Corcel Exploration Inc.

Management's Discussion and Analysis

For the Year ended June 30, 2022

Introduction

The following is the Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of Corcel Exploration Inc. ("Corcel", "we" or the "Company") as at and for the year ended June 30, 2022. 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 financial statements and related notes for the year ended June 30, 2022 and the period from incorporation on July 21, 2020 to June 30, 2021 (the "2022 Financials"), and related notes. 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 ("IASB") 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.sedar.com.

This MD&A also covers the subsequent period up to September 20, 2022.

Nature of Mineral Exploration Business

The Company is a mineral exploration company, and its mineral resource properties are in the exploration stage only. The degree of risk increases substantially where an issuer's mineral resource properties are in the mineral exploration stage as opposed to the development or operational stage. An investment in mineral exploration companies is speculative and involves a high degree of risk and should only be made by investors who can afford the total loss of their investment. Prospective investors and other readers of this MD&A should consider the risk factors in the materials referenced under the heading "Risk Factors".

Certain information relating to the Peak Property (defined hereafter) contained in this MD&A is derived from, and in some instances is a direct extract from, and based on the assumptions, qualifications and procedures set out in, the Technical Report (as defined herein). Reference should be made to the full text of the Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Description of Business

The Company was formed to engage in the business of acquiring, exploring, and evaluating mineral resource properties, initially focusing on its Peak Property. Its business objectives are to explore the Peak Property and to eventually create a diversified portfolio of property holdings and achieve rapid growth through the acquisition of mineral properties, coupled with the implementation of recommended programs with respect to the exploration of such properties. To date, the Company has concentrated on the identification and acquisition of properties prospective for gold and other minerals and metals in Canada, and has commenced its efforts with the Peak Property.

On August 4, 2020, the Company entered into an option agreement (the "Option Agreement") with two individual vendors to acquire a 100% interest in the Peak mineral property located in British Columbia (the "Peak Property" or the "Property") in exchange for 1,000,000 common shares of the Company with a fair value of $20,000 based on the price of the most recent private placement financing at the time. Pursuant to the Option Agreement, the Company is required to spend $250,000 in exploration on the Peak Property: (i) $100,000 by December 31, 2020 (completed); and (ii) $150,000 by July 20, 2023.

The Company will also pay the optionors a 2% net smelter return ("NSR") royalty from any mineral production from the Property. Corcel has the right to purchase the first 1% of this NSR for $1,000,000 any time prior to specified milestones for commercial production.

The Company will also consider additional acquisitions of mineral property interests, or entities holding mineral property interests, on a going forward basis, with the objectives of: (i) creating additional value for shareholders through the acquisition of additional mineral exploration properties; and (ii) helping to minimize exploration risk by attempting to diversify the Company's property portfolio. The Company believes that although the current exploration prospects for the Peak Property are positive, mineral exploration in general is both uncertain and subject to fluctuating commodity prices resulting from changing trends in supply and demand. As a result, the Company believes that by acquiring additional mineral properties, some of which may be prospective in other commodities, it would be better able to minimize overall exploration risk and risks associated with fluctuating commodity prices.

In order for the Company to achieve its primary business objective relating to the Peak Property, it will need to complete the Phase I recommended program ("Phase I") for the Property set out in the Technical Report at an estimated cost of $100,975, and if warranted based on the results of Phase I, the Company will pursue the completion of the Phase II recommended program ("Phase II") for the Peak Property set out in the Technical Report. Further details are provided below under "Peak Property".

The Company plans to complete Phase I within 12 months of completion of the initial public offering ("IPO") (see below for details on the IPO). The Company and its exploration services provider have commenced planning and preparation for a sampling program to be carried out at the Peak Property once the summer field season commences.

On October 13, 2021, the Company entered into an agency agreement (the "Agency Agreement") with Research Capital Corporation (the "Agent") as agent to offer common shares of the Company for sale by way of an IPO.

On December 2, 2021, the Company completed its IPO of 5,750,000 common shares at a price of $0.10 per common share, for gross proceeds of $575,000. In connection with the Offering, the Company granted the Agent 460,000 non-transferrable share purchase warrants (the "Agent's Warrants") with each Agent's Warrant exercisable into one common share of the Company at the price of $0.10 until December 2, 2023. In addition, the Company paid total issuance costs of $106,256 comprised of (i) a cash commission of $46,000, representing 8% of the gross proceeds raised in the Offering, (ii) a corporate finance fee of $35,000, and (iii) a reimbursement to the Agent for legal expenses incurred of $25,256. The Company intends to use the proceeds from the Offering to carry out exploration on the Property, to evaluate potential acquisitions of additional mineral properties of merit, and for general corporate purposes.

Effective December 3, 2021, the Company's common shares commenced trading under the ticker symbol "CRCL" on the Canadian Securities Exchange.

On July 18, 2022, the Company held its annual shareholder meeting. During the meeting, Stephen Dunn, Oliver Friesen and Patrick Morton were re-elected to the board of directors (the "Board") of Corcel. On the same day, Joel Freudman resigned from his board and office capacities as the President, Chief Executive Officer ("CEO") and a Director of the Company to focus on other business endeavors. Stephen Dunn was appointed interim CEO.

Peak Property

Corcel has optioned the Peak Property from its owners and is the current operator. Upon completion of the acquisition of the Peak Property, if completed, the Peak Property would form the main asset of the Company. Certain information described below has been derived or reproduced from the technical report dated effective October 3, 2020 prepared in respect of the Peak Property by Don MacIntyre, Ph.D., P.Eng. of D.G. MacIntyre & Associates Ltd. (the "Technical Report"), and is included herein with the consent of the preparer. The full text of the Technical Report is available on SEDAR at www.sedar.com. Don MacIntyre, Ph.D., P.Eng. is a qualified person, who is independent of the Company, within the meaning of National Instrument 43-101.

The Peak Property is located approximately 18.6 kilometres southeast of the town of Port Alberni on Vancouver Island, British Columbia, Canada.

The Peak Property is prospective for structurally controlled gold (Au) and silver (Ag) bearing quartz vein deposits similar to the High-Grade showing. The mineralized quartz veins and shear zones may be spatially associated with hornblende-feldspar porphyry dykes. Additionally, a number of northeast to east trending faults appear to localize the dykes and/or mineralized quartz veins and altered shear zones which are oblique to the well-defined northwest-southeast structures within the area.

In 2020, an aeromagnetic survey of the Peak Property was done on behalf of the Company, at a cost of $101,319. The survey was conducted from August 10th to 13th, 2020. The results of this airborne survey are discussed in detail in the Technical Report. The purpose of the airborne survey was to map the magnetic properties of the survey area to aid in geological mapping as well as detect possible zones of bedrock mineralization and alteration. The survey results contain many structural features, some of which may be considered exploration targets. Overall, the dominant fabric highlighted by the survey is in the northwest-southeast direction which is consistent with property- and regional-scale geological mapping within the Port Alberni area. These results have informed the recommended work program for the Property as set out in the following paragraph.

A two phase, success-driven exploration program is recommended by the Technical Report. Phase I would involve digitizing of all historic data contained within property assessment reports and 75 line-km of high-resolution ground magnetic surveying at 25m line spacing over the mineralized target zones, specifically over the High-Grade, Peak Lake and CM-240 Zones where the 2020 magnetic data highlighted weakly defined northeast-southwest oriented cross structures. As the known veins are relatively narrow, high-resolution magnetic data will help in defining the location of these structures as they extend under cover from known showings.

In addition to the historic data digitizing and magnetic surveying, approximately 850 soil samples and 40 stream sediment samples should be collected across the Property to further define the mineralized zones as well as detect any potentially undiscovered mineralization hidden beneath overburden cover. Further areas of interest may be assigned priorities on the basis of supporting geophysical, geochemical and geological information. The estimated cost of Phase I is $100,975. Depending on the results of the Phase I program, a recommended Phase II field program should involve detailed geologic mapping and prospecting of the identified magnetic targets. The estimated cost of the Phase II work is $49,000. Exploration plans will also be affected by prevailing precious metals prices.

In June 2022, the Company commenced its 2022 exploration field season at the Peak Property. The field program, which included soil and silt sampling, was designed following the completion of a comprehensive historical data compilation and modelling program, as previously announced by the Company on December 21, 2021. The abundant historical results at the Peak Property were augmented with the results from the fieldwork. A high-resolution soil sampling survey was planned which included five individual grids centered over multiple high-priority exploration targets on the Property. Each grid included 25 metre-spaced samples collected along 25 metre-spaced lines. The survey represents the most robust and highest resolution geochemical survey ever completed on the Peak Property. A silt sampling survey was also planned in tandem with the soil sampling program. The 2022 exploration program was completed in mid-July. A total of 768 soil samples, 37 silt samples and 16 rocks samples were collected. All samples had been sent to a laboratory where they will undergo multi-element analysis. The results from the program will be released to the market once all results have been received, compiled, and interpreted by the Company.

Overall Performance

Selected financial information

The Company's selected financial information, prepared in accordance with IFRS, for its most recently completed quarters are summarized as follows:

	As at and for the three months ended June 30, 2022	**As at and for the three months ended March 31, 2022**	**As at and for the three months ended December 31, 2021**	**As at and for the three months ended September 30, 2021**
	$	**$**	**$**	**$**
Operating expenses	(97,270)	(17,083)	(74,384)	(69,215)
Net loss and comprehensive loss	(97,270)	(17,083)	(74,384)	(69,215)
Net loss per share	(0.004)	(0.001)	(0.004)	(0.005)
Cash	470,801	539,897	575,528	181,377
Total assets	475,565	549,267	584,121	204,974
Total non-current liabilities	Nil	Nil	Nil	Nil
Shareholders' equity	441,688	538,959	556,041	161,681

	As at and for the three months ended June 30, 2021	**As at and for the three months ended March 31, 2021**	**As at and for the three months ended December 31, 2020**	**As at and for the period from Incorporation to September 30, 2020**
	$	**$**	**$**	**$**
Operating expenses	(16,158)	(3,711)	(19,163)	(133,322)
Net loss and comprehensive loss	(16,158)	(3,711)	(19,163)	(133,322)
Net loss per share	(0.002)	(0.000)	(0.002)	(0.013)
Cash	72,115	59,000	59,464	66,634
Total assets	73,072	59,378	65,325	72,258
Total non-current liabilities	Nil	Nil	Nil	Nil
Shareholders' equity	60,896	55,054	58,765	62,928

Exploration and evaluation ("E&E") expenditures will vary from quarter to quarter depending on the Company's activity level at its mineral exploration properties. During the year ended June 30, 2022, the Company incurred expenses of $68,219 (Period from incorporation to June 30, 2021 – $121,319) of E&E work at the Peak Property. See section on "Exploration and Evaluation Expenses" for more details.

The cash balance as at June 30, 2022 was $470,801 (June 30, 2021 – $72,115), for an increase of $398,686. The increase in cash was primarily due to funds raised from the private placement financing which closed in August 2021, where the Company issued 3.4 million common shares to investors and raised total cash proceeds of $170,000, as well as gross proceeds of $575,000 raised from the Offering in December 2021, offset by funds spent in operations during the year.

Results of operations

During the year ended June 30, 2022, the Company had not generated any revenues, and had incurred total operating expenses of $257,952 as follows:

	Year ended June 30, 2022	For Period from Incorporation to June 30, 2021
	$	$
Professional fees	**167,071**	43,249
Exploration and evaluation expenses	**68,219**	121,319
General and administrative	**13,902**	286
Transfer agent fees	**8,760**	-
Director fees	**-**	7,500
	(257,952)	(172,354)

Professional fees comprised of cost of service received from third parties, including legal, accounting and audit services. Also included in professional fees are listing and filing fees in connection with the IPO which was completed in December 2021. General and administrative expenses comprised of regular office expenses incurred over the normal course of business and are expected to increase over time as the scope of operations expands in the future.

Net loss for the year ended June 30, 2022 was $257,952 (loss of $0.014 per basic and diluted share), as compared to net loss of $172,354 (loss of $0.015 per basic and diluted share) for the period from incorporation to June 30, 2021.

Cash flows

During the year ended June 30, 2022, net cash used in the Company's operations amounted to $240,058, as compared to net cash used in operations of $141,135 during the period from incorporation to June 30, 2021. The increased spending relates primarily to payments made in connection to the IPO and listing application, as various professional fees were incurred during the period. Toward the end of the year, additional payments were also made in connection to the 2022 exploration fieldwork program.

On the financing side, the Company raised a total of $638,744 during the year ended June 30, 2022, comprised of total gross proceeds of $745,000 raised through the issuance of 3.4 million common shares from a private placement financing from August 2021, and the issuance of 5.75 million common shares from the Offering. In connection to the Offering, the Company paid total cash issuance costs of $106,256. In the comparative period, the Company issued an aggregate of 11.6 million common shares to investors at various times during the period, and as a result, raised total cash proceeds of $213,250.

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 Corcel 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's capital management objectives, policies and processes have remained unchanged since the Company's most recent financial reporting period.

The Company currently has no cash flows 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 financings, as market conditions and business performance may dictate availability and interest.

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

As at June 30, 2022, the Company had current assets of $475,565 (June 30, 2021 – $73,072) to settle current liabilities of $33,877 (June 30, 2021 – $12,176), for a working capital of $441,688 (June 30, 2021 – $60,896).

The Company's exploration plans, and associated E&E expenditures, are set out above under "Peak Property" and below under "Exploration and Evaluation Expenses".

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. As of the date of the MD&A, the Company believes that it will have sufficient liquidity to continue operations for the 12-month period ending June 30, 2023 through the funds raised from the Offering and the private placement financing from August 2021. Nevertheless, management will continue to look for new sources of financing, to fund its working capital to advance the Company's exploration and other operations.

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 year ended June 30, 2022 and the period from incorporation on July 21, 2020 to June 30, 2021 were as follows:

	Year ended June 30, 2022	For Period from Incorporation to June 30, 2021
	$	$
Professional fees	**30,000**	5,945
Director fees	**-**	7,500
	30,000	13,445

During the year ended June 30, 2022, Branson Corporate Services Ltd. ("Branson"), where Keith Li, the Company's Chief Financial Officer ("CFO") is employed, charged fees of $30,000 (Period from incorporation to June 30, 2021 – $3,355), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees. As at June 30, 2022, a balance of $3,150 (June 30, 2021 – $2,100) was owed to Branson and is included in accounts payable and accrued liabilities. The amount outstanding is unsecured, non-interest bearing and due on demand.

During the period from incorporation to June 30, 2021, the former CFO of the Company, charged fees of $2,590 for management services provided to the Company, as well as other accounting services, which are included in professional fees. As at June 30, 2022, no balance was owed to the former CFO (June 30, 2021 – $2,612; included in accounts payable and accrued liabilities).

During the period from incorporation to June 30, 2021, director fees consisted of a one-time signing bonus of $7,500 cash paid to a director upon joining the Board.

Other related party transactions

During the period from incorporation to June 30, 2021, certain officers, directors or entities controlled by them participated in the Company's issuance of common shares as described in Note 6 and subscribed for 2,250,000 shares, for total gross proceeds to the Company of $36,250.

Exploration and Evaluation Expenses

On August 4, 2020, the Company entered into the Option Agreement with two individual vendors to acquire a 100% interest in the Peak Property. Terms of the Option Agreement are described above under "Description of Business".

During the year ended June 30, 2022 and the comparative period, the Company's E&E expenses are comprised of the following:

	Year ended June 30, 2022	For Period from Incorporation to June 30, 2021
	$	$
Property acquisition costs	**-**	20,000
Airborne geophysical survey	**-**	101,319
Data compilation	**4,140**	-
Fieldwork	**64,079**	-
	68,219	121,319

Financial Instruments

The Company's financial instruments consist primarily of cash and accounts payable. The Company is exposed to various risks as it relates to these financial instruments. Management, under oversight of the Board, mitigates these risks by assessing and monitoring 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 potential loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with reputable Canadian chartered banks and in trust with the Company's legal counsel, which is closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash is minimal.

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 June 30, 2022, the Company had a cash balance of $470,801 (June 30, 2021 – $72,115) to settle current liabilities of $33,877 (June 30, 2021 – $12,176).

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at June 30, 2022:

	Carrying amount	**Year 1**	**Year 2 to 3**	**Year 4 to 5**
	$	**$**	**$**	**$**
Accounts payable and accrued liabilities	33,877	33,877	-	-

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.

With the proceeds from the Offering, management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at June 30, 2022.

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. As at June 30, 2022, the Company had no financial instruments which are interest-bearing, and had no hedging agreements in place with respect to floating interest rates. Management believes that the interest rate risk concentration with respect to financial instruments is minimal.

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. The Company's operations are based in Canada, but 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 remains minimal.

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 June 30, 2022, the Company's financial instruments consisted of cash, and accounts payable and accrued liabilities. The fair value of cash and accounts payables 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).

As at June 30, 2022, the Company did not have any financial instruments which were carried at fair value (June 30, 2021 – $nil).

COVID-19

In December 2019, COVID-19 surfaced in Wuhan, China. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak then characterized it as a pandemic on March 11, 2020. The outbreak has spread globally, and it has continued to cause companies and various international jurisdictions to impose restrictions, such as quarantines, closures, cancellations and travel restrictions. The duration of the business disruptions internationally and related financial impact to the global economy remains highly uncertain at this time, as COVID-19 continues to evolve.

The Company's operations had been impacted by a delay in projects and restricted access to financing, but management expects the situation to improve once lockdown restrictions will be lifted with vaccine roll-out. Ultimately, the extent to which the COVID-19 pandemic impacts the Company's financial results will depend on future developments, which remain highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 pandemic and actions taken to contain it or its impact, among others. These uncertainties arise from the inability to predict the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put in place by Canada, and other countries to fight the virus.

While the extent of the impact remains unknown, the Company anticipates this outbreak may cause supply chain disruptions, and increased government regulations, all of which may negatively impact the Company's business and financial condition.

Significant Accounting Judgments and Estimates

The preparation of the Company's unaudited condensed interim 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 Company's audited financial statements for the year ended June 30, 2022.

Summary of Significant Accounting Policies

The significant accounting policies used by the Company are described in greater detail in Note 3 to the Company's audited financial statements for the year ended June 30, 2022, unless otherwise noted.

Off-Balance Sheet Arrangements

As at June 30, 2022 and the date of this MD&A, the Company does not have any off-balance sheet arrangements.

Proposed Transactions

As at the date of this MD&A, the Company is not pursuing any proposed asset or business acquisition or disposition.

Disclosure of Outstanding Share Data as of September 20, 2022

	Authorized	**Outstanding**
Common shares	Unlimited	21,750,000 common shares
Warrants	460,000	460,000 Agent's Warrants exercisable to acquire common shares of the Company

Risk Factors

The business and performance of the Company is highly speculative and there are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. The trends and risks which are likely to impact Corcel's business and operations are referenced below under "Cautionary Note Regarding Forward-Looking Statements".

Disclosure of Internal Controls over Financial Reporting

Corcel'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 2022 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 2022 Financials and this MD&A. The Board has approved the 2022 Financials and this MD&A.

September 20, 2022

Stephen Dunn
Interim CEO