

DECADE RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
For the year ended April 30, 2023

INTRODUCTION

Decade Resources Ltd. (“Decade” or “the Company”) is an exploration stage company engaged in the exploration and evaluation of a portfolio of mineral properties located in the Province of British Columbia, Canada. The Company’s common shares are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “DEC”.

This discussion and analysis of financial position, results of operations and cash flows of Decade Resources Ltd. for the year ended April 30, 2023 includes information up to and including August 28, 2023 and should be read in conjunction with the Company’s audited annual financial statements for the years ended April 30, 2023 and 2022. All the financial statements were prepared using International Financial Reporting Standards (“IFRS”).

The reader is encouraged to review the Company’s statutory filings at www.sedar.com and to review other information about the Company on its website at www.decaderesources.ca.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company’s mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company’s mineral discoveries, plans, out-look and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Important factors that could cause actual results to differ materially from the Company’s plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company’s plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labour disputes and the availability of qualified personnel.

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Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A.

OVERALL PERFORMANCE

Red Cliff

The Red Cliff property is a former producing copper and gold property located 25 miles north of Stewart, B.C. in the Skeena Mining Division of British Columbia. It consists of 8 mineral claims.

On October 28, 2008, the Company entered into an option agreement with MTB Metals Corp. (formerly "Mountain Boy Minerals Ltd.") ("MTB"), a company with directors in common with the Company to acquire up to a 60% interest in the Red Cliff property. In order to earn the 60% interest Decade was required to incur exploration expenditures of \$1,250,000 over three years.

The Company incurred all the required exploration expenditures to earn its 60% interest in the Red Cliff property and pursuant to a joint venture agreement the Red Cliff property was operated on a joint venture basis with MTB.

On October 31, 2011, the Company was informed by MTB that it could not fund its share of the Red Cliff exploration expenditures and thereby would have its interest diluted under the formula set out in the joint venture agreement. At October 31, 2011, the Company was owed \$548,285 in exploration expenditures by MTB. Effective November 1, 2011, MTB agreed to dilute its interest in the Red Cliff property by 5% in lieu of paying \$435,785. Decade's interest was increased to 65% and Decade was paid \$112,500 by MTB.

On October 16, 2017, the Company entered into a Royalty Purchase Agreement to acquire 65% of the 1% net smelter return ("NSR") royalty on certain mineral claims on the Red Cliff property. In consideration, the Company paid \$6,500 and committed to issue 280,000 common shares to the vendor. On November 13, 2017, the Company issued the 280,000 common shares fair valued at \$0.085 per common share totalling \$23,800 and the NSR was cancelled.

On March 28, 2019, the Company and MTB entered into an amending agreement which revised the amount recoverable from MTB as of the date of the agreement to \$925,000. As a result, the Company recorded a decrease of \$210,255 in the recoverable amount from MTB which is reflected in the net cost recovery in exploration expenditures.

During the year ended April 30, 2023, the Company charged a net amount of \$1,365 (2022: \$5,897) in exploration expenditures to MTB.

At April 30, 2023, MTB owed the Company \$31,548 (2022: \$30,183) in exploration expenditures which is included in accounts receivable.

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Goat

On January 28, 2010, the Company purchased a 100% interest in three mineral claims known as the Goat claims located north of Stewart, British Columbia for \$55,000 and 50,000 common shares.

On August 27, 2019 the Company announced it has acquired a 100-per-cent interest in claim 565638, containing 146.88 hectares along the east side of the property. Previously, this claim was optioned from another company and, through a claim exchange, the Company now owns 100 per cent.

During the year ended April 30, 2023, the Company recorded an impairment of \$635,845 to write-off the \$110,692 in acquisition cost and \$525,153 in exploration expenditures.

Treasure Mountain

On July 31, 2017, the Company entered into a mineral claim purchase agreement with Detour Gold Corporation (“Detour”) to purchase a 100% interest in 37 mineral claims covering 7,104 hectares on the southern edge of the Golden Triangle. The claims are subject to a 2% net smelter returns royalty. Under the terms of the agreement, the Company issued 2,700,000 common shares to Detour in consideration for the claims. The Company received a reclamation deposit refund of \$28,200 from the vendor which was offset against the acquisition costs of the property and staked 3 additional claims at a cost of \$7,326. During the three months ended July 31, 2018, the Company staked five additional claims at a cost of \$10,231.

The mineral claim purchase agreement was accepted for filing by the TSX Venture Exchange on August 10, 2017 and the Company issued Detour 2,700,000 common shares with a fair value of \$418,500 on August 14, 2017.

On August 14, 2018, the Company had acquired, through staking, an additional 7,951.89 hectares of claims in the Terrace, B.C., area. The Company has now amassed a land package of 21,064.33 ha (210 square kilometres) in this area. The new claims adjoin the Midas property of Juggernaut Exploration Ltd. on the north, east and south sides. The new claims are on strike with the reported King Solomon trend. In this trend, the Juggernaut website reports that gold in bedrock from chip, channel and grab samples define a 2.1-kilometre-by-1.6-kilometre area. This mineralization lies within a larger 10-kilometre-by-18-kilometre quartz-sericite-pyrite alteration zone that was independently mapped by the British Columbia Geological Survey. The new acquired claims lie on strike with this trend both at the northwest and southeast portions of the claims.

Terrace property

On July 8, 2019, the Company was granted the option to acquire a 100% interest in the Terrace Property, situated in the Omineca Mining Division, British Columbia. Consideration to earn the 100% interest is as follows:

Cash payments:

- i) \$20,000 on signing (paid);
- ii) a further \$30,000 on or before July 8, 2020 (paid);
- iii) a further \$50,000 on or before July 8, 2021; and
- iv) a further \$200,000 on or before July 8, 2022.

The property is subject to a 3.0% net smelter return upon exercise of the option, and upon the commencement of commercial production. Upon commencement of commercial production, the Company shall make quarterly royalty payments owing and payable to the Optioner one-hundred-twenty days following the completion of the Company’s quarter end. The Net smelter return payments are to be based on US value of metal prices and the Company is entitled to purchase 2% of the Royalty from the Optioner at any time for a cash payment of \$1,000,000.

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During the year ended April 30, 2020, the Company staked five additional claims totalling 3,625.3 hectares located 10 kilometres east of Terrace at a cost of \$9,175.

On July 23, 2019, the Company announced that it has started exploration on the Terrace area properties which include four separate claim holdings that have a variety of different types of mineralization.

The Company is taking advantage of the numerous logging roads in the area of the claims to conduct geochemical sampling. Numerous prospects particularly near granitic apophyses have achieved small production from high-grade gold-silver veins in the past within the mineral holdings controlled by the Company. The Company is locating the prospects as well as any new mineralization exposed by logging. On October 29, 2019, the Company announced that it has carried out several surface exploration programs on its extensive Terrace area properties. The Company has completed historical research of all available reports and has identified numerous areas for further work.

On November 14, 2019, the Company completed sampling on the Terrace gold property, located 12 kilometres east of Terrace, B.C. Exploration was on claims totalling 3,265.3 hectares. The claims are traversed by a system of old logging roads that provide access for exploration without the need for a helicopter.

During the year ended April 30, 2021, the Company decided not to proceed with certain claims associated with the Terrace property and recorded an impairment of \$293,677 to write-off the \$59,175 in acquisition cost and \$234,502 in exploration expenditures.

On June 29, 2022, the Company granted Pluto Ventures Inc. (“Pluto”) the option to acquire a 100% interest in the Terrace Property. The option will be exercised by Pluto over a period of three years by making the following payments and completing expenditures on the property of at least \$2,000,000 by the fourth anniversary of Pluto’s shares being listed on the Canadian Securities Exchange (“CSE”):

Cash and share issuances:

- i) \$10,000 on signing (received);
- ii) a further \$10,000 and issuance of 100,000 common shares on or before the 15th day after the day Pluto’s shares are listed on the CSE;
- iii) a further \$20,000 and issuance of 100,000 common shares on the 1st anniversary of the day Pluto’s shares are listed on the CSE;
- iv) a further \$30,000 and issuance of 100,000 common shares on the 2nd anniversary of the day Pluto’s shares are listed on the CSE;
- iv) a further \$40,000 and issuance of 100,000 common shares on the 3rd anniversary of the day Pluto’s shares are listed on the CSE; and
- v) issuance of 100,000 common shares on the 4th anniversary of the day Pluto’s shares are listed on the CSE.

Del Norte Property

On January 6, 2020, the Company entered into an option agreement to acquire up to 75% interest in the Del Norte property, situated 34 kilometres east of Stewart, BC, comprising of 5,830.16 hectares in 13 separate claims. The property is subject to a 2% net smelter returns royalty. Consideration to earn the first 55% interest consist of cash payments of \$172,000 over four years, issuance of 800,000 common shares on signing, issuance of \$208,000 of common shares of the Company over four years and exploration expenditures of \$4,000,000 over five years as follows:

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Cash payments and share issuances:

- i) \$20,000 on signing (paid) and the issuance of 800,000 common shares (issued) of the Company upon receipt of exchange approval;
- ii) \$30,000 cash payment (paid) and issuance of \$30,000 worth of common shares (issued) of the company on or before the earlier of January 6, 2021 and the date which is 30 days after the date on which the Company has made the year one expenditures;
- iii) \$40,000 cash payment (paid) and issuance of \$40,000 worth of common shares (issued) of the company on or before the earlier of January 6, 2022 and the date which is 30 days after the date on which the Company has made the year two expenditures;
- iv) \$50,000 cash payment (paid) and issuance of \$50,000 worth of common shares (issued) of the company on or before the earlier of January 6, 2023 and the date which is 30 days after the date on which the Company has made the year three expenditures;
- v) \$32,000 cash payment (paid) and issuance of \$88,000 worth of common shares (issued) of the company on or before the earlier of January 6, 2024 and the date which is 30 days after the date on which the Company has made the year four expenditures;.

Exploration expenditures:

- i) \$400,000 on or before January 6, 2021 (incurred);
- ii) \$500,000 on or before January 6, 2022 (incurred);
- iii) \$600,000 on or before January 6, 2023; (incurred)
- iv) \$1,000,000 on or before January 6, 2024; (incurred) and
- v) \$1,500,000 on or before January 6, 2025.

The Company has the right to earn an additional 20% interest in the property by placing the property into production.

During the year ended April 30, 2023 the Company received \$135,872 in respect of the BC mineral exploration tax credit (2022: \$Nil).

The Company's geologists, as part of the Company due diligence, checked for a south extension to the gold-silver bearing structure identified and to confirm high-grade values at the most southerly exposure previously explored. The Company has been assessing all previous data on the Del Norte property in order to finalize the Company's 2020 field season plans.

The property has numerous mineral showings with the most extensively explored being the LG vein and stockwork. Previous work has shown a continuity of gold-silver values over an explored length of 1.7 km, open both to the north and south. The Company plans a work program consisting of geochemical sampling, saw cut sampling and extensive drilling. Saw cut sampling is planned in the Crackle zone, a 700 m wide zone with quartz-sulphide veins and stringers from centimetre to metre widths with high gold values associated with arsenopyrite. Continued geochemical sampling will be carried out in areas exposed by ablation of glaciers and to determine the source of high-gold-bearing float north along the extension of the LG vein. Past drill results indicate a widening of stockwork widths with increases of gold within deeper drill holes. Drilling amount will be contingent on funds available.

The Company has completed six drill holes from two different pads on the Del Norte property. The first part of the Company's 2020 drill program has tested the southern extension of the 1.2km long, north-south striking LG vein. Much of the historic drilling completed from 2003 to 2006 was from the west side of the LG vein (aiming towards the east) with relatively short holes of less than 150m. Based on 2020 surface and drill core observations, in conjunction with information in the Company's comprehensive 43-101 report, a new structure has been identified called the "Argo"--a 115 m wide north-south zone of deformation. Previous drilling has mostly been along the eastern side of the Argo deformation zone. The LG Vein and the newly recognized LG Deep zone occur within this deformation corridor, along with several other lesser zones of mineralization.

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The Company has received partial assays from surface sampling on the Del Norte property. The 2020 program consists of surface sampling on newly discovered zones, saw cutting (channel sampling) zones of mineralization, where possible, and diamond drilling to define the limits of the known zones and any new discovered zones.

Surface sampling has been successful in defining numerous target areas for follow-up exploration. The Eagle's Nest zone is a deformation zone that is parallel to, and to the west of, the newly identified Argo zone, which the company has been drill testing. Total width is unknown, but early indications are that it is at least six metres to eight metres wide with stringers and veins of quartz with sparse sulphides in a black matrix lapilli tuff. Visual observations from the helicopter indicate the presence of more veins to the east of, and below, the present drill pad. Based on GPS readings obtained over the aerial extent exposed, the zone is at least 440 m long.

The Company also conducted grab and saw-cut sampling in the 8 oz zone, located near the northern boundary of the Del Norte property. Observations indicate numerous stringers and veinlets of strong pyrite-chalcopyrite mineralization over widths that may be up to 200 m.

The Company has completed over 6,000 m of drilling in 23 holes to date testing three targets: the Argo zone (a 115 m wide north-south zone of deformation), the newly discovered Eagle's Nest zone and the newly discovered 14-ounce zone, the latter in the boundary area between the Del Norte and Lord Nelson properties. The drilling on the Argo and Eagle's Nest zones has indicated that mineralization is hosted by black mud lapilli tuffs that appear to have repeat sections due to thrusting and faulting. Mineralized zones host various sulphides including pyrite, sphalerite, galena and tetrahedrite along with sections mineralized by fine acicular arsenopyrite. Intersections in the Argo zone have been up to 30 m long within some of the drill holes. Drilling in 2020 has outlined the Argo zone over at least 500 m of strike length, open to depth and along strike. Logging and diamond sawing of the core continue with two separate core cutting stations. Assays are awaited.

Lord Nelson property

On August 24, 2020, the Company entered into an option agreement to acquire up to 75% interest in the Lord Nelson property, situated in the Skeena mining division of the province of British Columbia for interest in 6 mineral claims. Consideration to earn the first 55% interest consist of cash payments of \$100,000 over four years, issuance of 400,000 common shares on signing, issuance of \$90,000 of common shares of the Company over four years and exploration expenditures of \$2,000,000 over five years as follows:

Cash payments and share issuances:

- i) \$10,000 on signing (paid) and the issuance of 400,000 common shares (issued) of the Company upon receipt of exchange approval;
- ii) \$15,000 cash payment (paid) and issuance of \$15,000 worth of common shares (issued) of the company on or before the earlier of August 24, 2021 and the date which is 30 days after the date on which the Company has made the year one expenditures;
- iii) \$20,000 cash payment and issuance of \$20,000 worth of common shares of the company on or before the earlier of August 24, 2022 and the date which is 30 days after the date on which the Company has made the year two expenditures (extended to January 31, 2024);
- iv) \$25,000 cash payment and issuance of \$25,000 worth of common shares of the company on or before the earlier of August 24, 2023 and the date which is 30 days after the date on which the Company has made the year three expenditures;
- v) \$30,000 cash payment and issuance of \$30,000 worth of common shares of the company on or before the earlier of August 24, 2024 and the date which is 30 days after the date on which the Company has made the year four expenditures;

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Exploration expenditures:

- i) \$200,000 on or before August 24, 2021 (incurred);
- ii) \$250,000 on or before August 24, 2022 (extended to January 31, 2024);
- vi) \$300,000 on or before August 24, 2023;
- vii) \$500,000 on or before August 24, 2024; and
- viii) \$750,000 on or before August 24, 2025.

The Company has the right to earn an additional 20% interest in the property by placing the property into production.

Ed Kruchkowski, P. Geo., a qualified person under National Instrument 43-101, is in charge of all exploration programs on behalf of the Company and has reviewed the disclosures contained in this MD&A. Mr Kruchkowski is a director and the Chief Executive Officer of the Company.

SELECTED ANNUAL INFORMATION

The following financial data is selected information for the most recently completed fiscal years:

	April 30, <u>2023</u>	April 30, <u>2022</u>	April 30, <u>2021</u>
Total revenues	\$ -	\$ -	\$ -
Share-based payments	\$ 136,794	\$ -	\$ 160,000
Write-off of exploration and evaluation assets	\$ (635,845)	\$ -	\$ (293,677)
Deferred income tax recovery (expense)	\$ 178,524	\$ (64,224)	\$ (256,735)
Net loss for the year	\$ (1,106,716)	\$ (479,998)	\$ (1,416,346)
Basic loss per share	\$ (0.02)	\$ (0.10)	\$ (0.10)
Total assets	\$ 14,567,813	\$ 14,211,703	\$ 12,885,152
Total long-term liabilities	\$ 467,859	\$ 646,383	\$ 582,159
Cash dividends per share	\$ -	\$ -	\$ -

All the annual results were derived from financial statements prepared using IFRS.

On July 12, 2022, the Company consolidated its share capital on a 5:1 share basis. All references to number of shares and per share amounts have been retroactively restated to reflect the consolidation.

RESULTS OF OPERATIONS

The Company recorded a net and comprehensive loss of \$1,106,716 during the year ended April 30, 2023 as compared to \$479,998 for the year ended April 30, 2022 an increase of \$626,718. Included in the net loss was other income of \$58,435 from recognition of flow through share liability into income for the year ended April 30, 2023 and an impairment of \$635,845 to write-off the Goat Property acquisition and exploration expenditures. Whereas included in net loss for April 30, 2022 was a gain on debt settlement of \$190,375.

Total expenses for the year ended April 30, 2023 amounted to \$708,367 as compared to \$606,149 for the year ended April 30, 2022 a decrease of approximately \$100,000 which can be attributed to the following:

During the year ended April 30, 2023, the Company granted 1,500,000 stock options to directors, officers and consultants of the company which were fair valued at \$136,794 using the Black-Scholes Option Pricing Model Stock. Share-based payments are a non-cash transaction. For the comparable period for the year ended April 30, 2022 the Company granted Nil stock options at \$Nil.

Accounting fees for the year ended April 30, 2023 have increased to \$58,300 from \$46,200 the year ended April 30, 2022.

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Consulting fees for the year ended April 30, 2023 have increased to \$84,500 from \$48,000 the year ended April 30, 2022.

Legal fees for the year ended April 30, 2023 have decreased to \$9,924 from \$24,174 the year ended April 30, 2022.

Shareholder communications expenses for the year ended April 30, 2023 decreased to \$113,264 as compared from \$182,525 for the year ended April 30, 2022.

All other costs were consistent with that of the comparable period.

During the year ended April 30, 2023, the Company incurred \$577,761 in exploration costs on its mineral properties of which the majority of the work was done on the Terrace and Del Notre properties.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended April 30, 2023 and 2022 are calculated from the Company's annual audited financial statements. All other amounts are from unaudited condensed interim financial statements prepared by management.

	Q4 Apr 30, <u>2023</u>	Q3 Jan. 31, <u>2023</u>	Q2 Oct. 31, <u>2022</u>	Q1 July 31, <u>2022</u>
Total revenues	\$ -	\$ -	\$ -	\$ -
Net and comprehensive (loss) income	\$ (624,105)	\$ (105,652)	\$ (257,687)	\$ (119,272)
Basic and diluted loss per share	\$ 0.01	\$ 0.00	\$ 0.01	\$ 0.00

	Q4 Apr 30, <u>2022</u>	Q3 Jan 31, <u>2022</u>	Q2 Oct. 31, <u>2021</u>	Q1 Jul 31, <u>2021</u>
Total revenues	\$ -	\$ -	\$ -	\$ -
Net and comprehensive (loss) income	\$ (172,656)	\$ (113,860)	\$ (31,547)	\$ (161,935)
Basic and diluted loss per share	\$ 0.01	\$ 0.00	\$ 0.00	\$ 0.00

Variances in quarterly results can be due to share-based payments incurred in a quarter as the Company's stock options generally vest on the grant date and therefore are fully expensed in the quarter in which they are granted; to deferred income tax expense recorded in a quarter related to the renouncement mineral property expenditures to the investors in the Company's flow-through private placements; and to the write-off of mineral properties during a quarter.

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has been able to fund administrative overheads and property exploration and evaluation through equity financings. Uncertainty in the financial equity markets may make it difficult to raise capital through the private placement of shares. The junior mining industry is considered speculative in nature which could make it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures. The Company will require equity financings to meet its future exploration and administrative commitments. At April 30, 2023, the Company had working capital deficit of \$149,631.

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The Company believes that the current capital resources are not sufficient to pay overhead expenses for the next twelve months and will need to seek additional funding to fund its overhead expenses and its commitments. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

Commitments

The Company has commitments with respect to its exploration and evaluation assets as follows:

Del Norte property

Cash payments and share issuances:

- ii) \$20,000 on signing (paid) and the issuance of 800,000 common shares of the Company upon receipt of exchange approval (issued);
- ii) \$30,000 cash payment (paid) and issuance of \$30,000 (issued) worth of common shares of the Company on or before the earlier of January 6, 2021 and the date which is 30 days after the date on which the Company has made the year one expenditures;
- iii) \$40,000 cash payment (paid) and issuance of \$40,000 (issued) worth of common shares of the Company on or before the earlier of January 6, 2022 and the date which is 30 days after the date on which the Company has made the year two expenditures;
- iv) \$50,000 cash payment (paid) and issuance of \$50,000 (issued) worth of common shares of the Company on or before the earlier of January 6, 2023 and the date which is 30 days after the date on which the Company has made the year three expenditures;
- v) \$32,000 cash payment (paid) and issuance of \$88,000 worth of common shares (issued) of the company on or before the earlier of January 6, 2024 and the date which is 30 days after the date on which the Company has made the year four expenditures:

Exploration expenditures:

- i) \$400,000 on or before January 6, 2021 (incurred);
- ii) \$500,000 on or before January 6, 2022 (incurred);
- iii) \$600,000 on or before January 6, 2023; (incurred)
- iv) \$1,000,000 on or before January 6, 2024; (incurred) and
- v) \$1,500,000 on or before January 6, 2025.

Lord Nelson Project

Cash payments and share issuances:

- iii) \$10,000 on signing (paid) and the issuance of 400,000 common shares of the Company upon receipt of exchange approval (issued);
- ii) \$15,000 cash payment (paid) and issuance of \$15,000 (issued) worth of common shares of the Company in the first year;
- iii) \$20,000 cash payment and issuance of \$20,000 worth of common shares of the Company in the second year (subsequently extended to August 24, 2023);
- iv) \$25,000 cash payment and issuance of \$25,000 worth of common shares of the Company in the third year;
- v) \$30,000 cash payment and issuance of \$30,000 worth of common shares of the Company in the fourth year;

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Exploration expenditures:

- i) \$200,000 in the first year (incurred);
- ii) \$250,000 in the second year (subsequently extended to August 24, 2023);
- vi) \$300,000 in the third year;
- vii) \$500,000 in the fourth year; and
- viii) \$750,000 in the fifth year.

Financing Activities

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On October 6, 2022, the Company issued a total of 3,420,000 flow-through units at \$0.12 per unit for proceeds of \$410,400 and 2,250,000 non-flow-through units at \$0.10 per unit for proceeds of \$225,000. Each flow-through unit consists of one flow-through common share and one transferable non-flow-through common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 42 months, one additional common share of the Company, at a price of \$0.16 per share. Each non-flow-through unit consists of one common share of the Company and one transferable common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 24 months, one additional common share of the Company, at a price of \$0.13 per share. The Company paid a cash finder's fee totalling \$28,800 and issued 240,000 warrants at \$0.16 per share.

On November 4, 2022, the Company issued a total of 2,683,334 flow-through units at \$0.12 per unit for proceeds of \$322,000 and 6,000,000 non-flow-through units at \$0.10 per unit for proceeds of \$600,000. Each flow-through unit consists of one flow-through common share and one transferable non-flow-through common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 42 months, one additional common share of the Company, at a price of \$0.16 per share. Each non-flow-through unit consists of one common share of the Company and one transferable common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 24 months, one additional common share of the Company, at a price of \$0.16 per share. The Company paid a cash finder's fee totalling \$26,000 and issued 166,667 warrants at \$0.16 per share.

On February 1, 2023, the Company issued 880,000 common shares at a fair value of \$0.10 per share for a total of \$88,000 pursuant to the Del Norte property agreement.

On May 23, 2023, the Company issued a total of 4,718,095 flow-through units at \$0.105 per unit for proceeds of \$495,400. Each flow-through unit consists of one flow-through common share and one transferable non-flow-through common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 24 months, one additional common share of the Company, at a price of \$0.13 per share. The Company paid a cash finder's fee totalling \$33,600 and issued 320,000 warrants at \$0.13 per share.

On July 13, 2023, the Company issued a total of 2,486,000 flow-through units at \$0.11 per unit for proceeds of \$273,460. Each flow-through unit consists of one flow-through common share and one transferable non-flow-through common share purchase warrant. Each warrant entitles the holder to purchase, for a period of 24 months, one additional common share of the Company, at a price of \$0.135 per share. The Company paid a cash finder's fee totalling \$20,645 and issued 187,680 warrants at \$0.135 per share.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements to report.

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TRANSACTIONS WITH RELATED PARTIES

At April 30, 2023, the directors were Ed Kruchkowski, Randy Kasum, Lance Robinson and Brian Morrison. The officers were Ed Kruchkowski (CEO) and Randy Kasum (CFO). Additional related parties include Red Eye Resources Ltd (“Red Eye”) and Kasum Tractor Ltd (“Kasum”), companies managed by Randy Kasum. Sunbeam Drilling Ltd (“Sunbeam”), Greenback Ventures Ltd (“Greenback”), K-6 Consulting Group Ltd (“K-6”), and Matrik Consulting Inc. (“Matrik”), companies with directors, namely Randy Kasum, Ed Kruchkowski and Brian Morrison, in common.

The Company incurred the following charges by directors of the Company, by companies with directors in common with the Company and by a company managed by a director of the Company for the years ended April 30, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Consulting fees (Matrik)	\$ 36,000	\$ 36,000
Exploration and evaluation assets – drilling (Red Eye and Sunbeam)	155,120	783,920
Exploration and evaluation assets – equipment rental (Kasum, Red Eye and Kruchkowski)	35,770	65,471
Exploration and evaluation assets – field supplies & misc. (Kruchkowski)	40,878	22,204
Exploration and evaluation assets – geological (K-6 Consulting and Kruchkowski)	-	64,300
Exploration and evaluation assets – labour (Kruchkowski)	-	28,525
Exploration and evaluation assets – supervision (Greenback)	76,900	10,000
Management fees (Greenback and K-6)Morrison)	<u>240,000</u>	<u>240,000</u>
	<u>\$ 584,668</u>	<u>\$ 1,250,420</u>

At April 30, 2023, accounts payable and accrued liabilities included \$13,020 (April 30, 2021: \$33,020) due to a director of the Company, to companies with directors in common with the Company and to a company managed by a director of the Company for unpaid fees.

Key management compensation

The Company considers its Chief Executive Officer and Chief Financial Officer to be key management. During the year ended April 30, 2022 and 2021, the Company incurred the following key management charges:

	<u>2023</u>	<u>2022</u>
Management fees	<u>\$ 240,000</u>	<u>\$ 240,000</u>
	<u>\$ 240,000</u>	<u>\$ 240,000</u>

PROPOSED TRANSACTIONS

The Company has no proposed transactions to report.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only; or in the period of the change and future periods, if the change affects both.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Rehabilitation Provisions

Rehabilitation provisions have been determined to be \$Nil based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

Recognition of Deferred Income Tax Assets and Liabilities

The carrying amount of deferred income tax assets and liabilities is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Changes in estimates of future taxable profit can materially affect the amount of deferred income tax assets and liabilities recognized from period to period.

Going Concern

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic

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alternative to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period.

Share-Based Payments

Management uses valuation techniques to measure the fair value of share-based payments such as stock options or broker warrants. The fair values are determined using the Black-Scholes Option Pricing Model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the options or warrants, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's financial statements.

CHANGES IN ACCOUNTING POLICIES

There were no changes in the Company's significant accounting policies during the year ended April 30, 2023 that had a material effect on its financial statements. The Company's significant accounting policies are disclosed in Note 3 to annual audited financial statements for the years ended April 30, 2023 and 2022.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The carrying amounts of financial assets and liabilities approximate their fair value.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The carrying value of the Company's financial assets and liabilities, except for cash (classified as FVTPL at Level 1), are classified at amortized cost as at April 30, 2023. The fair values of financial instruments, which include cash, amounts receivable, bank indebtedness and accounts payable approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and accounts receivables are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's considers its exposure to interest rate risk to be not significant.

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Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. When future cash flows are fairly uncertain, the liquidity risk increases.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 30 days. The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable. The Company prepares monthly operating expenditure budgets, which are regularly monitored and updated as considered necessary. The Company intends to meet its current obligations through funds to be raised via the private placement of shares and through related party loans.

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties detailed earlier in this MD&A, the Company is also subject to other risks and uncertainties including the following:

General Risk Associated with the Mining Industry

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures with other companies which balances risk while at the same time allowing properties to be advanced.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the Company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and competition for qualified personnel may be intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

Option Agreements

The Company is currently earning some of its interests in its mineral properties through option agreements and acquisition of title to the property is only completed when the option conditions have been met. These conditions generally include making property payments and incurring exploration expenditures on the properties and can include the completion of pre-feasibility studies. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the

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mineral property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

DISCLOSURE OF OUTSTANDING SHARE DATA

On July 12, 2022, the Company consolidated its share capital on a 5:1 basis. The following share data has been adjusted to reflect the consolidation.

a) Shares Issued: Number
As at the date of this MD&A 75,737,726

b) Share Purchase Warrants:

At the date of this MD&A, the Company had 24,714,096 share purchase warrants outstanding entitling the holders the right to purchase one common share for each warrant held as follows:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
1,525,000	\$0.50	September 14, 2023
1,230,000	\$0.40	September 14, 2023
2,250,000	\$0.13	October 6, 2024
3,500,000	\$0.16	November 4, 2024
5,038,095	\$0.13	May 23, 2025
2,673,680	\$0.135	July 13, 2025
3,660,000	\$0.16	April 6, 2026
<u>2,850,001</u>	\$0.16	May 4, 2026
<u>22,726,776</u>		

c) Stock Options:

At the date of this MD&A, the Company had 3,250,000 stock options outstanding entitling the holders to purchase one common share for each option held as follows:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
750,000	\$0.25	June 3, 2025
1,000,000	\$0.25	May 5, 2026
<u>1,500,000</u>	\$0.10	October 24, 2027
<u>3,250,000</u>		