STARLO VENTURES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2023

1) Introduction

This Management Discussion and Analysis ("MD&A") of Starlo Ventures Ltd ("Starlo" or the "Company") has been prepared by management as of August 29, 2023 and should be read in conjunction with the Company's condensed consolidated interim financial statements for the three and six months ended June 30, 2023 and related notes thereto (the "Financial Statements"). Unless otherwise specified, all financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar amounts herein are expressed in Canadian dollars (the presentation and functional currency of the Company's financial statements).

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described under "Other risks and uncertainties" and "Forward Looking Statements" towards the end of this MD&A.

2) Corporate profile and overall performance

Starlo was incorporated under the British Columbia *Business Corporations Act* on November 26, 2021. The head office, principal address and registered office of the Company are located at Suite 1400, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6.

Starlo is an exploration-stage mining company with a focus on precious metals. The Company is listed on the Canadian Securities Exchange under the ticker symbol "SLO". Currently, the Company has one exploration asset, the Mt. Richards Property (the "Property"), owned through its wholly-owned subsidiary, located in British Columbia, Canada. The Mt. Richards Property consists of 19 contiguous digitally registered mineral tenures totaling approximately 2,721.1 hectares.

Given Starlo's stage of development as a resource company, the Company is developing as expected and as is typical in this sector. In line with other junior resource companies, Starlo was not profitable in the most recently completed financial quarter and incurred a loss of $43,165. The Company is expected to incur operating losses for the foreseeable future while it explores and evaluates possible projects. The Company will continue to require funds for exploration work on the Property, as well as to meet its ongoing day-to-day operating requirements and will have to continue to rely on equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any other commitments for material capital expenditures over either the near or long term and none are presently contemplated other than as disclosed above and/or over normal operating requirements. The Company does not foresee any known trends, demands, commitments, events or uncertainties that are reasonably likely to have a material effect on the Company, except for commodity prices.

A summary of its financial condition:

- For the three and six months ended June 30, 2023 Starlo incurred a loss of $43,165 and $131,467 respectively (2022 -$61,712 and $65,764)

- Starlo had a working capital surplus of $127,812 at June 30, 2023 compared to a surplus of $254,279 at December 31, 2022.

- Cash was $116,553 at June 30, 2023 compared to $322,742 at December 31, 2022. Starlo's sources and uses of cash are discussed under "Cash Flows" below.

- Other receivables of $14,496 (December 31, 2022 - $6,116) consisted largely of government taxes receivable.

- Exploration and evaluation assets of $2,451 at June 30, 2023 (2022 - $2,451) consisted of acquisition costs on the Property, which are discussed under "Results of operations" below.

- Accounts payable and accrued liabilities of $6,291 at June 30, 2023 (December 31, 2022 - $69,235) were unsecured amounts. Included in accounts payable and accrued liabilities at June 30, 2023 was $3,150 (December 31, 2022 - $7,875) owing to related parties, which are non-interest bearing, payable on demand and discussed in "Transactions with related parties" below.

Because the Company is in the exploration stage, it did not earn any significant revenue and its expenses relate to the costs of operating a private company of its size. The Company's expenses are further elaborated in "Results of operations" below.

3) Selected financial information and quarterly results

The following table is a summary of the Company's financial data for the last two completed years:

In Canadian dollars	**Year ended December 31, 2022**	**For the period from incorporation on November 26, 2021 to December 31, 2021**
Revenue	-	-
Loss from operations	232,795	-
Net Loss	220,439	-
Total assets	331,309	1
Total non-current liabilities	-	-
The presentation currency of the Company has ben the Canadian dollar in every year presented and financial statements have been prepared in accordance with IFRS		

The following table is a summary of the Company's financial results and position for the 7 most recently completed quarters.

	Three months ended						
In Canadian dollars unless otherwise stated	30-Jun-23	31-Mar-23	31-Dec-22	30-Sep-22	30-Jun-22	31-Mar-22	*31-Dec-21
Net loss and comprehensive loss	43,165	88,302	143,988	10,687	61,712	4,052	-
Basic loss per share	0.00	0.01	0.01	0.00	0.01	4,052.00	0.00
Diluted loss per share	0.00	0.01	0.01	0.00	0.01	4,052.00	0.00
Weighted average shares (basic and diluted)	14,147,000	14,060,333	9,326,808	13,160,000	10,936,044	1	1
Total assets	136,650	273,149	331,309	339,140	379,610	230,195	1
Long-term liabilities	-	-	-	-	-	-	-
**This period is the 36 days from Incorporation until Dec 31, 2021*							

On April 4, the Company closed the 2022 Private Placement for proceeds of $238,500 ($230,000 of this was received in March) which increased the Company's total assets in the quarter ended March 31, 2022. The Company closed NFT Private Placement and FT Private Placement in May for $181,000, again increasing the total assets for the following quarter ended June 30, 2022. The Company has incurred some general and administrative expenses during the periods shown as well as beginning exploration of the Mt. Richard property in Q1 2022, resulting in a loss in each period and a commensurate reduction in the total assets of the Company. The loss per share was significant in Q1 2022 as only the founding share had been issued. The assets decreased significantly in Q2 2023 as a result of expenses relating to the Company's listing on the exchange, much of these expenses were incurred in Q1 and existed as liabilities coming into Q2.

4) Results of operations

Three months ended June 30, 2023 compared to the three months ended June 30, 2022

As at June 30, 2023, the Company is an exploration mining company and has no sources of revenue, accordingly, the Company has not recorded any revenues, and depends upon share issuances to fund its expenses.

The Company incurred a net loss of $43,165 in the three months ended June 30, 2023 as compared to $61,712 in the same period in the prior year. The table below details changes in the expenditures for the three months ended June 30, 2023 as compared to the three months ended June 30, 2022.

Expense/Other income or loss	Increase/Decrease from prior year	Explanation for the change
Exploration expenses	Decrease of $24,531	The decrease in the expense is a result of less aggressive exploration on the Company's Mt. Richard project.
General and administrative	Increase of $8,466	The increase in the expense is a result of listing fees, admin fees and further expenses relating to the course of business. As the Company was for the majority inactive in the prior quarter there was no such expenses.
Management fees	No change	Consistent in both periods
Professional fees	Increase of $2,444	The increase in the expense is a result of legal and consulting expenses of a listed Company, the Company was not listed in the prior quarter.
Flow-through share premium	Increase of $4,926	The flow-through share premium relates to a flow-through financing the Company completed on May 19, 2022 (see "5. Liquidity and capital resources"), there was no such expense in the prior quarter.

Cash flows

In the three months ended June 30, 2023, the Company's cash balance decreased by $137,322 (2022 – increase of $143,918). This decrease is as a result of: incurring $43,165 (2022 – $61,712) in cash operating expenses and an outflow of $94,157 (2022 – inflow of $18,581) relating to timing differences with respect to non-cash working capital.

Six months ended June 30, 2023 compared to the six months ended June 30, 2022

As at June 30, 2023, the Company is an exploration mining company and has no sources of revenue, accordingly, the Company has not recorded any revenues, and depends upon share issuances to fund its expenses.

The Company incurred a net loss of $131,467 in the six months ended June 30, 2023 as compared to $65,764 in the same period in the prior year. The table below details changes in the expenditures for the six months ended June 30, 2023 as compared to the six months ended June 30, 2022.

Expense/Other income or loss	Increase/Decrease from prior year	Explanation for the change
Exploration expenses	Decrease of $22,287	The decrease in the expense is a result of less aggressive exploration on the Company's Mt. Richard project.
General and administrative	Increase of $36,992	The increase in the expense is a result of listing fees, admin fees and further expenses relating to the course of business. As the Company was for the majority inactive in the prior period there was no such expenses.
Management fees	Increase of $9,000	The management fees relate to an agreement with Core Connections that began on April 1, 2022, (see "6. Transactions with related parties"), therefor there is no such expense in the first half of the prior period.
Professional fees	Increase of $47,245	The increase in the expense is a result of legal, accounting and consulting expenses relating to the listing of the Company on the CSE.
Flow-through share premium	Increase of $5,247	The flow-through share premium relates to a flow-through financing the Company completed on May 19, 2022 (see "5. Liquidity and capital resources"), there was no such expense in the prior quarter.

Cash flows

In the six months ended June 30, 2023, the Company's cash balance decreased by $206,189 (2022 – increase of $373,910). This decrease is as a result of: incurring $126,467 (2022 – $65,764) in cash operating expenses and an outflow of $79,722 (2022 – inflow of $22,625) relating to timing differences with respect to non-cash working capital.

5) Liquidity and capital resources

As at June 30, 2023, the Company had a cash balance of $116,553 (December 31, 2022 - $322,742) and a working capital surplus of $127,812 (December 31, 2022 – $254,279).

On March 20, 2023, the Company issued 100,000 common shares to C.J. Greig Holdings Ltd., in consideration of and upon the successful listing of the Company on the Exchange.

On December 20, 2022, the Company issued 75,000 common shares to C.J. Greig Holdings Ltd. in consideration of and upon the successful completion of a NI 43-101 compliant technical report.

On October 30, 2022 the Company issued 612,000 special warrants at $0.05 per special warrant. The Special Warrants converted into shares on a 1:1 basis on March 27, 2023 commensurate with the listing of the Company on the Exchange. In connection with the issuance, 200,000 compensation warrants were issued and $2,666 in financing costs were incurred. These have been capitalized as financing costs against the special warrants.

On May 19, 2022 the Company closed the NFT Private Placement issuing 1,620,000 units at $0.05 per unit (each unit consisting of one common share of the Company and one whole warrant) for proceeds of $81,000. Each whole warrant issued as part of the unit entitles the holder to purchase one common share of the Company at a price of $0.10 per share for a period of five years from the date of the financing. No costs were incurred in connection with this financing.

On May 19, 2022 the Company closed the FT Private Placement issuing 2,000,000 units at $0.05 per unit (each unit consisting of one flow-through share of the Company and one half warrant) for proceeds of $100,000. Each whole warrant issued as part of the unit entitles the holder to purchase one common share of the Company at a price of $0.10 per share for a period of five years from the date of the financing. No costs were incurred in connection with this financing.

On April 4, 2022 the Company closed the 2022 Private Placement issuing 9,540,000 shares at $0.025 per share, for proceeds of $238,500. No costs were incurred in connection with this financing.

6) Transactions with related parties

Related parties are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Related parties of the Company include the members of the Board of Directors, officers of the Company, close family members of these individuals, and any companies controlled by these individuals. Core Connections Ltd (“Core”) is considered a related party of the Company as it is controlled by the Chief Executive Officer and a director of the Company.

On April 1, 2022, the Company entered into an administrative services agreement with Core to pay for rent and other administrative services. During the three and six months ended June 30, 2023, the Company paid or accrued $9,000 and $18,000 respectively to Core under the agreement (2022 - $9,000 and $9,000), these expenses are included under management fees in the statement of loss and comprehensive loss. As at June 30, 2023 accounts payable and accrued liabilities includes $nil (December 31, 2022 - $nil) owing to Core.

During the three and six months ended June 30, 2023, the Company paid or accrued legal fees of $18,000 (2022 - $nil) to a director of the company, these expenses are included under professional fees in the statement of loss and comprehensive loss. As at June 30, 2023 accounts payable and accrued liabilities includes $nil (December 31, 2022 - $3,675) owing to a director for legal fees.

During the three and six months ended June 30, 2023, the Company paid or accrued CFO fees of $3,000 and $11,500 (2022 - $1,700 and $1,700) to a company controlled by a significant shareholder of the Company, these expenses are included in general and administrative expenses in the statement of loss and comprehensive loss. As at June 30, 2023 accounts payable and accrued liabilities includes $3,150 (December 31, 2022 - $4,200) owing for CFO services.

During the year ended December 31, 2022, officers, directors, and a Company controlled by an officer and director subscribed to 5,760,000 common shares of the Company for aggregate proceeds of $167,000.

During the year ended December 31, 2022, the Company granted 1,290,000 stock options to officers and directors of the Company with a fair value of $28,736.

During the year ended December 31, 2022, a significant shareholder of the Company subscribed to 5,200,000 common shares for proceeds of $145,000 and was granted 425,000 stock options with a fair value of $14,127.

Compensation of key management personnel:

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company considers its Board of Directors, as well as the CEO and CFO to be key management personnel.

During the three and six months ended June 30, 2023 and 2022 the Company's compensation cost for key management personnel was as follows:

	Three months ended June 30, 2023 $	Three months ended June 30, 2022 $	Six months ended June 30, 2023 $	Six months ended June 30, 2022 $
Management fees	9,000	9,000	18,000	9,000
Professional fees	3,000	1,700	29,500	1,700
Share based compensation	-	-	-	-
Total	12,000	10,700	47,500	10,700

7) Disclosure of data for outstanding common shares and stock options

Common Shares

As at the date of this report, the Company had 14,147,000 common shares outstanding.

Special Warrants

On October 30, 2022 the Company issued 612,000 special warrants at $0.05 per special warrant. The Special Warrants converted into shares on a 1:1 basis on March 27, 2023 commensurate with the listing of the Company on the Exchange. In connection with the issuance, 200,000 compensation warrants were issued and $2,666 in financing costs were incurred. These have been capitalized as financing costs against the special warrants.

Stock Options

The Company's stock option plan provides for the issuance of stock options to its officers, directors, employees and consultants. Stock options are non-transferable and the aggregate number of shares that may be reserved for issuance pursuant to stock options may not exceed 10% of the issued shares of the Company at the time of granting. The exercise price and vesting terms of stock options is determined by the Board of Directors of the Company at the time of grant.

On November 8, 2022, the Company issued 1,315,000 stock options with an exercise price of $0.10. All stock options issued vested upon grant and expire five years from the date of grant.

Warrants

Pursuant to the completion of the NFT Private Placement, on May 19, 2022, the Company issued 1,620,000 share purchase warrants at an exercise price of $0.10 per share for a period of five years from the date of closing the financing.

Pursuant to the completion of the FT Private Placement, on May 19, 2022, the Company issued 1,000,000 share purchase warrants at an exercise price of $0.10 per share for a period of five years from the date of issuance.

As of the date of this MD&A, the fully diluted share count of the Company is 18,082,000.

8) Off-balance sheet transactions

The Company did not have any off-balance sheet arrangements as at June 30, 2023, December 31, 2022 or as of the date of this MD&A.

9) Significant judgements and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Management believes the estimates and assumptions used in these financial statements are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The Company's significant accounting judgments and estimates have been applied in these financial statements:

Judgments

- The Company's ability to continue as a going concern involves critical judgement based on historical experience. Significant judgements are used in the Company's assessment of its ability to continue as a going concern.

- Management makes judgments related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

Estimates

- In calculating the fair value of the share-based compensation and warrants, management makes estimates related to the Company's share price volatility and expected life of the instruments. To the extent that these estimates are not correct, the value of these instruments within equity may differ.

- In calculating the fair value of the flow-through shares and warrants, management makes estimates related to the Company's share price volatility and expected life of the instruments. To the extent that these estimates are not correct, the value of these instruments within equity may differ.

- The assessment of indicators of impairment for the mineral properties and the related determination of the recoverable amount and write-down of the properties where applicable. To the extent that these estimates are not correct, the value of the mineral properties may differ.

10) Accounting pronouncements not yet adopted

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are not expected to have a significant impact on the Company's financial statements.

11) Financial Instruments

As at June 30, 2023, the Company's financial instruments consist of cash, accounts receivable and accounts payable. The Company classifies cash and receivables as financial assets held at amortized cost. The Company classifies accounts payable as financial liabilities, and these are held at amortized cost. The fair value of all of the Company's financial instruments approximates their carrying value.

The Company's financial instruments consists of cash which is considered to be Level 1 and, receivables and accounts payable which are considered to be Level 2 within the fair value hierarchy (as discussed below).

Level 1– fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and

Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during the six months ended June 30, 2023.

The risk exposure arising from these financial instruments is summarized as follows:

(a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's financial assets are cash. The Company holds it cash in a bank account with a highly rated Canadian financial institution, therefore minimizing the Company's credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company has sufficient funds as of June 30, 2023 to cover its liabilities. The Company's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings.

(c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings or financial instruments. The Company's activities have only been transacted in Canadian dollars since incorporation and until June 30, 2023; in addition, the Company carries no interest-bearing debt. As such, the Company has minimal market risks facing it at present.

12) Forward looking statements

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Readers are cautioned that these statements which describe the Company's plans, objectives, and budgets may differ materially from actual results and as such should not be unduly relied upon by investors. Forward-looking statements contained in this MD&A speak only as to the date of this MD&A, or such other date as may be specified herein, and are expressly qualified in their entirety by this cautionary statement.

13) Risks and Uncertainties

The Company has identified the following risks and uncertainties which are consistent with those risks and uncertainties identified in the Company's prospectus: limited operating history, negative cash flows from operations, substantial capital requirements, the speculative nature of mineral exploration, dilution, acquisitions of additional mineral properties, commercial ore deposits, permits and government regulations, environmental risks, reliance on key individuals, key person insurance, uninsurable risks, mineral titles, loss of interest in properties, aboriginal title, fluctuating mineral prices, competition, management, public health crises, financing risks, resale of common shares, price volatility of publicly traded securities, risks relating to the Common Shares, shortages of critical parts, conflicts of interest, principal shareholders, claims and legal proceedings, local resident concerns, tax issues and dividends.