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**Management's Discussion and Analysis
For the Nine Months Ended September 30, 2022
Dated: November 28, 2022**

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Valterra Resource Corporation

(An Exploration Stage Company)

Management's Discussion and Analysis

For the Nine Months Ended September 30, 2022

A. Introduction

The following Management's Discussion and Analysis ("MD&A") of the consolidated operating results and financial condition of Valterra Resource Corporation (the "Company") is for the nine months ended September 30, 2022, and is dated November 28, 2022. This MD&A was prepared to conform to National Instrument 52-102F1 and was approved by the Board of Directors prior to its release.

This analysis should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2022, and the Company's audited financial statements for the year ended December 31, 2021, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and presentation currency is the Canadian dollar and all amounts included herein are in Canadian dollars, unless otherwise indicated.

The Company's shares are listed on the TSX Venture Exchange ("VQA.V"), the Frankfurt Stock Exchange ("3VA.F") and the OTCQB Marketplace ("VRSCF").

Additional information relating to the Company is available at valterraresource.com and at sedar.com.

B. Qualified Persons

Robert Macdonald, MSc. P. Geo., is the qualified person as defined by National Instrument 43-101 responsible for the technical information included in this MD&A and the supervision of work done in association with the exploration and development programs. Mr. Macdonald graduated with a B.Sc. degree from Memorial University of Newfoundland and a M.Sc. from the University of British Columbia. His work has focused on vein and intrusive-related gold systems and massive sulfide deposits.

C. Conversion Tables

Precious metal units and conversion factors					
ppb - Part per billion	1 ppb	=	0.0010 ppm	=	0.000030 oz/t
ppm - Part per million	100 ppb	=	0.1000 ppm	=	0.002920 oz/t
oz - Ounce (troy)	10,000 ppb	=	10.0000 ppm	=	0.291670 oz/t
oz/t - Ounce per ton (avdp.)	1 ppm	=	1.0000 ug/g	=	1.000000 g/tonne
g - Gram					
g/t - Gram per metric ton	1 oz/t	=	34.2857 ppm		
mg - Milligram	1 Carat	=	41.6660 mg/g		
kg - Kilogram	1 ton (avdp.)	=	907.1848 kg		
ug - Microgram	1 oz (troy)	=	31.1035 g		

D. Summary of Mineral Properties

The Company's principal business activities include the acquisition, exploration, and development of natural resource properties for enhancement of value and disposition pursuant to sales agreements or development by way of third-party option and/or joint venture agreements.

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D. Summary of Mineral Properties, continued

Swift Katie

The property consists of 19 contiguous MTO mineral claims, covering over 83 square kilometres, and is located near Salmo, British Columbia. The area has hosted several important mining districts and is underlain by rocks considered very favourable for the discovery of gold-quartz veins and porphyry-style mineralization.

Historic drilling tested three areas along an approximate 1,000 metre strike length of the target structure which had been previously traced by a combination of surface rock and soil sampling, historical trenching, and shallow drilling from the 1980's and by the Company in 2016. Only part of the full strike-length of the structural target has been drill tested; several additional target areas have been prioritized for testing in future programs.

The previous drilling also successfully confirmed high-grade gold mineralization in two locations along the tested strike-length of the target structure and returned a significant cumulative thickness of +1g/t Au mineralization in hole SK17-015. Both gold-enriched areas are open along strike and down dip and require additional drill testing.

Drill highlights at Swift include:

- **30.9g/t Au and 17.8g/t Ag over 0.8m within a broader 2.5m zone averaging 11.5g/t Au and 6.7 g/t Ag from hole SK17-015;**
- **an additional 22.6m interval averaging 1.1g/t Au and 0.5g/t Ag from hole SK17-015;**
- **9.7g/t Au and 7.6g/t Ag over 1.4m within a broader 8.6m interval averaging 3.1g/t Au and 2.0g/t Ag from hole SK17-019;**
- **0.96 g/t Au over 6.6m in hole SK16-011;**
- **13.3 g/t Au, 201 g/t Ag & 0.33% Cu over 3.5m from hole SK14-002; and**
- **1.83 g/t Au over 10m from hole 87-6, including 5.15g/t Au over 2.0m***

** Historical assay results have not been verified and should not be relied upon as such.*

Higher grade gold values were returned from quartz veins and silicified intervals within a strongly foliated and quartz-carbonate-altered volcanic rock, which can form zones several tens of metres thick in any given drill hole. Alteration appears largely structurally controlled and forms an anastomosing network of northeast-striking shear zones that dip moderately to the southeast.

Gold mineralization has been intersected in relatively shallow drilling (<200 metre depth) with the thickness of some intercepts, particularly in hole SK17-015 comparable to mineralized intervals at Prize Mining's Kena Gold Project, located 30 kilometres to the northeast, which is currently modelled as a bulk-tonnage porphyry gold target.

Exploration results to date support the Company's belief that a widespread gold-enriched, vein system exists at the Swift target and a large alkali porphyry system exists at the Katie target. Further work will be designed to continue to expand the known mineral systems and to evaluate several other targets that remain to be tested on the property.

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D. Summary of Mineral Properties, continued

Los Reyes

On July 27, 2022, the Company and the optionor agreed to terminate the agreement.

Acquisition Costs

Mineral property acquisition costs as at September 30, 2022 were:

	Swift Katie	Los Reyes	Total
	\$	\$	\$
Balance as at December 31, 2020	-	-	-
Additions, net of recoveries	-	292,158	292,158
Impairments	-	(292,158)	(292,158)
Balance as at December 31, 2021	-	-	-
Balance as at September 30, 2022	-	-	-

Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the nine months ended September 30, 2022 and 2021 were:

	Swift Katie		Los Reyes		Total	
	\$	\$	\$	\$	\$	\$
	2022	2021	2022	2021	2022	2021
Equipment rental and field supplies	-	-	-	6,234	-	6,234
Project supervision	3,420	713	1,010	4,474	4,430	5,187
Other	590	-	1,147	978	1,737	978
	4,010	713	2,157	11,686	6,167	12,399
General, net of recoveries					4,551	3,177
					10,718	15,576

E. Results of Operations

The Company recognized net income of \$18,492 for the nine months ended September 30, 2022 (2021 – net loss of \$821,337).

As per the Company's mandate to acquire, explore, and develop mineral resource properties, the Company invests in its mineral properties (*D - Summary of Mineral Properties*) subject to available resources. Investor relations expenses fluctuate as marketing and other investor outreach is undertaken. Consulting and professional fees were higher in the prior period as a result of transactions undertaken with respect to Poconé Mining Mineração Ltda ("PMM"). Non-cash share-based payments expense is recognized as stock options are granted and vest.

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E. Results of Operations, continued

Foreign exchange gains and losses fluctuate based on the US and Canadian dollar exchange rate and the extent of transactions and balances denominated in US dollars. A non-cash gain on settlement of debt was recognized upon settlement in shares of certain amounts payable due to related parties (*H-Related Party Transactions*). Marketable securities are recognized at fair value until sold.

A summary of variances is as follows:

	2022	2021	Change
	\$	\$	\$
Administration	45,000	45,000	-
Consulting	16,411	259,038	(242,627)
Exploration and evaluation	10,718	15,576	(4,858)
Investor relations	7,821	48,548	(40,727)
Office and general	19,219	17,540	1,679
Professional fees	54,768	92,574	(37,806)
Regulatory fees and taxes	28,790	34,050	(5,260)
Share-based payments	-	2,892	(2,892)
Shareholders communications	2,809	6,555	(3,746)
Transfer agent	6,593	7,708	(1,115)
Foreign exchange loss	21,971	748	21,223
Gain on settlement of debt	(233,942)	-	(233,942)
Impairment of mineral properties	-	292,158	(292,158)
Unrealized loss (gain) on marketable securities	1,350	(1,050)	2,400

F. Summary of Quarterly Results

The following financial data was derived from the Company's financial statements for the last eight quarters:

	Sept 30	Jun 30	Mar 31	Dec 31	Sept 30	Jun 30	Mar 31	Dec 31
	2022	2022	2022	2021	2021	2021	2021	2020
	\$	\$	\$	\$	\$	\$	\$	\$
Net (income) loss	71,199	(145,331)	55,640	312,426	612,928	116,273	92,136	720,413
Basic and diluted loss (earnings) per share	\$0.00	\$0.00	\$0.00	\$0.00	\$0.01	\$0.00	\$0.00	\$0.02

Due to the nature of its current operations, the Company earned no revenue during the periods presented. Quarterly fluctuations mainly relate to mineral property exploration expenditures and impairments, which occur as projects are identified and results are analyzed or other indicators arise, and share-based payments expense, which is recognized as stock options are granted and vest.

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F. Summary of Quarterly Results, continued

Beginning mid-2020, certain costs increased as a result of the acquisition of PMM. During the three months ended December 31, 2021, a significant non-cash gain and loss were recognized relative to the sale of PMM. Significant impairment charges were recognized in three months ended September 30, 2021 and significant share-based payments expense was recognized in three months ended December 31, 2020. During the three months ended June 30, 2022, a significant non-cash gain was recognized upon settlement in shares of certain amounts payable due to related parties (*H - Related Party Transactions*).

G. Financial Condition, Liquidity and Capital Resources

As at September 30, 2022, the Company had a working capital deficit of \$895,525 (December 31, 2021 - \$1,067,548).

Wherever possible, the Company has been negotiating its trade payables and reviewing its future commitments to identify opportunities to reduce or delay spending and payments. However, the Company does not generate any revenue from operations and does not have sufficient capital to meet the requirements for its administrative overhead and maintaining its mineral interests. For the foreseeable future, the Company will need to rely on raising capital in the equity markets and/or enter into joint venture agreements with third parties to provide working capital and to finance its mineral property activities. There can be no assurance that the Company will be able to obtain adequate future financing. Failure to do so could result in delay or indefinite postponement of further exploration and reduction or termination of operations.

On May 19, 2022, pursuant to a debt settlement agreement with a company formally controlled by a director and officer of the Company, the Company issued 7,798,086 common shares to settle amounts due to related parties of \$389,904.

A Notice of Claim filed in Small Claims Court regarding amounts owed to a certain vendor remains outstanding in an amount of \$25,000 plus interest and costs.

H. Related Party Transactions

The Company entered into the following related party transactions:

(a) Pursuant to a service agreement between the Company and a private company controlled, until October 31, 2021, by a director and officer of the Company, the Company was charged as:

- \$nil (2021 - \$45,000) for office space and general administration services;
- \$nil (2021 - \$24,750) for professional services;
- \$nil (2021 - \$21,690) for consulting services;
- \$nil (2021 - \$32,085) for investor relations services;
- \$nil (2021 - \$4,889) for geological services; and
- \$nil (2021 - \$2,249) for the mark-up on out-of-pocket expenses.

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H. Related Party Transactions, continued

On May 19, 2022, pursuant to a debt settlement agreement, the Company issued 7,798,086 common shares with a fair value of \$155,962 to settle amounts due of \$389,904. A gain on settlement of debt was recognized of \$233,942. Amounts payable as at September 30, 2022 were \$73,605 (December 31, 2021 - \$463,509).

- (b) Amounts payable related to prior year legal fees charged by companies controlled by a director and officer of the Company as at September 30, 2022 were \$123,396 (December 31, 2021 - \$123,396).
- (c) Legal fees in the amount of \$4,440 (2021 - \$nil) were charged by a Company controlled by an officer of the Company. Fees are included in professional fees, mineral property acquisition or exploration expenditures or share issue costs where applicable. Amounts payable as at September 30, 2022 were \$nil (December 31, 2021 - \$6,317).
- (d) Fees in the amount of \$9,000 (2021 - \$9,000) were charged by an officer of the Company for consulting services. Amounts payable as at September 30, 2022 were \$2,100 (December 31, 2021 - \$23,900).
- (e) Fees in the amount of US\$nil (2021 - US\$6,750) were charged by a director of the Company for geological consulting services. Amounts payable as at September 30, 2022 were \$39,614 (US\$28,750) (December 31, 2021 - \$36,386 (US\$28,750)).

These transactions were in the normal course of operations and were measured at the fair value of the services rendered. With the exception of interest-bearing loans, amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment. The key management personnel of the Company are the directors and officers of the Company. The Company has no long-term employee or post-employment benefits. A summary of compensation awarded to key management, including amounts in (d) and (e) above, was as follows:

	2022		2021	
Short-term benefits	\$	9,000	\$	17,447
Total	\$	9,000	\$	17,447

I. Outstanding Equity and Convertible Securities

i) Issued and outstanding

As at November 28, 2022, the Company had 90,203,230 common shares issued and outstanding.

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I. Outstanding Equity and Convertible Securities, continued

ii) Share Purchase Warrants

As at November 28, 2022, share purchase warrants outstanding were:

Exercise Price	Expiry Date	Balance September 30, 2022	Balance November 28, 2022
\$0.125	* August 1, 2023	390,000	390,000
\$0.50	August 1, 2023	5,600	5,600
\$0.125	* September 18, 2023	1,070,340	1,070,340
\$0.10	June 15, 2024	7,260,000	7,260,000
\$0.10	June 15, 2024	177,800	177,800
\$0.10	July 9, 2024	20,910,000	20,910,000
\$0.10	July 9, 2024	398,300	398,300
\$0.125	November 30, 2023	3,610,167	3,610,167
\$0.125	November 30, 2023	6,650	6,650
\$0.125	December 14, 2023	7,333,334	7,333,334
\$0.10	August 3, 2024	4,135,000	4,135,000
\$0.10	August 3, 2024	341,300	341,300
\$0.10	October 21, 2025	8,000,000	8,000,000
		53,638,491	53,638,491
Weighted average exercise price		\$0.11	\$0.11
Weighted average contractual life remaining (years)		1.82	1.66

* Certain warrants are subject to an accelerated exercise period provision whereby if the closing price of the common shares is \$0.165 or higher for 10 consecutive trading days (the "Premium Trading Days"), warrant holders will have 30 calendar days, commencing 7 calendar days after the last Premium Trading Day, to exercise the warrants.

As at November 28, 2022, share purchase warrants issued and contingently exercisable were:

Exercise Price	Expiry Date	Balance September 30, 2022	Balance November 28, 2022
\$0.50	August 11, 2023	30,000	30,000
		30,000	30,000
Weighted average exercise price		\$0.50	\$0.50
Weighted average contractual life remaining (years)		0.86	0.70

I. Outstanding Equity and Convertible Securities, continued

iii) Stock Options

As at November 28, 2022, stock options outstanding and exercisable were:

Exercise Price	Expiry Date	Balance September 30, 2022	Balance November 28, 2022
\$0.08	October 19, 2025	100,000	100,000
\$0.10	December 21, 2025	4,550,000	4,550,000
		4,650,000	4,650,000
Weighted average exercise price		\$0.10	\$0.10
Weighted average contractual life remaining (years)		3.22	3.06

J. Financial Instruments

The Company's financial instruments include cash and reclamation bonds which are classified as financial assets measured at amortized cost, marketable securities and other investment which are classified as financial assets measured at fair value through profit or loss and accounts payable and accrued liabilities and due to related parties, which are classified as financial liabilities measured at amortized cost. Reclamation bonds are non-interest-bearing, have no maturity date and carrying values approximate fair value. The carrying values of accounts payable and accrued liabilities and due to related parties approximate their fair values due to the short period to maturity.

The Company is exposed to credit risk in respect to managing its cash and other price risk with respect to its investment that presently is not listed or traded upon a stock exchange. Cash is held with a Canadian financial institution. The Company mitigates credit risk by risk management policies that require significant cash deposits be invested with Canadian chartered banks rated BBB or better, or commercial paper issuers R1/A2/P2 or higher. All investments must be less than one year in duration. The maximum exposure to other price risk is the carrying value of the investment.

K. Events After the Reporting Period and Outlook

There are no other material events subsequent to the date of this document. The Company is confident that its current property has potential warranting continued exploration. Following the sale of PMM to Pilar Gold Inc., the Company has maintained a presence in Brazil providing an opportunity to benefit from owning an equity investment in an established miner with a history of successful production which can leverage its strong cashflow to expand. Activities over the ensuing year will focus on these projects. The Company also expects to continue its strategy of acquiring properties and collaborating with experienced mining companies to develop such properties to advance them to production.

L. Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements and does not contemplate entering into any such arrangements in the foreseeable future.

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M. Disclosure Controls and Procedures

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Audit Committee is composed of three independent directors who meet at least quarterly with management and at least annually with the external auditors to review accounting, internal control, financial reporting, and audit matters. There have been no significant changes to the Company's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Audit Committee has established procedures for complaints received regarding accounting, internal controls or auditing matters, and for a confidential, anonymous submission procedure for employees who have concerns regarding questionable accounting or auditing matters. The Whistleblower policy is in accordance with National Instrument 52-110 Audit Committees, National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices.

Being a venture issuer, the Company is exempted from the certification on Disclosure Controls and Procedures and Internal Control Over Financial Reporting. The Company is required to file Form 52-109FV1 for annual reporting and Form 52-109FV2 for interim reporting.

N. Risks and Uncertainties

The principal business of the Company is the acquisition, exploration and development of mineral properties. Given the nature of the mining business, the limited extent of the Company's assets and the present stage of development, the following risk factors, among others, should be considered:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially productive mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non productive. There is no assurance that exploration efforts will be successful.

Success in establishing reserves is a result of a number of factors, including the quality of management, the level of geological and technical expertise, and the quality of property available for exploration. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities.

Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

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N. Risks and Uncertainties, continued

Competition

The resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources.

Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Operating History and Availability of Financial Resources

The Company currently has no operating revenues and, therefore, may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Until the Company begins generating positive cash flow, operations will continue to be financed primarily through the issuance of securities and such reliance on the issuance of securities for future financing may result in dilution to existing shareholders.

Furthermore, the amount of additional funds required may not be available under favourable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Price Volatility and Lack of Active Market

For some time, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key-man" insurance in respect of any of its management.

Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned.

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N. Risks and Uncertainties, continued

The Company's mineral property interests may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

Government Regulations and Environmental Risks and Hazards

The Company conducts exploration activities in Canada and Mexico and is planning for activities in Brazil. It is therefore subject to various federal, provincial, state laws, rules and regulations. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation.

Environmental hazards may exist on the Company's properties, that are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current or former property interests that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

Other

The COVID-19 global health pandemic that began in 2019 and continues today resulted in significant volatility and turmoil in world markets. The negative economic impact of measures to contain the virus have been mitigated to an extent by fiscal and monetary stimulus, by measures taken to reopen world economies and the development and rollout of vaccines. During February 2022, Russia launched a large military invasion of Ukraine leading to a disruption in the supply of energy resources, the imposition of sanctions on Russia, increased tension between the West and Russia and financial market uncertainty. These situations had an impact on many entities and the markets for the securities that they issue and the impacts may continue.

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O. Proposed Transactions

Other than normal course review of monthly submittals there are no other proposed transactions contemplated as at the date of this report.

P. Forward-Looking Statements

Some of the statements contained in this MD&A may be deemed "forward-looking statements." These include estimates and statements that describe the Company's future plans, objectives or goals, and expectations of a stated condition or occurrence. Forward-looking statements may be identified by the use of words such as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

Actual results relating to, among other things, results of exploration, reclamation, capital costs, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as but not limited to; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the Company expects to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the Company's activities; and changing foreign exchange rates and other matters discussed in this MD&A.

Readers should not place undue reliance on the Company's forward-looking statements. Further information regarding these and other factors, which may cause results to differ materially from those projected in forward-looking statements, are included in the filings by the Company with securities regulatory authorities. The Company does not assume any obligation to update or revise any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws, whether as a result of new information, future events or otherwise.