P.Geo. (PGO) has approved the technical information in this MD&A. Mr. Gupta is a "Qualified Person" within the meaning of National Instrument 43-101, Standards of Disclosure for Mineral Projects.

Environmental regulations

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. The Company maintains a policy of conducting its business in compliance with all environmental regulations.

Competitive conditions

The mining industry is very competitive at all stages from exploration through to production. The Company competes with several other entities in the search for and the acquisition of prospective mineral properties. In particular, there is a high degree of competition faced by the Company in Canada and elsewhere, for desirable mineral resource property interests, suitable contractors for drilling operations and necessary mineral exploration and mining equipment, and many competitor companies have more significant financial resources, operational experience and more advanced properties than the Company. These factors pose an ongoing challenge to management, one that is taken into account in all management decisions regarding existing and potential future holdings. The ability of the Company to acquire and explore additional properties depends on its success in exploring and developing its existing property interests and on its ability to select, acquire and advance its mineral assets. Factors beyond the control of the Company may affect the marketability of any minerals mined or discovered by the Company.

Business objectives and milestones

The business objectives the Company expects to achieve using the available funds are to (i) complete the Phase I and Phase II exploration programs recommended in the Ackley Property Technical Report (the "Technical Report") and (ii) continue to evaluate additional mineral properties for potential acquisition pursuant to the Company's acquisition criteria.

Exploration plans

Exploration and evaluation ("E&E") activities performed to-date, and planned E&E objectives of the Company for the 2024 financial and calendar year include:

1. Ackley Property in Newfoundland

As of February 29, 2024, the Company incurred acquisition cost of $154,010 consisting of $55,000 in cash, $97,500 in shares, as well as staking costs of $1,510 for 54 additional claims on the Ackley Property. The Company has spent a total of about $98,000 on E&E activities on the property as follows:

- Data compilation, GIS and satellite imagery, prior to commencement of field season;
- Preparation of an independent NI 43-101 technical report on the property;
- Field work, including prospecting, sampling and mapping certain portions of the three claim blocks that comprise the property;
- Drone-based magnetics survey of target areas to delineate prospective mineralized zones; and
- Staking of additional prospective claims in order to safeguard the Company's strategic interests in the area.

For the 2024 financial and calendar year, the Company's main goal is to meet its expenditure obligations on the Ackley Property.

2. Big Ridge Property in Ontario

As of February 29, 2024, the Company has spent a total of about $211,000 on the following E&E activities on the Big Ridge Property:

- Independent NI 43-101 technical report on the Miner Lake property;
- Ground-truth prospecting, and surface rock geochemical sampling of mineralized zones; and
- Structural geology assessment of mineralized zones.

For the 2024 financial and calendar year, the Company does not intend to incur any significant expenditures on the Big Ridge Property. The Company plans to option-out or sell the three Ontario gold properties that collectively comprise the Big Ridge Property and has already commenced the process of looking for prospective optionees/acquirers. Management expects to execute this option-out/sale in the first half of 2024.

The Company does not intend to incur any major expenditures in acquiring new property.

Financial information

Selected annual information

The Company's selected financial information as at the end of the reporting period and for the three most recently completed financial years are summarized as follows:

	Year ended August 31, 2023	Year ended August 31, 2022	Year ended August 31, 2021
	$	**$**	**$**
Sales revenue	-	-	-
Net loss from continuing operations	(591,268)	(991,862)	(555,006)
Net loss and comprehensive loss	(591,268)	(991,862)	(555,006)
Net loss per share – basic and diluted	(0.014)	(0.028)	(0.029)
Total assets	2,361,652	2,746,196	1,477,300
Working Capital	77,280	621,259	1,407,318

Selected quarterly financial information

Selected financial information for the eight most recently completed quarters as follows:

	As at and for the three months ended			
	February 29, 2024	November 30, 2023	August 31, 2023	May 31, 2023
	$	**$**	**$**	**$**
Operating expenses	(92,497)	(158,303)	(126,687)	(104,656)
Net loss and comprehensive loss	(92,497)	(158,303)	(128,187)	(104,656)
Loss per share – basic and diluted	(0.002)	(0.004)	(0.003)	(0.003)
Cash	29,595	129,780	235,699	341,886
Total assets	2,193,143	2,225,756	2,361,652	2,479,687

	As at and for the three months ended			
	February 28, 2023	November 30, 2022	August 31, 2022	May 31, 2022
	$	**$**	**$**	**$**
Operating expenses	(189,765)	(170,160)	(235,184)	(356,949)
Net loss and comprehensive loss	(188,265)	(170,160)	(235,184)	(356,949)
Loss per share – basic and diluted	(0.005)	(0.004)	(0.006)	(0.009)
Cash	466,325	566,916	689,889	888,042
Total assets	2,584,880	2,618,395	2,746,196	2,933,471

Financial Results for the Three Months ended February 29, 2024 ("Q2 2024")

Results of operations

During Q2 2024, the Company did not generate any revenues and incurred total operating expenses of $92,497 (Q2 2023 – $189,765), for a decrease of $97,268. The significant variances in operating expenses are comprised primarily of:

- Decrease of $35,703 in professional fees to $69,198 (Q2 2023 – $104,901) as a result of reduction in legal services and accounting services fees;
- Decrease of $33,728 in share-based compensation to $nil (Q2 2023 – $33,728) as the Company did not grant any stock options or RSUs in the current period;

- Decrease of $16,361 in E&E expenditure to $4,729 (Q2 2023 – $21,090) as the Company continues to cut costs while it works on raising funds.
- Decrease of $7,849 in office and general expenses to $5,664 (Q2 2023 – $13,513) as the Company continues to cut costs, especially on discretionary expenses.

Net loss for Q2 2024 was $92,497 (Q2 2023 - $188,265) or $0.002 per share (Q2 2023 - $0.005).

Cash flows

Net cash used in operating activities for Q2 2024 was $75,185 (Q2 2023 - $70,590) for an increase of $4,595, as management continued to cut costs and preserve cash. Management intends to maintain a tight control on incurring expenses and ensure that only expenses necessary are incurred at a reasonable cost. Net change in non-cash working capital in Q2 2024 was $13,813 (Q2 2023 - $85,447), a decrease of $71,634.

Net cash used in investing activities for Q2 2024 was $25,000 (Q2 2023 – $30,000) which is the cash portion for the claims acquisition in the Ackley Property option.

During Q2 2024 and Q2 2023 the Company had no financing activities due to poor capital market conditions.

Financial Results for the Six Months ended February 29, 2024

Results of operations

During the six months ended February 29, 2024, the Company did not generate any revenues and incurred total operating expenses of $250,801 (2023 – $359,925), for a decrease of $109,124. The significant variances in operating expenses are comprised primarily of:

- Decrease of $67,519 in share-based compensation to $nil (2023 – $67,519) as the Company did not grant any stock options or RSUs in the current period;
- Decrease of $55,872 in professional fees to $141,315 (2023 – $197,187) as a result of reduction in legal services and accounting services fees;
- Decrease of $15,490 in office and general expenses to $11,215 (2023 – $26,705) as the Company continues to cut costs, especially on discretionary expenses;
- Increase of $32,095 in E&E expenditure to $73,137 (2023 – $41,042) primarily on the Ackley Property as the Company began to fulfil its exploration obligations. Included in the E&E expenditures are the following details:

	Big Ridge Property	**Total**
	$	**$**
Balance, September 1, 2022	**164,435**	**164,435**
Claims management	1,100	1,100
Geology	37,500	37,500
Storage	2,442	2,442
Total E&E expenditure for the period	**41,042**	**41,042**
Balance, February 28, 2023	**205,477**	**205,477**

	Big Ridge Property	Ackley Property	Total
	$	$	$
Balance, September 1, 2023	**208,607**	**27,364**	**235,971**
Claims management	424	-	424
Report	-	44,875	44,875
Prospecting	-	4,400	4,400
Sampling	-	3,447	3,447
Assays	-	1,822	1,822
Project management	-	975	975
Survey	-	7,000	7,000
Mapping	-	575	575
Field costs	-	3,822	3,822
Storage fees	1,945	352	2,297
Others	-	3,500[1]	3,500
Total E&E expenditure for the period	**2,369**	**70,768**	**73,137**
Balance, February 29, 2024	**210,976**	**98,132**	**309,108**

Net loss for the six months ended February 29, 2024, was $250,801 (2023 - $359,925) or $0.006 per share (2023 - $0.009).

Cash flows

Net cash used in operating activities for the six months ended February 29, 2024, was $180,194 (2023 - $193,564) for a decrease of $13,370, as management continued to cut costs and preserve cash. Management intends to maintain a tight control on incurring expenses and ensure that only expenses necessary are incurred at a reasonable cost.

Net cash used in investing activities for the six months ended February 29, 2024, was $25,910 (2023 – $30,000) which is the cash portion for the claims acquisition in the Ackley Property option.

During the six months ended February 29, 2024, the Company had no financing activities due to poor capital market conditions.

Working Capital and Liquidity Outlook

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to have capital available to generate optimal returns for shareholders. While the Company does not yet have any revenues, management monitors its capital structure and makes adjustments according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Board of Directors (the "Board") of Caprock does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the management team to sustain the future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its business activities. The Company's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

[1] Value of 100,000 common shares issued to the Optionor for entering into the Amended Option Agreement.

The Company currently has no cash inflows from operations, and the level of operations is principally a function of availability of capital resources and exploration plans. The primary source of funding has been through the issuance of common shares for cash proceeds. There is no guarantee that the Company will be able to successfully complete such financing, as market conditions and business performance may dictate availability and interest.

The Company is not subject to any externally imposed capital requirements.

As at February 29, 2024, the Company had a cash balance of $29,595 (August 31, 2023 – $235,699) to settle current liabilities of $246,064 (August 31, 2023 – $212,772), for a working capital deficit of $195,931 (August 31, 2023 – working capital surplus of $77,280).

Management is actively monitoring cash levels and managing exploration plans and corporate overhead against its budget. Cash levels will decline as the Company accelerates exploration work. The Company's ability to continue as a going concern is dependent upon the Company achieving profitable operations to generate sufficient cash flows to fund continuing operations or, in the absence of adequate cash flows from operations, obtaining additional financing to support operations for the foreseeable future. It is impossible to predict whether financing efforts will be successful or if the Company will attain profitability levels of operations.

Exploration and Evaluation Assets ("E&E Assets")

The Company's carrying value of its E&E assets are as follows:

	As at February 29, 2024	As at August 31, 2023
	$	$
Big Ridge Acquisition	**1,989,000**	1,989,000
Ackley Property Option	**154,010**	82,600
	2,143,010	2,071,600

Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee of the Board.

The remuneration of directors and other members of key management personnel during the six months ended February 29, 2024 and February 28, 2023 were as follows:

	2024	2023
	$	$
Management salaries and consulting fees	**87,500**	125,000
Professional fees	**38,000**	50,000
Share-based compensation	-	67,519
	125,500	242,519

Effective June 7, 2021, the Company entered into an executive management agreement with Windmark Financial Limited ("Windmark"), a company controlled by the Vishal Gupta, the Company's President and CEO, to pay the CEO $175,000 per year, paid in $14,583 monthly installments as follows:

(i) $7,292 per month, with the balance accruing; and shall increase to
(ii) $10,000 per month, with the balance accruing, upon the occurrence of a Liquidity Event; and shall increase to

(iii) $14,583 per month upon the earlier of (a) a Financing, or (b) Asset Acquisition.

During the six months ended February 29, 2024, the Company recorded consulting fees of $87,500 (2023 – $87,500) in relation to the CEO's consulting compensation. As at February 29, 2024, $214,792 (August 31, 2023 – $173,750) was owed to the CEO and included in accounts payable and accrued liabilities.

During the six months ended February 29, 2024, Nebu Consulting, LLC ("Nebu"), where Avrom Howard, the Company's former Vice President Exploration ("VP – Exploration) was employed, charged fees of $nil (2023 – $37,500), for consulting services provided to the Company. As at February 29, 2024, no balance was owed to Nebu (August 31, 2023 – $nil).

During the six months ended February 29, 2024, Branson Corporate Services Ltd. ("Branson"), where Amy Stephenson, the Company's former CFO, and Okunola Aina, the Company's current CFO are affiliated, charged fees of $38,000 (2023 – $50,000), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees. As at February 29, 2024, no balance was owed to Branson (August 31, 2023 – $nil).

Share-based compensation

On March 9, 2022, the Company granted 1,988,000 options to various officers and directors at an exercise price of $0.12, expiring on March 9, 2027. 50% of the options vested immediately on grant and the remaining 50% vested on March 9, 2023. The grant date fair value attributable to these options was $177,252, of which $nil was recorded as share-based compensation in connection with the vesting of these options during the six months ended February 29, 2024 (2023 – $42,427).

On March 10, 2022, the Company granted 1,012,000 RSUs to certain officers. Half of the RSUs vested immediately, while the other half vested on March 10, 2023. During the six months ended February 29, 2024, share-based compensation of $nil (2023 – $25,092) was recorded in connection with the vesting of these RSUs.

Subsequent Event

On March 3, 2024, 46,500 RSUs previously granted to the former VP – Exploration of the Company expired as they were not exercised one year after his resignation.

Financial Risks

The Company is exposed to various risks as it relates to financial instruments. Management, in conjunction with the Board, mitigates these risks by assessing, monitoring and approving the Company's risk management process. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Cash is held with reputable Canadian chartered bank, which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments is minimal. The maximum exposure to credit risk at period-end is limited to the receivable balance.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities.

As at February 29, 2024, the Company had a cash balance of $29,595 (August 31, 2023 – $235,699) to settle current liabilities of $246,064 (August 31, 2023 – $212,772).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at February 29, 2024:

	Carrying amount	**Year 1**	**Year 2 to 3**	**Year 4 to 5**
	$	**$**	**$**	**$**
Accounts payable and accrued liabilities	246,064	246,064	-	-

The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring anticipated cash flows to identify financial requirements. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

Management believes there will be sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations, the Company's cash position as at period end, and its strategic financing plan over the next 12 months.

Foreign exchange risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. While the Company's operations are based in Canada, it may have, from time to time, transactions denominated in foreign currencies. The Company's primary exposure to foreign exchange risk is that transactions denominated in foreign currency may expose the Company to the risk of exchange rate fluctuations. Based on its current operations, management believes that the foreign exchange risk is minimal.

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 does not hold any instruments subject to interest rate risk as at February 29, 2024.

Fair value

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.

As at February 29, 2024, the Company's financial instruments consist of cash, other receivables and accounts payable and accrued liabilities. The fair value of cash, and accounts payable and accrued liabilities are approximately equal to their carrying value due to their short-term nature.

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) 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 (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Cash	29,595	-	-	**29,595**

As at February 29, 2024, the Company's financial instruments carried at fair value consisted of its cash, which is classified as Level 1. There were no transfers between Levels 2 and 3 for recurring fair value measurements during the period ended February 29, 2024, and the year ended August 31, 2023.

Significant Accounting Judgments and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. These are described in greater detail in Note 2(d) to the Q2 2024 Financial Statements.

Summary of Significant Accounting Policies

The accounting policies applied by the Company are the same as noted in Note 3 to the Q2 2024 Financial Statements.

Off-Balance Sheet Arrangements

As at February 29, 2024 and the date of this MD&A, the Company does not have any off-balance sheet arrangements.

Disclosure of Outstanding Share Data as of April 24, 2024

	Authorized	**Outstanding**
Common shares	Unlimited	43,072,500 common shares
Securities convertible or exercisable into voting or equity		a. 962,000 outstanding stock options, all of which are exercisable into common shares of the Company, and b. 880,500 RSU, all of which are exercisable into common shares of the Company.

Disclosure of Internal Controls over Financial Reporting

The Company's management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the Company's audited financial statements do not contain any untrue statement of 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 is made, as of the date of and for the periods presented by the audited financial statements; and (ii) the Company's audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: (a) controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors and other readers should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward-Looking Statements

This MD&A includes "forward-looking statements" within the meaning of applicable securities legislation, including those relating to the Company's corporate strategy and exploration plans, potential acquisitions, adequacy of working capital, and anticipated expenses and cash flows, which are based on the opinions and estimates and assumptions of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mineral exploration industry, the risk of commodity price fluctuations and especially precious metals prices, the ability of Company to fund the capital and operating expenses necessary to achieve its business objectives, volatility in financial markets and the market price of the Company's shares, as well as those other risks described or referenced herein. Accordingly, readers should not place undue reliance on these forward-looking statements.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this MD&A are made as of the date hereof, and the Company undertakes no obligation to update publicly or revise any forward-looking statements except in accordance with applicable securities laws. The forward-looking statements herein are expressly qualified by this cautionary statement.

Management's Responsibility for Financial Information

Management is responsible for all information contained in this MD&A. The Company's Q2 2024 Financials have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the financial statements in all material aspects.

The Audit Committee has reviewed the Q2 2024 Financials and this MD&A. The Board has approved the Q2 2024 Financials and this MD&A.

April 24, 2024

Vishal Gupta
President and Chief Executive Officer