



This Management’s Discussion and Analysis (“MD&A”) of Thunderbird Minerals Corp. (“Thunderbird” or “the Company”) for the nine months ended September 30, 2023 has been prepared by management as at November 27, 2023 and should be read in conjunction with the unaudited interim financial statements as at September 30, 2023 and for the nine months then ended, which have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. We have prepared this MD&A with reference to National Instrument (“NI”) 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators. All dollar amounts included in this MD&A are stated in Canadian dollars, unless otherwise indicated. Readers are encouraged to read the Company’s public information filings under the Company’s profile on SEDARplus at www.sedarplus.ca.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Company’s exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 9. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

COMPANY OVERVIEW

Thunderbird is a British Columbia corporation with registered office located at 620 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6. It is a publicly traded company listed on the TSX Venture Exchange under the symbol “BIRD.V. Thunderbird’s primary focus is acquiring and developing exploration and evaluation assets.

Thunderbird was incorporated on November 25, 2022, under the laws of the province of British Columbia and was a wholly owned subsidiary of Golden Sky Minerals Corp. (“Golden Sky”). On March 17, 2023, Golden Sky completed a plan of arrangement agreement (the “Arrangement”), whereby Golden Sky transferred its Bullseye, Eagle Mountain and Argo properties with a carrying value of \$740,218 and \$355,000 in cash to Thunderbird, its wholly owned subsidiary, in consideration for 9,837,188 shares, which represented one-half (50%) of the then issued and outstanding number of Golden Sky shares at the effective time. The Company is in the process of conducting exploration activities on its properties.

The Company will need additional funding in the near future through equity financing to acquire new projects and further develop its existing asset. Many factors influence the Company’s ability to raise funds, including the health of the capital market, the climate for mineral exploration investment and the Company’s track record. Actual funding requirements may vary from those planned due to a number of factors, including the funding of new projects. Management is approaching all identifiable sources of equity capital, but there is no guarantee that the Company will be able to secure additional financings in the future at terms that are favorable.

HIGHLIGHTS

- On August 15, 2023, the Company granted 100,000 charitable stock options to The Singh Foundation. These options are exercisable at a price of \$0.12 per share, for a term of five years and vest immediately.
- On August 11, 2023, the Company granted stock options to directors, officers, employees, and consultants of the Company to purchase up to an aggregate 1,425,000 common shares of the Company. These stock options are exercisable at a price of \$0.12 per share, for a term of five years and vest immediately.
- On July 24, 2023, the Company signed a Mineral Lease and Option Agreement with Bull Mountain Resources, LLC (“BMR”) for the Apache property in California (the “Apache Project”), whereby Thunderbird was granted the right to use the Apache property for exploration and mining for a minimum of 50 years provided it continues to make the following preproduction payments:

Paying aggregate cash as below:	Expending a minimum of exploration expenditures on the property as below:
US\$28,000 upon signing of the agreement (the “Effective Date”) (paid)	\$50,000 in Year 1
US\$10,000 6 months after the Effective Date	\$50,000 in Year 2
US\$10,000 12 months after the Effective Date	\$50,000 in Year 3
US\$15,000 18 months after the Effective Date	\$100,000 in Year 4 and every year thereafter
US\$15,000 24 months after the Effective Date	

US\$20,000 30 months after the Effective Date and every 6 months thereafter

On achievement of production on the Apache Project, a production royalty of 2% of net smelter returns is payable on claims owned by BMR and newly located claims by Thunderbird within the area of interest. Also, 0.5% of net smelter returns is payable on third party claims and claims acquired within the area of influence, provided that a minimum production royalty of US\$20,000 is payable quarterly. On payment to BMR of US\$10,000,000 in any combination of pre-production payments, production royalties and minimum royalties, the production royalty on claims owned by BMR reduces to 1%, and on third party claims and claims acquired within the area of influence, the royalty reduces to 0.25%.

- On June 9, 2023, Thunderbird closed the private placement consisting of the issuance of 765,332 flow-through shares ("FT Share") at a price of \$0.12 per share for gross proceeds of \$91,840 and 4,402,500 non-flow-through shares ("NFT Share") at a price of \$0.10 per share for gross proceeds of \$440,250. Each FT Share and NFT Share consists of one common share of the Company to be issued and one-half share purchase warrant with each full warrant entitling the holder to purchase one additional non-flow-through common share at a price of \$0.20 for a period of 24 months from the closing of the offering, being June 9, 2025.
- On March 17, 2023, Thunderbird completed a plan of arrangement (the "Arrangement") whereby Golden Sky transferred its Bullseye, Eagle Mountain and Argo properties and \$355,000 in cash to its wholly owned subsidiary, Thunderbird, in exchange for Thunderbird issuing shares to the shareholders of Golden Sky.

EXPLORATION AND EVALUATION ASSETS

On March 17, 2023, Golden Sky closed the Arrangement agreement with Thunderbird, whereby Golden Sky transferred its Bullseye, Eagle Mountain and Argo properties with a carrying value of \$740,218 and \$355,000 in cash to Thunderbird, its wholly owned subsidiary, in consideration for 9,837,188 shares, which represented one-half (50%) of the then issued and outstanding number of Golden Sky shares at the effective time. Under the Arrangement, there were also special provisions for options and warrants holders of the Company as of the effective date pursuant to the Arrangement. Each Golden Sky warrant outstanding was amended to entitle the Golden Sky warrant holders to receive, for the original exercise price, one Golden Sky share and one-half of one Thunderbird share for each Golden Sky share that was issuable upon due exercise of the Golden Sky warrant immediately prior to the effective time upon due exercise of the Golden Sky warrant. Golden Sky will pay Thunderbird \$0.11 for each Thunderbird warrant exercised.

On July 24, 2023, the Company entered into a Mineral Lease and Option Agreement with BMR for the Apache property in California, USD.

The following is a summary of the Company's exploration and evaluation assets with specific targets organized by property.

Bullseye Property

The 100% owned Bullseye Property is located approximately 175 kilometres (or "km") south of Dawson, Yukon, Canada, in the Whitehorse Mining District. Staked in 2017 and expanded in 2020, the Bullseye property is comprised of 142 claims (~30 km²) and is adjacent to K2 Gold Corporation's Wells Gold project. Exploration work in 2017 included collection of 308 soil samples and 27 rock samples. The soil sampling program resulted in the discovery of the "Gold Crest Zone". Within this 200 metres (or "m") x 250 metres gold (or "Au") soil anomaly, a total of 121 soil samples returned values of up to 215 parts per billion ("ppb") Au, with 28 samples returning gold values ranging from 31.9 ppb Au to 215 ppb Au. Rock grab samples from the Gold Crest Zone returned values from <0.002 grams per tonne ("g/t") Au up to 253 ppb Au. The anomaly overlies a regionally mapped bedrock contact separating the Paleozoic basement schists and the Triassic mafic plutonic rocks.

Soil sampling in 2020 expanded the geochemical footprint of the Gold Crest Zone to 500 metres x 200 metres, which remains open along strike. A 134-metre-long trench was completed in the centre of the Gold Crest Zone and returned gold values of 0.69 g/t Au over 78 m, including 1.03 g/t Au over 44 m and including 1.42 g/t Au over 24 m. Trenching also outlined the close association between gold and quartz stockwork, strong silicification, sericite alteration and

pyritic mineralization. Additional soil sampling also identified a 250 metres x 100 metres gold soil anomaly 1 km southeast of the Gold Crest Zone with values up to 32 ppb Au.

In 2021, a 5-hole, 384.05 metre reverse circulation ("RC") drill program was conducted within the Gold Crest Zone. All five holes returned significant near-surface gold-bearing intervals. The discovery hole, BERD-21-4, intersected significant gold mineralization that assayed 0.3 g/t gold over 80.77 m, including 1.88 g/t gold over 25.91 m, in turn including 2.54 g/t gold over 12.19 m.

In Q2 2022, a NI 43-101 *Standards of Disclosure for Mineral Projects* technical report was completed for the Bullseye Property.

Argo Property

The 100% owned Argo Property is located approximately 20 kilometres northwest of Quesnel, British Columbia, Canada. The property was acquired through staking in Q1 2022, culminating in a 7,300-hectare property (73 km²) that is 100% owned with no underlying royalties.

The Argo Property is located in the Quesnel Trough, which is host to Golden Sky's Rayfield property and some of British Columbia's most productive copper-producing mines. Underlying the property is a large kilometre-scale, northwest-trending magnetic and gravity anomaly, which was the main rationale for staking. Historical work on the property is limited to non-existent with much of the work focused on the western part of the property bordering the Fraser River. Though limited in scope, these programs identified subtle copper (Cu) and gold anomalies in soil/till.

In 2022, Golden Sky contracted Precision GeoSurveys Inc. ("Precision GeoSurveys") to conduct a high-resolution helicopter-borne magnetic, very-low-frequency electromagnetic ("VLF-EM") and radiometric survey over the entire 7,300-hectare property. The program was successful at identifying several very large geophysical magnetic anomalies trending northwest to southeast. A total of 622 soil samples were collected following the geophysical survey. These soil samples were collected every 100 m along lines spaced every 400 m and outlined a large multi-element geochemical anomaly (Cu-Au-Zn-As-Mo) that extends ~2.0 km x 1.0 km. Analysis and interpretation of the data is ongoing with plans to conduct a follow-up fieldwork program in 2023/2024.

Eagle Mountain Property

The 100% owned Eagle Mountain Property is located 80 kilometres to the northeast of Dease Lake, British Columbia, Canada, and is in close proximity to Highway 37. The property was acquired through staking and totals ~10,000 hectares. The Eagle Mountain Property is 100% owned with no underlying royalties.

The Eagle Mountain Property overlies mafic volcanic and sedimentary strata belonging to the Slide Mountain Terrane, which also underlies Cassiar Gold Corp.'s neighbouring Cassiar project. Documented mineral exploration on the Eagle Mountain Property is limited to 1983-1986, when prospecting, geological mapping, geophysical surveying and drilling identified several auriferous quartz veins in the vicinity of stratigraphic contacts and topographic linear features. These features were later identified in drill core as highly sheared and/or fractured volcanic rocks. Geological structures were determined to be predominantly oriented northwest-southeast and east-west.

Historic diamond drilling on the property was conducted in 1986 and consisted of a shallow BQ-core size drill program of 6 holes (376.2 m total). Mineralization in these holes was demonstrated to be predominantly associated with stacked, moderately-dipping shears and/or fractures commencing <10 m downhole. Some of these structures contained polymetallic quartz veining.

In 2021, Golden Sky contracted Precision GeoSurveys to conduct a high-resolution helicopter-borne magnetic, VLF-EM and radiometric survey over a 3,900-hectare block on the property.

In 2022, Golden Sky conducted its first fieldwork on the property with 534 soil samples and 102 rock samples being collected and submitted for lab analysis. Soil samples were collected over 3 soil grids that overlapped both historical showings and compelling geophysical targets outlined from the 2021 geophysical survey. Assay results were highly encouraging, with numerous rock and soil samples returning anomalous gold values. The rock sample returning the highest gold grade, a quartz-veined breccia with disseminated pyrite and stibnite with limonite and manganese oxide, assayed 2.8 g/t Au, 0.7% zinc (Zn), >1% lead (Pb), 221 ppm copper, 0.2% antimony (Sb) and >1% arsenic (As).



Anomalous gold values in soils proved effective at delineating several gold trends interpreted to be gold-bearing quartz veins hosted in faults and/or shears. The West Saddle Zone overlies some of the best-defined gold-bearing features on the property, including a southwest-northeast trending feature extending >750 m in strike length with gold-in-soil assays up to 240 ppb Au.

Apache Property

In 2023, the Company signed a mineral lease and option agreement with Bull Mountain Resources, LLC, for the Apache Property, California, whereby Thunderbird has been granted the exploration and development rights for a minimum of 50 years as long as preproduction payments are maintained and then for an indefinite period of time thereafter as long as mining operations are continued.

The Apache Project consists of 152 unpatented lode mining claims (approximately 1,200 hectares) surrounded by numerous historic and active small placer gold mining pits and digs. The Apache Property shows no evidence of historic drilling and overlies only a few hardrock prospect pits, shafts, and tunnels. Mineralization within the Apache Property is primarily hosted in Paleozoic calcareous sediments and meta-sediments within a structural corridor that has strong similarities to other districts in the Sierra Foothills Metamorphic (California) and Walker Lane (Nevada) mineral belts.

The claims overly a 3.0 km x 1.2 km alteration footprint with significant quartz-sericite-pyrite (QSP), silicification and argillization of the meta-sediments and intrusive host rocks. Rock chip sampling revealed widespread gold (Au) and copper (Cu) anomalies with grades up to 7.46 g/t Au and 4.34% Cu. Sulfide minerals, however, have typically been leached from surface exposures. This target is interpreted to be the high-level exposure of an extensive Cu-Au porphyry system further defined by geophysical magnetic and electro-magnetic (EM) anomalies consistent with porphyry systems. Additionally, there are several outlying target zones also marked by magnetic, gravity and EM anomalies with similar characteristics to other oxide-gold and Cu-Au porphyry systems in the region.

OUTLOOK

The Company is expecting to continue to advance the three properties it holds in Canada with targeted exploration activities. Thunderbird plans to continue do more follow up work on its two British Columbia properties Argo Copper & Gold and Eagle Mountain, which saw small exploration programs in 2023. The Company is also advancing the Bullseye project in the Yukon, which requires updating the drill permits and currently in the planning stage, to do follow up drilling, based on the successful RC program in 2021.

The company is in the early stages of planning a drill program at its newly acquired Apache Property (summer 2023) in California, USA. A site visit with our geologists is being planned for mid December 2023 or early January 2024, where we plan explore the site and set potential drill targets. The Company is also evaluating contractors to help advance the necessary drill permits.

The Company will continue to look for and evaluate prospective properties at the appropriate time, in its efforts to expand the Company's mineral portfolio in North America. The Company has sufficient working capital for its short-term business plans but will require additional funding to advance all the exploration projects forward in future years. It will resort to capital market financing and strategic partnerships with other mining companies to obtain the required financial means.

RESULTS OF OPERATIONS

For the three months ended September 30, 2023

The Company was incorporated on November 25, 2022, and as such, there are no comparative figures to the three months ended September 30, 2022.

For the three months ended September 30, 2023, the Company recorded a net loss of \$233,853. As the Company does not yet generate revenue from its operations, changes in the financial performance and financial condition of the Company are driven solely by changes in the Company's expenses. Significant items affecting expenses are as follows:

The main contributing factors for the loss were:

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- ✓ Consulting fees were \$26,500 due to \$12,000 corporate secretary, plus an additional consulting service incurring a cost of 14,500. The increase was related to the Company increase in operation.
- ✓ Listing and filing fees were \$4,520 mainly due to normal monthly fees.
- ✓ Management fees and salaries were \$35,469 incurred from the management team's monthly fees.
- ✓ Office and miscellaneous were \$13,161 mainly including amounts paid and accrued for \$3,425 marketing, \$905 meals and entertainment, \$6,919 website, \$834 travel and accommodation and \$ 790 office supplies.
- ✓ Professional fees include amounts paid and accrued for legal services, accounting, financial services, audit, tax service and director's fee. The total costs were \$17,651 mainly due to accrued audit and tax fees of \$14,250 and director's fee of \$3,000.
- ✓ The Company incurred share-based payment of \$145,336 related to grant an aggregate 1,425,000 of stock options to directors, officers, employees, and consultants of the Company and granted 100,000 charitable stock options to The Singh Foundation. Both options are exercisable at a price of \$0.12 per share, for a term of five years and vest immediately.
- ✓ The Company recorded and received \$6,037 income interest as result of depositing funds in saving account.
- ✓ Recovery on flow-through share premium increased by \$2,747 due to exploration expenditures that were incurred during the period which reduced the flow-through premium share liability.

For the nine months ended September 30, 2023

The Company was incorporated on November 25, 2022, and as such, there are no comparative figures to the nine months ended September 30, 2022.

For the nine months ended September 30, 2023, the Company recorded a net loss of \$341,783. Below is a detailed breakdown.

The main contributing factors for the loss were:

- ✓ Listing and filing fees were \$31,218 mainly due to the initial listing application fee paid to the TSX-V and the monthly filing and transfer agent fees.
- ✓ Management fees and salaries were \$72,737 incurred from the management team's monthly fees since March 2023.
- ✓ Consulting fees were \$28,000 due to monthly corporate secretary since March 2023 plus an additional consulting service incurring a cost of 14,500.
- ✓ Office and miscellaneous were \$17,774 including mainly amounts paid and accrued for \$3,925 marketing, \$1,060 meals and entertainment, \$9,181 website, \$934 travel and accommodation and \$ 1,242 office supplies.
- ✓ Professional fees include amounts paid and accrued for legal services, accounting, financial services, audit, tax service and director's fee. The total costs were \$39,377 mainly due to accrued audit and tax fees of \$29,950, legal fees of \$3,427 and director's fee of \$6,000.
- ✓ The Company incurred share based payment of \$145,336 related to grant an aggregate of 1,425,000 of stock options to directors, officers, employees, and consultants of the Company and granted 100,000 charitable stock options to The Singh Foundation. Both options are exercisable at a price of \$0.12 per share, for a term of five years and vest immediately.
- ✓ The Company recorded and received \$6,037 income interest as result of depositing funds in saving account.
- ✓ Settlement of flow-through share premium increased by \$2,747 due to exploration expenditures that were incurred during the period which reduced the flow-through premium share liability.



Resource property expenditures

During the nine months ended September 30, 2023, the Company spent \$103,863 on its exploration and evaluation assets, which have a total carrying value of \$844,081. The capital expenditure was mainly used in geological and geophysical consulting \$24, 800 and acquisition\$ 79,063.

For a detailed breakdown, see the mineral property schedule in Note 3 of the Company's interim financial statements for the nine months ended September 30, 2023.

QUARTERLY FINANCIAL INFORMATION

Quarter Ended	Revenue	Net Loss (unaudited)	Net Loss per share	Weighted average number of shares
September 30, 2023	\$	\$ (233,853)	(0.02)	15,005,120
June 30, 2023	\$	\$ (79,390)	(0.01)	11,086,654
March 31, 2023	\$	\$ (28,540)	(0.02)	1,530,485
December 31, 2022	\$	-	-	100

The Company has yet to complete eight full quarters, as it was incorporated on November 25, 2022.

On March 17, 2023, the Company obtained an approval from the TSX Venture Exchange achieving a listing of its common shares. Variation in the Company's net losses were based on consulting, management expenses, professional fees, investor relation and office expenses. Those expense are expected to increase over the next year due to the expected increased operations of the Company.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2023, the Company had cash of \$594,309 (December 31, 2022 - \$100) and working capital of \$564,286 (December 31, 2022 - \$100). The Company has no operating revenues and does not anticipate any operating revenues until the Company is able to find, acquire or place in production and operate a mining property. Currently and into the foreseeable future, the Company is able to fund overhead expenses and to meet obligations committed to maintaining ownership and rights pertaining to all of the Company's mineral properties. Aside from the mineral lease and option agreement whit Bull Mountain Resources LLC the Company has no other significant financial commitments.

While the Company will be able to fund its overhead expenses, if the Company decides to start an exploration program in its properties, it may not have sufficient funds and will need to obtain additional financing to fund such program.

During the nine months ended September 30, 2023, the Company used cash in operating activities of \$181,731 (2022 - \$nil). The increase in the amount of cash used was mainly due to an increase in the net loss for the period.

During the nine months ended September 30, 2023, the Company used cash in investing activities of \$103,863 (2022 - \$nil). The \$103,863 increase in the amount of cash used was mainly on exploration and evaluation assets.

During the nine months ended September 30, 2023, the Company had cash from financing activities of \$879,803 (2022 - \$nil). The \$879,803 increase in the amount was due to the \$355,000 working capital received from Golden Sky and \$524,803 through completing a private placement on June 9,2023.

Significant resources will be required to finance the Company's planned exploration expenditures. While there are no assurances new funds can be raised, management believes such financing will be made available as required.

The Company manages its capital base by monthly, quarterly and annual cash flow forecasts. The timing and extent of both program implementation and financing are determined by management's evaluation of economic factors at the time, such as commodity prices, interest rates and foreign exchange, and non-economic factors, such as the expected impact that completion of a given program may have on the cost of capital.



USE OF PROCEEDS FROM FINANCING

On June 9, 2023, the Company issued 5,167,832 common shares for gross proceeds of \$532,090. Each unit consists of one common share and one-half of one common share purchase warrant. The Company incurred cash finder’s fees of \$7,287.

The Company intends to use the net proceeds of the private placement for exploration work on its properties and for working capital. As of September 30, 2023, the Company has not used funds raised in the private placement.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As of the date of this MD&A, the Company does not have any material proposed transactions.

TRANSACTIONS WITH RELATED PARTIES

The Company’s related parties consist of directors and officers (key management personnel), companies with directors and officers in common, and/or companies owned in whole or in part by executive officers and/or directors of the Company.

The Company incurred the following transactions with key management personnel:

Description	Expense category	For the three months ended September 30, 2023	For the nine months ended September 30, 2023
		\$	\$
Fehr & Associates	Management fees	20,469	42,737
John Newell	Management fees	15,000	30,000
James Atherton, Director	Directors’ fees	1,000	2,000
Rein Turna, Director	Directors’ fees	1,000	2,000
Bruce Fair, Director	Directors’ fees	1,000	2,000
Fehr & Associates	SBC	4,765	4,765
John Newell, CEO	SBC	23,825	23,825
James Atherton, Director	SBC	11,912	11,912
Rein Turna, Director	SBC	7,147	7,147
Bruce Fair, Director	SBC	9,530	9,530
Juciane Gomes, CFO	SBC	6,671	6,671

The Company entered into an agreement with John Newell the chief executive officer. Fixed fees of \$5,000 are paid per month effective April 1, 2023.

The Company entered into an agreement with Fehr & Associates, the employer of the chief finance officer. Fixed fees of \$5,000 are paid per month effective March 15, 2023, plus variable quarter-end financial reporting fees. The fee relates to the chief finance officer services and accounting services.

During the nine months ended September 30, 2023, the Company incurred \$3,212 in share issuance costs paid to a law and technology firm in which James Atherton, a director of the Company, is a partner.

CRITICAL ACCOUNTING ESTIMATES

A detailed summary of all the Company’s significant accounting policies is included in Note 2 of the Company’s interim financial statements for the nine months ended September 30, 2023.

OUTSTANDING SHARE DATA

The following securities were outstanding as at the date of this MD&A and September 30, 2023:

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Securities	At the date of this MD&A	September 30, 2023
Common shares issued and outstanding	15,005,120	15,005,120
Obligation to issue shares under Golden Sky warrants	6,830,230	6,830,230
Share purchase warrants	2,583,916	2,583,916
Options	1,425,000	1,425,000
Charity options	100,000	100,000
Fully diluted share capital	25,944,266	25,944,266

RISK FACTORS

The Company operates as a mineral explorer in the mining industry, which presents the Company with new risks and uncertainties. Mineral exploration involves considerable financial and technical risks. Substantial time and expenditures are usually required to make a discovery and to establish economic ore reserves. It is impossible to ensure that the current exploration properties and programs planned by the Company will result in an economic mineral discovery and development. Accordingly, success in achieving the objectives of the Company is affected by many circumstances over which the Company has no control. There is inherent risk in the exploration for mineral resources that is unavoidable.

As well, there are risks associated with the impact of commodity prices on the valuation of mineral properties and share prices and general changes in economic conditions.

Currency risk

The Company is exposed to financial risk related to the fluctuation of foreign exchange rates. The Company has a portion of its operating expenses in US dollars. The Company has not entered into foreign exchange derivative contracts.

Commodity risk

The valuation of the Company’s gold projects and consequently its access to capital are influenced by the price of gold. The market price of any mineral is volatile and is affected by numerous factors that are beyond the Company’s control. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange fluctuations, the level of interest rates, rate of inflation, global or regional political events and international events, as well as a range of other market forces. Sustained downward movements in mineral market prices could render less economic, or uneconomic, some or all of the mineral extraction and/or exploration activities to be undertaken by the Company.

Market risk

The Company’s mineral exploration activities have to be financed either through joint ventures or in the capital markets through the sale of its common shares. The ability of the Company to raise exploration funds in the capital market is highly dependent on the value the market places on the Company’s mineral properties and the strength of the metal markets. The value the market places on the Company’s mineral properties is directly related to the grade and thickness of the contained mineralization being reported and the potential to develop mineral values into an economic deposit. There is no assurance that the Company will be successful in obtaining the required financing.

Stock exchange prices

The market price of a publicly traded stock is affected by many variables not all of which are directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies, have experienced wide fluctuations, which have not necessarily been related to the performance or underlying asset values of such companies. There can be no assurance that such fluctuations will not affect the price of the Company’s securities.



Permits and licenses

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local Indigenous populations. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company.

Further, the mining licenses and permits issued in respect of its mineral properties may be subject to conditions that, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in its exploration and evaluation assets may decline.

Title risks

The acquisition of title to exploration and evaluation assets or interests therein is a very detailed and time-consuming process. The exploration and evaluation assets may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Limited operating history

The Company was incorporated in November 25, 2022 and has yet to generate a profit from its activities. The Company will be subject to all of the business risks and uncertainties associated with any business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations. Even if the Company does undertake exploration activity on its exploration and evaluation assets, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Reliance on key personnel

The success of the Company will be largely dependent upon the performance of its management and key employees and contractors. In assessing the risk of an investment in the shares of the Company, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the proposed management of the Company.

Conflicts of interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies. As a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The *Business Corporations Act* (British Columbia) (the "BCBCA") provides that in the event that a director or senior officer has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director or senior officer must disclose his or her interest in such contract or agreement and a director must refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the knowledge of the management of the Company, as at the date of this MD&A, there are no existing or potential material conflicts of interest between the Company and a director or officer of the Company, except as otherwise disclosed in this MD&A.

Additional financings

The Company expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to the Company on acceptable terms or at all.

Additional equity or debt financings may significantly dilute shareholders, increase the Company's leverage or require the Company to grant security over its assets. If the Company is unable to obtain such financing, it may not be able to expand its portfolio of royalty or streaming assets and may not be able to execute on its business strategy. If the Company is unable to obtain financing for additional investments, it may determine to allocate income, if any, from other investments to finance additional investments.

There is no assurance that the Company will be successful in raising sufficient funds to meet its obligations or to complete all of the currently proposed exploration programs. If the Company does not raise the necessary capital to meet its obligations under current contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements that are based on the Company's current expectations and estimates of the business and management. Certain statements included in this MD&A constitute forward-looking statements, including those identified by the expressions "anticipate", "believe", "plan", "suggest", "estimate", "anticipate", "project", "indicate", "expect", "intend", "may", "should expect", "target", "will", "unlock upside potential" and other similar words or statements that certain events or conditions "may" or "will" occur. The forward-looking statements are not historical facts, but reflect current expectations regarding future results or events. This MD&A contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions, and involve known and unknown risks, uncertainties and other factors.

Information concerning the interpretation of drill results also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The estimates, risks and uncertainties described in this MD&A are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in the Company's forward-looking statements. In addition, any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date.

The material factors and assumptions that were applied in making the forward-looking statements in this MD&A include: (a) execution of the Company's existing plans for Bullseye, Eagle Mountain, Argo and Apache, which may change due to changes in the views of the Company, or if new information arises that makes it prudent to change such plans or programs; (b) focus drilling or other exploration strategies will produce new information; and (c) the accuracy of current interpretation of drill and other exploration results, since new information or new interpretation of existing information may result in changes in the Company's expectations.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from estimated or anticipated events or results implied or expressed in such forward-looking statements. Such factors include, among others: the actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; possible variations in ore grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing; fluctuations in metal prices; and the impact of the COVID-19 pandemic. There may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results, or otherwise. Forward-looking statements are not a guarantee of future performance, and accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.

ADDITIONAL INFORMATION

Additional information about the Company, including the interim financial statements, is available on the Company's website at <https://thunderbirdminerals.ca> and under the Company's profile on SEDARplus at www.sedarplus.ca.