MAJOR PRECIOUS METALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended September 30, 2021

Date of this report and forward-looking statements

This management's discussion and analysis ("MD&A") of Major Precious Metals Corp. (the "Company") has been prepared by management as of December 15, 2021 and should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended September 30, 2021, (the "Financial Statements")., which have been prepared and reported 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 "Major Precious Metals", we mean Major Precious 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 for the years ended September 30, 2021, 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 for 2022, 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 consolidated 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

Major Precious Metals Corp. (the "Company") was incorporated under the provisions of the *Business Corporations Act* (British Columbia) on June 5, 2006. On September 4, 2018 the Company's common shares began trading on the Canadian Securities Exchange (the "CSE") under its the symbol "EZNC". On June 17, 2020 the name was changed to Major Precious Metals Corp., and on June 22, 2020 the Company started trading on the Canadian Securities Exchange (the "CSE") under the name Major Precious Metals Corp., under the symbol "SIZE". The Company received approval and on September 29, 2021 the Company's common shares commenced trading on the Aequitas Neo Exchange under the symbol "SIZE". As a result, the Company ceased to be a "venture issuer", as that term is defined under National instrument 51-102.The Company is a junior exploration company focused on the exploration and development of the Skaergaard Project in eastern Greenland.

The Skaergaard Project contains one of the largest palladium and gold deposits outside the major PGM producing areas of Russia and South Africa. The Company is focused on accelerating the progress of the Skaergaard Project along the Mine Development Cycle and has recently initiated a further major work program of drilling and economic evaluation.

The Company has its administration office and registered records office at Suite 810 – 789 West Pender Street, Vancouver, BC, V6C 1H2, Canada.

As at September 30, 2021, the Company had no source of revenue, had a working capital deficiency of $8,950,535 (September 30, 2020 – $308,505) and an accumulated deficit of $40,353,134 (September 30, 2020- $13,977,157). The ability of the Company to continue as a going concern depends upon its ability to identify, evaluate and negotiate an acquisition of a viable project and to continue to raise adequate financing and attain future profitable operations. Management is continually targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business 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.

COMPANY HIGHLIGHTS

Financings:

During the year ended September 30, 2021, the Company issued 29,660,453 common shares pursuant to warrants exercised at prices ranging from $0.073 to $0.50 per share for proceeds of $4,016,350.

During the year ended September 30, 2021, the Company issued 3,434,890 common shares pursuant to options exercised at prices ranging from $0.05 to $0.155 per share for proceeds of $607,900.

On October 28, 2021, the Company announced that it has entered into a definitive convertible security funding agreement with L1 Capital Global Opportunities Master Fund, a Cayman based investment fund, part of the L1 Capital Group. The funding will come in the form of up to CAD $6 million face-value convertible debentures. The Company will receive net proceeds of up to CAD $5.4 million from the convertible debenture issuance, less applicable closing costs.

COMPANY HIGHLIGHTS (continued)

Financings: (continued)

Under the terms of the agreement, an initial CAD $3.15 million has been funded as a first tranche pursuant to the issuance of an initial convertible debenture with a face value of CAD $3.5 million. The agreement also contemplates the issuance of a second tranche convertible debenture, subject to conditions set forth in the agreement, for gross proceeds to the Company of up to CAD $2.25 million with a face value of CAD $2.5 million, to be completed on the date that is one hundred and eighty days after the closing of the first tranche. There can be no assurances that the second tranche will be completed as indicated, or at all.

On July 21, 2021 the Company announced that it has closed a non-brokered private placement of 4,135,715 units of the Company at a price of $0.35 per unit for gross proceeds of $1,447,500. Each unit consists of one common share of the Company and one-half of one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share for a period of two years from closing at a price of $0.70 per common share.

On July 6, 2021 the Company announced that it has closed a non-brokered private placement of 24,285,715 units of the Company at a price of $0.35 per unit for gross proceeds of $8,500,000. Each unit consists of one common share of the Company and one-half of one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share for a period of two years from closing at a price of $0.70 per common share. $317,550 of the proceeds received were used to repay loan payable.

On June 14, 2021 the Company announced that it is offering subscribers a non-brokered Private Placement through the issuance of 28,600,000 units of the Company at a price of $0.35 per unit for gross proceeds of $10,000,000. Each unit consists of one common share of the Company and one half of one transferable common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one additional common share for a period of 2 years from the applicable closing date at a price of $0.70 per common share, subject to an acceleration provision should the Company's common shares trade above $1.20 for a period of 10 trading days.

On February 1, 2021, the Company announced the close of a non-brokered private placement of 1,900,000 units of the Company at a price of $0.25 per unit for gross proceeds of $475,000. Each unit consists of one common share of the Company and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share for a period of two years from closing at a price of $0.50 per common share. In connection with the private placement, a finder's fee of 91,000 common shares was issued to an arm's-length finder.

On December 31, 2020, the Company announced the close of the second tranche of the non-brokered private placement. Pursuant to the Second Tranche, the Company issued of 2,250,000 Units at a price of $0.25 per Unit for gross proceeds of $562,500. Each Unit consists of one common share of the Company (a "Common Share") and one transferable Common Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Common Share for a period of two years from closing at a price of $0.50 per Common Share. The securities issued pursuant to the Offering are subject to a four month hold period. A finder's fee consisting of $9,000 cash and 36,000 finder's warrants was paid to Canaccord Genuity Corp. in connection with the Second Tranche.

On December 23, 2020 the Company announced that it has completed the first tranche of a non-brokered private placement (the "First Tranche") through the issuance of 6,200,000 units (the "Units") of the Company at a price of $0.25 per Unit for gross proceeds of $1,550,000 (the "Offering"). Each Unit consists of one (1) common share of the Company (a "Common Share") and one (1) transferable common share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one (1) additional Common Share for a period of 2 years from closing at a price of $0.50 per Common Share.

Skaergaard Project:

October 28, 2021, the Company announced that it has recently completed its Phase 1 diamond drilling program on its Skaergaard Project in eastern Greenland, which contains one of the world's largest palladium and gold deposits outside the major palladium, gold mining “PGM” producing areas of Russia and South Africa. The Company is focused on creating shareholder value by accelerating the progress of the Skaergaard Project along the mine development cycle.

On July 7, 2021 the Company provided shareholders and interested stakeholders in a townhall meeting with an update on the Skaergaard Project in Greenland, the Company’s flagship project and one of the largest palladium and gold deposits outside the major PGM producing areas of Russia and South Africa. Mr. Williams also discussed the recent financing announced on June 14, 2021. The presentation was followed by a question-and-answer session where attendees were able to ask any questions they may have of management

On May 25, 2021 the Company published a technical report on the Skaergaard project, southeastern Greenland – Report for NI 43-101 See www.sedar.com

On May 12, 2021 the Company announced that it had signed contracts with Air Greenland for helicopter charter services and Xploration Services Greenland A/S (“XS”) for field administration and logistics services for its upcoming diamond drilling program on the Skaergaard Project. The Company also hired several geologists and field support staff for this summer’s drilling program and was working on planning and logistics. Air Greenland will be providing Major Precious Metals with two helicopters each with one pilot, and one licensed mechanic will perform maintenance and repairs on both helicopters. The helicopter charter is expected to commence in early July and the crew will be stationed on the Company’s charter ship along with the geology, field, and drilling crews. Xploration Services (XS) is a Nuuk-based service provider for the Greenland exploration and mining industry that provides turn-key solutions related to logistical planning, shipping and administration services, permitting and work visas, tax and payroll, importing field equipment, developing health & safety and emergency procedures, and field and camp management. XS will work closely with Jim Sparling, the Company’s Skaergaard Project Manager to liaise with the Greenland government and Mineral Licensing and Safety Authority (MLSA), and take care of prefield season planning, camp setup, mobilization and demobilization, and post-field season reporting, including all logistics and related issues in connection with the 2021 Skaergaard exploration and drilling program.

On April 30, 2021 the Company announced recent developments in Greenland with regards to exploration and mining activities and their potential impact on the Skaergaard Project. The Company is in the process of planning a large diamond drilling program on its Skaergaard Project starting in late June to early July. Recent election results in Greenland have resulted in a new coalition government that remains very supportive of exploration and mining development in the country. This has been evident with the recent conditional approval and full support of the Company’s exploration and drilling plans for Skaergaard by the Greenland Mineral Licensing and Safety Authority (“MLSA”). The Company has been working directly with the MLSA regarding its upcoming drilling plans and the feedback has been very positive with final approvals expected once the final drilling plans and associated documentation have been approved by MLSA staff.

On April 24, 2021 the Company provided an update on its exploration and drilling plans for this summer on the Skaergaard Project (“Skaergaard”) in eastern Greenland. The Company has already reserved a converted icebreaker to be retrofitted to include a helipad, to provide accommodations for field crews, as opposed to building a temporary field camp at the Sødalen airstrip (MEL 2012-25), located 15 km east of the Skaergaard deposit. Using a passenger ship for accommodations is environmentally friendly and will significantly reduce or eliminate wildlife disturbances, thereby improving the health and safety of field and drilling staff, and helicopter crews. In addition, using a passenger ship anchored so close to the drill sites will result in significantly less helicopter transit times and increased cost savings. The Company is also in the final stages of selecting a drilling company for the diamond drilling program and is in the process of hiring core logging geologists and field technicians to support the drilling program. The Company plans to complete 10,000 metres of diamond drilling on its Skaergaard mineral exploration license (MEL 2007-01) using four heli-supported drilling rigs, with mobilization planned between the end of June and early July. The Company also plans to complete reconnaissance field mapping of its new exploration license granted in January (MEL 2021-10) as part of its summer 2021 exploration plans, and to

COMPANY HIGHLIGHTS (CONTINUED)

Skaergaard Project (continued):

examine whether this new license area could be used as potential sites for future infrastructure as part of the upcoming Preliminary Economic Assessment (PEA) for the Skaergaard Project.

On April 06, 2021 the Company has been advised that Platina Resources Ltd., the Vendor of the Skaergaard Project, has sold a total of 6,000,000 common shares through the facilities of the TSX Venture Exchange. This reduces Platina's holdings of the Company's shares from 55,000,000 down to 49,000,000 shares being approximately 24.61% of the issued and outstanding common shares of the Company.

Corporate Highlights

The Company reported that on September 29, 2021, the Corporation's common shares commenced trading on the Aequitas Neo Exchange under the symbol "SIZE", and ceased trading on the Canadian Securities Exchange. As a result, the Corporation ceased to be a "venture issuer", as that term is defined under National Instrument 51-102.

On September 2, 2021, the Company announced the appointment of James Henning to its board of directors effective September 1, 2021. Mr. Henning is a Chartered Accountant and the founder and president of Corpfinance Advisors Inc. since 1984. Mr. Henning has solid expertise and practical experience in valuating businesses in a broad range of industries. He has assisted companies in financing, public offerings and restructuring. Areas of expertise include retail cannabis, manufacturing, telecommunications, software, biomedical, oil and gas services, and renewable energy industries. Mr. Henning has served as a Chief Financial Officer and director for a number of TSX Venture Exchange and Canadian Securities Exchange-listed companies over the past several years.

On May 7, 2021, the Company announced the appointment of Anthony (Tony) J Williams as Chairman of the Company's Board of Directors, and CEO. Tony Williams is the founder and Chairman of the Dragon Group ("Dragon"), a privately owned group of companies with a variety of interests in international mining finance and project management. Since establishing Dragon in 1995, Mr. Williams has brought multiple precious metal, base metal and diamond development projects through financing, successful construction, and ultimately production. These projects span across many jurisdictions including Africa, Central and South America, the former Soviet Union and Eastern and Northern Europe. Prior to founding Dragon, Tony spent 10 years in investment banking where he co-founded and led the Natural Resources Group at Yorkton Securities. During this period Yorkton became a market leader in providing exploration and development financing to junior and mid-tier mining companies.

On May 7, 2021, the Company also announced to bring on Dr. Gustavo Delendatti as VP Exploration. Dr. Delendatti is a senior geologist with over 25 years of experience in the evaluation, exploration and development of mineral deposits in a range of mineralisation styles (epithermal, porphyry, volcanogenic massive sulphide, lithium pegmatite) in South America, North America and Australia.

Skaergaard Acquisition:

On November 27, 2020 the Company announce that it has completed the acquisition of a one-hundred-percent interest in the Skaergaard Project ("Skaergaard") located on the east coast of Greenland (the "Acquisition"). The Acquisition was completed pursuant to the terms of a definitive purchase agreement entered into with Platina Resources Ltd. (the "Vendor" or "Platina"). In consideration for the Acquisition, the Company was required to complete a one-time cash payment of $500,000 (the "Consideration Payment"), and issue 55,000,000 common shares (the "Consideration Shares"), to the Vendor and 3,850,000 shares to an independent finder. The Company previously deposited the Consideration Payment, and the Consideration Shares, in escrow pending receipt of

COMPANY HIGHLIGHTS (CONTINUED)

Skaergaard Acquisition (continued):

approval for the fundamental change from the Canadian Securities Exchange (the "Exchange") and the shareholders of the Company.

Such approval has now been received, and the Consideration Payment and the Consideration Shares have been released to the Vendor. In addition, the two mineral exploration licenses (MEL) that comprise the Skaergaard Project (MEL 2007/01 and 2012/25) have been transferred to Major Precious Metals. In connection with the Acquisition and following the release of the Consideration Shares from escrow, Platina has acquired ownership and control of 55,000,000 common shares of the Company representing approximately 31.1% of the issued and outstanding common shares of the Company. Prior to completion of the Acquisition, Platina did not hold any securities of the Company. Platina has acquired the common shares of the Company for investment purposes, and in consideration for the Acquisition. Platina may, from time to time, acquire or dispose of additional securities of the Company in the market, privately or otherwise. A copy of the early earning report filed by Platina in connection with the Acquisition is available under the profile for the Company on SEDAR.

On November 6, 2020 the Company announce that it has filed an application for a new Mineral Exploration License ("MEL") adjacent to the Skaergaard Project ("Skaergaard") with the Mineral License and Safety Authority ("MLSA") within the Greenland Ministry of Mineral Resources. The MEL application area (MLSA-292) is approximately 754 square kilometers (km2) in size and was filed under Skaergaard Mining A/S, the wholly-owned Greenland-based subsidiary of the Company. This new area will represent an approximate 7-fold increase in the Company's license position once the Skaergaard acquisition has been completed. The MEL application is located on the southeast coast of Greenland, on the eastern and western shore of the Kangerlussuaq Fjord, midway between the townships of Ittoqqortoormiit and Tasiilaq (500 km southwest) and immediately adjacent to MEL 2007/01 (107 km2) and MEL 2012/25 (16 km2) that comprise the Skaergaard Project.

Maritime Zinc Properties

During the year ended September 30, 2019, the Company acquired a diverse and promising portfolio of zinc exploration projects located in the Maritimes Canada as follows:

<u>New Brunswick</u> - The Bathurst Mining Project ("**BMP**" or "**New Brunswick Zinc**") consists of 1,211 mineral claim units covering approximately 30,000 hectares of prospective volcano-sedimentary stratigraphy and is situated in a historic mining district well known for its VMS deposits. The BMC Properties include VMS mineral occurrences discovered and drilled by former producers, including the Wedge copper mine, Tribag, Essex, and A'Hearn zones located along strike from the Wedge. The Satellite and Mowatt zones are adjacent to the former Heath Steele mines property. The BMC Properties include the LBM mineral trend where 13 drilling discoveries were made by previous operators in volcano-sedimentary rocks extending 5 km west and northwest from Trevali's Half Mile deposit. These known occurrences and associated geophysical responses represent drill-ready targets in a potential VMS environment. During the year ended September 30, 2020, the Company cancelled certain claims and recorded an impairment of $51,950 on the BMC properties.

Bulkley – Nechako Property - Grouse Mountain Property, British Columbia

The Company has an option to acquire an undivided 100% right, title and interest in and to the Grouse Mountain Property in British Columbia by making a one-time cash payment of $10,000 and incur an exploration commitment of $250,000 over two years with a minimum of $100,000 to be expended in year one.

International Cobalt retains a 2.5% NSR on the Property and the Company has the right to buy back 2.0% of the NSR for $1,000,000 and retains a right of first refusal on the remaining 0.5% NSR.

The Property consists of 7 contiguous mineral claims that cover an area of 1,763 hectares of land located within the Omineca Mining Division of British Columbia, and is located in the Bulkley-Nechako Regional District of British

COMPANY HIGHLIGHTS (CONTINUED)

Bulkley – Nechako Property - Grouse Mountain Property, British Columbia (continued)

Columbia approximately 19 kilometers to the NNW of the town of Houston, and 45 kilometers to the SSE of Smithers, British Columbia.

Since its original staking in 1984, several million dollars have been spent on the Property by exploration and mining companies including Cominco, Newmont and most recently Canarc Resource Corp. This exploration work includes several soil geochemical surveys and VLF-EM geophysical surveys, and diamond drilling between 1984-1990.

Upon successful exercise of the option by the Company, International Cobalt shall deliver to the Company recordable Bills of Sale or other applicable conveyancing documentation sufficient to effect transfer of a 100% interest in and to the Property to the Company. Until such transfer, Bard Ventures for International Cobalt will hold the Property subject to the terms of the Option Agreement.

During the year ended September 30, 2020 the Company decided to fully impair the Bulkley-Nechako project at $14,490.

Clear Lake Property, Yukon

During the year ended September 30, 2019, the Company entered into an Assignment, Assumption and Amending Agreement with John Bernard Kreft (the “Optionor”) in respect of the Clear Lake Property, whereby Generation Mining has assigned to the Company the exclusive right and option to acquire a 100% interest in and to 121 mineral claims located under the Yukon Quartz Mineral Act, located in the Whitehorse Mining Division (the “Property”).

The Property consists of 121 contiguous claims covering approximately 2,479 hectares; it is located 65 km east of Pelly Crossing, 90 km northeast of Carmacks and 225 km north of Whitehorse. A winter road links the Property to the all-weather North Klondike Highway at Pelly Crossing, approximately 65 km to the west.

Since the 1970’s, the Clear Lake Property has undergone extensive exploration work by several operators, which included diamond drilling. Clear Lake is a SEDEX massive sulphide deposit occurring in Devonian- to Mississippian-aged Earn Group shale. In 2008-2009 a previous operator carried out airborne VTEM and magnetic surveys followed by ground induced polarization and gravity surveys in three target areas.

On February 4, 2020, the Company announced the termination of the Clear Lake project and recorded an impairment of $1,420,000 for the quarter ended December 31, 2019. In terms of the option agreement, the Company had to pay a further cash amount of $50,000 and issue a further 5,010,000 shares. Paid, Issued and impaired with a fair value of $2,454,900. The Company also had to pay license fees of $12,100 and geology fees of $125.

QUALIFIED PERSON STATEMENT

All scientific and technical information contained in this MD&A was prepared and approved by Paul Ténière, P.Geo., President of the Company, who is a Qualified Person as defined in NI 43-101.

SELECTED ANNUAL INFORMATION FOR THE PAST THREE YEARS

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the Financial Statements. Financial Statements for all years presented are prepared in accordance with IFRS.

Fiscal years ended	**September 30, 2021 $**	September 30, 2020 $	September 30, 2019 $
Total revenue	**-**	-	-
Total current assets	**1,311,139**	942,485	178,483
Total assets	**11,660,842**	1,113,125	2,839,315
Total non-current liabilities	**-**	-	-
Total liabilities	**10,261,674**	633,980	495,846
Net loss for the year	**26,375,977**	7,156,637	5,268,016
Basic and diluted loss per share	**(0.13)**	(0.08)	(0.09)

For the year ended September 30, 2021, total assets increased to $11,660,842 mainly due to the acquisition of the Skaergaard project. The net loss for the year increased during the year ended September 30, 2021 mainly due to the increase in exploration and evaluation expenses, of which the bulk was spent on the Company's Skaergaard project in East Greenland.
Total assets in 2020 decreased as a result of $5,070,092 impairment on its exploration and evaluation assets. Net loss during the year ending September 30, 2020 increased from the previous years due to increased activity surrounding the Company's acquisition of its exploration assets and CSE listing.

Results of Operations

The Company recorded total expenses of $26,375,981 for the year ended September 30, 2021 compared to $2,086,554 for the corresponding period in 2020. These expenses include exploration expenses of $21,524,087 (2020 - $171,673) a non-cash stock-based compensation expense of $1,316,984 (2020 - $812,413). The Company also had an impairment write off of $5,070,092 on its mineral interest properties in the prior year. The Company recorded total expenses of $15,929,878 for the three months ended September 30, 2021 compared to $1,005,034 for the corresponding period in 2020. Some of the significant charges to operations are as follows:

- Exploration and evaluation expenses of $21,524,087 (2020 - $171,673) relates to the exploration on the Company's exploration and evaluation projects highlighted below. Most of the money was spent on the Skaergaard project. The overall increase in exploration expenditures is a result of more free cash flow available. The majority of the current expenses were spent ongoing evaluation at the Skaergaard property.
- Consulting fees of $1,430,790 (2020 - $404,609) relates to amounts paid to management and various external consultants to help the Company achieve its goals on all facets of the business. The increase by $1,026,181 relates to increased payments made to consultants that helped the Company with strategic planning, targeting potential properties and relationship building with industry partners.
- Filing fees of $202,492 (2020 - $25,232) relates to the Company's listing on the Canadian Securities Exchange and activity in the market.
- Professional fees increase to $210,544 (2020 - $72,207) as the Company increased activity and focus on the development of its properties.
- Share-based compensation of $1,316,984 (2020 - $812,413) correlate to the issuance of 5,500,000 stock options at an exercise price of $0.25 per option for five years as an incentive to consultants.

Results of Operations (continued)

- During the previous period, the Company terminated mineral property interests and recorded an impairment of $Nil in the current year (2020 - $5,070,092).

Exploration and Evaluation Expenditures - 2020

The following table reflects the exploration and evaluation expenditures incurred for the year ended September 30, 2021 and the year ended September 30, 2020. Cumulative expenses are shown for each project.

Year ended September 30, 2020	Skaergaard project $	BC Zinc Properties $	Maritime Properties $	Clear Lake $	Bulkley-Nechako $	Total $
Assay	-	-	1,842	-	-	1,842
Geological	101,862	-	74,783	725	-	177,370
Filing and licenses	1,101	-	1,010	12,150	-	14,261
Administrative and project management	-	-	2,200	-	-	2,200
Recovery	-	-	(24,000)	-	-	(24,000)
Total September 30, 2020	102,963	-	55,835	12,875	-	171,673
Cumulative Expenditures	102,963	18,229	322,494	28,293	26,937	498,916

Exploration and Evaluation Expenditures - 2021

year ended September 30, 2021	Skaergaard project $	BC Zinc Properties $	Maritime Properties $	Clear Lake $	Bulkley-Nechako $	Total $
Administration and project management	331,308	-	-	-	-	331,308
Assays	69,790	-	-	-	-	69,790
Camp operations	1,697,359	-	-	-	-	1,697,359
Charter ship operations	5,519,060	-	-	-	-	5,519,060
Drilling	8,747,922	-	-	-	-	8,747,922
Geological	490,487	198	-	-	-	490,487
Helicopter	3,237,975	-	-	-	-	3,237,975
Filing and licenses	70,536	11,059	-	-	-	70,536
Mobilization/demobilization	673,438	-	-	-	-	673,438
Technical Studies	674,955	-	-	-	-	674,955
Total September 30, 2021	21,512,830	11,257	-	-	-	21,524,087
Cumulative Expenditures	21,615,793	29,486	322,494	28,293	26,937	22,023,003

During the year ended September 30, 2021, the Company spent $21,512,830 exploration expenditures on Skaergaard and $11,257 on BC Zinc properties for a total of $21,524,087.

Cash Flow Analysis

Operating Activities
During the year ended September 30, 2021 and 2020, cash used in operating activities was $19,430,729 and (2020 - $1,415,624) respectively. The increase is primarily due to activities as described above and decreased financing of amounts payable and accrued liabilities and increased financing of receivable and prepaid expenses.

Investing Activities
During the years ended September 30, 2021 and 2020, cash used in investing activities was $505,000 and (2020 - $100,000), respectively. The Company paid $505,000 and (2020 - $100,000) pursuant to the acquisition of mineral interest properties.

Financing Activities
During the years ended September 30, 2021 the Company received $11,697,877 net from non-brokered private placements (2020 - $2,000,000). The Company also received $332,908 from the exercise of options and $3,956,618 from the exercise of warrants. The Company repaid $540,000 in loans payable and $29,658 on interest. The Company received $4,700,000 from loans. During the year ended September 30, 2020 the Company received $25,000 from loans in financing activities.

Summary of Quarterly Results

	Quarters ended			
	30-Sep 2021 $	30-Jun 2021 $	31-Mar 2021 $	31-Dec 2020 $
Interest revenue	-	4	-	-
Net loss	(15,929,878)	(7,462,077)	(1,194,018)	(1,790,004)
Loss per share, basic and diluted	0.06	0.04	0.01	0.01
Total comprehensive loss	(15,929,878)	(7,462,077)	(1,194,018)	(1,790,004)
Per share, basic and diluted	0.06	0.04	0.01	0.01
Total assets	11,660,842	16,975,365	16,848,573	17,196,364
Total liabilities	10,261,674	2,966,754	512,900	516,673
Shareholders' equity	1,399,168	14,008,611	16,335,673	16,679,691
Cash dividends per share	NIL	NIL	NIL	NIL

	Quarters ended			
	30-Sep 2020 $	30-Jun 2020 $	31-Mar 2020 $	31-Dec 2019 $
Interest revenue	-	-	9	-
Net loss	(2,150,226)	(3,378,913)	(68,778)	(1,558,720)
Per share, basic and diluted	0.02	0.04	0.00	0.02
Total comprehensive loss	(2,150,226)	(3,378,913)	(68,778)	(1,558,720)
Per share, basic and diluted	0.02	0.04	0.00	0.02
Total assets	1,113,125	3,206,212	1,309,378	1,310,888
Total liabilities	633,980	597,449	568,407	526,139
Shareholders' equity	479,145	2,608,763	740,971	784,749
Cash dividends per share	Nil	Nil	Nil	Nil

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

Summary of Quarterly Results (Continued)

During the quarter ending September 30, 2021 the total assets increased compared to the same quarter in the prior year due to the acquisition of the Skaergaard property. The loss increased compared to the same quarter during the prior year, mainly due to the increased exploration on the Company's Skaergaard property. The Shareholders' equity also increased due to the financing activities that took place during the current year compared to the same quarter during the prior year.

During the quarter ending June 30, 2021, the Company incurred a Loss of $7,462,077 compared to a loss of $3,378,913 in June 30, 2020. The increase in loss is mainly due to the exploration activities on the Company's Skaergaard property.

During the quarter ending March 31, 2021, the Company incurred a Loss of $1,194,018 compared to a loss of $68,778 in March 31 2020, mainly as the Company is ramping up exploration expenses which are all expensed.

During the quarter ending December 31, 2020 total assets increased to $17,196,364 and comparable corresponding shareholders equity increase, due to the acquisition of the Skaergaard project. The Company also had an increased loss, due to the non-cash stock-based compensation of $1,316,694 compared with the Impairment loss write off of $1,420,000 in the period ending December 31, 2019.

During the quarter ending September 30, 2020 the loss increased due to the Impairment loss write off of $1,145,192. During the quarter ending June 30, 2020, net loss increased mainly due to a write off of $2,504,900 on the Clear Lake property as well as a non cash stock-based compensation expense of $791,805 issued as an incentive to consultants compared to the same quarter the prior year which did not had these expenses. The Company also had a non-brokered financing that increased the total assets and equity for the quarter. Increased total liabilities during the quarter reflects an increase in activities during the quarter.

During the quarter ending March 31, 2020 there was a smaller loss as the Company had less cash and spent less on its activities. During the quarter ending December 31, 2019, the Company wrote exploration and evaluation assets of as Impaired for a total amount of $1,420,000.

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 September 30, 2021, the Company had no source of revenue, had a negative working capital of $8,950,535 (September 30, 2020 $308,505 positive) and an accumulated deficit of $40,353,134 (2020 - $13,977,157). Current liabilities are $10,261,674 (September 30, 2020 - $633,980).

As at September 30, 2021, 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.

The Company has entered into a definitive convertible security funding agreement with L1 Capital Global Opportunities Master Fund, a Cayman based investment fund, part of the L1 Capital Group. The funding will come in the form of up to $6 million face-value convertible debentures. The Company will receive net proceeds of up to $5.4 million from the Convertible Debenture issuance ("Convertible Debenture"), less applicable closing costs.

Under the terms of the Agreement, an initial $3.15 million has been funded pursuant to the issuance of an initial Convertible Debenture with a Face Value of $3.5 million as a first tranche. The agreement also contemplates the issuance of a second Convertible Debenture, subject to conditions set forth in the agreement, for gross proceeds to the Company of up to $2.25 million with a face value of $2.5 million as a second tranche, to be completed on the date that is one hundred and eighty (180) days after the closing of the first tranche. There can be no assurances that the second tranche will be completed as indicated, or at all.

Each Convertible Debenture issuable under the agreement will have an 18-month term from the date of issuance. The face value of each Convertible Debenture is to be paid in 14 equal monthly instalments starting after the four-month anniversary of the date of issuance of each convertible debenture. The repayment of the face value may be paid in cash or common shares of the Company at the discretion of the Company, subject to satisfaction of certain conditions, at a price per share equal to 90% of the arithmetic average volume weighted average prices "VWAP" of the shares for the five trading days chosen by the Investor during the 20- day trading day period prior to the date that is the applicable monthly instalment date. The Investor will be entitled to convert the Convertible Debentures, in whole or in part, into shares over the term of the applicable Convertible Debenture at a conversion price equal to $0.40, representing a 30% premium to the closing VWAP on the day prior to signing the agreement.

In addition, in respect to the first tranche, the Company has agreed to issue 6,034,482 common share purchase warrants exercisable for shares for a period of 60 months at an exercise price of $0.325. Under the terms of the agreement, the Company has also agreed to issue to the Investor such number of warrants as is equal to 50% of the quotient of the face value of the Convertible Debenture issued under the second tranche divided by the 5-day closing VWAP of the shares prior to closing of the second tranche, exercisable for a period of 60 months at a price per share equal to a 50% premium to the 5-day VWAP of the shares prior to the closing of the second tranche

The Company has agreed to pay the Investor a 3% financing fee of the face value of each Convertible Debenture under the first tranche and second tranche, respectively, and due upon closing of each such tranche, payable in shares "fee shares". In connection with the closing of the first tranche, the Company has issued to the Investor an aggregate of 362,069 fee shares. The number of fee shares issuable for the financing fee applicable to the second tranche shall be equal to: (a) 3% of the face value of the second tranche convertible debenture divided by (b) a 10% discount to the 5-day closing VWAP of the shares prior to the closing of the second tranche.

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

In the event that the 5-day closing VWAP of the shares prior to each tranche closing, each a "closing VWAP", is less than the 5-day closing VWAP of the shares on the four-month anniversary of each closing, "supplemental closing VWAP", a supplemental fee is due in an amount equal to (a) the applicable closing VWAP less the applicable supplemental closing WVAP multiplied by (b) the number of applicable fee shares.

The securities issuable under the agreement will be subject to a hold period pursuant to Canadian securities laws, expiring four months and a day after the issuance of the applicable security. The transactions contemplated under the agreement have been conditionally accepted by the Neo Exchange, subject to the filing of the documents required by section 7.04(8) of the Neo Exchange Listing Manual.

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:

Anthony J Williams	Chairman of the Board Directors and CEO (May 07 2021 News Release – appointed)
Paul Ténière	President and previous Chief Executive Officer
Joel Dumaresq	Director and Chief Financial Officer
Fred Tejada	Director
Stephen Stine	Director
James Henning	Director (September 2, 2021 News Release – appointed)
Dr. Gustavo Delendatti	Officer – Vice President Exploration (May 07, 2021 News Release – appointed)

Transactions with Related Parties

During the year ended September 30, 2021 and 2020, 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.

	September 30, 2021 $	September 30, 2020 $
Management and consulting fees paid to a company jointly controlled by the CFO	**41,000**	20,500
Office expense paid to a company controlled by the CFO	**-**	3,000
Office rent paid to a company controlled by the CFO	**21,600**	21,600
Consulting fees paid to a company controlled by the President of the Company and previous CEO	**161,000**	39,000
Consulting fees paid to a company owned by the CEO	**145,243**	-
	368,843	84,100

As at September 30, 2021, there was a balance of $185,418 (2020 - $123,025) due to related parties. The amounts due to the related parties are unsecured, non-interest bearing and due on demand.

Fourth quarter results

During the fourth quarter of 2021, the Company recorded total expenses of $15,929,878 for the three-month period ended September 30, 2021 compared to $1,005,034 for the corresponding period in 2020. The Company also wrote impairment charges of $Nil (2020 - $1,145,192) off on the exploration and evaluation assets. Some of the significant charges to operations are as follows:

- Exploration and evaluation expenses of $14,985,418 (2020 - $104,762) relates to the exploration on the Company's exploration and evaluation projects, mainly on the Company's Skaergaard project, as highlighted below.
- Consulting fees of $355,052 (2020 - $282,426) relates to amounts paid to management and various external consultants to help the Company achieve its goals on all facets of the business. The increase by $72,626 relates to payments made to consultants that helped the Company with strategic planning, targeting potential properties and relationship building with industry partners.
- Filing fees of $106,095 (2020 - $5,810) relates to the Company's listing on the Canadian Securities Exchange and increased filing activity in the market.
- Professional fees increase to $114,824 (2020 - $26,768) as the Company increase activity and focus on the development of its properties.
- Marketing of $307,211 as the Company lifts its profile in the market.

Exploration and Evaluation Strategy

The Company announced that it has recently completed its Phase 1 diamond drilling program on its Skaergaard Project in eastern Greenland, which contains one of the world's largest palladium and gold deposits outside the major palladium, gold mining "PGM" producing areas of Russia and South Africa. The Company is focused on creating shareholder value by accelerating the progress of the Skaergaard Project along the mine development cycle.

Previously, the Company reported to be well advanced in planning its summer 2021 exploration and diamond drilling program at Skaergaard including engaging Airland Logistics, a provider of international freight and logistics services based in Denmark to obtain a suitable charter passenger ship and cargo vessel to support its 2021 drilling program. The Company has reserved a charter ship to provide accommodations for field crews, as opposed to building a temporary field camp at the Sødalen airstrip (MEL 2012-25), located 15 km east of the Skaergaard deposit.

This Arctic-class (ice class 1A) passenger ship will be large enough to accommodate up to 65 passengers and crew, yet small enough to navigate the narrow channels (fiords) and inlets prominent on the east coast of Greenland and allow the ship to anchor within 200-300 metres of the Skaergaard deposit. Using a passenger ship for accommodations is environmentally friendly and will significantly reduce or eliminate wildlife disturbances, thereby improving the health and safety of field and drilling staff, and helicopter crews. In addition, using a passenger ship anchored so close to the drill sites will result in significantly less helicopter transit times and increased cost savings.

The Company previously reported to be in the final stages of selecting a drilling company for the diamond drilling program and is in the process of hiring core logging geologists and field technicians to support the drilling program. Forage Fusion Drilling Ltd. was selected. The Company plans to complete 10,000 metres of diamond drilling on its Skaergaard mineral exploration license (MEL 2007-01) using four heli-supported drilling rigs, with mobilization planned between the end of June and early July.

The Company also plans to complete reconnaissance field mapping of its new exploration license granted in January (MEL 2021-10) as part of its summer 2021 exploration plans, and to examine whether this new license area could be used as potential sites for future infrastructure as part of the upcoming Preliminary Economic Assessment (PEA) for the Skaergaard Project.

Exploration and Evaluation Strategy (continued)

The Company is also pleased that the Greenland government's Mineral Licensing and Safety Authority (MLSA) has recently given its conditional approval for the Company's planned exploration and drilling activities at Skaergaard this summer. Discussions with a number of other suppliers, vendors, helicopter and fixed wing companies, and expediting companies is ongoing.

Financial Instruments and Other Instruments

As at September 30, 2021, the Company's financial instruments consists of cash, accounts payable and loans 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 September 30, 2021, the Company had a cash balance of $852,064 (2020 - $640,390) to settle current liabilities of $10,261,674 (2020 - $633,980) which mainly consists of account payables and loans payable that are considered short term and normally settled within 30 days.

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 attracts interest at floating rates and have maturities of 90 days or less. The interest is typical of Canadian banking rates, which are at present low; however, the conservative investment strategy mitigates the risk of deterioration to the investment.

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 mineral interest, being its Skaergaard property being in East Greenland, is exposed to foreign currency risk. However, as it is 100% owned, the risk is mitigated.

Financial Instruments and Other Instruments (Continued)

(iii) Price risk

The Company is not subject to significant price risk.

d) Fair value

The carrying values of accounts payable and loans payable approximate their respective fair values due to the short-term nature 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 measured using level 1 inputs.

Other Requirements

Outstanding Share Data

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

Securities	Number	Exercise Price	Expiry Date
Common shares	249,027,017	N/A	N/A
Warrants issued	13,354,539	$0.073	April 17, 2022
Warrants issued	2,100,000	$0.10	May 26, 2022
Warrants Issued	17,800,000	$0.15	May 26, 2022
Warrants Issued	6,182,000	$0.50	December 23, 2022
Warrants Issued	2,286,000	$0.50	December 31, 2022
Warrants Issued	1,900,000	$0.50	February 01, 2023
Warrants Issued	13,102,140	$0.70	July 06, 2023
Warrants Issued	2,171,957	$0.70	July 21, 2023
Options issued	400,000	$0.19	November 26, 2023
Options issued	4,500,000	$0.05	April 14, 2025
Options issued	2,825,327	$0.155	June 02, 2025
Options Issued	5,500,000	$0.25	December 21, 2025

Copies of all previously published 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 "venture issuer", is not required to prepare an Annual Information Form ("AIF") at this stage.

RISKS AND UNCERTAINTIES

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

RISKS AND UNCERTAINTIES (CONT'D)

Exploration and Development (Cont'd)

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.

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 presently do 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

RISKS AND UNCERTAINTIES (CONT'D)

Environmental Regulations, Permits and Licenses (Cont'd)

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.

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 *Business Corporations Act* (British Columbia) ("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

RISKS AND UNCERTAINTIES (CONT'D)

Conflicts of Interest (Cont'd)

Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

ADDITIONAL DISCLOSURE FOR VENTURE 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 audited annual consolidated financial statements for the year ended September 30, 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.