

SHERPA II HOLDINGS CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended June 30, 2022

This Management Discussion and Analysis (“MD&A”) of Sherpa II Holdings Corp. (“Sherpa II” or the “Company”) has been prepared by management as of October 28, 2022 and should be read together with the audited financial statements and related notes for the year ended June 30, 2021, which are prepared in accordance with International Financial Reporting Standards (“IFRS”). 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 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 (paid during the year ended June 30, 2021)
- 1,000,000 common shares of the Company (issued with a fair value of \$80,000 during the year ended June 30, 2021)
- \$200,000 in work expenditures within six months of closing (the “Required Expenditures”) (Completed during the year ended June 30, 2022)
- 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 \$244,778 on the Bakar property, of which \$8,736 are to be reimbursed by District.

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Costs incurred with respect to the property are summarized below:

	Bakar Property	
Acquisition Costs		
Balance, June 30, 2020	\$	-
Additions		130,000
Balance, June 30, 2021, and 2022	\$	130,000
Deferred Exploration Costs		
Balance, June 30, 2020	\$	-
Additions		181,942
Balance, June 30, 2021		181,942
Additions		62,836
Charged back to District		(8,736)
Balance June 30, 2022	\$	236,042
Total		
Balance, June 30, 2021	\$	311,942
Balance, June 30, 2022	\$	366,042

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.

Selected Annual Information

The selected financial information below are derived from the Company’s audited financial statements for the years ended June 30, 2022, 2021 and 2020, prepared in accordance with IFRS. The Company’s significant accounting policies and new accounting policies applied in the preparation of its financial statements are outlined in Note 3 to the Company’s audited financial statements for the years ended June 30, 2022 and 2020.

	Year ended		
	June 30, 2022	June 30, 2021	June 30, 2020
Total revenue	\$ -	\$ -	\$ -
Net loss	147,568	208,139	75,386
Basic and diluted loss per common share:	0.01	0.02	0.02
	As at		
	June 30, 2022	June 30, 2021	June 30, 2020
Cash	\$ 458,471	\$ 180,892	\$ 332,619
Total assets	848,990	504,962	337,661
Current and total liabilities	94,035	33,063	23,955
Shareholders’ equity	754,955	471,899	313,706

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For a discussion of the factors affecting the Company's losses see "Results of Operations" and "Fourth Quarter" below.

Results of Operations

For the year ended June 30, 2022, the Company reported a net loss of \$147,568, a decrease in loss of \$60,571 as compared to the net loss of \$208,139 for the year ended June 30, 2021. The decrease in loss was driven by a decrease in transfer agent and filing fees of \$6,336; professional fees of \$110,099 due to greater service levels in the comparative period; and reversal of flow-through premiums of \$13,609 due to reduce flow through expenditures in current year. These decreases were partially offset by the increase in general and administrative expenses of \$21,387 due to higher administrative activities in current year; consulting fees of \$9,000, and stock-based compensation of \$11,868 due to a stock option grant in the current year.

Summary of Quarterly Results

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

	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021
Net Loss for the Period	\$(35,219)	\$(39,743)	\$(61,842)	\$(10,764)	\$ 6,593	\$(41,692)	\$(117,834)	\$(55,206)
Loss per Share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)

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 \$388,913 at June 30, 2022 (June 30, 2021 - \$159,957) and cash of \$458,471 (June 30, 2021 - \$180,892).

As of June 30, 2022, the Company had current liabilities of \$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 nine months ended June 30, 2022, 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.

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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 year ended June 30, 2022, the Company paid an officer \$9,000 (June 30, 2021 - \$Nil) for consulting fees.

Fourth Quarter

For the three months ended June 30, 2022, the Company incurred a net loss of \$35,219 compared to a net profit of \$6,593 for the same period of 2021, an increase in loss of \$41,812. The increase in loss was driven by an increase in professional fees of \$9,395, as the Company incurred greater professional fees in connection with the year end audit. The net profit in Q4, 2021 is a driven by the reversal of the flow-through premium liability.

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

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

	June 30, 2022	June 30, 2021
Financial assets:		
<i>Fair value through profit and loss</i>		
Cash	\$ 458,471	\$ 180,892
Receivables	8,376	-
Financial liabilities:		
<i>Other financial liabilities</i>		
Accounts payable	\$ 941	\$ 2,520

The fair values of the Company's cash, accounts receivable 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 June 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 June 30, 2022, management considers its exposure to credit risk to be low.

Liquidity risk

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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 balances and managing its capital and expenditures.

At June 30, 2022, the Company had cash of \$458,471 (June 30, 2021 - \$180,892) and accounts payable and accrued liabilities of \$25,150 (June 30, 2021 - \$20,425) with contractual maturities of less than one year. However, the Company assessed its liquidity risk as high as at June 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 June 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 June 30, 2022, the Company is not exposed to foreign currency risk, as it does not have cash, accounts receivable, or payables denominated in a foreign currency.

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 October 28, 2022

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 15,631,000 common shares (including 1,365,000 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.