

VANTEX RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Fiscal year ended October 31, 2023

MANAGEMENT’S DISCUSSION AND ANALYSIS

Management’s discussion and analysis (MD&A) presents an analysis of the financial position and results of operations of Vantex Resources Ltd. (“Vantex” or the “Company”) for the fiscal year ended October 31, 2023 and is complementary to the financial statements. It should be read in conjunction with the annual financial statements, the accompanying notes, and the quarterly interim reports. Monetary values in the financial statements are in Canadian dollars. Independent external auditors Brunet Roy Dubé, CPA, s.e.n.c.r.l. were retained to express an opinion on the annual financial statements. Their audit report is attached to the annual financial statements.

The Company’s financial statements were prepared in accordance with IFRS and IAS 1, *Presentation of Financial Statements*. The material accounting policies used in their preparation are summarized in Note 5 to the said financial statements as at October 31, 2023.

This MD&A also includes a review of exploration activities, providing a brief summary of the work carried out and the progress made on projects underway. This review must also be read in conjunction with the financial statements and accompanying notes.

Additional information is available on SEDAR at www.sedarplus.ca in the section containing documents filed by Vantex Resources Ltd.

FORWARD-LOOKING INFORMATION

This document contains forward-looking statements that reflect the Company’s current expectations regarding future operations. To the extent that statements in this document contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements involve risk, uncertainty and other factors that could cause actual results that differ from the results anticipated or implied by such forward-looking statements.

Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, undue reliance should not be placed on these statements which only apply as of the date of this document. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable securities legislation.

THE COMPANY

The Company was incorporated in 1987 under the laws of British Columbia and was continued under the Canada Business Corporations Act in June 1998. In February 2004, the Company changed its corporate name from Vantex Oil, Gas and Minerals Ltd. to Vantex Resources Ltd.

The capital stock consists of an unlimited number of common shares without par value, of which 4,809,252 were issued and outstanding as at October 31, 2023 and at the date of this MD&A. The Company’s shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol VAX.

NATURE OF ACTIVITIES

The activities of Vantex consist of acquiring, exploring, appraising, and, if applicable, developing mining mineral properties. In addition, in line with achieving its objectives, Vantex could be required to sign various agreements specific to the mining industry, such as purchase or option agreements for mining claims and joint venture agreements.

YEAR-END HIGHLIGHTS

The comprehensive loss for the fiscal year ended October 31, 2023, amounted to \$366,415 compared to \$147,928 for 2022.

During the fiscal year ended October 31, 2023, the Company conducted \$Nil (2022 - \$9,821) exploration work.

During the year ended October 31, 2023, the Company recognized impairment loss of \$44,563 (2022 - \$Nil) in the statement of loss and comprehensive loss.

On May 5, 2023, pursuant to the agreement entered on February 27, 2023, Integra Resources and Millennial Precious Metals Corp. have merged their companies by way of a court-approved plan. Integra acquired all of the issued outstanding common shares of Millennial Precious Metals Corp. Millennial shareholders received 0.23 of a common share of Integra for each Millennial Share held.

On May 26, 2023, Integra consolidated its common shares on the basis of one new common share for every 2.5 existing common shares.

During the year ended October 31, 2022, the Company recognized other income of \$250,000 related to additional payments right according to option agreement on July 15, 2020 concerning the minimum ounces of gold in qualifying 43-101 indicated mineral resources.

INFORMATION ON MINING PROPERTIES

Galloway Project

The Galloway Project includes the following mining properties: Hurd, Ogima North, Sandborn, Perron, Francoeur, Cadillac Rang III, Renault Bay and Lac Fortune Ouest, all located in Dasserat Township, Abitibi. This Project, according to historical data, has excellent potential for the development of large-tonnage open-pit gold deposits.

The Company holds a 100% interest in the Sandborn, Cadillac Rang III, Francoeur and Perron properties, Hurd and Ogima North properties. These interests were acquired in return for payments totaling \$282,500 and the issuance of 484,680 common shares from 2009 to 2011. The original owners retained a 2% NSR royalty (see press release of February 9, 2011), except for the Perron Property which royalty is \$1 per ounce of gold. In January 2013, Vantex bought back 20% of the 2% NSR royalty on the Hurd Property, in return for a payment of \$50,000.

In March 2016, the Company signed an amended option agreement with Vanstar Mining Resources ("Vanstar") concerning certain mining blocks of the Galloway Project located in the Rouyn-Noranda area, Abitibi. Under this agreement, the Company grants Vanstar the option to acquire a 50% interest in the Perron, Renault Bay and part of the Hurd blocks over a period of five years in return of the following work commitments: \$100,000 for each of the first two years, \$300,000 for the third year, \$500,000 for the fourth year and \$1,000,000 for the fifth year. Vanstar will acquire a 2.5% interest for each tranche of \$100,000 invested. In the original agreement, Vanstar had to invest \$400,000 each year in works.

On September 13, 2016, the Company has entered into an agreement to terminate its existing option agreement with Vanstar Mining Resources Inc. pursuant to which Vanstar acquired the right to purchase up to a 50% interest in certain mining claims, specifically in the Perron, Renault Bay and Hurd blocks (PRH gold project), situated in Dasserat Township, Abitibi, and referred to as the Galloway Property, located in the Rouyn-Noranda area of Quebec, Canada. According to final agreement on January 9, 2017, the Company agreed to a cash payment of

\$50,000, the issuance of 50,000 shares at a value of \$50,000 and a royalty of 0.5% NSR on those claims. Also, the Company has subscribed for 1,428,571 shares by way of private placement from Vanstar at unit share price of \$0.07.

In October 2020, the Company still holds the mining rights of the property Ogima Nord, Sandborn, Francoeur and Cadillac Rang III, but the management has determined in October 2018 that an impairment loss of 100% should be recorded.

In December 2019, the Company renewed the mining rights of the property in Perron, Sandborn, and Cadillac Rang III, capitalized as exploration expenses.

On September 2, 2020, the Company closed the option agreement entered on July 15, 2020, with Fokus Mining Corporation (previously Fieldex Exploration Inc.) ("Fokus"), pursuant to the agreement Fokus acquired a 100% interest in the Galloway Project for cash consideration of \$1,000,000 and issuance of 3,000,000 shares as follows:

- Cash payment of \$250,000 upon approval of the agreement by the TSX-V (received);
- Additional cash payment of \$750,000 payable in three tranches of \$250,000 each over period of nine months from the effective date (received); and
- Issue 3,000,000 common shares of Fokus within 10 days of the effective date (received; with a fair value of \$1,170,000).

Pursuant to the agreement, the Company will also be entitled to be paid by Fokus \$500,000 in cash upon the first declaration of a minimum 500,000 ounces of gold in a qualifying National Instrument 43-101 indicated mineral resources and an additional \$500,000 in cash upon the first declaration of a minimum 1,000,000 ounces of gold in a qualifying NI 43-101 indicated mineral resources.

During the year ended October 31, 2021, the Company recognized an impairment loss on exploration and evaluation assets of \$Nil (2020 - \$3,252,209) on profit or loss.

On June 4, 2021, the Company received the fourth and final cash payment of \$250,000 pursuant to the above option agreement. Fokus now owns 100% interest in the Galloway Project.

On August 25, 2022, Fokus closed an agreement with the Company entered on August 22, 2022, pursuant to which it sell additional payments right according to option agreement on July 15, 2020 concerning the minimum ounces of gold in qualifying 43-101 indicated mineral resources.

Fokus paid the Company a consideration of \$250,000, comprised of (i) \$100,000 in cash (\$50,000 received on August 25, 2022 and the remaining \$50,000 received on January 27, 2023) and (ii) \$150,000 through the issuance of 1,764,706 common shares. In relation to this, a total of \$250,000 was recognized as other income in the statement of loss and comprehensive loss during the year ended October 31, 2022.

Cléricy Property

In January 2015, the Company acquired 16 mining titles in the Cléricy Township by map staking. The Company is looking to join a partner in order to develop this project.

In February 2016, the Company acquired ten contiguous lots in Cléricy project in consideration of 30,000 common shares for a value of \$15,000 to consolidate its position in this highly favorable geological sector due to its proximity to the Destor-Porcupine fault and the presence of numerous gold occurrences in this sector.

In March 2022, the Company renewed the mining rights of these claims, capitalized \$9,821 as exploration expenses.

During the year ended October 31, 2023, the Company did not renew 16 mining titles and recognized impairment loss of \$44,563 (2022 - \$Nil) in the statement of loss and comprehensive loss.

2023-2024 exploration budget

The Company's management is planning to periodically revise its exploration budget during 2023 and 2024 according to the market trends, fluctuations in the price of gold, results of exploration work and the resulting potential for financing.

MANAGEMENT CHANGES

There are no management changes for the years ended October 31, 2023 and 2022.

The board consists of Anthony Jackson, Simran Gill, Quinn Field-Dyte and Usama Chaudhry.

OVERALL PERFORMANCE

Comprehensive loss for the fiscal year ended October 31, 2023 was \$366,415, compared with a loss of \$147,928 for the year ended October 31, 2022. The increase in loss is mainly due to impairment loss on exploration and evaluation assets and no other income were recognized during the current year.

No exploration work was carried out during the fiscal year ended October 31, 2023, compared with \$9,821 for the year ended October 31, 2022.

FINANCIAL POSITION

	October 31, 2023	October 31, 2022	October 31, 2021
	\$	\$	\$
Cash and cash equivalents	1,219,156	1,266,991	1,588,461
Cash reserved for exploration	-	15,000	15,000
Investments	101,933	177,426	125,415
Exploration and evaluation assets	27,851	72,414	62,593
Total assets	1,354,759	1,588,203	1,797,291
Share capital	19,951,710	19,951,710	19,951,710
Working capital	754,087	1,000,446	1,210,206

EXPLORATION EXPENSES

	October 31, 2023	October 31, 2022	October 31, 2021
	\$	\$	\$
Geochemical and geophysical surveys	-	-	2,701
General exploration expenses	-	9,821	-
	-	9,821	2,701

Exploration expenses by property:

	October 31, 2023	October 31, 2022	October 31, 2021
	\$	\$	\$
Hurd	-	-	2,701
Cléricy	-	9,821	-
	-	9,821	2,701

RESULTS OF OPERATIONS

The Company's net loss for the fiscal year ended October 31, 2023 was \$366,415 (\$0.08 per share), compared with net loss of \$147,928 (\$0.03 per share) for 2022.

	2023	2022	2021
	\$	\$	\$
Net result	(366,415)	(147,928)	(223,528)
Net result per share	(0.08)	(0.03)	(0.05)
Comprehensive loss	(366,415)	(147,928)	(223,528)
Impairment loss on exploration and evaluation assets	(44,563)	-	-

Administrative expenses:

	2023	2022	2021
	\$	\$	\$
Insurance	9,128	9,870	7,444
Consulting and professional fees	153,858	151,595	155,788
Flow-through share penalties	9,179	100	-
Listing fees and rights	8,853	8,584	10,133
Rent and office expenses	61,138	61,346	73,216
Registration and information shareholders	7,397	2,681	9,274
Repairs and maintenance	-	2,562	-
Travelling expenses and entertainment	32,366	62,043	16,184

SUMMARY OF QUARTERLY RESULTS

	2022-2023			
	Q4	Q3	Q2	Q1
	\$	\$	\$	\$
Net result before income tax	(175,504)	(68,009)	(218,224)	95,322
Result per share before income tax	(0.04)	(0.01)	(0.05)	0.02

	2021-2022			
	Q4	Q3	Q2	Q1
	\$	\$	\$	\$
Net result before income tax	136,448	(153,469)	(81,663)	(49,244)
Result per share before income tax	0.03	(0.03)	(0.02)	(0.01)

Fiscal 2023

During the fourth quarter of 2023, the Company recorded a net loss of \$175,504 compared to a net loss of \$68,009 in the third quarter of 2023. The change is mainly due to increase in impairment loss on exploration and evaluation assets and unrealized loss on investments incurred during the fourth quarter of 2023.

During the third quarter of 2023, the Company recorded a net loss of \$68,009 compared to a net loss of \$218,224 in the second quarter of 2023. The change is mainly due to decrease in unrealized loss on investments incurred during the second quarter of 2023.

During the second quarter of 2023, the Company recorded a net loss of \$218,224 compared to a net income of \$95,322 in the first quarter of 2023. The change is mainly due to increase in operating expenses and unrealized gain (loss incurred during the second quarter) on investments incurred during the first quarter of 2023.

During the first quarter of 2023, the Company recorded a net income of \$95,322 compared to a net income of \$136,448 in the fourth quarter of 2022. The change is mainly due to \$250,000 other income in the previous period.

Fiscal 2022

During the fourth quarter of 2022, the Company recorded a net income of \$136,448 compared to a net loss of \$153,469 in the third quarter of 2022. The change is mainly due to other income recognized during the current period in relation to the agreement closed with Fokus.

During the third quarter of 2022, the Company recorded a net loss of \$153,469 compared to a net loss of \$81,663 in the second quarter of 2022. The change is mainly due to a significant increase in travelling expenses and entertainment.

During the second quarter of 2022, the Company recorded a net loss of \$81,663 compared to a net loss of \$49,244 in the first quarter of 2022. The change is mainly due to increase in operation expenses and unrecognized loss on investment incurred during the second quarter of 2022.

During the first quarter of 2022, the Company recorded a net loss of \$49,244 compared to a net loss of \$57,714 in the fourth quarter of 2021. The change is mainly due to decrease in operation expenses incurred during the first quarter of 2022.

VARIATIONS IN CAPITAL STOCK ISSUED

	October 31, 2023		October 31, 2022	
	Number	Amount	Number	Amount
		\$		\$
Balance at the beginning and end of the year	4,809,252	19,951,710	4,809,252	19,951,710

The Company has 4,809,252 common shares issued and outstanding as at October 31, 2023 and as at the date of this MD&A.

FLOW-THROUGH SHARES ISSUED

Funds raised through the issuance of flow-through shares are required to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation.

During the fiscal year ended October 31, 2021, the Company issued 100,000 flow-through

shares at a price of \$0.15 per share for gross proceeds of \$15,000. The Company recognized a flow-through liability of \$Nil for the issuance of these shares using the residual value method.

As a result of not filing the forms on time with Canada Revenue Agency, the Company recognized an expense of \$100 for late filing penalties during the year ended October 31, 2022.

During the year ended October 31, 2023, the Company recognized penalties of \$9,179 (2022 - \$Nil) due to unspent funds.

WARRANTS ISSUED TO SHAREHOLDERS

There were no outstanding warrants as of October 31, 2023 and as at the date of this MD&A.

WARRANTS ISSUED TO BROKERS

There were no outstanding warrants issued to brokers as of October 31, 2023 and as at the date of this MD&A.

STOCK OPTIONS

The Company has no stock options outstanding at October 31, 2023 and as at the date of this MD&A.

CASH POSITION AND FINANCING

As at October 31, 2023, the Company has a working capital surplus amounted to \$754,087 compared to \$1,000,446 working capital as at October 31, 2022. As at October 31, 2023, the Company had cash and cash equivalents of \$1,216,156 (2022 - \$1,266,991) and current liabilities of \$470,888 (2022 - \$337,917). The Company expects to utilize cash flow from operations and equity investment to support acquisition, exploration and development of mining properties, and continued operations and to meet liabilities and commitments as they come due. The significant decrease in working capital was mainly due to cash used in operating activities.

During the fiscal year ended October 31, 2023, net cash used in by operating activities was \$47,835 compared to \$311,649 cash used in operating activities for the fiscal year ended October 31, 2022.

During the fiscal year ended October 31, 2023, net loss was \$366,415 (2022 - \$147,928), foreign exchange loss was \$Nil (2022 - \$1,158), impairment loss on exploration and evaluation assets was \$44,563 (2022 - \$Nil), interest expense on loan payable was \$314 (2022 - \$315), interest income from T-Bill investment was \$17,513 (2022 - \$Nil), other income was \$Nil (2022 - \$150,000), unrealized loss on investments was \$75,493 (2022 - \$97,989), flow-through share penalties was \$9,179 (2022 - \$100) and write-off of payables was \$17,782 (2022 - \$Nil). During the year, accounts receivable decreased by \$46,589 (2022 - increased by \$50,033), prepaid expenses and deposits decreased by \$3,964 (2022 - increased by \$517), and accounts payable and accrued liabilities increased by \$141,260 (2022 - decreased by \$62,633).

During the fiscal year ended October 31, 2023, net cash used in investing activities was \$Nil compared to \$9,821 net cash used in investing activity for the fiscal year ended October 31, 2022. The investment activity during the fiscal year ended October 31, 2022 was primarily attributable to exploration expenses.

There were no financing activities during the fiscal years ended October 31, 2023 and 2022.

HIGHLIGHTS OF THE FOURTH QUARTER

The Company's net loss for the three months ended October 31, 2023 was \$175,504 compared with net income of \$136,448 for the corresponding quarter of 2022. The net loss in the three months ended October 31, 2023, was due to impairment loss on exploration and evaluation assets and no other income were recognized for the current quarter.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Royalties

Royalties will be payable in the event of commercial production of some mining properties. With the disposal of mineral properties during the year ended October 31, 2021, the remaining royalty is at 1.00% for ten mining titles as of October 31, 2023 and is described in Note 12 of the financial statements.

CONTINGENCIES

The Company is partially financed through the issuance of flow-through shares, and according to tax rules regarding this type of financing, the Company is engaged to realize mining exploration work. These tax rules also set deadlines for carrying out the exploration work no later than the first of the following dates:

- Two years following the flow-through placements; and
- One year after the Company has renounced the tax deductions relating to the exploration work.

The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable. According to management, the Company is in conformity with the laws and regulations. Restoration costs will be accounted in net income of the year following a reasonable estimate of monetary impacts.

RELATED PARTY TRANSACTIONS AND BALANCES

The following transactions occurred during the fiscal years ended October 31, 2023 and 2022, in the normal course of business. They were recorded at the amount of consideration paid:

	2023	2022
	\$	\$
Operating expense:		
Consulting and professional fees paid to an officer and companies owned by an officer	126,000	131,000

During the year ended October 31, 2017, the Company contracted a loan payable to a director of \$150,000 at 15% interests, which has been reimbursed. As at October 31, 2021, an interest amount of \$6,500 was payable. As at October 31, 2022, the interest amount has been paid by the Company.

The accounts payable include \$78,182 (2022 - \$5,250) owing to a director and a company owned by an officer of the Company.

All of the above transactions have been in the normal course of operations and have been recorded at their exchange amounts which are the amounts agreed upon by the transacting parties. The amounts due to and due from related parties are unsecured and non-interest

bearing.

OFF-BALANCE SHEET ARRANGEMENTS

As of October 31, 2023, the Company had no off-balance sheet arrangements.

ACCOUNTING POLICIES

For a description of the Company's material accounting policies, see Note 5 to the financial statements as at October 31, 2023.

SUBSEQUENT EVENT

No subsequent event.

RISKS AND UNCERTAINTIES

The following statements involve a number of risks which, according to Management, could materially affect the Company's activities.

Financing risk

The Company's properties are at the exploration stage. It has no history of earnings or return on investment and, in the future, there is no assurance that it will generate income or operate profitably.

Eventually, the Company will require additional funds to finance exploration or development work, continue its operations and meet its obligations. The sources of future funds are either the issuance of additional capital stock or the borrowing of funds. There is no assurance that such financing will be available to the Company.

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. The Company is exposed to credit risk arising from cash and cash equivalents. The Company manages credit risk by investing cash and cash equivalent with major Canadian financial institutions.

Risks related to property title

Although the Company has obtained title opinions with respect to some of its properties and has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests.

Market price risk

The Company is exposed to risks from changes in interest rates (not significant), currency (not significant) and other price that affect its future cash flows which will fluctuate because of changes in market prices.

Risk related to government regulations

The Company's activities must comply with a variety of legislation governing exploration and development, environmental protection and the overall approval of mining operations. The Company is of the opinion that it is in compliance with the material aspects of such legislation.

Any changes in legislation could have an adverse effect on its activities.

Risk related to taxation

There can be no assurance that Canadian or Quebec taxation authorities will agree that the Company's expenditures qualify as Canadian Exploration Expenses.

Risks related to mineral exploration

Mineral exploration involves a high degree of risk. Few properties explored are put into production. The proposed exploration program is an exploratory search for ore and these operations may require permits from various government authorities.

There can be no assurance that the Company will obtain all the permits and licenses that may be required for exploration and development of its projects.

MANAGEMENT'S RESPONSIBILITY

As an emerging company, the Company's management is composed of a limited number of key people, creating a situation where the division of labor is limited and must be compensated by more effective supervision by the CEO and CFO. Management will continue to closely monitor all the Company's financial activities and will continue its oversight in key areas.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations in the certification of disclosure in the annual and interim filings.

The Company's management is responsible for the financial statements as of October 31, 2023, and other information in this report. They were prepared in accordance with IFRS and were approved by the Board of Directors. These financial statements include certain amounts based on the use of estimates and judgments. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Anthony Jackson (s)

Quinn Field-Dyde (s)

Anthony Jackson,
Chief Executive Officer

Quinn Field-Dyde,
Chief Financial Officer

February 28, 2024