



ATOMIC MINERALS CORPORATION
(formerly Resolve Ventures Inc.)

MANAGEMENT DISCUSSION & ANALYSIS
Form 51-102F1

Nine months ended May 31, 2022

The following management discussion and analysis ("MD&A") of the financial position and results of operations for Atomic Minerals Corporation (formerly Resolve Ventures Inc.) (the "Company" or "Atomic") should be read in conjunction with the unaudited condensed financial statements and the notes thereto for the nine months ended May 31, 2022 and 2021. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

1.1 Date of This Report

August 2, 2022

1.2 Overall Performance

Description of Business

Atomic Minerals Corporation (formerly Resolve Ventures Inc.) is a junior company listed on the TSX Venture Exchange. The Company is engaged in the acquisition, exploration, and development of resource properties.

The Company is incorporated in British Columbia, Canada. The Company's principal place of business and registered records office is located at 830-1100 Melville Street, Vancouver, BC, V6E 4A6.

Mineral Properties

Gravity Jack

The Gravity and Jack White claim block, collectively the Gravity Jack property, comprise 10,050 hectares in the New Westminster mining division, 13 kilometres northeast of Boston Bar, B.C., Canada.

Historic exploration of magnetite-copper skarns returned highlight values of 2 per cent copper and 61 per cent iron over 12.9 metres. These skarns have received minimal exploration utilizing modern exploration methods and the company feels they are high-priority targets.

The property is underlain by the Mount Lytton Complex, comprised of Permian to Jurassic diorite and amphibolite, Permian to Triassic granodiorite, and Paleozoic to Mesozoic calcareous sedimentary rocks. Mineralization consists of several magnetite (-copper) skarns and "hematite showings" located adjacent to intrusive / limestone contacts. Historic grab sampling returned highlight grab samples of 1% copper and 63% iron from the skarns, while composite chip sampling returned highlights of 2% copper and 61% iron over 12.9 metres. Select 2018 and 2019 rock sampling returned copper values ranging from 8 to 4,745 ppm and iron values ranging from 0.1% to 50.01% (the upper detection limit of the analysis).

The Company has yet to verify the historical data.

Gravity Jack exploration completed during the quarter ended May 31, 2022

The results from the August 2021 exploration remain outstanding as of May 31, 2022.



Gravity Jack exploration completed subsequent to the quarter ended May 31, 2022

The results from the August 2021 exploration remain outstanding as of the date of this MDA.

Lloyd Lake

The Lloyd Lake project lies south of the western Athabasca basin approximately 90 km SE of Fission Uranium's Patterson Lake project. The Lloyd Lake project has a significant dataset. It was extensively explored by the Western Athabasca Syndicate as part of the Preston property in 2013. Work by the syndicate involved airborne EM-magnetic and radiometric surveys followed by preliminary prospecting of areas identified in historical assessment reports. This was followed by systematic lake-bottom sediment sampling and lake-bottom water sampling for radon gas analysis, radon gas being a decay product of uranium. Ground exploration included broad soil, biogeochemical and radon-in-soil surveys, generally at 100 m to 200 m sample spacing and 200 m to 400 m line spacing. Groundwork was tailored to cover anomalous airborne geophysical features and lake geochemical anomalies derived from phase 2 work. Throughout phases 2 and 3 prospecting and mapping traverses were undertaken as follow-up to airborne radiometric anomalies, and to further ground-truth the airborne responses for the purposes of generating a baseline geological map of the property. The project was also investigated by a versatile time-domain electromagnetic (VTEM plus) and aeromagnetic survey completed by Geotech Ltd., and an airborne radiometric-VLF-EM and magnetic survey completed by Goldak Airborne Surveys.

These exploration programs highlighted an ~8.5km northeast trending zone corresponding to a magnetic break concurrent with an array of parallel EM conductors: a typical exploration signature in the basin. Anomalous radon gas as well as anomalous uranium and gold values in lake sediments, also lie within the target zone.

Lloyd Lake exploration completed during the quarter ended May 31, 2022

On April 19, Atomic announced the commencement of a high-resolution airborne magnetic survey at Lloyd Lake. KBM Resources Group of Thunder Bay, Ont., was engaged to fly a 684-line-km fixed wing magnetic survey over the Lloyd Lake project. The company anticipates the airborne magnetics will assist in identifying faults and folds assumed to be associated with other significant markers for uranium mineralization, including subsurface conductors and radiometric anomalies.

Lloyd Lake exploration completed subsequent to the quarter ended May 31, 2022

The results from the Lloyd Lake IP survey and high resolution airborne magnetic survey remain outstanding as of the date of this MDA.

Western United States Strategic Uranium Assets

On May 3, the Company announced the commencement of staking of under-explored and un-explored areas within known high-grade uranium districts in the western US, utilizing public and private priority historical datasets from the 1950's through the 2000's. Initial staking is focused on larger, near-surface targets, while subsequent staking will encompass deeper targets. Further details will follow once the staking is completed.



Private Placements and Share Capital Issued

On May 12, 2022, the Company issued 100,000 common shares (with a deemed value of \$5,500) of the Company in connection with the Gravity Jack amendment agreement (see note 6).

On January 14, 2022, the Company closed the second and final tranche of a private placement and issued 12,333,332 units at \$0.075 per unit for gross proceeds of \$924,999.91. Each unit comprises one common share at \$0.075 per common share and one warrant exercisable at \$0.10 per common share for two years from closing. Cash finder's fees totalling \$29,314.99 were paid and 390,867 Broker's warrants were issued to finders which have the same terms as the warrants issued to subscribers of the private placement.

On December 30, 2021, the Company closed the first tranche of a private placement and issued 13,517,665 units at \$0.075 per unit for gross proceeds of \$1,013,824.89. Each unit is composed of one common share and one share purchase warrant exercisable at \$0.10 per common share for two years from closing. Cash finders' fees totalling \$72,713.49 were paid, and 969,513 Broker warrants were issued to finders, which have the same terms as the warrants issued to subscribers of the private placement.

During the nine months ended May 31, 2022, a total of 170,000 warrants were exercised at \$0.10 per warrant share for proceeds of \$17,000.

On March 10, 2021, the Company closed a private placement whereby it issued 4,401,667 units at \$0.075 per unit for gross proceeds of \$330,125. Each unit is comprised of one common share and one share purchase warrant exercisable at \$0.10 per common share for two years from closing. Aggregate finders' fees totalling \$18,510 in cash and 206,800 broker warrants with the same terms as the subscriber warrants. The estimated fair value of the brokers warrants was \$11,210 calculated using the Black-Scholes Option Pricing Model based on the following assumptions: risk free interest rate of 0.245%, expected life of 2 years, no annual dividends, expected volatility of 125% and a forfeiture rate of 0%.

1.3 Selected Annual Information

n/a

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The Company is in the development stage and does not generate any revenues. To date, the Company has not earned any significant revenues.

General and Administrative Expenses

Nine months ended May 31, 2022

The Company's operating costs during the nine months ended May 31, 2022 (the "Current Period") were greater than those of the nine months ended May 31, 2021 (the "Comparative Period"). Loss from operations increased by \$242,105 to \$483,379 (2021 - \$241,274). Key contributors to the change in operating costs are as follows:

- Consulting fees increased by \$123,833 to \$168,625 (2021 - \$44,792) and management fees increased by \$155,500 to \$155,500 (2021: \$Nil). Management did not charge fees during the Comparative Period in an effort to preserve cash. Consultants were engaged in association with the work the Company's properties and to assist with financing and property evaluation.



- Marketing and promotion increased from \$Nil to \$52,500 in relation to the Company updating its name and image to Atomic Minerals Corp. in November 2021.
- Regulatory, transfer and filing fees increased by \$26,733 to \$34,891 (2021 - \$8,158) in relation to the Company's increase in activities, including financings, during the Current Period.
- Share-based compensation decreased by \$131,175 to \$31,525 (2021 - \$162,700) as a result of fewer stock options being granted during the Current Period.

There are no trends, commitments, events, or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition, or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of commodity prices, and the uncertainty of fundraising activities.

Three months ended May 31, 2022

The Company's operating costs during the three months ended May 31, 2022 were greater than those of the three months ended May 31, 2021. Loss from operations increased by \$144,264 to \$181,117 (2021 - \$36,853). Key contributors to the change in operating costs in addition to those outlined above are as follows:

	2022	2021
Consulting fees	53,000	26,792
Management fees	58,000	-
Marketing and promotion	52,500	-

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results, under IFRS, for the eight most recently completed quarters:

Three months ended	Total Revenues	Net Loss	Loss Per Share (basic and diluted)
May 31, 2022	\$Nil	\$181,117	\$0.00
February 28, 2022	\$Nil	\$247,025	\$0.01
November 30, 2021	\$Nil	\$55,237	\$0.00
August 31, 2021	\$Nil	\$126,246	\$0.01
May 31, 2021	\$Nil	\$36,853	\$0.01
February 28, 2021	\$Nil	\$189,255	\$0.01
November 30, 2020	\$Nil	\$15,166	\$0.00
August 31, 2020	\$Nil	\$22,686	\$0.00

During the quarters ended May 31, 2020, August 31, 2020, November 30, 2020, February 28, 2021, May 31, 2021, the Company was reviewing acquisition and financing opportunities. During the three months ended November 30, 2021 and February 28, 2022, the Company completed an acquisition, began work at the company's projects, and completed a financing. During the quarter ended May 31, 2022, the Company completed work at the Company's projects and began uranium project staking in the Western United States.



1.6 Liquidity

As the Company has no revenue generating projects at this time, the ability of the Company to carry out its business plan rests with its ability to secure equity and other financings. At May 31, 2022, the Company's working capital was \$1,076,187 compared to working capital of \$56,650 at August 31, 2021. The Company's current liabilities as of May 31, 2022 were \$164,773 (August 31, 2021 - \$231,163).

The Company will require additional financing to fund any new acquisitions and exploration programs. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. The ability of the Company to acquire additional projects is conditional on its ability to secure financing when required. There is material uncertainty that may cast significant doubt upon the ability of the Company to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and or private placement of common shares.

1.7 Capital Resources

At May 31, 2022 the capital of the Company consisted of cash in the bank, and GST recoverable totaling \$1,073,027 (August 31, 2021 \$265,337). The Company will have to generate additional cash from equity and/or debt raised through the Canadian public markets to meet its commitments.

1.8 Off Balance Sheet Arrangements

At May 31, 2022, there were no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

Transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

a) Transactions with Key Management Personnel

	Nine months ended	
	May 31, 2022	May 31, 2021
Clive Massey (CEO)	60,000	-
a company controlled by Alexander Helmel (CFO)	33,000	-
Penilla Klomp (Secretary)	28,000	31,000
a company controlled by a director (Jamie Hyland)	15,000	-
Management and consulting fees	\$ 136,000	\$ 31,000

As at May 31, 2022, \$42,813 (August 31, 2021 - \$107,343) of fees and expenses was due to related parties included in accounts payable and accrued liabilities.

Payments and accruals to key management personnel including the President, a former director, and companies directly controlled by current and former key management personnel are for consulting fees or management fees and are directly related to their position in the organization.

1.10 Third Quarter

The Company's focus during the third quarter was to continue to explore opportunities to acquire mineral



exploration projects, explore its existing projects, and raise capital for the Company.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those which have been disclosed in the accompanying financial statements.

1.12 Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reference should be made to Note 2 c) Significant Accounting Judgments and Estimates in the notes to the Company's unaudited condensed financial statements for the nine months ended May 31, 2022 and the audited financial statements for the years ended August 31, 2021 and 2020 for more information concerning the accounting principles used in the preparation of the Company's audited financial statements.

1.13 Changes in Accounting Policies

No new accounting policies were adopted during the nine months ended May 31, 2022 other than those disclosed in the accompanying financial statements.

1.14 Financial Instruments and Risks

As at May 31, 2022, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, prepaid expenses, accounts payable and accrued liabilities, and note payable. The carrying value of these financial instruments approximate their fair values.

Fair Value

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

- 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 assets or liabilities either directly or indirectly, and
- Level 3 Inputs that are not based on observable market data

Cash is carried at fair value using a Level 1 fair value measurement. The carrying value of note receivable and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial Risks

The Company has analyzed the following risks:

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash, receivables and note receivable. Cash deposits and term deposits are maintained with a financial institution of reputable credit and are redeemable on demand. Amounts receivable consists primarily of GST returns due from Canada Revenue Agency. The Company evaluates the creditworthiness of the counterparty, the value of



any collateral, and the fair value of the credit loss of the note receivable. The Company's opinion is that credit risk is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At May 31, 2022, the Company had cash of \$1,021,916 to settle accounts payable and accrued liabilities of \$164,773. Readers' attention is drawn to Note 1 of the financial statements regarding going concern issue of the Company and section 1.6 of this MD&A.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices, marketing prices and/or stock market movements (price risk). The Company is subject to Market Risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash and cash equivalents bear interest at market rates. Other current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature or being non-interest bearing. The Company is not subject to significant interest rate risk.

Foreign Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The foreign currency risk for the Company is low.

Commodity Risk

Commodity risk is the risk provided by uncertainties of future market values and of the size of the future income, caused by the fluctuation in the prices of commodities. The commodity risk for the Company is significant.

COVID-19 Pandemic

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, customers, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including ours. This outbreak could decrease spending, adversely affect demand for natural resources and harm our business and results of operations. It is not possible for us to predict the duration or magnitude of the adverse results of the outbreak and its effects on our business or results of operations at this time.



1.15 Other MD&A Requirements

Share Capital as at the date of this report:

	As at May 31, 2022: <i>Number Issued and outstanding</i>	As at the date of this report: <i>Number Issued and outstanding</i>
Common Shares	54,962,098	56,274,598
Warrants	40,636,426	40,636,426
Stock Options	2,500,000	2,500,000
Fully Diluted	98,098,524	99,411,024

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) 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
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

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 this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture 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.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the future metal prices, success of exploration activities, permitting timelines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims,



limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or 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 to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price of metals; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing.

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 not to be as anticipated, estimated or intended. 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.

Subsequent Events

- On July 18, 2022, the Company issued an aggregate of 1,312,500 common shares at a deemed price of five cents per share to an arm's-length third party and two officers of the Company, to settle an aggregate indebtedness of \$65,625.