MAJOR PRECIOUS METALS CORP. (formerly - EASTERN ZINC CORP.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended December 31, 2021

Date of this report and forward-looking statements

This management's discussion and analysis ("MD&A") provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the three months period ended December 31, 2021, compared to the three months period ended December 31, 2020. This report has been prepared as of February 14, 2022, which have been prepared in accordance with International Financial Reporting Standards, and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the financial statements and the accompanying notes. Readers are also advised to read the Company's audited financial statements and accompanying notes for the year ended September 30, 2021, (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards.

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. (formerly - Eastern Zinc 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 2020, 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. (Formerly - Eastern Zinc 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 is a junior exploration company focused on the acquisition, exploration, and development of resources properties.

The Company is pursuing an exploration and development strategy whereby it will acquire and explore zinc properties near, or adjacent to existing mineral deposits or mining operations controlled by well-established mining companies.

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

As at December 31, 2021, the Company had no source of revenue, had working capital deficit of $10,396,797 (September 30, 2021 –$8,950,535) and an accumulated deficit of $41,904,396 (September 30, 2021 - $40,353,134). 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

Skaergaard Project:

On January 6, 2022, the Company announced that it will present at the inaugural Future Minerals Summit ("FMS") to be held from January 11-13, 2022 at the King Abdulaziz International Conference Center in Riyadh, Kingdom of Saudi Arabia. Over 150 mining, and exploration and development companies are expected to attend FMS including over 2,000 in-person attendees. The summit's program will focus on three main themes: (1) mining's contribution to society, (2) reimagining mining, and (3) investing in new and emerging mining regions. The Company also reported that core and channel samples from its 2021 summer exploration and diamond drilling program at Skaergaard are currently being analyzed at ALS Global's geochemistry laboratory in Loughrea, Ireland.

Convertible Debenture:

The Company has entered into a definitive convertible loan agreement ("Convertible Debenture") with L1 Capital Global Opportunities Master Fund, a Cayman based investment fund. ("L1 Capital"). The funding will consist of $6,000,000 in convertible debentures. The Company will receive net proceeds of up to $5,400,000 from the Convertible Debenture issuance ("Convertible Debenture"), less applicable closing costs.

COMPANY HIGHLIGHTS (Continued)

Convertible Debenture (continued):

As at December 31, 2021, the Company received an initial tranche of $3,135,000 with a face value of $3,500,000 ("Initial Tranche"). The Convertible Debenture matures 18-months from the date of issuance and bears an interest rate of 0%. L1 Capital has the option to advance a second tranche of $2,250,000 ("Second Tranche") on the same terms as the Initial Tranche.

The Convertible Debenture can be settled by:

1. The repayment of the Convertible Debenture in 14 equal monthly instalments, commencing February 28, 2022 ("Monthly Repayment"); or
2. The conversion of the Convertible Debenture, in whole or part, at the discretion of the Investor, at $0.40 per share ("Conversion").

The Monthly Repayments 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.

As part of the initial tranche, the Company issued 6,034,483 common share purchase warrants exercisable for shares for a period of five years at an exercise price of $0.325. The fair value of these common share purchase warrants was determined to be $Nil, after deducting the present value of the host liability and fair value of the conversion feature from the face value of the Convertible Debenture.

The Company agreed to pay L1 Global a financing fee equal to 3% of the face value of each Convertible Debenture, and payable upon closing of each such tranche, in shares "Fee Shares". In connection with the closing of the first tranche, the Company has issued an aggregate of 362,069 Fee Shares (Note 8) with a fair value of $105,000. The price of Fee Shares is a 90% of the 5-day closing VWAP of the common shares prior to the closing of the second tranche. 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. As at December 31, 2021, the Company has recorded a provision of $81,047 related to the second fee share tranche.

In accordance with IFRS 9, the equity conversion option embedded in the Convertible Debenture was determined to be a derivative liability, which has been recognized separately at its fair value. Subsequent changes in the fair value of the equity conversion option are recognized through profit and loss. The equity conversion option was classified as a derivative liability as it can be settled through the issuance of a variable number of shares, cash or a combination thereof, based on the trading price at the time of settlement.

The debt host has been recognized at amortized cost of $1,625,489, which represents the remaining fair value allocated from total net proceeds received of $3,135,000 after $1,509,511 was allocated to the derivative liability representing the equity conversion option. Management elected to capitalize transaction costs, which are directly attributable to the issuance of the Convertible Debenture. These transaction costs total $105,000 and $54,442 has been allocated to the debt host and the remainder allocated to the conversion feature, which has been expensed as transaction cost in the Statement of Loss and Comprehensive Loss.

EXPLORATION AND DEVELOPMENT STRATEGY

Skaergaard Project

The Company entered into a definitive purchase agreement with Platina Resources Ltd. ("Platina") on June 1, 2020 and acquired 100% interest in the Skaergaard precious metal project. The Skaergaard project consists of initially two exploration licences located on the east coast of Greenland. Subsequently the company applied and obtained an additional exploration license adjacent to the Skaergaard project, expanding the Company's license position.

In consideration for the Skaergaard project, the Company paid a one-time cash payment of $500,000 on October 27, 2020 and issued 55,000,000 common shares with a fair value of $8,507,813 on October 26, 2020, estimated using a commonly used option pricing model that estimates the discount related to the lack of marketability of the shares from the contractual restriction. The consideration shares are subject to a 24-month time release pooling arrangement, during which time they may not be transferred, assigned, pledged or otherwise traded. The consideration shares will be released from the pooling arrangement in four equal tranches, with the first release after six months and each subsequent release occurring every six months thereafter. The consideration shares are subject to an accelerated release in connection with share price performance, changes in corporate structure or the distribution of the consideration shares to the shareholders of Platina. At September 30, 2021, there were 41,250,000 shares remaining in escrow and to be released as follows:

Date	Shares
October 26, 2021	13,750,000
April 26, 2022	13,750,000
October 26, 2022	13,750,000
	41,250,000

The Company was at arm's length from Platina. Pursuant to the terms of the acquisition, the vendor received the right to nominate one member of the board of directors of the Company. No other changes to management or the Board of Directors of the Company were contemplated in connection with the acquisition.

On November 16, 2020, the Company issued 3,850,000 common shares with a fair value of $866,250 to an arm's-length third party that assisted in facilitating the acquisition. In addition to the pooling arrangement imposed by the terms of the acquisition, the consideration shares and the finder's fee shares will be subject to four-month-and-one-day statutory hold period in accordance with applicable securities laws.

Maritime Zinc Properties

On February 22, 2019, the Company signed a property option agreement with Slam Exploration Ltd. ("Slam Exploration") to acquire 100% registered and beneficial right, title and interest in 19 mineral claims (the "BMC Properties") covering 15,000 hectares. The BMC property consists of 19 claims comprising 688 units located in Bathurst mining district of New Brunswick. In order to earn a 100% interest in the BMC Properties, the Company is required to make cash payments totalling $700,000 to Slam Exploration and $90,000 to Northeast Exploration Services Ltd. ("Northeast") and to issue 5,000,000 common shares to Slam Exploration and 500,000 common shares to Northeast.

During the year ended September 30, 2019, the Company terminated the sub-option agreement with Northern Exploration. Therefore, there will be no further cash payment or share issuance to Northeast Exploration.

EXPLORATION AND DEVELOPMENT STRATEGY (Continued)

Maritime Zinc Properties (Continued)

The cash payments and share issuances made or to be made to Slam Exploration are as follows:

	Cash			Common Shares			
Date	Paid	Owing	Total	Issued	To be Issued	Total	Fair Value
Upon signing of the Option Agreememnt	$ 10,000	$ -	$ 10,000	-	-	-	$ -
Filing Option Agreement with CSE	10,000	-	10,000	500,000	-	500,000	42,500
Six Months after filing Option Agreement with C:	-	80,000	80,000	500,000	-	500,000	50,000
On or before February 22, 2020	-	100,000	100,000	1,000,000	-	1,000,000	25,000
On or before February 22, 2021	-	100,000	100,000	1,000,000	-	1,000,000	300,000
On or before February 22, 2022	-	200,000	200,000	-	1,000,000	1,000,000	-
On or before February 22, 2023	-	200,000	200,000	-	1,000,000	1,000,000	-
	$ 20,000	$ 680,000	$ 700,000	3,000,000	2,000,000	5,000,000	$ 417,500

The Optionor will retain a 2% NSR royalty on future mineral production from the BMC Properties. Three of the claims is subject to an underlying 2% NSR that has a buy-back provision down to 0.5% NSR. The Company paid a finder’s fee in connection with the BMC project of 350,000 shares with a fair value of $29,750.

During the year ended September 30, 2019, the Company also paid $5,340 cash to acquire 3 more claims.

During the year ended September 30, 2020, the Company cancelled certain claims and record an impairment of $1,130,702 on the BMC properties.

As at September 30, 2021, the Company was renegotiating the terms in the option agreement. Slam Exploration has agreed to defer the cash payments until an amended option agreement is negotiated.

Clear Lake Property and Bulkley-Nechako Regional District of British Columbia Property

During the year ended September 30, 2020, the Company terminated both projects. Therefore, the Company recorded an impairment of $3,939,390.

QUALIFIED PERSON STATEMENT

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

Results of Operations

The Company recorded total expenses of $1,551,262 for the three months ended December 31, 2021 compared to $1,790,004 for the corresponding period in 2020. Some of the significant charges to operations are as follows:

- Accretion expense of $292,671 (2020 - $Nil) relates to the issuance of the convertible debenture.
- Exploration and evaluation expenses of $830,172 (2020 - $103,583) relates to the exploration on the Company's exploration and evaluation projects highlighted below. The overall increase in exploration expenditures is a result of more free cash flow available.
- Filing fees of $18,923 (2020 - $20,857) relates to the Company's listing on the Canadian Securities Exchange and activity in the market.
- Professional fees increase to $37,734 (2020 - $28,631) as the Company increase activity and focus on the development of its properties and issuance of the convertible debenture.
- Fair value change on derivative liability of $274,941 (2020 - $Nil) relates to the issuance of the convertible debenture.
- Transaction costs of $243,941 (2020 - $Nil) relate to the issuance of the convertible debenture.
- During the previous period, the Company granted stock options resulting in share-based compensation of $1,136,694, with $Nil share based compensation recorded in the current period.

Exploration and Evaluation Expenditures

The following table reflects the exploration and evaluation expenditures incurred for the three months period ended December 31, 2021 and the year ended September 30, 2021. Cumulative expenses are shown for each project.

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
Assay	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	-	-	-	490,685
Helicopter	3,237,975	-	-	-	-	3,237,975
Filing and Licenses	70,536	11,059	-	-	-	81,595
Mobilizing/Demobilizing	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

Three months period ended December 31, 2021	Skaergaard Project $	BC Zinc Properties $	Maritime Properties $	Clear Lake $	Bulkley-Nechako $	Total $
Administration and project management	6,104	-	-	-	-	6,104
Camp Operations	22,802	-	-	-	-	22,802
Charter Ship Operations	27	-	-	-	-	27
Drilling	604,700	-	-	-	-	604,700
Filing and Licenses	83,049	-	-	-	-	83,049
Geological	61,805	-	25,000	-	-	86,805
Technical Studies	26,685	-	-	-	-	26,685
Total December 31, 2021	805,172	-	25,000	-	-	830,172
Cumulative Expenditures	22,420,965	29,483	347,494	28,293	26,937	22,853,175

Exploration and Evaluation Expenditures (continued)

During the three-months period ended December 31, 2021, the Company spent $805,172 exploration expenditures on Skaergaard and $25,000 on the Maritime Properties for a total of $830,172.

Cash Flow Analysis

Operating Activities
During the three months period ended December 31, 2021 and 2020, cash used in operating activities was $3,523,152 and (2020 - $1,785,975) respectively. The increase is primarily due to the increased exploration and evaluation expenditures on the Skaergaard Project.

Investing Activities
During the three months period ended December 31, 2021 and 2020, cash used in investing activities was $$Nil and (2020 - $505,000), respectively. The Company paid $Nil and (2020 - $505,000) pursuant to the acquisition of mineral interest properties.

Financing Activities
During the three months period ended December 31, 2021 the Company received $3,135,000 from the issuance of the convertible debenture. During the three months period ended December 31, 2020 the Company received $3,292,316 from the proceeds from a non-brokered private placement and exercise of options and warrants.

Summary of Quarterly Results

	Quarters ended			
	31-Dec 2021 $	30-Sep 2021 $	30-Jun 2021 $	31-Mar 2021 $
Interest revenue	-	-	4	-
Net loss	(1,551,262)	(15,929,878)	(7,462,077)	(1,194,018)
Loss per share, basic and diluted	0.01	0.06	0.04	0.01
Total comprehensive loss	(1,551,262)	(15,929,878)	(7,462,077)	(1,194,018)
Per share, basic and diluted	0.01	0.06	0.04	0.01
Total assets	11,114,827	11,660,842	16,975,365	16,848,573
Total liabilities	11,161,921	10,261,674	2,966,754	512,900
Shareholders' equity (deficiency)	(47,094)	1,399,168	14,008,611	16,335,673
Cash dividends per share	NIL	NIL	NIL	NIL

	Quarters ended			
	31-Dec 2020 $	30-Sep 2020 $	30-Jun 2020 $	31-Mar 2020 $
Interest revenue	-	-	-	-
Net loss	(1,790,004)	(2,150,226)	(3,378,913)	(68,778)
Loss per share, basic and diluted	0.01	0.02	0.04	0.00
Total comprehensive loss	(1,790,004)	(2,150,226)	(3,378,913)	(68,778)
Per share, basic and diluted	0.01	0.02	0.04	0.00
Total assets	17,196,364	1,113,125	3,206,212	1,309,378
Total liabilities	516,673	633,980	597,449	568,407
Shareholders' equity	16,679,691	479,145	2,608,763	740,971
Cash dividends per share	NIL	NIL	NIL	NIL

Summary of Quarterly Results (continued)

Fluctuations in assets are mostly due to cash being used in operational activities. During the quarter ending December 31, 2021 total assets decreased to $11,114,827. 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 had a decreased loss compared to the period ending December 31, 2020 due to the non-cash stock-based compensation of $1,316,984 incurred in the previous period.

During the quarter ending December 31, 2021 total liabilities increased to $11,161,921 due to the issuance of the convertible debenture.

Financings, Liquidity and Working Capital and Capital Resources

On October 28, 2021, the Company issued 362,069 fee shares with a fair value of $105,000 in connection with the convertible debenture.

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 December 31, 2021, the Company had no source of revenue, had a working capital deficit of $10,396,797 (September 30, 2021 –$8,950,535) and an accumulated deficit of $41,904,396 (September 30, 2021 - $40,353,134). Current liabilities are $8,144,680 (September 30, 2021 - $10,261,674).

Other than the above-mentioned current liabilities, the Company has 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.

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

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

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Directors and Officers

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

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 three months period ended December 31, 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.

	December 31, 2021 $	December 31, 2020 $
Management and consulting fees paid to a company jointly controlled by the CFO	18,000	3,000
Office rent paid to a company controlled by the CFO	5,400	5,400
Consulting fees paid to a company controlled by the CEO	35,000	35,000
	58,400	43,400

As at December 31, 2021, there was a balance of $168,900 (September 30, 2021 - $185,418) due to related parties. The amounts due to the related parties are unsecured, non-interest bearing and due on demand.

Proposed Transactions

There are no specific proposed transactions as at the date of this MD&A.

Financial Instruments and Other Instruments

As at December 31, 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) <u>Credit risk</u>

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.

Financial Instruments and Other Instruments (continued)

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 December 31, 2021, the Company had a cash balance of $463,912 (September 30, 2021 - $852,064) to settle current liabilities of $8,144,680 (September 30, 2021 - $10,261,674) which mainly consists of loans and account payables that are considered short term and normally settled within 30 days.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company has limited financial resources and has no assurance that additional funding will be available to it for future development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and operational success of its activities. In recent years, the securities markets have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings. Management has determined liquidity risk to be high.

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 financial assets and liabilities are not exposed to foreign currency risk.

(iii) Price risk

The Company is not subject to significant price risk.

Financial Instruments and Other Instruments (Continued)

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
Warrants issued	6,034,483	$0.325	October 28, 2026

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 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 does not presently own/pursue foreign exploration projects.

Title Risks

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

Environmental Regulations, Permits and Licenses

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

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

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 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 condensed interim consolidated financial statements for the period ended December 31, 2021. These statements are available on SEDAR - Site accessed through www.sedar.com.

Dividends

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