

ANNUAL MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2021

April 26, 2022

Gitennes Exploration Inc. (“Gitennes” or the “Company”) is a junior mineral exploration company listed under the trading symbol “GIT” on the TSX Venture Exchange. Gitennes is in the business of exploring for and advancing mineral properties. The Company acquires properties directly by staking, through option agreements with prospectors or other exploration companies, and through reconnaissance programmes. During the year, the Company’s mineral interests included the Rivière-à-l’Aigle (“RAL”), New Mosher, Maxwell, and JMW gold properties located in northern Quebec, the Snowbird gold property located in northern British Columbia, three gold/copper properties located in the Gaspé region of Quebec, and a royalty interest in the Urumalqui silver property located in Peru.

This Annual Management Discussion and Analysis (“MD&A”) provides information on the activities of Gitennes for the year ended December 31, 2021, and subsequent activity to the date of this report. This discussion supplements, but does not form part of, the annual consolidated financial statements of the Company for the year ended December 31, 2021. Consequently, the information set forth below should be read in conjunction with the Company’s annual audited consolidated financial statements, and the notes thereto, for the year ended December 31, 2021, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Additional information about the Company, including the MD&A and audited consolidated financial statements for the year ended December 31, 2020, prepared in accordance with IFRS, can be found on SEDAR at www.sedar.com. Wayne Holmstead, P.Geo. acts as the Company’s “Qualified Person” as defined in National Instrument 43-101 and has reviewed this MD&A.

Overall Performance and Outlook

During the year and to the date of this report, the Company:

1. continued work on the Quebec gold properties:
 - Induced Polarization (“IP”) and Magnetometer (“MAG”) geophysical surveys and soil sampling on the RAL and New Mosher properties;
 - a 3,044-metre phase-one drill programme at the New Mosher property in May 2021 and a 1,002-metre phase-two drill programme in January 2022;
 - IP, MAG, and reconnaissance mapping on the JMW property;
2. optioned the Snowbird gold project and received a \$25,000 option payment:
 - optioned to Plutus Gold Corp. (“Plutus”) in February 2021 providing Plutus with the right to earn a 100% interest in the project; Plutus must initially incur C\$500,000 in expenditures by June 30, 2021 which was satisfied by completing a nine-hole, 2,217-metre diamond drill programme;
3. completed private placements of flow-through and non-flow-through funds during the year for gross proceeds of \$1,056,254 and \$430,700, respectively;
4. added 50 claims totalling 2,470 hectares to the Maxwell property, issued 150,000 shares due on the first-anniversary of the New Mosher agreement, and returned the RAL project to the optionor;
5. settled amounts due to management of \$132,500 with the issuance of 1,325,000 shares in March 2021; and,
6. acquired a 100% interest in one copper and two gold properties located in the Gaspé region of Quebec;
7. completed a reconnaissance sampling programme in late 2021 on the VG Bolder Property.

With the closing of the recent financings, the Company looks forward to receive assay results on its latest drill programme at New Mosher and completing additional work on its Quebec properties. Further information regarding the Company’s corporate and exploration activities is provided below.

Selected Annual Information

The following table summarizes selected financial data for the Company, prepared in accordance with IFRS, for each of the three most recent fiscal years. Unless noted otherwise, all figures are in Canadian dollars.

	Years Ended December 31		
	2021	2020	2019
Total assets	\$ 888,654	\$ 1,582,162	\$ 133,177
Cash	\$ 659,964	\$ 1,462,861	\$ 3,177
Current assets	\$ 886,659	\$ 1,548,169	\$ 98,560
Current liabilities	\$ 295,650	\$ 710,702	\$ 262,207
Long-term liabilities	\$ -	\$ -	\$ 42,500
Total shareholders' equity (deficiency)	\$ 593,004	\$ 871,460	\$ (171,530)
Loss and Comprehensive loss for the year	\$ 1,726,160	\$ 1,200,862	\$ 614,171
Basic and diluted loss per share	\$ 0.04	\$ 0.07	\$ 0.07

Results of Operations

The Company had a loss and comprehensive loss of \$1,726,160 for the year ended December 31, 2021, which compares with a loss and comprehensive loss of \$1,200,862 for the year ended December 31, 2020. Significant items included in the current and comparative results of operations are as follows:

	2021	2020
Accounting and audit	\$ 87,456	\$ 66,526
Consulting	\$ 72,123	\$ 46,650
Exploration and evaluation	\$ 1,318,529	\$ 564,066
Legal	\$ 33,888	\$ 36,969
Management fees	\$ 120,000	\$ 77,000
Promotion and public relations	\$ 96,125	\$ 123,579
Share-based compensation	\$ 66,244	\$ 251,296
Loss (gain) on settlement of debt	13,250	\$ (4,725)
Gain on change in fair value of derivative liability	-	\$ (30,000)
Deferred tax recovery	(148,958)	\$ (2,672)

General and administrative expenses were higher in the current period primarily due to the overall increase in activity given the Company's recent financings, property acquisitions, and exploration programmes, which began in the second half of 2020. There were increases in accounting and audit, consulting, and management fees with decreases in promotional costs as compared to the prior year. In addition, the Company granted stock options during 2021 and 2020 and recognized \$66,244 and \$251,296, respectively, in share-based compensation (a non-cash item). The Company recorded in 2021 a loss (2020 - a gain) upon settling accounts payable due to management with shares and a deferred income tax recovery upon incurring qualifying exploration expenditures under its flow-through agreements.

Exploration and evaluation expenditures include approximately \$1,312,000 in field exploration costs for the current year, which compares to approximately \$297,000 incurred during the previous year. During the current year, the Company completed geophysical surveys on the JMW, New Mosher, VG Boulder, Gaspé, Maxwell, and RAL projects, two drill programmes on the New Mosher project, and mapping and sampling programmes on its other projects. The Company issued 475,000 shares with a fair value of \$26,000 in respect of its properties during the year. In addition, the Company received an option payment of \$25,000 under its Snowbird agreement. The prior year expenditures include the issuance of 1,000,000 shares with a fair value of \$140,000, the payment of \$25,000, and an accrued derivative liability of \$105,000 in respect of its acquisition of the JMW property. During 2020, the Company also incurred \$7,884 in staking costs on the Maxwell property and issued an additional 605,000 shares with a fair value of \$84,700 in respect of its Snowbird, RAL, New Mosher, and JMW agreements.

Cash flows used in operations, before changes in non-cash working capital items, totalled \$1,769,126 for the current year and compares to \$761,639 used in the prior year. The increase in cash used in the current year is due primarily to the higher general and administrative costs and exploration and evaluation costs as detailed above. Excluding share issuances and non-cash consideration, exploration costs net of recoveries totalled \$1,292,529 in 2021 and \$234,366 in 2020. Changes in non-cash working capital items used cash of \$392,320 due to an increase in GST and QST amounts receivable, a decrease of prepaid expenses and a reduction in accounts payable accrued in the prior year. Under financing activities, the Company received \$1,352,549 from the completion of three private placements, net of share issuance costs; during the prior year, the

Company received \$1,803,823 from the completion of three private placements, net of share issuance costs, and repaid \$42,500 in long-term debt due to the chief executive officer and the chief financial officer.

Discussion of Fourth Quarter

The Company reported a loss and comprehensive loss during the fourth quarter of 2021 in the amount of \$264,109, which compares to a loss and comprehensive loss of \$651,988 in the fourth quarter of 2020. The variance in these results is due primarily to the Company recording share-based compensation of \$251,296 during 2020 and \$54,283 in 2021 due to the timing and valuation of option grants. Exploration and evaluation costs totalled \$74,901 during the current quarter when the Company was preparing for second phase of drilling at New Mosher and \$294,636 in the comparative quarter when the Company was actively conducting geophysical surveys at JMW, RAL, and New Mosher.

Cash flows used in operations, before changes in non-cash working capital items, totalled \$222,187 for the current quarter and compare to cash flows used in the comparative quarter of \$433,398 when the Company was more active in the field than in the fourth quarter of 2021. Current changes in non-cash working capital items used cash of \$24,794 due to an increase in accounts payable and an increase in prepaid expenses relating to a 2022 promotional effort. Financing activities for the fourth quarter produced net cash of \$677,551 due to the completion of private placements in November and December 2021.

Financial Data for the Last Eight Quarters

Selected financial data for the eight most recent quarters derive from the Company's unaudited condensed interim consolidated financial statements presented in accordance with IFRS:

Quarter Ended	Dec 31 2021	Sep 30 2021	Jun 30 2021	Mar 31 2021	Dec 31 2020	Sep 30 2020	Jun 30 2020	Mar 31 2020
Exploration and evaluation (recovery)	\$ 74,901	\$ 188,801	\$ 878,223	\$ 176,604	\$ 294,636	\$ 357,059	\$ 8,865	\$ (96,494)
Share-based compensation	\$ 54,283	\$ 2,445	\$ 5,344	\$ 4,172	\$ 251,296	\$ -	\$ -	\$ -
Loss and comprehensive loss (income) for the quarter	\$ 264,109	\$ 262,448	\$ 888,509	\$ 311,094	\$ 651,988	\$ 492,245	\$ 89,880	\$ (33,251)
Loss (income) per share - basic and diluted	\$ 0.00	\$ 0.01	\$ 0.02	\$ 0.01	\$ 0.02	\$ 0.02	\$ 0.01	\$ (0.00)

The Company has no ongoing source of operating revenue. In addition to the normal expenses associated with its exploration and administrative activities, the Company had certain infrequent or non-recurring transactions and differences in activity levels that produced significant variances in its operating results for the quarters presented as described below.

During the quarters ended March 31, 2020 and June 30, 2020, the Company was relatively inactive as it prepared to raise capital and acquire its Quebec properties. The Company received a METC refund of \$96,494 in February 2020. In June 2020, the Company entered into agreements to acquire interests in its Quebec properties and during the quarter ended September 30, 2020, issued shares valued at \$224,700 upon acquisition of the JMW property and as option payments on its New Mosher and RAL properties. In addition, the Company paid \$25,000 and recorded a liability of \$105,000 for shares issuable under the JMW purchase agreement, which were issued in September 2021. As at December 31, 2020, the fair value of this derivative financial liability was \$75,000, which resulted in a gain on change in fair value of \$30,000 for the quarter. During the quarter ended December 31, 2020, the Company incurred \$294,636 in exploration and evaluation costs and recognized \$251,296 in share-based compensation for options vesting in the quarter.

During the quarter ended March 31, 2021 the Company conducted geophysical work at RAL and New Mosher, added additional claims to its Maxwell project, and received a \$25,000 option payment on the Snowbird project. During the quarter ended June 30, 2021, the Company was very active in the field completing geophysical work at JMW and New Mosher and a drill programme at New Mosher incurring \$878,223 in exploration costs for this quarter. During the quarter ended September 30, 2021, the Company completed its geophysical survey at JMW, continued with mapping and surveying at Maxwell, and acquired its Gaspé properties. During the quarter ended December 31, 2021, the Company was less active in the field while it raised additional funds and prepared for its second phase of drilling at New Mosher. The Company also recognized \$54,283 in share-based compensation for options vesting in the quarter.

Liquidity

The Company's cash on hand decreased from \$1,462,861 at December 31, 2020 to \$659,964 at December 31, 2021 as a result of cash used in operating activities of \$2,161,446 exceeding cash provided by investing and financing activities of

\$1,358,549. During the year, the Company closed three private placements for net proceeds of \$1,352,549 and received \$6,000 through the refund of its reclamation bond on the Maroon project. Its working capital position moved from \$837,467 at December 31, 2020 to \$591,009 at December 31, 2021.

In March 2021, the Company issued 1,325,000 shares from treasury to settle \$132,500 in management fees due to the chief executive officer and the chief financial officer, which were accrued during periods from 2017 to 2020. Accounts payable includes the balance of these fees totalling \$95,400, payment of which is currently not being requested.

As at December 31, 2021, the Company is obligated to incur approximately \$450,000 in qualifying expenditures under its 2021 flow-through agreements. Management considers the Company's December 31, 2021 working capital of \$591,009 to be insufficient to meet its operating overhead, property maintenance requirements, and flow-through obligations for the ensuing twelve months.

The Company establishes its administrative and exploration budgets based on expected cash resources and such budgets are regularly adjusted according to actual cash resources. Given the uncertainty in the capital markets for junior exploration companies, the extent of such budgets and programs will be tailored to available cash resources. In addition, the out-break of the COVID-19 pandemic has introduced further uncertainty in the capital markets, which may negatively affect the future financing prospects of the Company.

Capital Resources

Without operating revenues and recurring income from the sale or option of properties, the Company is dependent upon meeting its future capital requirements through the issuance of capital stock. Accordingly, as discussed in Note 1 to the December 31, 2021 annual consolidated financial statements, management has identified certain conditions that cast significant doubt upon the Company's ability to continue as a going concern.

In order to maintain ongoing operations, advance its mineral projects, and settle amounts due to related parties, the Company will have to raise equity capital through the issuance of shares. Management believes that it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

To earn its interest in the New Mosher property, the Company is required to issue 850,000 shares in stages by September 30, 2024. These share issuances are optional, at the discretion of management, and are not firm commitments.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at December 31, 2021 or the date of this report.

Proposed Transactions

The Company had no proposed transactions as at December 31, 2021 or the date of this report.

Transactions with Related Parties and Key Management Compensation

The Company relies on its directors and officers for many of its administrative and professional services. Key management personnel include executive and non-executive directors and executive officers. The compensation paid or payable to key management is as follows:

	2021	2020
Management fees (i)	\$ 120,000	\$ 80,000
Accounting fees (ii)	66,000	50,000
Exploration and evaluation fees (iii)	3,129	-
	<u>\$ 189,129</u>	<u>\$ 130,000</u>

- (i) Paid to a company controlled by the chief executive officer;
- (ii) Paid to the chief financial officer;
- (iii) Paid to a company controlled by director.

In addition, the Company recorded share-based compensation of \$43,394 (2020 - \$166,627), which relates to incentive stock options granted to directors and officers. Share-based compensation is a non-cash item calculated using the Black-Scholes Option-Pricing Model using the assumptions detailed in Note 5c to the Company's December 31, 2021 consolidated financial statements.

Accounts payable includes \$95,400 (2020 - \$264,150) in accrued management, exploration and evaluation fees and accounting fees due to the chief executive officer and the chief financial officer, which were accrued during periods from 2017 to 2020. During the year, the Company settled \$132,500 of this balance through the issuance of shares.

During 2020, the Company repaid \$42,500 in accrued management and accounting fees due to the chief executive officer and the chief financial officer. This balance had been classified as long-term debt bearing interest at 8% per annum. Interest totalling \$2,552 was paid on these amounts during 2020.

Outstanding Share Data

On July 15, 2020, the Company consolidated its common shares on the basis of one post-consolidation share for each ten pre-consolidation shares. All information and per-share amounts in respect of issued and outstanding shares, stock options, warrants, and loss per share have been retrospectively adjusted to reflect the consolidation.

Details of the Company's outstanding shares, options, and warrants are as follows:

	April 26 _ 2022	December 31 2021	December 31 2020
Shares issued and outstanding	56,027,122	56,027,122	33,144,434
Outstanding stock options	4,130,000	3,780,000	2,510,000
Outstanding warrants	28,720,540	28,720,540	19,190,368
Diluted shares outstanding	88,877,662	88,527,662	54,844,802

In March 2021, the Company issued 1,325,000 common shares in settlement of outstanding accounts payable due to management and granted 100,000 stock options to a consultant. In June 2021, the Company completed a private placement by issuing 7,366,855 shares and 5,114,082 warrants. In August 2021, the Company issued 937,500 shares in respect of settling its derivative liability and 75,000 shares as a finder's fee in respect of the JMW project. In September 2021, the Company issued 400,000 shares in respect of option and acquisition payments on its New Mosher and Gaspé properties and 1,124,176 warrants expired. In October 2021, 440,000 stock options expired and in November 2021, the Company completed a private placement by issuing 7,320,000 shares and 3,268,600 warrants. In December 2021, the Company granted 1,610,000 stock options to directors, officers, and consultants, completed a private placement by issuing 5,458,333 shares and 2,351,666 warrants, and 80,000 warrants expired. Subsequent to December 2021, 150,000 stock options expired and 500,000 were granted to an officer.

Note 5 to the Company's December 31, 2021 consolidated financial statements contains additional details of the Company's share transactions for the year.

Changes in Accounting Policies

There were no changes in accounting policies or adoptions of new policies during the current year. Note 2 to the Company's audited annual consolidated financial statements for the year ended December 31, 2021 includes a detailed listing of the Company's significant accounting policies.

Change of Auditor

In January 2022, Pricewaterhouse Coopers LLP resigned as auditors of the Company and the Company appointed Brunet Roy Dubé, CPA S.E.N.C.R.L. as successor auditors.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, accounts receivable, reclamation bonds, and accounts payable, all of which are measured at amortized cost. The carrying values approximate their fair values due to the short-term nature of these instruments.

In addition, the Company had a financial liability that required settlement through the issuance of shares. This derivative liability was carried at fair value until it was settled through the issuance of shares in August 2021.

The Company is exposed to various financial risks in respect of its financial instruments as detailed below. The Company's policies and processes of managing all risks associated with its financial instruments have not changed during the current year.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's primary credit risk is associated with its cash, accounts receivable, and reclamation bonds.

The Company's cash is held in accounts at a major Canadian financial institution with an investment grade rating. Accounts receivable consist of GST and QST recoverable from the governments of Canada and Quebec. The Company has lodged a reclamation bond with the government of British Columbia in respect of its Snowbird project. This bond is repayable upon the Company meeting the terms and conditions of its permits including any reclamation requirements resulting from exploration programmes. Management considers the credit risk associated with these balances to be low.

The carrying value (totalling \$877,869; 2020 - \$1,538,719) of the financial assets recorded in the Company's annual consolidated financial statements represents the Company's maximum exposure to credit risk as at December 31, 2021.

Interest Rate Risk

Interest rate risk relates to the effect on the Company's financial instruments due to changes in market rates of interest. The Company's cash and reclamation bond currently earn no interest and are therefore exposed to interest rate risk given the volatility of interest rates over time. Due to the value and nature of the Company's financial instruments and prevailing market rates, it is management's opinion that the Company is not exposed to significant interest rate risk in respect of these financial instruments.

Liquidity Risk

The Company is subject to liquidity risk such that it may not be able to meet its obligations under its financial instruments as they fall due. The Company manages this risk by maintaining cash balances to ensure that it is able to meet its short and long-term obligations as and when they fall due. Cash projections are regularly updated to reflect the dynamic nature of the business.

Disclosure for Venture Issuers without Significant Revenue

Consistent with many companies in the mineral exploration industry, the Company has no source of operating revenue. The Company's December 31, 2021 consolidated statement of comprehensive loss provides a breakdown of the expenses for the year and Note 6 to the consolidated financial statements provides an analysis of the Company's mineral interests and expenditures for the year.

Mineral Properties

New Mosher Project

In June 2020, the Company entered into an option agreement granting it the right to earn up to an 85% interest in the New Mosher property located near the town of Chapais in northern Quebec. The property consists of 12 claims totalling 670 hectares. To earn a 70% interest, the Company, at its option, must issue shares and incur exploration expenditures as follows:

<u>Date for completion</u>	<u>Shares</u>	<u>Expenditures</u>
Upon regulatory approval (<i>issued</i>)	150,000	\$ -
On or before September 30, 2021 (<i>issued/incurred</i>)	150,000	150,000
On or before September 30, 2022 (<i>i</i>)	150,000	250,000
On or before September 30, 2023 (<i>i</i>)	150,000	300,000
On or before September 30, 2024 (<i>i</i>)	400,000	300,000
	<u>1,000,000</u>	<u>\$ 1,000,000</u>

(i) Expenditures have been incurred; shares have not been issued.

As at December 31, 2021, the Company had incurred approximately \$1,060,000 in exploration expenditures on the project. Upon earning a 70% interest, the Company can elect to increase its interest in the property to 85% either by producing an inferred resource or completing a preliminary economic assessment ("PEA") within 12 months of making such election. The Company will pay the optionor \$250,000 in cash or shares, at the Company's option, upon producing an inferred resource or \$750,000 in cash upon delivering a PEA. The property is subject to a 1.5% net smelter returns royalty ("NSR"), which can be reduced to 0.5% upon payment of \$1,000,000 to the optionor. Upon earning either a 70% or 85% interest, the Company and the optionor will form a joint venture to further develop the property.

Mineralization on New Mosher is within a sheared gabbro and basalt with mesothermal type gold-bearing quartz veins. Recent sampling has identified several anomalous areas that require follow up with sampling and geophysics. Much of the property remains untested.

The Company completed an IP and MAG geophysical survey and along with an historical IP survey the entire Property now has IP coverage. Preliminary evaluation of the IP survey has identified at least two prominent chargeability anomalies that are associated with surface grab samples and historic diamond drill hole intersections with significant gold values.

First Phase Diamond Drill Programme

The Company commenced a diamond drill programme in the second quarter and completed 19 diamond drill holes totaling 3,044 metres. Three areas were tested, New Mosher, Meadow and New Showing. In August the Company released the results of the drilling:

Gold intersected over significant widths (see table 1)

- 22 metres in hole NM 21-02 grading 0.25 g/t gold
- 9.0 metres in hole NM 21-11 grading 0.71 g/t gold
- 5.0 metres in hole NM 21-08 grading 0.68 g/t gold
- Gold intersections are shallow;
- 10 of 19 holes intersected anomalous gold mineralization,
- All three areas tested intersected gold mineralization;
- Broad zones of gold mineralization correlate well with previously identified IP anomalies;
 - Associated with intense alteration with quartz-carbonate veining, pyrite, pyrrhotite, chalcopyrite and arsenopyrite.

Table 1: Significant Gold Intersections in Diamond Drill Holes

Area	Drill hole	Width* (metres)	From (metres)	To (metres)	Gold (g/t)
New Mosher	NM 21-02	22	24	46	0.25
Meadow	NM 21-08	5	16	21	0.68
	NM 21-11	9	66	75	0.71
Northeast	NM 21-17	1	38	39	0.26

* True width not known at this time.

Second Phase Diamond Drill Programme

In January 2022, the Company completed its second diamond drill programme. The programme focussed on the New Mosher showing and followed up on positive results from the first phase. The drill programme consisted of seven holes from six drill set ups and metres drilled were 1,002. The drilling intersected highly silicified and sheared zone in several holes on the New Mosher showing. The highly silicified intersections are up to 23 metres in width and contain up to four percent pyrite and 0.5% pyrrhotite as fine disseminations or concentrated in schistosity and fracture planes. The highly silicified intersections are also sheared and contain up to 60% to 80% quartz with some of the intersections displaying chlorite and sericite alteration.

JMW Project

In June 2020, the Company entered into an agreement to purchase a 100% interest in the JMW property located in the Chapais-Chibougamau area of Quebec and a ten-claim property located in the Val-d'Or region of Quebec. JMW consists of 38 claims totalling 2,125 hectares. The Company paid \$25,000 and issued an initial 1,000,000 shares to the owners of the properties. The Company issued a further 937,500 shares (with a fair value of \$75,000) to the vendors in August 2021 and has satisfied all requirements of the claim purchase. The property is currently subject to an NSR of 2%, one-half of which can be purchased for \$1,000,000. The Company granted the vendors of the property a further 1.5% NSR, which can be reduced to 0.5% upon payment of \$1,000,000 to the vendors.

The Property is located along the Guercheville Fault/Deformation Zone which is host to the past producing Joe Mann mine. The Joe Mann mine operated 27 of the years from 1956 to 2007 and produced approximately 1.2 million ounces of gold at an average grade of 8.3 g/t gold plus copper and silver. Work in 2011 on JMW confirmed the gold bearing structure with gold mineralization within altered and mineralized felsic intrusives within the deformation zone.

Gitennes commenced an IP survey on JMW in March 2021. The survey covered the three distinct types of mineralization that the Company has identified from the recent review of work by previous operators. The new IP survey verified data from the previous survey as well as added data on previously uncovered parts of the property.

Highlights of the IP Survey

- First survey to cover the entire property. Past surveys and drilling on the property focused on a narrow, 1.5-kilometre strip in the vicinity of the Guercheville fault zone which covers less than 50% of the existing property;
- All three target areas surveyed, including prospective sedimentary rocks and intrusive rocks of tonalitic composition that have seen little exploration in the past.

Readers are cautioned that the Company has no interest in or right to acquire any interest in the Joe Mann mine, and that mineral deposits and production results from the Joe Mann mine are not indicative of mineral deposits on the Company's properties or any potential exploitation thereof.

Rivière-à-l'Aigle ("RAL") Project

In June 2020, the Company entered into an option agreement granting it the right to earn up to an 85% interest in the RAL property located in the Lac Windfall region of northern Quebec. The Company could earn a 70% interest by issuing 1,500,000 shares and incurring \$1,500,000 in exploration expenditures over four years.

During 2020, the Company issued 150,000 shares with a fair value of \$21,000 to the optionor. During the period of the option, the Company incurred approximately \$158,000 on the property and in September 2021, abandoned the project and returned the property to the optionor.

Maxwell Project

In December 2020, the Company staked the Maxwell property located in northern Quebec. The property is approximately 18 kilometres northeast of the JMW property and comprises 169 claims totalling 9,112 hectares.

With its focus and recent work in the Chapais-Chibougamau area, Gitennes staked the new property after review of government reports, surveys and assessment reports and concluded the geology was more prospective than had been previously mapped by previous operators. The Maxwell property also contains several anomalous areas of gold in till sampling and copper mineralization in drill holes and surface sampling

Snowbird Project

In February 2017, the Company entered into an option agreement granting it the right to earn a 100% interest in the Snowbird property located near Fort St. James, British Columbia. The Company earned its interest by issuing shares to the optionor and completing minimum exploration expenditures as follows:

	Shares	Expenditures
Upon regulatory approval	600,000	\$ -
On or before September 30, 2018	200,000	500,000
On or before September 30, 2019	200,000	-
On or before December 31, 2019	-	500,000
On or before September 30, 2020	200,000	-
On or before September 30, 2021 (i)	-	500,000
	<u>1,200,000</u>	<u>\$ 1,500,000</u>

(i) A portion of these expenditures were completed by a third party optionee as detailed below.

The option agreement provides for a 2% NSR that, upon payment of royalty payments totalling \$1,300,000, reverts to an uncapped 1% NSR.

In February 2021, the Company signed an option agreement on the Snowbird project providing Plutus with the right to acquire a 100% interest in the Company's underlying option agreement with the owners of the Snowbird property. Plutus is a private company and is currently seeking a listing on a Canadian stock exchange. Upon signing the agreement, Plutus paid the Company \$25,000 and issued special warrants entitling the Company to receive that number of Plutus common shares that equals \$2.2 million, based on a 10-day volume-weighted average trading price of Plutus' shares. Since Plutus did not obtain a listing of its shares by February 4, 2022, the Company will now receive 22 million Plutus shares. In addition, Plutus must incur \$500,000 in exploration expenditures on the property by June 30, 2021 and an additional \$1,000,000 in expenditures by June 30, 2022. Plutus incurred the required \$500,000 in exploration expenditures by June 30, 2021 with the completion of a nine-hole, 2,217-metre diamond drill programme. Upon earning its interest in the project, Plutus will own a 100% interest, subject to the NSR due to the owners, and the Company will cease to have any direct interest in the Snowbird project.

Before optioning the Snowbird Project to Plutus, Gitennes had completed surface exploration and three diamond drill programmes for 4,824 metres of drilling. In November 2017, the Company completed its phase-one drill programme consisting of 1,212 metres of NQ2 core in ten holes in the Main and North Zones. The phase-one drilling produced multi-gram gold intervals in seven out of ten holes with the highest grade intersected at relatively shallow depth, approximately 50 metres below the surface, and it remains open.

In July 2018, the Company commenced a phase-two drill programme and completed 1,612 metres of diamond drilling in ten holes in August 2018. Hole SB18-06 intersected 22.5 g/t gold over 0.82 metres within 1.32 metres grading 15.13 g/t gold. Nine of ten holes intersected anomalous gold over intervals up to 4.5 metres wide while six of ten drill holes intersected gold grades greater than 1.0 g/t gold. Gitennes completed a 2,000-metre diamond drill programme, its third phase of drilling, in November 2019. The highlights of the drilling are as follows:

- 19.3 g/t gold and 33.5 g/t silver over 0.6 metres in hole SB19-06
- 18.3 g/t gold over 0.5 metres in hole SB19-06
- 9.7 g/t gold over 1.2 metres in hole SB19-07
 - Including 12.95 g/t gold over 0.7 metres

Gaspe Project

In August 2021, the Company acquired a 100% interest in two gold properties and one copper property in the Gaspé Region of Quebec by issuing to the seller 250,000 shares with a fair value of \$12,500. The two gold properties cover geology and structure that is similar to recent gold discoveries in Newfoundland. In addition, one of the properties has historically reported gold in outcrop plus angular boulders with visible gold. The gold mineralization in the region is traditionally hosted by splay faults from a major regional structure called the Grand Pabos Fault. This major fault zone can be traced across the entire Gaspé Peninsula and into Newfoundland where major gold discoveries have been made.

In late 2021, the Company completed a short reconnaissance sampling programme to follow up on historical sampling that had returned high grade gold, arsenic and antimony in boulders and outcrop. In February 2022, the Company announced the positive results from the sampling with the highest grade being 75.7 g/t gold from rubble that consists of brecciated sediments. Additional results included 8.54, 3.83, and 1.55 g/t gold from the area of the 75.7 g/t gold sample and three samples taken from an outcrop about 3.6 km northeast of the high grade sample analyzed 1.54, 0.952 and 0.387 g/t gold.

Maroon Project

In May 2018, the Company entered into an option agreement to acquire a 100% interest in the Maroon gold property located 35 kilometres north of Terrace, British Columbia. Over the term of the agreement, the Company paid the optionor \$15,000, issued 60,000 shares, and incurred exploration expenditures of \$11,670 to conduct a work programme that consisted of reconnaissance mapping and sampling and surveying of historic trenches and adits. The Company returned the property to the optionor in May 2020.

Urupalqui Project

In December 2014 the Company sold its 40% interest in Urupalqui, located in Peru, to AndeanGold Ltd. and retained an uncapped NSR of 1.5% on all metals, with no buy-out or other provisions attached.

Novel Coronavirus (COVID-19)

As at the date of this report, the Company's operations have not been materially affected by the coronavirus. The Company has no staff and is currently being managed by the chief executive officer and chief financial officer, who work from home. Exploration programmes are conducted with the assistance of consultants and contractors and in adherence to safety protocols.

The out-break of the COVID-19 pandemic has introduced significant uncertainty in the capital markets, which may affect the ability of junior exploration companies to raise equity to fund exploration activities. The financing prospects of the Company may be negatively affected should the COVID-19 pandemic persist for an extended period of time. While the future impact of this outbreak is difficult to predict, the Company will continue to monitor and assess the associated risks to the Company's operations and remain prepared to respond appropriately.

Risk and Uncertainties

The business of exploration and mining is risky and there is no assurance that exploration programmes will eventually result in profitable mining operations. The recoverability of money spent on mineral properties is dependent upon various factors. These include discovering a potentially economic mineral deposit and then transforming the deposit into ore reserves through a series of stringent technical programmes. Following upon this is the ability of the Company to obtain all necessary financings to complete the development of a property and place it into commercial production. The Company must also raise funds for corporate and administrative expenses. While the Company has been successful in the past at raising funds, there can be no assurance that it will continue to do so.

The mineral industry is intensely competitive and there are inherent risks in all its phases. The Company competes with other companies, many of which have greater financial resources and experience. Metal prices are volatile and cannot be controlled or predicted.

The Company has no mining operations and its current exploration properties are at an early stage. In addition, its royalty interest is on a mineral project that is at an early stage. It is therefore exposed to many risks common to comparable companies, including under-capitalization, lack of revenue, cash shortages, and limitations with respect to personnel, financial and other resources.

The Company is dependent upon the personal efforts and commitments of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to operations could result, and other persons would be required to manage and operate the Company. Certain of the Company's directors and officers serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Company may participate, such directors and officers of the Company may have a conflict of interest.

The Company's interest in and rights to mineral properties are subject to various risks. There can be no assurance that there are not title defects affecting the Company's properties, the interest of AndeanGold Ltd. in the Urumalqui property, or the NSR on the Urumalqui property in favour of the Company. The Company may become subject to liability for hazards against which it is not insured. The Urumalqui property has been previously mined and it is possible that previous operations have resulted in pollution or other environmental hazards that the Company could become responsible for. The validity of the NSR on Urumalqui is subject to AndeanGold Ltd. being able to continue to retain ownership of the mineral concessions and successfully registering the NSR on behalf of Gitennes against the concession title.

The consolidated financial statements for the year ended December 31, 2021 have been prepared on the basis of accounting principles applicable to a going concern. The assumption is that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Except those periods in which the Company has realized revenues from royalties or the sale or option of assets, the Company has consistently reported operating losses. The Company has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding will be available to explore and develop mineral projects, or to cover the overhead costs necessary to maintain a publicly reporting company.

The securities of the Company are highly speculative due to the nature of the Company's business and the present stage of its development. Additional equity financing or the exercise of options or warrants may result in substantial dilution thereby reducing the marketability of the Company's common shares.

Controls and procedures

The chief executive officer and chief financial officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the Company's unaudited condensed interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate for non-venture issuers under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Disclosure controls and procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX-V listed companies are not required to provide representations in the interim and annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Approval

The Board of Directors of the Company has approved the disclosure contained in this Annual MD&A, a copy of which will be provided to any interested parties upon request.

Additional Information

The Company's publicly filed documents are available on the Company's website or on SEDAR at ww.sedar.com.

Cautionary Note

This document contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of minerals; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this document and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.