Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended August 31, 2022

Background

This management discussion and analysis ("**MD&A**") of the financial position of Troy Minerals Inc. ("**Troy**", the "**Company**" and "**us**," "**our**" or "**we**") and results of its operations for the three months ended August 31, 2022 is prepared as at October 31, 2022. This MD&A should be read in conjunction with the audited financial statements for the year ended May 31, 2022 and the related notes thereto. These financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). All currency amounts are expressed in Canadian dollars, unless otherwise noted.

Forward-Looking Information

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such forward-looking statements concern the Company's anticipated results and developments in the Company's operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements also relate to the ability of the Company to obtain all government approvals, permits and third party consents in connection with the Company's exploration and development activities; the Company's ongoing drilling program; the Company's future exploration and capital costs, including the costs and potential impact of complying with existing and proposed environmental laws and regulations; general business and economic conditions; analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward looking statements. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Such statements reflect our management's current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and known or unknown risks and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements.

Company Overview

Troy Minerals Inc. (the “Company”) was incorporated under the name, 1166469 BC Ltd., and under the Business Corporations Act (British Columbia), on May 31, 2018 and changed its name to Troy Minerals Inc. on April 20, 2022. The registered and records office of the Company is located at 1200 – 750 West Pender Street, Vancouver, Canada V6C 2T8. On September 2, 2022, the Company began trading on the Canadian Securities Exchange (“CSE”) under the symbol TROY.

The Company is in the business of exploration of mineral properties. The Company has obtained an option to acquire up to a 75% right, title, and interest in and to a mineral property located near Prince George, British Columbia, Canada, referred to as the Green Gold Property.

Subsequent to the period ended August 31, 2022, on September 27, 2022, the Company entered into a property purchase agreement with Rockbridge Resources Inc. to purchase the “Ticktock Property” in BC from Rockbridge Resources Inc. in exchange for a cash payment of $120,000 and 2,500,000 common shares of the Company. The 1065-hectare Ticktock Property is located within the Golden Triangle region of British Columbia, Canada. Rockbridge Resources Inc. is a company controlled by Rana Vig, the President of the Company.

The Company’s objective is to explore, and if warranted, develop the Green Gold Property and the Ticktock Property. It is the intention of the Company to remain in the mineral exploration business. The Company will evaluate opportunities to acquire interests in additional exploration stage mineral properties.

The Company is dependent on raising funds through the issuance of shares and/or attracting joint venture partners in order to undertake further exploration to potentially identify mineral resources and resources requiring development of its mineral properties. Management believes that financing is available for early stage exploration and may be sourced in time to allow the Company to continue its current planned activities in the normal course.

The Company had cash of $536,900 as at August 31, 2022, but management cannot provide any assurance that the Company will ultimately achieve profitable operations, become cash flow positive or raise additional equity and/or debt capital. If the Company is unable to raise additional capital in the future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company is dependent on raising capital through share issuances.

<u>COVID-19</u>

The recent outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company’s business activities. The extent to which the coronavirus may impact the Company’s business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

Overall Performance

The key factors pertaining to the Company's overall performance for the three months ended August 31, 2022 are as follows:

The Company had working capital of $485,114 as at August 31, 2022 (May 3, 2022 – $592,796). The reason for this decrease in working capital is primarily due to the cash spent on initiation filing fees and professional fees in connection with listing on the CSE, and repayments of accounts payable. The Company intends to use its working capital to meet its obligations under the Green Gold option agreement which include minimum annual exploration expenditures. Refer to "Green Gold Property" section below for more details.

The Company had a comprehensive loss of $107,682 for the three months ended August 31, 2022 (2021 - $30,318) which primarily consisted of professional fees and consulting fees.

The Company has negative cash flow from operations and its level of operations has been determined by the availability of capital resources. Cash used in operating activities for the three months ended August 31, 2022 was $75,592 as compared to cash used in operating activities of $318 during the three months ended August 31, 2021, and there was no change in cash from investing or financing activities.

The Green Gold Property

On April 25, 2022, the Company entered into an option agreement with 0902744 B.C. Ltd. (the "Optionor"), to acquire a 75% beneficial interest, subject to a 2% net smelter return ("NSR") royalty, in twelve mineral claims located near Prince George, British Columbia that comprise the Green Gold Project ("the Property"). The Company may reduce the NSR royalty to 1% by making a $1,500,000 payment to the Optionor at any time (the "1% NSR Repurchase"). The remaining NSR royalty may be purchased from the Optionor for $5,000,000.

To exercise the option the Company must complete the following commitments:

a) Incur a minimum of $150,000 in exploration expenditures by December 31, 2022;

b) Pay the Optionor $50,000 either in cash or by the issuance of common shares of the Company, and incur an additional $300,000 in exploration expenditures by December 31, 2023;

c) Pay $50,000 by cash or by the issuance of common shares of the Company, and incur an additional $550,000 in exploration expenditures by December 31, 2024;

d) Pay $100,000 by cash or by the issuance of common shares of the Company, and incur an additional $1,000,000 in exploration expenditures by December 31, 2025;

e) Pay $100,000 by cash or by the issuance of common shares of the Company, and incur an additional $1,000,000 in exploration expenditures by December 31, 2026; and

f) Pay $200,000 by cash or by the issuance of common shares of the Company, and incur an additional minimum $2,000,000 in exploration expenditures by December 31, 2027.

If expenditure requirements are not met, the balance must be paid in cash to the Optionor within 30 days of the end of the applicable period.

Upon the exercise of the option, the Company is required to pay an advance minimum royalty (the "AMR") of $100,000 per year from 2029 to 2033. The AMR will increase to $300,000 per year from 2034 and onward. If the 1% NSR Repurchase has been made, AMR payments are reduced by 50%.

The Company may acquire the remaining 25% beneficial interest in the Property, by paying $1,200,000 in cash or the equivalent of $1,200,000 in common shares of the Company. This payment increases by $100,000 every 12 months, in the event that the option is not exercised by April 11, 2027, for a maximum amount payable of $5,000,000.

In conjunction with the option agreement, the Company agreed to issue 2,000,000 common shares as finders fees. The shares were issued on July 20, 2022.

Gregory Z. Mosher, P.Geo. prepared an NI 43-101 technical report for the Company entitled "NI 43-101 Technical Report Green Gold Property, British Columbia" dated June 24, 2022 (the "Technical Report"). Mr. Mosher is a "Qualified Person" for the purposes of NI 43-101. The following information with respect to the Property is derived from the Technical Report. The full text of the Technical Report will be available online on the Company's SEDAR profile at www.sedar.com.

The Property is an exploration stage property that consists of 12 mineral claims with an aggregate area of 7,587 hectares near Prince George in central British Columbia in the Cariboo Mining Division. The Property is prospective for gold exploration and a drill program is recommended to test distribution of gold in anomalies identified immediately above the bedrock in order to locate the bedrock source of gold mineralization and better defining gold mineralized areas on the Property.

Management estimates that the Company will require $150,000 to pay for the Phase One Exploration Program recommended by the author of the Technical Report, which budget represents approximately 20 days of winkie drilling on the Property.

Phase One Exploration Program Expenditures

Item	**Unit**	**Rate**	**Number of Units**	**Total ($)**
Drill rental	Days	$6,000	20	$120,000
Drill crew, sampling, shipping, and analyzing samples	Days	$1,500	20	$30,000
Total				**$150,000**

On October 17, 2022, the Company provided an update at www.sedar.com on the Company's 2022 Phase One program which included 466 soil samples and 120 meters of winkie drilling. The soils collected were in zones adjacent to areas that have previously been sampled in the past and offered potential for extending existing soil anomalies. As the Company has a five-year Multi Year Area Based (MYAB) permit in place with drill targets defined based on airborne and ground-based conductors, Mag anomalies and coincident soil anomalies, the 2022 work program is focused on gathering more information to prioritize diamond drill targets for the 2023 exploration season. The scientific and technical disclosure in the update was approved by William Cronk, P. Geo, a Qualified Person as defined in NI 43-101.

Critical Accounting Estimates and Policies

The significant accounting policies and the critical accounting estimates are described in Note 3 of the audited financial statements for the years ended May 31, 2022 and 2021.

The condensed interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars which is the functional currency of the Company. All amounts are rounded to the nearest dollar. The condensed interim financial statements of the Company have been prepared on an accrual basis, except for cash flow information.

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Future accounting standards issued but not yet in effect

There are no IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company's financial statements.

Share Capital

Authorized share capital of the Company consists of an unlimited number of common shares with no par value.

On October 12, 2022, the Company completed a forward split of its shares on the basis of 2.5 new shares for each one share outstanding (the "Forward Split"). Except where otherwise indicated, all historical share numbers and per share amounts have been adjusted on a retroactive basis to reflect the Forward Split.

33,267,750 common shares were issued and outstanding as at August 31, 2022.

Share Issuances

For the three months ended August 31, 2022

On July 20, 2022, the Company issued 2,000,000 common shares with a fair value of $16,000 to a director as a finder's fee for the acquisition of the Green Gold property.

On August 31, 2022, the Company issued 24,392,500 common shares for the deemed exercise of 24,392,500 special warrants upon obtaining a receipt for a final prospectus qualifying the distribution of the shares. Upon exercise, $730,200 was reallocated from reserves to share capital.

For the three months ended August 31, 2021

No common shares were issued during the period.

Results of Operations for the three months ended August 31, 2022

Expenses and net loss for the three months ended August 31, 2022 was $107,682.

Summary of Quarterly Results

The following table provides selected quarterly financial data:

	31-Aug-20 ($)	**31-May-22 ($)**	**28-Feb-22 ($)**	**30-Nov-21 ($)**	**31-Aug-21 ($)**	**31-May-21 ($)**	**28-Feb-21 ($)**	**30-Nov-20 ($)**
Total assets	569,900	642,054	820,931	970,946	970,961	971,279	424,974	-
Non-current financial liabilities	-	-	-	-	-	-	-	-
Revenues	-	-	-	-	-	-	-	-
Net loss for the period	(107,682)	(33,506)	(30,234)	(30,015)	(30,318)	(35,504)	(20,027)	-
Loss per share – basic and diluted	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)	(0.03)	(0.00)
Weighted average shares outstanding	7,788,293	6,875,250	6,875,250	5,952,305	4,238,263	2,505,388	772,510	250

Results of Operations

For the three months ended August 31, 2022

The loss and comprehensive loss for the three months ended August 31, 2022 was $107,682 compared to $30,318 for the three months ended August 31, 2021.

Professional fees for the three months ended August 31, 2022 was $77,551 compared to $nil for the three months ended August 31, 2021. The increase primarily relates to legal fees incurred for the prospectus filing and other corporate filings, the acquisition of Green Gold, and accounting fees for the current period.

Management fees for the three months ended August 31, 2022 was $15,000 compared to $30,000 for the three months ended August 31, 2021. The decrease was due to a decrease in monthly management fees billed by the President to $5,000 per month in the current period.

Transfer agent and regulatory fees for the three months ended August 31, 2022 was $15,000 compared to $300 for the three months ended August 31, 2021. The increase is due to costs for initiation of trading on the CSE.

Liquidity and Capital Resources

The Company manages its capital structure and makes adjustments to it to effectively support the acquisition of mineral exploration properties.

The Company is dependent on external financing to fund its activities. In order to carry out the planned development and acquisitions and pay for general administrative costs, the Company will be using its existing working capital and will raise additional amounts as needed. The Company will continue to acquire and explore mineral exploration properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended August 31, 2022. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products.

Cash Flows

Historically and prospectively, primary sources of liquidity and capital resources have been and will continue to be proceeds from the issuance of common shares. Based on the current level of operations and expected operations over the next 12 months, management believes that cash generated from cash on hand and anticipated future capital raises will be adequate to meet anticipated liquidity requirements, capital expenditures and working capital needs for the next 12 months. Future operating performance will be subject to future economic conditions and to financial, business and other factors, many of which are beyond management's control. See "Financial Instruments and Risk Management" of this MD&A for a discussion of the risks related to liquidity and capital structure.

As at August 31, 2022, the Company had cash of $536,900 and primarily consisted of cash raised from the issuance of shares and special warrants.

Net cash used in operating activities for the three months ended August 31, 2022 was $75,592. The

Company generated a net loss and negative cash flows from operating activities due to being an early stage company without active operations during the year. During the three months ended August 31, 2022, the Company incurred $107,682 of operating expenses.

There was no change in cash from investing or financing activities.

Other Factors Affecting Liquidity

The Company may also raise additional equity or enter into arrangements to secure necessary financing to fund the exploration of mineral projects, to meet obligations, or for the general corporate purposes of the Company. Such arrangements may take the form of loans, strategic agreements, joint ventures or other agreements. The sale of additional equity could result in additional dilution to the Company's existing stockholders, and financing arrangements may not be available to us, or may not be available in sufficient amounts or on acceptable terms.

From time to time, the Company may pursue various strategic business opportunities. These opportunities may include proposed development and/or management of, investment in or ownership of additional businesses through direct investments, acquisitions, joint venture arrangements and other transactions. Management is not currently exploring such opportunities, and no assurance can be provided that successful opportunities will be identified or that, if such opportunities are identified and pursued, any of them will be consummated.

Financial Instruments and Risk Management

Categories of financial instruments

	August 31, 2022	**May 31, 2022**
	$	**$**
FINANCIAL ASSETS		
FVTPL, at fair value		
Cash	536,900	612,492
Total financial assets	**536,900**	612,492
FINANCIAL LIABILITIES		
Other liabilities, at amortized cost		
Accounts payable	25,120	5,875
Accrued liabilities	30,866	14,583
Total financial liabilities	**55,986**	20,458

The Company's financial assets consist of cash in bank and its financial liabilities consist of accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

Financial instrument classification

IFRS 13 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on 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. directly from prices); and
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at fair value using Level 1. Fair value of accounts payable and accrued liabilities approximate their carrying amounts due to their short-term maturity.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is remote.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it has sufficient working capital to meet liabilities when due. As at August 31, 2022, the Company has cash of $536,900 (May 31 ,2022 – $612,492) to settle current liabilities of $55,986 (May 31, 2022 – $20,458). All of the Company's financial liabilities have contractual maturities of 30 days and are subject to normal trade terms.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of following individuals:

Rana Vig, President and Director
Alex McAulay Chief Financial Officer, appointed July 15, 2022
Gurdeep Bains, Director, appointed July 15, 2022
Bill Cronk, Director, appointed July 15, 2022

During the three months ended August 31, 2022, the Company incurred management fees of $15,000 (2021 - $30,000) to R2A2 Holdings Inc., a company controlled by the President. The compensation is for work performed in connection with sourcing and negotiating potential business opportunities for the Company and for general oversight of the business. There are no ongoing commitments resulting from the transaction. As at August 31, 2022, accounts payable and accrued liabilities included $10,000 (May 31, 2022 - $10,000) payable to R2A2 Holdings Inc.

During the three months ended August 31, 2022, the Company incurred professional fees of $11,149 (2021 - $Nil) to Treewalk, a company controlled by the CFO. The compensation is for accounting and financial reporting work. There are no ongoing commitments resulting from the transaction. As at August 31, 2022, accounts payable and accrued liabilities included $5,025 (May 31, 2022 - $Nil) payable to Treewalk.

On July 20, 2022, the Company issued 2,000,000 common shares to Bill Cronk for a finders' fee in conjunction with the Green Gold Property option agreement.

All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayments.

Additional Disclosure for Venture Issuers Without Significant Revenue

The following is the breakdown of the Company's operating expenses for the three months ended August 31, 2022 and 2021:

For the three months ended	August 31, 2022 $	August 31, 2021 $
Operating expenses		
Management fees	**15,000**	30,000
Interest and bank charges	**131**	18
Professional fees	**77,551**	-
Transfer agent and regulatory fees	**15,000**	300
Net loss and comprehensive loss	**107,682**	30,318

During the three months ended August 31, 2022, the Company incurred $nil exploration and evaluation expenditures.

The Company does not anticipate paying dividends at this time.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at the date of this MD&A and as at August 31, 2022.

Proposed Transactions

The Company does not have any proposed transactions.

Disclosure of Outstanding Share Data

As of the date of this MD&A, there are:

- 35,767,750 outstanding common shares.

Subsequent Events

On September 27, 2022, the Company entered into a property purchase agreement with Rockbridge Resources Inc. to purchase the "Ticktock Property" in BC from Rockbridge Resources Inc. in exchange for a cash payment of $120,000 and 2,500,000 common shares of the Company. The 1065-hectare Ticktock Property is located within the Golden Triangle region of British Columbia, Canada. Rockbridge Resources Inc. is a company controlled by Rana Vig, the President of the Company.