

The following discussion and analysis of the operations, results and financial position of WestKam Gold Corp. (the "Company") for the six months ended July 31, 2022 should be read in conjunction with the July 31, 2022 unaudited condensed interim financial statements and the notes thereto, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

This Management Discussion and Analysis ("MD&A") is dated September 28, 2022 and discloses specified information up to that date. The Company is classified as a "venture issuer" for the purposes of National Instrument 51-102. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") in Canada. Unless otherwise cited, references to dollar amounts are in Canadian dollars.

The Company is a reporting issuer in each of the provinces of British Columbia and Alberta. Its head office and registered office is located at Suite 900 – 570 Granville Street, Vancouver, BC, V6C 3P1.

*We recommend that readers consult the "Cautionary Statement" on the last page of this report.*

### **Description of Business**

The Company was incorporated in British Columbia under the Company Act of British Columbia on October 2, 1984 as Consolidated Goldwin Ventures Inc. and effectively on April 30, 2012 changed its name to WestKam Gold Corp. The Company's strategy is to identify, acquire, explore and develop precious and base metal deposits amenable to low production costs and high operating margins, focusing on properties with low initial entry costs.

### **Overall Performance and Outlook**

The Company is currently focusing its exploration efforts on the Bonaparte property located in British Columbia, Canada. During the fiscal year ended October 31, 2021 and the first and second quarters of fiscal 2022, the Company did not undertake any significant exploration work programs as access to the property was prohibited because of Provincial orders restricting travel and access due to wildfires in the region from July to mid-September 2021, and seasonal shut-down thereafter due to adverse winter conditions. The Company was able to complete water monitoring and other geological assessment and planning outside of that time frame. The Company is currently planning a small fall work program on the property in the October 2022. The Company will also continue to evaluate similar opportunities for base and precious metals projects, focusing on projects in North America.

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

### **Company Activity**

The Company did not complete any exploration activity during the quarter ended July 31, 2022 however; it did complete scheduled quarterly water monitoring and reporting. Management has planned for a small exploration drill program in October 2022.

***Bonaparte Gold Property – Kamloops, British Columbia***

In fiscal 2011, the Company acquired a 75% interest in the Bonaparte Gold property located in the Kamloops mining district in British Columbia.

To acquire its 75% interest, the Company paid \$8,001,550, issued 3,250,000 common shares with a value of \$4,750,000, and incurred certain expenditures on the property.

On January 24, 2012 the Company acquired a 100% right to a portion of land adjacent to the Bonaparte property. The rights were received in exchange for settlement of prepaid exploration costs of \$501,627.

In fiscal 2014, the Company entered an option agreement to acquire an additional 17% interest on its existing claims of the Bonaparte Gold property for consideration of 6,500,000 common shares (issued at a value of \$350,000) and payment of \$150,000 in cash (paid).

Additionally, the Company acquired the remaining 8% interest in the Bonaparte Gold property through the issuance of 10,950,000 common shares valued at \$547,500, bringing the Company's interest in the Property to 100% of all claims.

The table below is a summary of exploration expenditures recognized in profit or loss for the periods ended July 31:

	2022	2021
	Bonaparte	Bonaparte
<b>Exploration Expenses</b>		
Camp supplies, maintenance and miscellaneous	-	-
Geological consulting	5,100	-
Other	413	-
Water monitoring and testing	15,893	-
Tax credit recovery	-	-
<b>Net Exploration</b>	<b>\$ 21,406</b>	<b>\$ -</b>

As at July 31, 2022, the Company has issued reclamation bonds of \$100,000 (2021 - \$100,000) for future reclamation work on the Bonaparte Gold property.

As at July 31, 2022, the Company has recognized a reclamation obligation of \$41,000 (2021 - \$41,000). The undiscounted amount of estimated cash flows was estimated at \$41,000. The liability was estimated using an expected life of two years and a discount rate of 1.5 %.

**Results of Operations**

This review of the Results of Operations should be read in conjunction with the financial statements of the Company for the six months ended July 31, 2022 and 2021.

***Three months ended July 31, 2022 compared with the three months ended July 31 , 2021***

**Expenses**

General and administrative expenses totaled \$55,026 for the three months ended July 31, 2022 compared with \$74,646 in 2021. Details of the largest changes and significant general and administrative items are as follows:

- Consulting decreased by \$17,000 to \$1,000 from \$18,000, a result of the termination of a consultant engaged in First Nations relationship management.
- Investor relations and shareholder information increased by \$2,158 to \$3,158 from \$300. The increase is attributed to higher shareholder information distribution and news dissemination costs relating to the Company's annual general meeting.
- Management fees decreased by \$18,930 to \$26,070 from \$45,000, a result of changes to management and its compensation.
- Office expenses decreased by \$1,944 to \$556 from \$2,500 and is attributed to reduced office related expenses..
- Regulatory and filing fees increased by \$3,424 to \$7,818 from \$4,394 and is attributable to expenses incurred in connection with the Company's annual general meeting.
- Travel increased by \$9,032 to \$9,032 from \$nil, largely a result of expenses incurred for travel relating to property investigation costs and trade show attendance.

### **Exploration Expenses**

The Company incurred exploration and evaluation expenditures of \$7,263 for the three months' ended July 31, 2022 compared to \$nil in 2021.

### ***Nine months ended July 31, 2022 compared with the nine months ended July 31, 2021***

### **Expenses**

General and administrative expenses totaled \$189,608 for the nine months ended July 31, 2022 compared with \$193,539 in 2021. Details of the largest changes and significant general and administrative items are as follows:

- Consulting decreased by \$55,600 to \$19,500 from \$75,100, a result of the termination of a consultant engaged in First Nations relationship management.
- Investor relations and shareholder information decreased by \$4,225 to \$3,533 from \$7,758. The decrease is attributed to lower shareholder information costs, including printing relating to the Company's annual general meeting.
- Management fees decreased by \$20,819 to \$109,181 from \$130,000 as a result of management changes.
- Office expenses decreased by \$2,656 to \$838 from \$3,494, due to a general reduction on office expense-related overhead.
- Professional fees increased by \$4,730 to \$9,023 from \$4,293. This increase is due to fees charged for tax preparation as well as a nominal increase in audit fees not previously accrued.
- Regulatory and filing fees decreased by \$7,443 to \$16,686 from \$24,129 and is attributable to a reduction in regulatory filing fee charges.
- Travel increased by \$9,032 to \$9,032 from \$nil, largely a result of expenses incurred for travel relating to property investigation costs and trade show attendance.

### **Exploration Expenses**

The Company incurred exploration and evaluation expenditures of \$21,406 for the nine months' ended July 31, 2022 compared to \$22,905 in 2021, a reduction of \$1,502.

**WESTKAM GOLD CORP.**  
**Management Discussion and Analysis**  
**Nine months ended July 31, 2022**

Selected quarterly financial information of the Corporation for the quarters ended July 31, 2022 and 2021 are as follows:

**Summary of Quarterly Results**

Quarter Ended	2022 July 31 Q3 \$	2022 Apr. 30 Q2 \$	2022 Jan. 31 Q1 \$	2021 Oct. 31 Q4 \$	2021 July 31 Q3 \$	2021 Apr. 30 Q2 \$	2021 Jan. 31 Q1 \$	2020 Oct. 31 Q4 \$
<b>Revenues</b>								
<b>G&amp;A Expenses</b>	55,026	64,564	70,018	135,527	74,646	95,099	98,440	38,063
<b>Share Based Compensation</b>	-	-	-	-	-	-	-	-
<b>Net Loss</b>								
- per share	-	-	-	(0.01)	-	-	-	(1.02)
- per share (diluted)	-	-	-	-	-	-	-	(0.82)
<b>Total Assets</b>	181,289	182,151	\$224,442	\$258,752	\$340,656	\$398,847	\$514,414	\$382,336
<b>Liabilities (Long Term)</b>	\$41,000	\$41,000	\$41,000	\$41,000	\$41,000	\$41,000	\$41,000	\$41,000
<b>Cash Dividends</b>							-	-
<b>Working Capital (Deficiency)</b>	(586,365)	(588,468)	(524,040)	(454,166)	(269,898)	(234,352)	(96,421)	(717,819)
<b>Share Capital:</b>								
<b>Authorized</b>	Unlimited							
<b>Outstanding</b>	22,735,107	22,735,107	22,735,107	22,735,107	22,735,107	22,735,107	22,735,107	14,609,776
<b>Warrants</b>	8,191,271	8,191,271	8,191,271	8,191,271	8,191,271	8,413,053	10,118,696	3,741,711
<b>Options</b>	-	-	-	-	-	-	-	-

**Liquidity**

At July 31, 2022, the Company had current assets of \$77,892, of which \$44,708 was comprised of cash. Current liabilities totaled \$664,257, all of which consisted of trade payables and related party amounts owing.

Total working capital as at July 31, 2022 was (\$586,365). The Company continues to assess funding opportunities to address its ongoing financial obligations and for exploration programs on its property and will pursue debt or equity financings to address its working capital requirements.

## **Capital Resources**

The Company plans to continue its participation in the Bonaparte project discussed above. The Company expects to finance expenditures on these projects through the sale of common shares by way of equity financings, and through the exercise of warrants.

## **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

## **Related Party Transactions**

Amounts owing to related parties consists of \$218,811 (2021 - \$174,406).

## **Related Party Transactions – Key Management Compensation**

During the period, \$15,000 (2021 - \$nil) was paid or accrued to Peter Laipnieks, the Company's current President and CEO, \$nil (2021 - \$30,000) was paid or accrued to a company controlled by the former President and CEO, Matt Wayrynen, for services as an officer of the Company and \$9,800 (2021 - \$15,000) was paid or accrued to the CFO, Pamela Saulnier, for services as an officer of the Company.

## **Financial Instruments and Risk Management**

### **Fair values**

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. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 - inputs to the valuation methodology are quoted prices for identical assets or liabilities in active markets;
- Level 2 - inputs to the valuation methodology included quoted prices for identical assets or liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace; and,
- Level 3 - inputs to the valuation methodology are not based on observable market data, and approximate fair value due to their short term nature.

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of receivables, reclamation bonds, and accounts payable and accrued liabilities are measured at amortized cost using effective interest rate.

### **Financial instrument risk exposure and risk management**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

**Credit risk**

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of grants due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company considers its current liabilities to be aged as follows:

As at July 31, 2022

	Total	Up to 3 months	3 – 12 months
Accounts payable and accrued liabilities and notes payable	\$ 664,257	\$ 48,384	\$ 615,872
	\$ 664,257	\$ 83,821	\$ 615,872

As at July 31, 2021

	Total	Up to 3 months	3 – 12 months
Accounts payable and accrued liabilities	\$ 506,596	\$ 55,128	\$ 446,466
	\$ 506,596	\$ 55,128	\$ 406,466

**Interest rate risk**

The Company has cash balances. The Company's current policy is to invest excess cash in investment grade short-term demand deposit certificates issued by its banking institutions. The company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company is marginally exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates.

**Foreign currency risk**

The Company has limited exposure to foreign currency risk on currency fluctuations related to monetary items with a settlement currency other than Canadian dollars.

**Commodity price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Other**

**Outstanding Share Data as at September 26, 2022**

- (a) Authorized – unlimited common shares without par value.
- (b) Issued and Outstanding Capital as of July 31, 2022 and September 26, 2022 was 22,735,107 common shares
- (c) The Company has no stock options outstanding.
- (d) Summary of Warrants outstanding.

<b>Exercise price</b>	<b>Number outstanding</b>	<b>Expiry date</b>
\$0.20	8,191,271	Nov. 11, 2025
	8,191,271	

**Management Responsibility for the Financial Statements**

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

**Additional Information**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Cautionary Statement**

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of September 26, 2022. Except for historical information or statements of fact relating to the Company, this document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. These statements involve known and unknown risks, uncertainties, and other factor that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.