

SHERPA II HOLDINGS CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the Three Months Ended September 30, 2022

This Management Discussion and Analysis (“MD&A”) is management’s interpretation of the financial condition and results of operations of Sherpa II Holdings Corp. (“Sherpa II” or the “Company”) for the three months ended September 30, 2022. This MD&A should be read in conjunction with the audited financial statements of the Company for the fiscal year ended June 30, 2022 and the condensed interim financial statements for the three months ended September 30, 2022, prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). This MD&A supplements, but does not form part of, the Company’s financial statements. Additional information regarding the Company can be found on SEDAR at www.sedar.com. All of the following amounts are expressed in Canadian dollars unless otherwise stated. This MD&A has been prepared as of November 28, 2022.

This MD&A may contain “forward-looking statements” which reflect the Company’s current expectations regarding the future results of operations, performance, and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect,” and similar expressions. The statements reflect the current beliefs of the management of the Company and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties, and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements.

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.

Overall Performance

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on January 18, 2018.

The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Company (“CPC”) as defined in Policy 2.4 of the Exchange. As a CPC, the Company’s principal business would be to identify, evaluate and acquire assets, properties, or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange (“Qualifying Transaction”).

On September 20, 2018, the Company completed its IPO, whereby it issued 2,881,000 common shares at a price of \$0.10 per common share for proceeds of \$288,100. In addition, the Company completed a non-brokered private placement whereby it issued 1,500,000 common shares at \$0.10 per common share for proceeds of \$150,000. The Company also issued to the agent an option to acquire 288,100 common shares of the Company at a price of \$0.10 per share, expiring September 20, 2020. Aggregate share issuance costs related to these financings totaled \$48,298.

On December 15, 2020 the Company completed its Qualifying Transaction, acquiring an 80% undivided interest in eight mineral claims (the “Bakar Claims”) located in northwestern Vancouver Island, British Columbia and a 100% undivided interest in all technical data relating to the Bakar Claims from District Metals Corp. (“District”). As consideration for the Bakar Claims, the Company issued total consideration of:

- \$50,000 cash payment
- 1,000,000 common shares of the Company
- \$200,000 in work expenditures within six months of closing (the “Required Expenditures”)
- Carry over of the 2.0% net smelter royalty (“NSR”) from the royalty agreement dated July 12, 2019 between District and Longford Capital Corp. on one of the eight mineral claims that comprises the Bakar Claims. The 2.0% NSR may be repurchased entirely for \$6,500,000 cash.

In connection with the Transaction, the Company entered into an unincorporated joint operation (the “Joint Operation”) with District with respect to their respective joint ownership of the Bakar Claims. During the nine months ended March 31, 2022, the Company incurred the Required Expenditures pursuant to the Bakar Purchase Agreement, and therefore, pursuant to the Joint Operation, all additional expenditures are to be split on the basis of the Company and District’s respective ownership in the Bakar Claims. The Company has incurred total expenditures of \$285,756 on the Bakar property, of which \$17,151 are to be reimbursed by District.

SHERPA II HOLDINGS CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended September 30, 2022

Costs incurred with respect to the property are summarized below:

	Bakar Property	
Acquisition Costs		
Balance, June 30, 2021	\$	130,000
Additions		-
Balance, June 30, 2022		130,000
Additions		-
Balance, September 30, 2022	\$	130,000
Deferred Exploration Costs		
Balance, June 30, 2021	\$	181,942
Additions		62,836
Charged back to District		(8,736)
Balance, June 30, 2022		236,042
Additions		47,811
Charged back to District		(8,415)
Balance, September 30, 2022		275,438
Total		
Balance, June 30, 2022	\$	366,042
Balance, September 30, 2022	\$	405,438

On December 18, 2020, the Company completed a private placement for gross proceeds of \$300,000. The Company issued 1,250,000 common shares at a price of \$0.08 per common share for aggregate gross proceeds of \$100,000 and 2,000,000 common shares to be issued as "flow-through shares" at a price of \$0.10 per flow-through common share, for gross proceeds of \$200,000.

On November 26, 2021, the Company completed a private placement for aggregate gross proceeds of \$400,000, which consisted of 1,500,000 units at \$0.08 per unit, for gross proceeds of \$120,000 and 3,500,000 flow-through units at \$0.10 per flow-through unit, for gross proceeds of \$350,000. Each unit consists of one common share and one common share purchase warrant, which is exercisable into one additional common share at an exercise price of \$0.12 for a period of 24 months. Each flow-through unit consists of one flow-through common share and one common share purchase warrant, which is exercisable into one additional common share at an exercise price of \$0.15 for a period of 24 months. No value was ascribed to the common share purchase warrants.

On December 8, 2021, the Company granted 499,600 stock options exercisable at \$0.15 for a period of 5 years.

Results of Operations

For the three months ended September 30, 2022, the Company reported a net loss of \$16,578 (2021: \$10,764) comprised of general and administrative fees of \$12,077 (2021: \$6,105), transfer agent and filing fees of \$1,519 (2021: \$3,056), professional fees of \$1,037 (2021: \$8,207), and the reversal of flow-through share premium liability of \$2,555 (2021: \$6,604). The increase in expenses of \$5,814 is primarily related to a increase in administrative expenses incurred in the normal course development of the business throughout the period.

Summary of Quarterly Results

A summary of the quarterly results for the prior 8 quarters is as follows:

	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021
Net Profit for the Period	\$(16,578)	\$ (35,219)	\$ (39,743)	\$ (61,842)	\$ (10,764)	\$ 6,593	\$ (41,692)	\$ (117,834)
Loss per Share	\$(0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)

SHERPA II HOLDINGS CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended September 30, 2022

The increased loss in Q2, 2021 is a result of the completion of the Qualifying Transaction, which occurred on December 18, 2020. The Company incurred increased professional fees and transfer agent and filing fees in connection with completing the transaction.

The net income position in Q4, 2021 is a result of the flow-through recovery as the Company began incurring eligible expenditures on its Bakar property. The flow-through reversal for the fourth quarter was \$26,664, which resulted in the net income for the period.

The increase in loss for Q2, 2022 is driven by stock-based compensation expense of \$38,200, as the Company had an option grant which vested immediately.

Liquidity and Capital Resources

The Company reported working capital of \$332,939 at September 30, 2022 (June 30, 2022 - \$388,913) and cash of \$403,989 (June 30, 2022 - \$458,471).

As of September 30, 2022, the Company had current liabilities of \$93,189 (June 30, 2022: \$94,035).

On November 26, 2021, the Company completed a private placement for aggregate gross proceeds of \$400,000, which consisted of 1,500,000 units at \$0.08 per unit, for gross proceeds of \$120,000 and 3,500,000 flow-through units at \$0.10 per flow-through unit, for gross proceeds of \$350,000. Each unit consists of one common share and one common share purchase warrant, which is exercisable into one additional common share at an exercise price of \$0.12 for a period of 24 months. Each flow-through unit consists of one flow-through common share and one common share purchase warrant, which is exercisable into one additional common share at an exercise price of \$0.15 for a period of twenty-four months. No value was ascribed to the common share purchase warrants using the residual value method.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the next twelve months and in the future. The condensed interim financial statements for the three months ended September 30, 2021, do not give effect to the required adjustments to the carrying amounts and classification of assets and liabilities should the Company be unable to continue as a going concern.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include the Company's officers and directors. During the 3 months ended September 30, 2022, the Company paid an officer \$4,500 (2021 - \$Nil) for consulting fees.

Proposed Transactions

None.

Critical Accounting Estimates

Not applicable for Venture Issuers.

New accounting standard and interpretation

None.

Financial Instruments

Categories of financial instruments and fair value measurements

SHERPA II HOLDINGS CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended September 30, 2022

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

	September 30, 2022	June 30, 2022
Financial assets:		
<i>Fair value through profit and loss</i>		
Cash	\$ 403,989	\$ 458,471
Receivables	\$ 17,151	\$ 8,736
Financial liabilities:		
<i>Other financial liabilities</i>		
Accounts payable	\$ -	\$ 941

The fair values of the Company's cash and accounts payable approximate their carrying amounts due to the short-term nature of these instruments.

Management of financial risks

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At September 30, 2022, the Company was exposed to credit risk on its cash.

The Company's cash is held with a high credit quality financial institution in Canada and as at September 30, 2022, management considers its exposure to credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At September 30, 2022, the Company had cash of \$403,989 (June 30, 2022 - \$458,471) and accounts payable and accrued liabilities of \$26,859 (June 30, 2022 - \$25,150) with contractual maturities of less than one year. However, the Company assessed its liquidity risk as high as at September 30, 2022 as management will need additional financing to continue its operations and fund its exploration program.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk at September 30, 2022.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies.

As at September 30, 2022, the Company is not exposed to foreign currency risk, as it does not have cash or payables denominated in a foreign currency.

SHERPA II HOLDINGS CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended September 30, 2022

Risks and Uncertainties

The Company's business is mineral property acquisition, exploration and development business and as a result it may be exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company's business, results of operations, and financial performance in future periods. Refer to the Company's Filing Statement dated December 15, 2020 for a list of risk factors impacting the Company.

Other Requirements

Summary of Outstanding Securities as at November 28, 2022

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 15,631,000 common shares (including 2,275,000 common shares held in escrow).

Stock options: 425,400 stock options at \$0.10 per share exercisable until September 18, 2023, 425,000 stock options at \$0.11 per share exercisable until February 23, 2024, and 499,600 stock options at \$0.15 per share exercisable until December 8, 2026.

Warrants: 1,500,000 warrants at an exercise price of \$0.12, expiring November 26, 2023, and 3,500,000 warrants at an exercise price of \$0.15, expiring November 26, 2023.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases, and other information are available on the SEDAR website at www.sedar.com.