MELIUS METALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended January 31, 2022

and for the initial 206-day period ended October 31, 2021

Date of this report and forward-looking statements

This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the three months ended January 31, 2022, compared to the three months ended January 31, 2021. This report prepared as at March 28, 2022 intends to complement and supplement our condensed interim financial statements (the "financial statements") as at January 31, 2022 which have been prepared in accordance with International Financial Reporting Standards, and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the condensed interim financial statements and the accompanying notes. Readers are also advised to read the Company's audited financial statements (the "financial statements") and accompanying notes for the 206-day period ended October 31, 2021, (the "financial statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretation Committee ("IFRIC").

Our Financial Statements and the management's discussion and analysis are intended to provide a reasonable basis for the investor to evaluate our financial situation.

All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

The Board of Directors of the Company have approved this document.

Where we say "we", "us", "our", the "Company" or "Melius Metals", we mean Melius Metals Corp.

These documents, and additional information relating to the Company, are available for viewing under the Company's profile at www.sedar.com.

Certain statements in this document constitute "forward-looking statements" and are based on current expectations and involve risks and uncertainties, referred to above and or in the Company's financial statements, that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward-looking statements. Examples of such forward looking statements include statements regarding financial results and expectations, future anticipated results of exploration programs and development programs, including, but not limited to, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations, metal prices, demand for metals, currency exchange rates, political and operational risks inherent in mining or development activities, legislative factors relating to prices, taxes, royalties, land use, title and permits, importing and exporting of minerals, environmental protection, expenditures on property, plant and equipment, increases and decreases in reserves and/or resources and anticipated grades and recovery rates and are or may be based on assumptions and/or estimates related to future economic, market and other conditions. This list is not exhaustive and should be considered carefully by prospective investors, who should not place undue reliance on such forward-looking statements. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein including, without limitation, under the heading "Risks and Uncertainties" and/or the financial statements, and include unanticipated and/or unusual events as well as actual results of planned exploration and development programs and associated risk. Many of such factors are beyond the Company's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Forward-looking statements are made based upon management's beliefs, estimates and opinions on the date the statements are made, which management believes are reasonable, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. These forward-looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A. Additional information, including interim and annual financial statements, the management information circulars and other disclosure documents, may also be examined and/or obtained through the Internet by accessing the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

OVERVIEW AND DESCRIPTION OF BUSINESS

Melius Metals Corp. (the "Company") was incorporated pursuant to the Ontario Business Corporations Act on April 8, 2021. The address of the Company's corporate office and its principal place of business is 22 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2. The principal business of the Company is the identification, evaluation and acquisition of mineral properties in Canada. During the three-month period ended January 31, 2022 and the initial 206-day period ended October 31, 2021, the Company has been active in investigating the viability of the Company's mineral properties (the "Properties"). The Company has not yet determined whether any of the properties it owns may contain a mineral resource that may eventually be economically recoverable. The economic viability of the properties will depend on the establishment of ore reserves, obtaining all necessary government and other relevant agency development and operating permit approvals, the confirmation of the Company's interest in the mineral claims, and the ability of the Company to obtain the necessary financing to complete its development and place it into commercial production.

The address of the Company's corporate office and its principal place of business is 409 Leader Lane, Suite 409, Toronto, Ontario, M5E 0B2.

As at January 31, 2022, the Company had no source of revenue, had a working capital of $1,807,215 (October 31, 2021 - $1,328,186) and an accumulated deficit of $1,553,951 (October 31, 2021 - $698,887). The ability of the Company to continue as a going concern depends upon its ability to identify, evaluate, develop, and or negotiate an acquisition of a viable project and to continue to raise adequate financing and attain or develop future profitable operations. Management is continually targeting sources of additional financing through alliances with financial, exploration and mining entities, or other businesses to ensure continuation of the Company's operations and exploration programs. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. While this has been successful in the past, there is no assurance that such financing will be available in the future.

OVERALL PERFORMANCE

On January 31, 2022 the company reported a receipt received from the Ontario Securities Commission for filing the preliminary prospectus.

On January 28, 2022 the Company posted and reported filing a preliminary prospectus on SEDAR.

The preliminary long-form prospectus (the "Prospectus") is being filed with the securities regulatory authorities in Ontario, Alberta, British Columbia, and New Brunswick by Melius Metals Corp. (the "Company" or "Melius") for the purpose of becoming a reporting issuer pursuant to applicable securities legislation in the Province of Ontario. Upon the issuance of a final receipt for this Prospectus by the Ontario Securities Commission (the "OSC"), the Company will become a reporting issuer in Ontario, Alberta, British Columbia, and New Brunswick. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

OVERALL PERFORMANCE (continued)

Financings:

On January 19, 2022 the Company completed a private placement and issued 5,475,000 units at a price of $0.25 per unit for gross proceeds of $1,368,750. Each unit was comprised of one common share and one half of a common share purchase warrants. Each whole warrant can purchase one common share at a price of $0.40 per warrant until January 19, 2025. In connection with the private placement, the Company paid $2,450 cash finders' fee.

On January 10, 2022 the Company issued 2,500,000 shares, as performance warrants were exercised at $0.02 per performance warrant for gross proceeds of $50,000.

During the 206-day period ended October 31, 2021, the Company issued 6,000,000 common shares at a fair value of $0.05 per share, with a fair value of 300,000, pursuant to the terms of an option agreement to obtain the portfolio of Puma's Copper Projects located in New Brunswick.

On May 13, 2021, the Company issued 20,000,000 common shares at $0.024 per share in settlement of accounts payable to the directors, President and a consultant of the Company. The settlement of those accounts payable have been recorded at the fair value of the common shares issued on the day of settlements, i.e. $0.024 per share for a total consideration of $480,000 and the difference between the fair value of the shares issued and the amount of accounts payable of $400,000 was recorded at the date of settlement in the statements of loss as loss on accounts payable settlement to Mr. Perras, Mr. Lavois, Mr. Krasic, and a consultant.

During the 206-day period ended October 31, 2021, the Company issued 26,500,000 common shares at prices ranging from $0.005 to $0.10 per share, for gross proceeds of $1,520,000.

Cash Flow Analysis

Operating Activities
During the three-month period ended January 31, 2022, cash used in operating activities was $433,049 due to activities as described under discussion of operations and decreased financing of amounts payable and accrued liabilities and increased financing of receivable and prepaid expenses. There is no comparable number as the business started on April 8, 2021.

Investing Activities
During the three-month period ended January 31, 2022, cash used for investing activities was $100,000 as the Company made an option payment for its Puma project. There is no comparable number as the business started on April 8, 2021.

Financing Activities
During the three-months period ended January 31, 2022 the Company received $1,366,300 from financing activities, by issuing shares. There is no comparable number as the business started on April 8, 2021.

Corporate Highlights

Puma Option Agreement

On June 30, 2021, the Company entered into an Option Agreement ("Option Agreement") with Puma Exploration Inc. ("Puma"), a Company listed on the TSX-V under the ticker PUMA. The Company is granted an option to acquire 100% of the following exploration projects (collectively, the "Puma Projects" or "Puma Properties").

Corporate Highlights (continued)

Puma Option Agreement (continued)

Under the terms of the Option Agreement dated on June 30, 2021, as amended on November 19, 2021, the Company can acquire 100% interest in the Puma Projects located in New Brunswick and are subject to and certain conditions being satisfied, as set out in note 4 of the audited financial statements for the 206-day period ended October 31 2021.

The Puma Properties consist of thirteen claims. The current focus of the Company is on the Chester Project ("Chester") with the objective to expand its existing 100,000,000 lbs Cu historical resource estimate. The Company will complete an approximate 2,000 meter, 40-hole drill program on the property by end of 2021 calendar year. The objective of this program is to 1) validate the historic resource and geologic model at Chester, 2) test resource gaps between the Central and East Zone, and 3) test for presence of gold and silver mineralization given the historic resource did not assay for these metals. This, alongside the work program of $500,000 (completed), and the $100,000 payment to PUMA that is scheduled for year-end of 2021 (paid results in a remaining capital obligation to Puma Exploration from the Company totaling $2.3 million in share equivalent payments over the next three years.

The Company has sourced and secured an experienced drilling logistics and geologic management consulting to conduct this drill program. Work on the Chester Project has progressed as at the timing of this MD&A.

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was prepared and approved by, Mike Dufresne - P.Geo., who is a Qualified Person as defined in NI 43-101.

Results of Operations

The Company recorded total expenses of $855,064 for the three months ended January 31, 2022. These expenses include exploration expenses of $624,543. Some of the significant charges to operations were as follows:

- The overall exploration and related activities were deemed necessary by management and its advisors to advance the Properties.
- Consulting fees of $128,923 relates to amounts paid to directors and consultants to help the Company achieve its goals on all facets of the business. The $128,923 relates to increased payments made to directors and consultants supporting the Company with strategic planning, targeting potential properties, and relationship building with industry partners ahead of financing requirements.
- Regulatory and filing fees of $3,669 relates mainly to the Company's payments to the transfer agent and activity in the market.
- Professional fees of $33,259 mainly to accounting and auditors in order to comply with the securities requirements and preparing a prospectus in order to comply with listing requirements.

EXPLORATION AND EVALUATION EXPENDITURES

The Company incurred exploration and evaluation expenditures for the three months ended January 31, 2022.

During the three months ended January 31, 2022, the Company spent $624,543 exploration expenditures to develop the Company's properties. During the three month period ended January 31, 2022, the Company initiated drilling on the Chester property 1571 where the bulk of the expenses were concentrated.

Summary of Quarterly Results

The following table represents a summary of the company's quarterly results for the three-month period ended January 31 2021 and the past 206-days periods ending October 31, 2021.

	Quarters ended			
		31-Jan 2022 $	**31-Oct 2021 $**	**31-July 2021 $**
Interest revenue		-	-	-
Net loss		(855,064)	(239,137)	(459,750)
Loss per share, basic and diluted		0.02	0.01	0.01
Total comprehensive loss		(855,064)	(239,137)	(459,750)
Per share, basic and diluted		0.01	0.01	0.01
Total assets		2,783,308	1,757,708	320,000
Total liabilities		576,093	129,522	32,677
Shareholders' equity		2,657,215	1,628,186	747,073
Accumulated deficit		(1,553,951)	(698,887)	(459,750)
Cash dividends per share		NIL	NIL	NIL

Fluctuations in assets are mostly due to cash being used in operational activities.

During the Quarter ending January 31, 2022 the net loss and comprehensive loss increased from the previous quarter, as the Company increased exploration expenses. Total assets and equity also increased, compared to the previous quarter ended October 31, 2021, as the Company had financing activities, issuing shares, and generated cash.

During the quarter ending October 31, 2021 the total assets increased compared to the previous quarter due to the issuance of 22,500,000 shares at prices ranging from $0.05 to $0.10 and the acquisition of the Puma Properties. The loss decreased compared to the same quarter during the prior quarter, mainly due to the decreased spending on consulting. The Shareholders' equity also increased due to the financing activities that took place during the fourth quarter compared to the previous quarter.

Financings, Liquidity and Working Capital and Capital Resources

The financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. Continuing operations, as intended, are dependent on management's ability to raise required funding through future equity issuances, its ability to acquire resource property or business interests and develop profitable operations or a combination thereof, which is not assured, given today's volatile and uncertain financial markets. The Company may revise exploration and development programs depending on its working capital position.

As at January 31, 2022, the Company had no source of revenue, had a working capital of $1,807,215 (October 31, 2021 - $1,328,186) and an accumulated deficit of $1,553,951 (October 31, 2021 - $698,887). Current liabilities are $576,093 (October 31, 2021 - $129,522). See also Financings under overall performance above.

As at January 31, 2022, other than the above-mentioned current liabilities, the Company had no short-term capital spending requirements and future plans and expectations are based on the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to obtain adequate financing in the future or if available that such financing will be on acceptable terms. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings.

Financings, Liquidity and Working Capital and Capital Resources (Continued)

Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's future revenues, if any, are expected to be from the mining and sale of mineral products or interests related there to. The economics of developing and producing mineral products are affected by many factors including the cost of operations, variations in the grade of ore mined, and the price of metals. Depending on the price of metals, the Company may determine that it is impractical to continue commercial production. The price of metals has fluctuated widely in recent years and is affected by many factors beyond the Company's control including changes in international investment patterns and monetary systems, economic growth rates, political developments, the extent of sales or accumulation of reserves by governments, and shifts in private supplies of and demands for metals. The supply of metals consists of a combination of mine production, recycled material, and existing stocks held by governments, producers, financial institutions and consumers. If the market price for metals falls below the Company's full production costs and remains at such levels for any sustained period of time, the Company will experience losses and may decide to discontinue operations or development of other projects or mining at one or more of its properties at that time.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Directors and Officers

The Directors and Executive Officers of the Company are as follows:

Name	Position	Appointed
Simon Quick	Director CEO	Officer since November 11, 2021; Director since January 24, 2022
Andrew Elinesky	Director	January 24, 2022
Jing Peng	Director CFO	December 1, 2021
Marcel Robillard	Director	December 20, 2021
André Tessier	Director	January 24, 2022
Milos Masnikosa	Officer	April 8, 2021
The previous directors of the Company were:		
Bojan Krasic	Director	Ceased December 20, 2021
Jessica Patterson	Director	Ceased January 22, 2022
Jean-Francois Perras	Director	Ceased December 30, 2021
Marc-André Lavoie	Director	Ceased January 22, 2022

Director and Executive Officer Biographies:

Simon Quick, Age 34 – Director, Chief Executive Officer & Corporate Secretary

Mr. Quick was appointed Chief Executive Officer of Melius in November, 2021. He has more than 13 years as a well-regarded mining leader, with a track record spanning the USA, Mexico, Argentina, and Canada. His specific experience includes early stage permitting, project development through to design engineering, and construction across multiple commodities. Mr. Quick joins Melius from McEwen Mining Inc. where he was Vice President of Projects. He has an honours degree in Economics from Bishop's University and an Executive MBA from the Kellogg School of Management at Northwestern University.

Director and Executive Officer Biographies (Continued)

Jing Peng, 44 – Chief Financial Officer

Mr. Peng is a Canadian Chartered Professional Accountant. He has worked in public accounting for the past 10 years providing financial services primarily to junior exploration companies. Mr. Peng has acted as CFO and director for other Canadian reporting issuers. In addition, since December 2010, Mr. Peng has been the senior financial analyst at Marrelli Support Services, a well-respected supplier of accounting and reporting services. Mr. Peng was a senior accountant at MSCM LLP and KPMG LLP. Mr. Peng holds a master degree in Management and Professional Accounting from the Rotman School of Management, University of Toronto.

Marcel Robillard, 51 – Director

Mr. Robillard became President and CEO of Puma in 2010. He is currently a Director of PEZM Gold Inc. (PEZM-H) and reviewing potential strategic acquisition opportunities in the green energy sector. From 1998 to 2007, Marcel held the position of Project Geologist and Project Manager at Géominex, a geology and exploration consulting Company, before taking on the role of President from 2007 to 2015. Marcel has a B.Sc. in Geology and an M.Sc. in Earth Sciences from the Université du Québec à Montreal, Canada.

Andrew Elinesky, 44 – Director

As a finance professional, Mr. Elinesky brings over 20 years of experience as a CFO and senior financial leader for publicly traded companies in both Canada and the US. He is currently a CFO for Skylight Health Group Inc. With a focus on M&A and consolidation experience, Andrew was Senior Vice-President and CFO at McEwen Mining Inc. where he managed equity and debt financing of over $150M and a $35M asset acquisition and $40M corporate acquisition. He also has held various senior leadership and treasury roles at Heinz UK, Diageo, and Worldcom UK. Andrew graduated from Oxford Brookes University, is a CPA in Ontario, and is Treasurer for the Canadian Network for the Prevention of Elder Abuse.

André Tessier, 58 – Director

Mr. Tessier P.Eng, P.Geo., is a Professional Engineer and Geologist, involved in the mineral exploration and mining industry since 1989, including 16 years as Director, President and CEO of publicly traded junior companies. Mr. Tessier started his career as Exploration Manager of the Quebec exploration office for Cominco Ltd in Noranda. He subsequently became geological consultant to the industry with clients from both the major and junior sectors in Canada, South and Central America and Central Asia. Mr. Tessier obtained his Engineering degree at Ecole Polytechnique in Montreal and his MSc in Economic Geology at Queen’s University in Kingston. Mr. Tessier holds professional designations with Geoscientists of Ontario, Quebec, as-well as Professional Engineers of Ontario and Quebec.

Transactions with Related Parties

During the three-months ended January 31, 2022, the Company entered into the following transactions with related parties and incurred payments to key management personnel, which were in the normal course of operations.

	January 31 2022 $
Salary paid to the CEO	**32,917**
Consulting fees paid to previous directors	**70,063**
Consulting fees paid to the CFO of the Company	**3,090**
Share-based compensation	**17,793**
Total	**$ 123,863**

As at January 31, 2022, the Company owed to previous directors or their companies $14,126 (October 31, 2021 - $16,000) recorded in accounts payable and accrued liabilities, to related parties.
These transactions took place in the normal course of business.

On January 10, 2022 - 2,500,000 shares were issued by the Company, as the performance warrants were exercised at $0.02 per performance warrant for gross proceeds of $50,000.

During the three-month period ended January 31, 2022 the Company issued 1,600,000 Options to directors, vesting in 18 months. The fair value of $137,505 was determined using the Black-Scholes model. For more detail, see note 6 on the condensed interim financial statements. As at January 31, 2022 $17,793 stock-based compensation was recorded for the three-month period ended January 31, 2021.

On November 1, 2021, the Company entered into a consulting arrangement with CXL Capital Inc. (“CXL”), a Company controlled by Mr. Lavoie, a former director. CXL is entitled to a consulting fee of $75,000 per year for an initial term from November 1, 2021 to November 1, 2022 and is renewable based on mutually acceptable terms to the Company and CXL.

On November 1, 2021, the Company entered into a consulting arrangement with Terrella Capital Ltd. (“Terrella”), a Company controlled by Mr. Krasic, a former director. Terrella is entitled to a management fee of $75,000 per year for an initial term from November 1, 2021 to October 31, 2022 and is renewable based on mutually acceptable terms to the Company and Terrella.

On November 1, 2021, the Company entered into a consulting arrangement with Hypercap Ltd. (“Hypercap”), a Company controlled by Mr. Perras, a former director. Hyper is entitled to consulting fees of $75,000 per year for an initial term from November 1, 2021 to November 1, 2022 and is renewable based on mutually acceptable terms to the Company and Hypercap.

Proposed transactions

There is no material proposed transactions to report on.

Critical accounting estimates

i. Share-based payments

To estimate expenses for share-based payments, it is necessary to select an appropriate valuation model and obtain the inputs necessary for the valuation model chosen. The Company estimated the volatility of shares of similar companies and the expected life and the exercise period of warrants granted. The model used by the Company is the Black-Scholes valuation model.

Critical accounting estimates

ii. Provisions and contingent liabilities
The judgment is used to determine whether a past event has created a liability that should be recorded in the financial statements or whether it should be presented as a contingent liability. Quantify these liabilities involves judgments and estimates.

These judgments and estimates are based on several factors, such as the nature of the claim or dispute, legal procedures and the potential amount to be paid, legal advice obtained and the likelihood of the realization of a loss.

Significant accounting judgments

i. Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meets its liabilities for the ensuing year and to fund planned and contractual exploration and evaluation programs, involves judgments including expectation of future events that are believed to be reasonable under the circumstances.

ii. Impairment of Exploration and evaluation Assets
Exploration and evaluation assets shall be assessed for an impairment test when facts and circumstances suggest that their carrying amount may exceed recoverable amount. To determine indications of impairment of exploration and evaluation assets require significant judgment. Management considers various factors including, but are not limited to, financial and human resources available, exploration budgets planned, importance and results of exploration work done previously, industry and economic trends and price of minerals.

iii. the determination of whether it is likely that future taxable profits will be available to utilize against any deferred tax assets

Financial Instruments and Other Instruments

As at January 31, 2022, the Company's financial instruments consists of cash and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments. The risk exposure is summarized as follows:

The risk exposure is summarized as follows:

a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on the cash balance at the bank. The majority of the Company cash is held in Canadian based banking institutions, authorized under the Bank Act to accept deposits, which may be eligible for deposit insurance provided by the Canadian Deposit Insurance Corporation. As such, management has determined credit risk to be low.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at January 31, 2022, the Company had a cash balance of $2,278,256 (October 31, 2021 - $1,445,005) to settle current liabilities of $576,093 (October 31, 2021 - $129,522) which mainly consists of account payables that are considered short term and normally settled within 30 days.

Financial Instruments and Other Instruments (Continued)

c) Market risk

(i) 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's cash does not attract interest. The interest of Canadian banking rates, are at present low.

A change of 100 basis points in the interest rates would not be material to the financial statements. The Company does not have any liabilities with variable interest rates. As such, management has determined interest rate risk to be low.

(ii) Foreign currency risk

The Company's financial assets and liabilities are not exposed to foreign currency risk.

(iii) Price risk

The Company is not subject to significant price risk.

d) Fair value

The Company's financial instruments include cash, subscription receivable, accounts payable and accrued liabilities. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. Financial assets and liabilities recognized at fair value must be classified in one of the following three fair value hierarchy levels:

- 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 asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Cash is treated as a financial asset, while liabilities are amortized at cost value.

Other Requirements

Outstanding Share Data

As at the date of this MD&A, the Company had the following outstanding securities data:

Securities	Number	Exercise Price	Expiry Date
Common shares	60,475,000	N/A	N/A
Warrants issued	2,737,500	$0.40	January 25, 2025
Options issued	1,000,000	$0.10	December 01, 2026
Options issued	600,000	$0.25	January 24, 2027

Copies of all previously published and subsequent financial statements, MD&As, meeting materials, press releases, etc. are available under the Company's profile on the SEDAR website at www.sedar.com.

The Company, as a "non-Reporting issuer", is not required to prepare an Annual Information Form ("AIF") at this stage.

RISKS AND UNCERTAINTIES

See also the Risk factors listed in the preliminary long form prospectus, listed on SEDAR website filed on January 28, 2022 at www.sedar.com.

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations. The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable, especially in today's volatile and uncertain financial markets. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its subsidiaries will result in discoveries of commercial metal reserves.

Mining and development risks always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of naturally occurring mineral deposits. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed. Metal prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

RISKS AND UNCERTAINTIES (CONT'D)

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Foreign Country and Political Risk

The Company might from time to time pursue mineral properties in unstable political or economic countries. The Company would be subject to certain risks, including currency fluctuations and possible political or economic instability in certain jurisdictions, which may result in the impairment or loss of mineral concessions or other mineral rights. Mineral exploration and mining activities may be affected in varying degrees by political instability and government regulations relating to the mining industry. Any changes in regulations or shifts in political attitudes may also adversely affect the Company's business. Exploration may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and/or site safety. The Company does not presently own/pursue foreign exploration projects.

Title Risks

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health and safety, waste disposal, and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies including its directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability for the Company and its directors, officers and employees. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

RISKS AND UNCERTAINTIES (CONT'D)

Environmental Regulations, Permits and Licenses (continued)

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties, or requirements abandonment, or delays in development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Price Volatility of Public Stock

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of Interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Ontario Business Corporations Act* (Ontario) ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of Ontario, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

RISKS AND UNCERTAINTIES (CONT'D)

COVID-19

The outbreak of the corona virus pandemic has impacted the Issuer's plans and activities. The Issuer may face disruption to operations, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Issuer. There can be no assurance that the Issuer's personnel will not be impacted by these pandemic diseases and ultimately that the Issuer would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Issuer's operations and access to capital. There can be no assurance that the Issuer will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

ADDITIONAL DISCLOSURE FOR A REPORTING ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation costs is provided in the Company's statement of loss and note disclosures contained in its condensed interim financial statements for the three-month period ended January 31, 2022 and the audited annual financial statements for the 206-day period ended October 31, 2021. These statements are available on SEDAR - Site accessed through www.sedar.com.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.