



MANAGEMENT DISCUSSION & ANALYSIS

Form 51-102F1

Three months ended January 31, 2023

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

1.1 Date of This Report

April 3, 2023

1.2 Overall Performance

Description of Business

Tana is engaged in the acquisition, exploration and development of resource properties.

The Company was incorporated in British Columbia, Canada on August 26, 2020. The Company's registered and records office is located at 409 – 221 W. Esplanade, North Vancouver, BC V7M3J3. The Company's principal place of business is suite 830 – 1100 Melville Street, Vancouver, BC, V6E4A6.

Mineral Properties

Double T Property

The 1,560 hectare Double T King property lies in the prolific Golden Triangle area of Northwestern British Columbia, approximately 15 kilometres north of the village of Iskut River. The property is underlain by the Stikinia terrane, consisting of the Paleozoic Stikine assemblage, the Late Triassic Stuhini Group and the Early Jurassic Hazelton Group which are intruded by predominately calc-alkaline Jurassic to Paleogene aged Coast Plutonic Complex rocks.

Two significant mineralized zones, along with several scattered mineral occurrences have been documented on the Double T King property. The most important is the King Vein / Mist Zone target, where a 7 to 130 centimetre quartz vein has been traced over 150 metres. A high-grade grab sample of strongly mineralized sulfides yielded an assay value of 1,725.0 g/t (50.313 oz Au/ton), and a 20-centimetre chip sample taken across the vein and adjacent wall rock yielded 864.0 g/t gold (25.20 oz Au/ton) in addition to 122.0 g/t silver (3.56 oz Ag/ton). Twelve of 20 samples taken by the property vendor in 2020 returned values in excess of 8 g/t gold, with values ranging from 8.38 to 31.1 g/t gold.

At the North Zone, mineralization occurs as finely disseminated galena and sphalerite in the limestones and



as coarse-grained pyrite and arsenopyrite related to a strike slip fault. A 1-metre intersection of 0.213 oz/ton gold was recorded in DH-87-5.

Double T Exploration Completed During the Quarter Ended January 31, 2023

None. The 2022 summer exploration season results remained outstanding at the end of the Quarter.

Double T Exploration Completed Subsequent to the Quarter Ended January 31, 2023

None. Initial results from the summer 2022 exploration program were received subsequent to the end of the Quarter. The Company has commenced a technical review of the initial results and is awaiting further data from the exploration consultant. Results will be released once all data has been received and reviewed.

The technical content of this Management Discussion and Analysis has been reviewed and approved by R. Tim Henneberry, P. Geo. (BC) a Director of Tana and a Qualified Person under National Instrument 43-101.

As at January 31, 2023, the Option Agreements in regards to the Double T Property are in technical default and the Company is in negotiations with the Optionors. As a result, the Company has deemed the property as impaired and accumulated expenses of \$202,083 related to the Double T Property were written off during the year ended October 31, 2022.

Private Placements and Share Capital Issued

During the year ended October 31, 2022, the Company had the following share capital transactions:

On November 15, 2021, the Company closed a private placement financing of 5,552,000 common shares at \$0.05 per share for gross proceeds of \$277,600 of which \$257,600 was received during the year ended October 31, 2021. The Company paid \$5,920 of share issue costs in relation to the financing of which \$4,640 was recognized as deferred financing costs as at October 31, 2021.

On November 23, 2021, the Company issued an aggregate of 908,000 Special Warrants at a price of \$0.05 per Special Warrant for gross proceeds of \$45,400. The Company incurred \$5,235 of issue costs, and on November 25, 2021, issued 400,000 Compensation Special Warrants. Each Special Warrant entitles the holder to acquire, without further payment, one Qualified Share and will automatically convert on a one to one basis (i) at any time, at the discretion of the Company; or (ii) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the common shares upon conversion of the Special Warrants (the "Qualification Date"); or (iii) on that date that is 18 months plus a day from the date of issuance of the Special Warrants. Each Compensation Special Warrant entitles the holder to acquire, without further payment, one Qualified Compensation Share and will automatically convert on a one to one basis (i) at any time, at the discretion of the Company; or (ii) the Qualification Date; or (iii) on that date that is 18 months plus a day from the date of issuance of the Special Compensation Warrants.

On December 10, 2021, the Company closed a private placement financing of 640,000 common shares at \$0.05 per share for gross proceeds of \$32,000.

On February 19, 2022, the Company issued 2,000,000 flow-through common shares at \$0.075 per common share for total cash proceeds of \$150,000.

In connection with the Company receiving final receipt of its non-offering prospectus by the British Columbia Securities Commission on June 8, 2022, the 908,000 Special Warrants and the 400,000 Compensation Special Warrants converted into Common Shares.

During the three months ended January 31, 2023, there were no share capital transactions.

Subsequent to the January 31, 2023:



On February 22, 2023, the Company issued 100,000 common shares with a fair value of \$0.06 per common share in relation to the first Double T Property option agreement (see accompanying financial statements notes 4 and 10).

1.3 Selected Annual Information

N/A

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The Company is in the exploration stage and has not generated any revenues to date.

General and Administrative Expenses

Three months ended January 31, 2023 and 2021

During the three months ended January 31, 2023 (the “current quarter”), the Company incurred a loss of \$36,405 compared to a loss of \$22,078 for the three months ended January 31, 2022 (the “comparative quarter”). Significant changes between the Current Period and the Comparative Period are as follows:

- Management fees increased by \$21,000 (Comparative Period: \$Nil) due to increased cost of management during current period. Management did not invoice during previous period.
- Professional fees decreased by \$9,961 to \$6,000 (Comparative Period: \$23,364) due to costs associated with the preparation of a non-offering prospectus in the previous period.
- Transfer and listing fees increased by \$2,581 (Comparative Period: \$Nil) due to costs associated with being listed on the CSE.

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

1.5 Summary of Quarterly Results

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

Three months ended	Total Revenues	Net Loss	Loss Per Share (basic and diluted)
January 31, 2023	\$Nil	\$36,405	\$0.00
October 31, 2022	\$Nil	\$225,123	\$0.02
July 31, 2022	\$Nil	\$35,932	\$0.00
April 30, 2022	\$Nil	\$42,678	\$0.00
January 31, 2022	\$Nil	\$22,078	\$0.00
October 31, 2021	\$Nil	\$11,612	\$0.02
July 31, 2021	\$Nil	\$8,766	\$0.00
April 30, 2021	\$Nil	\$9,634	\$0.00



The Company commenced fundraising in 2020 and continued financing into 2021. During 2021 the Company optioned the Double T project in British Columbia, Canada. During the three months ended January 31, 2022 and the three months ended April 30, 2022, the Company prepared a preliminary non-offering prospectus. During the three months ended July 31, 2022, the Company completed its listing on the CSE and began exploration at the Double T project in British Columbia, Canada. During the three months ended October 31, 2022, the Company impaired the Double T Property and recognized the recovery of the flow-through share premium as expenditures were incurred.

1.6 Liquidity

As the Company has no revenue generating projects at this time, the ability of the Company to carry out its business plan rests with its ability to secure equity and other financings. At January 31, 2023, the Company's working capital was \$130,504 compared to a working capital of \$166,874 on October 31, 2022.

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

1.7 Capital Resources

At January 31, 2023, the capital of the Company consisted of cash in the bank and GST recoverable totaling \$209,328. At January 31, 2023, the Company had \$68,324 of accounts payable and accrued liabilities and \$10,800 in flow-through share premium liability. The Company will have to generate additional cash from equity and/or debt to continue operations.

1.8 Off Balance Sheet Arrangements

At January 31, 2023, there were no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

During the three months ended January 31, 2023, the Company paid \$21,000 (2022 - \$Nil) in management fees to the officers and directors of the Company.

At January 31, 2023, there was a balance of \$15,276 (October 31, 2022 - \$8,673) payable to key management personnel included in accounts payable and accrued liabilities.

1.10 First Quarter

The Company continued to evaluate its mineral properties during the fourth quarter. Exploration is described in the mineral property section above.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

1.12 Critical Accounting Estimates

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



Reference should be made to Note 2 Significant Accounting Policies and Note 3 Significant Accounting Estimates and Judgments in the notes to the Company's audited financial statements for the years ended October 31, 2022 and 2021 for more information concerning the accounting principles used in the preparation of the Company's audited financial statements.

1.13 Changes in Accounting Policies

No new accounting policies were adopted during the three months ended January 31, 2023 or during the year ended October 31, 2022 other than those disclosed in the accompanying financial statements.

1.14 Financial Instruments and Risks

As at January 31, 2023, the Company's financial instruments consist of cash and accounts payable and accrued liabilities.

Fair Value

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

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

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

Financial Risks

The Company has analyzed the following risks:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution, or in a trust account with legal counsel.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Company's liabilities. The Company's accounts payable and accrued liabilities outstanding as at January 31, 2023 are due within one year.

Market Risk

Market risk is the that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk, and other price risk.

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 is not exposed to significant interest rate risk.



Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has limited transactions in other currencies and is not exposed to significant currency risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to other price risk with respect to commodity and equity prices. Equity price risk is the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

1.15 Other MD&A Requirements

Share Capital as at the date of this report:

	<i>Number Issued and outstanding as at January 31, 2023:</i>	<i>Number Issued and outstanding as at the date of this report:</i>
Common Shares	13,925,000	14,025,000
Special Warrants	-	-
Stock Options	-	-
Fully Diluted	13,925,000	14,025,000

Controls and Procedures

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

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

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

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



Forward-Looking Statements

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

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

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