MANTARO PRECIOUS METALS CORP. (formerly Mantaro Silver Corp.)

Management's Discussion and Analysis
For the three and nine months ended November 30, 2021

Prepared as of January 31, 2022

Management's Discussion and Analysis

For the three and nine months ended November 30, 2021, prepared as of January 31, 2022

The following management's discussion and analysis ("MD&A") has been prepared by Management. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements for the period from incorporation on May 25, 2020 to February 28, 2021 of Mantaro Precious Metals Corp. (formerly Mantaro Silver Corp.) ("Mantaro" or the "Company") and notes thereto. The information provided herein supplements but does not form part of the consolidated financial statements. This discussion covers the three and nine months ended November 30, 2021 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars.

The Company's audited consolidated financial statements for the period from incorporation on May 25, 2020 to February 28, 2021, and the unaudited condensed consolidated interim financial statements for the nine months ended November 30, 2021, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand Mantaro, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 1 of this MD&A.

Description of Business and Overview

Mantaro Precious Metals Corp. (the "Company", "Mantaro"), an exploration stage company that holds a diversified portfolio of gold and silver focused mineral properties in Bolivia and Peru. The Company's holds an option to acquire up to an 80% interest in the advanced Golden Hill Property ("Golden Hill"), located in the underexplored, orogenic Bolivia Shield, Bolivia. The Company also has an 100% interest in high-grade Santas Gloria Silver Property as well as a 100% interest in the San Jose, La Purisima, Cerro Luque and Huaranay Properties (the "Silver Properties"). The Silver Properties are all located in Peru. The Company is listed on the TSX Venture Exchange under the symbol "MNTR". The Company's head and registered and records office is located at Suite 704, 595 Howe Street, Vancouver, BC V6C 2T5.

The Company has not commenced commercial operations. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

In December 2019, a novel strain of coronavirus, which causes COVID-19, surfaced in Wuhan, China and has reached multiple other regions and countries, including Lima Region, Peru, where the Company's Silver Properties are located. The coronavirus pandemic is evolving, and to date has led to the implementation of various responses, including government-imposed quarantines, travel restrictions and other public health safety measures. The extent to which the coronavirus impacts the Company's ability to carry out exploration of its properties or those of its third-party partners, will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that will emerge concerning the severity of the coronavirus and the actions to contain the coronavirus or treat its impact, among others. The Company may be required to implement strict measures, or may be required to implement strict measures depending on the circumstances moving forward.

General Development of the Business

The Company is a resource exploration company focused on the acquisition, evaluation and exploration of mineral resource properties. To date, the Company has focused its exploration activities in Bolivia and Peru.

Operational Highlights

1. As part of the acquisition of Golden Hill, the Company collected 10 tonnes of mineralized quartz vein material from two production blasts on the -55 m level of the C2 vein at La Escarcha mine for the purpose of metallurgical testing. Highlights of the metallurgical study include:

- High average head grade of 5.53 g/t Au by fire assay and 5.96 g/t by cyanide bottle roll for bulk sample of primary sulphidic material taken from underground at La Escarcha.
- Gold recovery of 73.6% with single pass gravity separation of primary sulphidic material from La Escarcha underground.
- An average cyanide recovery of 94% was achieved for primary sulphidic mineralization taken from the underground bulk sample.

2. Planning underway for a maiden 5,000 metre drill program at the Golden Hill Property to be commenced in the first quarter 2022.

3. A sampling program was conducted at the San Jose Silver Property, including the discovery of seven new veins.

4. Silver assays at the Santas Gloria Silver Property of up to 10,000g/t silver at Tembladera level 3, 7,860g/t silver at Tembladera level 1 and up to 4,100 g/t silver at San Jorge was evaluated.

During the nine months ended November 30, 2021, the Company incurred the following exploration and evaluation expenditures:

	Santas Gloria Silver Property	**San Jose Silver Property**	**La Purisima, Cerro Luque and Huaranay Properties**	**Golden Hill Property**	**Total**
	$	**$**	**$**	**$**	**$**
Administration	118,364	48,412	-	98,839	265,615
Assays	45,256	20,371	-	34,849	100,476
Field costs	237,378	164,941	-	-	402,319
Geological	104,017	29,149	-	193,472	326,638
Project management	94,126	108,379	-	41,245	243,750
	599,141	**371,252**	**-**	**368,405**	**1,338,798**

Santa Gloria Silver Property

The Santas Gloria Silver Property is 100% owned by Mantaro. It comprises of seven mineral concessions totaling 3,272 hectares and is located 55 kilometers directly east of Lima. Santas Gloria is a silver-base metal vein system otherwise known as Cordilleran silver-base metal type. These deposits have many similarities to intermediate sulphidation vein systems. Such deposits are attractive exploration targets due to their often-high-grade nature and the large vertical extent of precious and base metal endowment.

Silver is the main target commodity at Santas Gloria. Historic surface sampling reported grades of over 400 oz/t Ag from bonanza shoots. Combined lead and zinc values range from 2% to 20% in the high-grade silver zones. Information derived from report on Santas Gloria Mining Project by Dr. Alberto Rios Carranza (2020). There are over 10 kilometers of intermediate sulphidation veins arranged into three key target zones: Tembladera, Elaine and Santa Cruz. The system has never been drilled tested and exploitation of silver was limited to two areas of the San Jorge and Tembladera veins.

Historical production of silver has been carried out on Santas Gloria since colonial times. To date, an estimated 4 kilometers of underground workings have exploited 2 of the 22 veins at Santas Gloria. In 2005 and 2006, the San Jorge and Tembladera veins were worked on six levels. Santas Gloria is permitted for 30 tonne per day extraction. A small processing plant at site produced silver concentrates with reported silver recoveries of 85%-90%. Information derived from report on Santas Gloria Mining Project by Dr. Alberto Rios Carranza (2020).

An extensive mapping and channel sampling program at Santas Gloria was undertaken throughout 2021. Channel samples taken in oxidized outcrop defined a number of significantly silver and gold anomalous intermediate sulphidation veins which are up to 5 metres wide, multiphase, and have strike extensions in excess of 1 km. There are over 12 strike km of untested veins at Santas Gloria. Channel sampling of sulphide material in historical adits returned robust assays of up to >10,000 g/t Ag, 56.3 g/t Au, 10.3 % Pb and 9.07 % Zn (see news release dated June 2, 2021).

Metallurgical test work of sulphide samples taken from underground adits supports both bulk flotation flow-path and sequential flotation flow-path, with the bulk flotation flow-path producing a single gold, silver, lead and zinc rougher concentrate (15 minutes of flotation and 8.6% mass pull) with 10,545 g/t silver, 5.38 g/t gold, 5.17% zinc and 13.8% lead and recovering 88.1% of the silver, 80.9% of the gold, 64.4% of the zinc and 79.3% of the lead (see news release dated August 9, 2021).

The Company has undertaken extensive permitting and community work at Santas Gloria Silver Property. To date, it has received its three archaeological certificates (CIRA) following various archaeology surveys completed by Geades and a site inspection by the Peruvian Ministry of Culture (Ministerio de Cultura). The CIRAs represent an important step in the exploration and drill permitting process and covers all areas that the Company may wish to drill test in 2022. A community access agreement is in place until 2028.

San Jose Silver Property

The San Jose Silver Property is a highly prospective silver property located within the prolific Miocene-Pilocene Epithermal belt. The San Jose Silver Property, which is 100% owned, is comprised of five mineral concessions totaling 3,300 hectares and is located 180 km north of Lima. Upon completion of the Transaction, Mantaro will focus on detailed geological mapping and geochemical sampling of all veins and inferred vein extensions. This work will provide a much better understanding of key controls on mineralization and allow for most effective drill targeting.

An access agreement with the UTCAS community has been granted, providing the Company access throughout much of the San Jose Silver Property as well as permitting the Company to conduct noninvasive surface exploration activities. This agreement also represents the desires of both parties to continue to develop an open dialog and mutually beneficial interests in the San Jose property.

Field work at San Jose was designed as a first pass sampling program of the Utcas East and Utcas West targets. Reconnaissance mapping resulted in the identification of seven new veins — the two larger named Ponderosa and Peguycuta. A total of 11 samples contained greater than 100 g/t silver, including 376 g/t silver, and 7 samples contained greater than 1 g/t gold, including 6.44 g/t gold. The Company is planning a more extensive field program for the first quarter 2022.

La Purisima, Cerro Luque and Huaranay Properties

The La Purisima Property covers 1,075 hectares and reported historical assays of up to 8 ounces per tonne Ag and 2.5 grams per tonne Au.

The Cerro Luque Property covers 1,650 hectares, contains multiple historic adits within its alterations system and reported historic assays of 11 ounces per tonne Ag.

The Huaranay Property covers 2,000 hectares and includes two gold prospects (Corrales and Chinchango). It also has a historic silver mine with reported grades of up to 37 ounces per tonne Ag.

Golden Hill Property

The Company's holds an option to acquire up to an 80% interest in the advanced Golden Hill Property. It comprises of one mineral concession totaling 4,468 hectares and offers direct access through the historic mining town of San Ramon, Bolivia. The Golden Hill concession is centered on a broadly north-south trending regional structure that hosts the La Escarcha underground mine and Gabby, the Garrapatillia and Brownfields workings and gold-bearing vein occurrences in its western hanging wall. The same structure hosts numerous saprolite gold and hard rock gold deposits to the north and south of the Golden Hill concession over a strike length of at least 25 kilometers — underpinning the significant control the structure exerts on gold mineralization.

A northwest-trending splay of this structure hosts areas of alluvial and saprolitic/hard rock workings within the Golden Hill concession and immediately to the north. At least six strike kilometers of these structures are known within the concession — in addition to the four kilometers between La Escarcha and Brownfield which have been mapped in detail. Known mineralization and surface anomalism is open along strike on all structures. Mineralization between La Escarcha and Brownfields is characterized by a series of broadly parallel, north-south trending, very steeply dipping quartz veins that are between 1 to 5 meters wide. Mineralization is hosted in mafic metavolcanics, at the contact of metavolcanics and metasediments, and within metasediments.

La Escarcha, Gaby and Brownfield are drill ready targets. Ahead of drilling, the Company is planning to channel sample all underground levels at la Escarcha, in addition to the 200 kilogram bulk sample that has already been taken for bench-scale metallurgical testing at SGS Lakefield. This initial program will assist in fine tuning drill targeting. Mantaro also has the option of continuing development and exploration from the existing underground workings.

A concession-wide mapping and rock-chip grab sampling program is being planned in order to focus regional soil and trench sampling programs. Alluvial and saprolite workings are much more extensive than known hard-rock targets and underground workings, which suggests that gold mineralization along regional structures is more extensive than currently known. Defining the source of this alluvial and saprolitic gold will be an important focus of Mantaro's field work.

Under the terms of the Golden Hill Property Option Agreement, the Company may acquire up to an 80% interest in the Golden Hill Property by making the following cash payments, share issuances and incurring the following exploration expenditures.

1) The Company will earn an initial 51% interest in the Golden Hill Property by:
   a) Paying US $500,000 to the Optionor as follows:
      i. US $25,000 on the effective date, (***paid)***
      ii. US $75,000 six weeks after the effective date, (***paid)***
      iii. US $200,000 six months after the effective date,
      iv. US $200,000 twelve months after the effective date.
   b) Issuing a total of 2,000,000 units of the Company (a "Unit") to the Optionor as follows:
      i. 500,000 Units three months after the effective date, (***completed***)
      ii. 500,000 Units six months after the effective date, and
      iii. 1,000,000 Units twelve months after the effective date. Each Unit consists of one common share of the Company and one-half of one share purchase warrant (a "Warrant"), with each Warrant exercisable at the Market Price (as defined by the rules of the TSX Venture Exchange) on the date of issue for a period of two years from the date of issue;
   c) Incurring US $250,000 in exploration expenditures on or before the first anniversary of the effective date.

(the "First Option")

2) The Company will earn an additional 19% interest (for a total of 70% interest) in the Golden Hill Property by:
   a) Paying US $500,000 to the Optionor on or before the second anniversary of the effective date;
   b) Issuing 1,500,000 Units to the Optionor on or before the second anniversary of the effective date; and
   c) Incurring US $250,000 in exploration expenditures on or before the second anniversary of the effective date.

(the "Second Option")

3) The Company will earn an additional 10% interest (for a total of 80% interest) in the Golden Hill Property by:
   a) Paying US $500,000 to the Optionor on or before the third anniversary of the effective date;
   b) Issuing 500,000 units to the Optionor on or before the third anniversary of the effective date; and
   c) Incurring US $1,000,000 in exploration expenditures on or before the third anniversary of the effective date.

(the "Third Option")

In the event that the Company exercises the First Option or Second Option but fails to exercise the Third Option, the Company's interest will be reverted to a 2% Net Smelter Return Royalty, which may be repurchased at a price of US $1,000,000. If the Company acquires an 80% interest in the Golden Hill Property, the Company will grant a 2% Net Smelter Return Royalty to the Optionor, which may be repurchased at a price of US $1,000,000.

The Optionor will also be entitled to a discovery of bonus as follows: (i) US $2 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate up to a maximum of 250,000 ounces (US $500,000), (ii) an additional US $4 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate above 250,000 ounces to up 500,000 ounces (an additional payment of up to US $1,000,000), and (iii) an additional US $5 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate above 500,000 ounces and up to 1,000,000 ounces (an additional payment of up to US $2,500,000)

QUALIFIED PERSONS

Dr. Christopher Wilson, Ph. D., FAusIMM (CP), FSEG, the Chairman of the Company, is the Qualified Person for the Company.

Trends

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Management is not aware of any trends, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Company's business, financial condition or results of operations.

Financial Results of Operations

Quarterly Financial Results

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:

	Revenue	Net loss and comprehensive loss	Loss per share
	$	$	$
November 30, 2021	-	449,734	0.01
August 31, 2021	-	668,255	0.02
May 31, 2021	-	4,210,605	0.15
February 28, 2021	-	108,133	0.00
November 30, 2020	-	38,388	0.00
August 31, 2020	-	29,209	0.01
May 31, 2020	-	5	0.00

The Company was incorporated on May 25, 2020 and May 31, 2020 was the Company's first fiscal quarter reported. During the period from the date of incorporation to May 31, 2020, the Company recorded a net loss of $5 which can be attributed to bank charges.

During the quarter ended August 31, 2020, the Company recorded a net loss of $29,209 as compared to $5 for the previous quarter. The increase can be attributed to legal and professional fees related to advisory services related to the Company's listing process.

During the quarter ended November 30, 2020, the Company recorded a net loss of $38,388 as compared to $29,209 for the previous quarter. The increase can be mainly attributed to advertising costs for marketing materials.

During the quarter ended February 28, 2021, the Company recorded a net loss of $108,133 as compared to $38,388 for the previous quarter. The increase can be attributed to consulting fees of $99,750.

During the quarter ended May 31, 2021, the Company recorded a net loss of $4,210,605 as compared to $108,133 for the previous quarter. The increase can be attributed to an increase in consulting fees of $153,899, an increase in share-based payment expense of $1,413,294 as a result of stock options granted during the quarter, and listing expense of $2,547,356 as result of the reverse takeover.

During the quarter ended August 31, 2021, the Company recorded a net loss of $668,255 as compared to $4,210,605 for the previous quarter. The decrease can be attributed to the reverse takeover being completed in the previous quarter.

During the quarter ended November 30, 2021, the Company recorded a net loss of $449,734 as compared to $668,255 for the previous quarter. The decrease can be attributed to a decrease in professional fees related to capital markets and a decrease in property investigation costs.

Results of Operations

Three months ended November 30, 2021 and 2020

The Company incurred a net loss of $449,734 for the three months ended November 30, 2021 compared to a net of loss of $67,601 for the comparable period in 2020, an increase of $382,133. The increase in net loss in 2021 can be attributed to the following:

Consulting fees of $155,741 (2020 - $nil) related to management fees and geological consulting fees of the Company.

Professional fees of $27,429 (2020 - $41,443) related to legal and capital markets advisory services.

Property investigation costs of $49,697 (2020 - $nil) related to exploration activities of the Company.

The Company recorded an expense of $148,464 (2020 - $nil) from the fair value of stock options granted during the quarter ended November 30, 2021.

Nine months ended November 30, 2021 and 2020

The Company incurred a net loss of $5,328,594 for the nine months ended November 30, 2021 compared to a net of loss of $67,601 for the similar period in 2020, an increase of $5,260,993. The increase can be attributed to an increase in consulting fees of $593,465, an increase in share-based payment expense of $1,630,677 as a result of stock options granted during the period and listing expense of $2,547,356, being a non-cash item, as result of the reverse takeover. For the nine months ended November 30, 2021, the Company incurred professional fees of $163,661 compared to $41,443 for the similar period in 2020. The increase is attributed to legal and advisory services related to capital markets.

Liquidity and Capital Resources

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At November 30, 2021 the Company had working capital[(1)] of $5,798,427 which included cash of $6,041,240 available to meet its anticipated maiden drill program at Golden Hill, ongoing operating expense for the next twelve months and current liabilities of $334,805. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

(1) Non-GAAP Financial Measure:
The Company uses "working capital" to assess liquidity and general financial strength and is calculated as current assets less current liabilities. Working capital does not have any standardized meaning prescribed by IFRS and is referred to as a "Non-GAAP Financial Measure." It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies. Working capital is calculated as current assets (November 30, 2021 – $6,133,232), less current liabilities (November 30, 2021 – 334,805).

At present, the Company has no current operating income. Without additional future financing, the Company may not be able to fund its ongoing operations and complete future development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. The capital raised from the private placement financings are being used for exploration programs on the Company's mineral properties and for general working capital.

During the nine months ended November 30, 2021, the Company completed the following share transactions:

On March 17, 2021, the Company issued a total of 1,072,144 units at $0.35 per unit for gross proceeds of $375,250. Each unit consists of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share at a price of $0.55 per share for a period of one year from the date of issue.

On May 21, 2021, 8,178,538 common shares were deemed to be issued by Holdco as a result of the RTO (refer to Note 3). The fair value of the 8,178,538 common shares deemed issued ($2,862,488) was estimated using a fair value of $0.35 per share.

On May 21, 2021, the Company issued 375,000 shares with a fair value of $131,250 and 125,000 warrants related to the acquisition of the San Jose Silver Property.

On May 21, 2021, the Company released 6,333,572 common shares held in escrow as stated in the Escrow Agreement.

On May 21, 2021, the Company issued 18,934,000 common shares as stated in the Amalgamation Agreement.

On May 21, 2021, the Company converted 24,620,223 Subscription Receipts into common shares of the Company.

On September 7, 2021, the Company acquired a 100% interest in four concessions adjacent to and/or in the vicinity of the Santas Gloria Silver Property. In consideration of the new concessions, the Company paid US $50,000 and issued 500,000 common shares of the Company with a fair value of $132,500.

The Company issued 1,120,000 common shares for exercise of warrants and 50,000 common shares for exercise of stock options.

Subsequent to November 30, 2021, the Company completed the following share transactions:

On December 1, 2021, the Company issued 375,000 common shares as consideration for the San Jose Silver Property.

On January 18, 2022 the Company issued 500,000 common shares for the Golden Hill option payment.

Outstanding Share Data

As at the date of this report, the Company has 60,986,333 issued and outstanding common shares, 12,824,401 share purchase warrants and 5,715,000 stock options.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel.

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

	Three months ended November 30,		Nine months ended November 30,	
	2021	2020	**2021**	2020
	$	$	**$**	$
Management and consulting	**133,820**	46,169	**329,739**	61,446
Director fees	**21,000**	-	**29,250**	-
Professional fees	**17,386**	12,354	**145,882**	23,830
Share-based compensation	-	-	**874,136**	-
	172,207	58,523	**1,379,007**	85,276

During the nine months ended November 30, 2021, the Company paid or accrued management fees of $263,864 to Exploration Alliance S A and Penguin Resources, companies controlled by Christopher Wilson, the Company's Chairman and CEO. These amounts have been included in exploration and evaluation costs.

During the nine months ended November 30, 2021, the Company paid or accrued management fees of $45,000 to a company for services of the Company's CFO.

During the nine months ended November 30, 2021, the Company paid or accrued management fees of $20,875 to Donna Belen-Humphreys, a Director of the Company. These amounts have been included in exploration and evaluation costs.

During the nine months ended November 30, 2021, the Company paid or accrued director and consulting fees of $39,625 to Donna Belen-Humphreys, a Director of the Company.

During the nine months ended November 30, 2021, the Company paid or accrued director fees of $10,500 to Darren Hazelwood, a Director of the Company.

During the nine months ended November 30, 2021, the Company paid legal fees of $145,882 to O'Neill Law LLP, a company related to Charles Hethey, a Director of the Company.

During the nine months ended November 30, 2021, the Company issued stock options to its Directors and Officers and recorded a share-based compensation of $874,136.

As at November 30, 2021, $67,625 is owed to the Company's related parties is included in accounts payable and accrued liabilities. Amounts owed to related parties included in accounts payable and accrued liabilities are unsecured, non-interest-bearing and are without fixed terms of repayment.

Subsequent Events

On December 1, 2021, the Company issued 375,000 common shares and 125,000 share purchase warrants exercisable at $0.25 per share until December 1, 2024 as consideration for the San Jose Silver Property.

On January 18, 2022 the Company issued 500,000 common shares and 250,000 warrants exercisable at $0.19 for a two-year term for the Golden Hill option payment.

Critical Accounting Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Significant areas requiring the use of management estimates and judgments include:

Going concern
The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Capitalization of mineral properties
The application of the Company's accounting policy for mineral properties requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Differences in judgment between management and regulatory authorities with respect to qualified expenditures may result in disallowed expenditures by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include:

- the determination of asset retirement and environmental obligations; and
- the utilization of deferred income tax assets.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Accounting Policies
The Company's significant accounting policies are disclosed in note 3 of the Company's audited financial statements for the period ended February 28, 2021.

Financial Instruments

The Company's risk exposures and the impact on the Company's consolidated financial statements are summarized below.

The Company's financial assets and financial liabilities are classified and measured as follows:

Financial instrument	Category
Cash	Fair value through profit or loss
Accounts receivable	Amortized cost
Subscriptions payable	Amortized cost
Accounts payable	Amortized cost

The carrying values of financial assets and liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(b) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company is not exposed to significant liquidity risk.

As at November 30, 2021, the Company had cash of $6,041,240 available to apply against short-term business requirements and current liabilities of $334,805. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of November 30, 2021.

(c) Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

Management's responsibility for financial statements

The information provided in this report, including the financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

January 31, 2022

On behalf of the Board of Directors,

"Dr. Christopher Wilson"
Chairman and Director

APPENDIX 1

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains “forward-looking statements”. Forward-looking statements reflect the Company’s current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as “intends”, “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipates” or “does not anticipate”, or “believes”, or various of such words and phrases or state certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under “Risk Factors”. Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.