



MILLENNIAL

PRECIOUS METALS

(formerly Millennial Silver Corp.)

Management's Discussion & Analysis

For the three- and nine-month periods ended September 30, 2022 and 2021

Dated November 25, 2022

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Forward-Looking Statements

This Management's Discussion and Analysis ("MD&A") contains certain statements that may be deemed "forward-looking statements," within the meaning of certain securities laws. Forward-looking statements relate to management's expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, reserve or resource potential, exploration and operational activities, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: "future", "plans", "scheduled", "expects", "intends", "estimates", "forecasts", "will", "may", "could", "would", and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company's liquidity and financing capability, the effects of inflation, fluctuations in gold prices, market conditions, availability of drilling related equipment and services, results of current exploration activities, the possibility of a labor stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate. Accordingly, readers should not try to place undue reliance on forward-looking statements contained in this MD&A.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and Millennial does not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

Qualified Person

The technical information contained in this MD&A has been approved by Raphael Dutaut (Ph.D., OGQ Membership 1301), who is a "qualified person" within the meaning of National Instrument 43-101, Standards of Disclosure for Mineral Projects.

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OUTLOOK AND STRATEGY

Millennial is focused on discovering quality ounces and expanding and converting its existing resource base at its projects, of which, seven are located in Nevada and one is located in Arizona. Millennial will use its systematic, scientific, and phase-based exploration program to advance all its projects over the next few years. Immediately de-risking Wildcat and Mountain View is fundamental to the Company's long term business objective of building a low-capex, low-cost, heap leach operation. The drill program at Mountain View was initiated in June 2021 and was completed in April 2022. A total of 27 holes were successfully drilled totaling ~7,200 meters. Drilling at Wildcat commenced in May 2022 and was completed in August 2022. A total of 12 holes were successfully drilled totaling ~1,300 meters. The drill programs at Wildcat and Mountain View were focused on resource expansion and conversion and gathering geotechnical and metallurgical data on both oxide and sulphide materials. These targeted exploration programs will support the updated combined mineral resource estimate and Preliminary Economic Assessment (PEA) expected to be released following the completion of metallurgical column testing and engineering studies. For the remainder of 2022 and 2023, Millennial will focus on (1) completing metallurgical and geotechnical tests on material from drilling at Wildcat and Mountain View, (2) developing a mine plan for the two projects, (3) preparing conceptual infrastructure design with related capital and operating cost estimates, (4) continuing permitting efforts for the Exploration Plan of Operation (PoO) for Wildcat and Mountain View, and (5) initiating long lead environmental test work for the upcoming mine permitting for the Wildcat Project.

Drilling at Wildcat and Mountain View was conducted under a Notice of Operation (NoO), as defined by federal regulation 43 CFR 3809.21, allowing for up to 5-acres of total surface disturbance for exploration on US Bureau of Land Management (BLM) managed lands. Millennial has made significant progress on environmental baseline studies at Wildcat and Mountain View that are expected to be submitted to the BLM by the end of 2022 as part of the exploration Plan of Operation (PoO). Once approved by the BLM, the exploration PoO will allow for increased flexibility for future drilling campaigns at both Wildcat and Mountain View to support resource expansion and further asset de-risking initiatives.

FINANCING

Private Placement:

On June 16, 2022, the Company completed a financing of 40,184,830 units at a price of \$0.40 per unit for gross proceeds of \$16,073,932.

Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$0.55 for a period of 24 months from the closing.

In connection with the offering, the Company paid underwriters (i) a cash fee of 6% of the aggregate gross proceeds of the offering, other than in respect of the purchasers on the president's list, for which a cash fee of 3% was paid, and (ii) that number of broker warrants equal to 6% of the number of units sold, other than in respect of purchasers on the president's list, with each broker warrant exercisable into one common share at a price of \$0.40 for a period of 24 months from June 16, 2022.

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Subscription Receipts:

On February 11, 2021, the Company completed a financing of 48,000,000 subscription receipts at a price of \$0.50 per subscription receipt for gross proceeds of \$24,000,000. In connection with the financing, the Company paid underwriters (i) a cash fee of 6% of the aggregate gross proceeds, other than in respect of purchasers on the president's list, for which a cash fee of 3% was paid, and (ii) that number of broker warrants equal to 6% of the number of subscription receipts sold, other than in respect of purchasers on the president's list. Each broker warrant entitles the holder to acquire a common share of the Company at a price of \$0.50 for a period of 24 months from April 28, 2021.

The subscription receipts financing was closed on February 11, 2021, and the net cash proceeds from the sale of the subscription receipts were held by an escrow agent, in a restricted account, until closing of the Acquisition on April 28, 2021. Each subscription receipt was converted into one Millennial share immediately prior to the closing of the Acquisition.

EXPLORATION PROPERTIES

The exploration and evaluation expenses for the Company are summarized as follows:

Nine-months ended September 30,	2022	2021
Waterton		
Wildcat	\$ 8,168,812	\$ 10,521,698
Mountain View	5,227,560	6,291,479
Ocelot	268,149	3,370,389
Marr	28,041	2,049,022
Dune	17,604	794,057
Eden	26,401	804,107
Red Canyon		
Red Canyon	189,552	3,616,364
Cerro Colorado		
Cerro Colorado	472,311	270,133
Exploration and evaluation expenditures	\$ 14,398,430	\$ 27,717,249

Wildcat Property

The Wildcat Property is located within the Farrell mining district in Nevada, 56km north of the town of Lovelock within Pershing County. The property can be accessed by a year-round road from Lovelock via State Route 48. The 17,612-acre land package consists of 916 unpatented claims and 4 patented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). The mineralization at Wildcat consists of a gold-dominated, low sulphidation, epithermal vein system with oxidized, disseminated sulphide mineralization hosted in volcanic and intrusive rocks. The Inferred mineral resource estimate at Wildcat contains 776,000 ounces of Au (oxide) (60.8 million tonnes at 0.40 g/t Au; effective date of November 18, 2020). A technical report for the Wildcat Project is available on Millennial's issuer profile on SEDAR at www.sedar.com.

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The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine-months ended September 30,	2022		2021	
Acquisition costs	\$	3,014,951	\$	10,402,349
Environmental		1,223,900		-
Technical studies		578,412		89,185
Assays		143,496		-
Consulting and wages		706,955		20,906
Drilling		2,103,266		-
Field supplies and camp costs		167,273		1,734
Travel and other		193,117		4,452
Equipment rental		37,442		3,072
Exploration and evaluation expenditures	\$	8,168,812	\$	10,521,698

Mountain View Property

The Mountain View Property is located within the Deephole mining district in Nevada, 24km from the town of Gerlach within Washoe County. The property can be accessed year-round via State Road 447 followed by 2km of gravel road. The 5,476-acre land package consists of 284 unpatented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). The gold-dominated mineralization at Mountain View consists of low sulphidation epithermal veins and oxidized, disseminated sulphide mineralization hosted in Cenozoic volcanic rocks. Mountain View has an inferred mineral resource estimate that contains 427,000 ounces of Au (oxide) (23.2 million tonnes at 0.57 g/t Au; effective date of November 15, 2020). A technical report of the Mountain View Project is available on Millennial's issuer profile on SEDAR at www.sedar.com.

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	748,568	\$	2,814,681
Environmental		471,644		5,432
Technical studies		412,317		65,160
Assays		187,600		17,280
Consulting and wages		352,250		328,157
Drilling		2,661,669		2,738,979
Field supplies and camp costs		247,947		192,207
Travel and other		118,131		106,245
Equipment rental		27,434		23,338
Exploration and evaluation expenditures	\$	5,227,560	\$	6,291,479

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Red Canyon Property

The Red Canyon Property is located within the Cortez/Tonkin Springs mining district in Nevada, 75km northwest of Eureka. The property can be accessed from the town of Eureka by following US Highway 50 west for 20km to the Monitor Valley Road. This road is then followed north for approximately 50km to the intersection with the Tonkin Springs access road. Local roads and dirt tracks lead south and east to the main areas of interest on the Red Canyon property. The 6,650-acre land package consists of 348 unpatented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). Gold mineralization at Red Canyon is sediment-hosted, Carlin-style, including deeply oxidized bodies overlying sulfide mineralization. Currently there are no defined mineral resources at Red Canyon, but there are 10 drill-ready targets. In 2021, Millennial drilled 12 holes at Red Canyon totaling 2,341m. Millennial is currently leasing the Red Canyon Property with an option to acquire it in the future.

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022	2021
Acquisition costs	\$ 89,725	\$ 1,515,814
Environmental	34,056	-
Assays	48,253	130,382
Consulting and wages	14,185	276,157
Technical studies	-	23,401
Drilling	-	1,369,483
Field supplies and camp costs	-	232,258
Travel and other	1,381	27,639
Equipment rental	1,952	41,230
Exploration and evaluation expenditures	\$ 189,552	\$ 3,616,364

Ocelot Property

The Ocelot (historically known as Zeno) Property is located within the Toiyabe Range in Nevada, 57km southwest from the world class Au deposits at Pipeline/Cortez. The 3,515-acre land package consists of 172 unpatented claims located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). Mineralization at Ocelot is strongly representative of a low sulfidation epithermal Au/Ag system, hosted in the Valmy Formation and volcano-sedimentary units overlying local quartzite basement rocks. Several target areas display broad zones of alteration including argilization (quartz-illite) and intense silicification with boiling textures, characteristic of the upper levels in epithermal systems. Several promising target zones at Ocelot display encouraging Au, As, Hg, and other pathfinder element data from previous sampling programs. Mapping reports broad zones of silicification and sinter on the property with assays up to 200 ppb Au. Historical shallow drilling reported intersections up to 0.01 opt Au associated with micro breccia veinlets.

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The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	237,603	\$	3,350,307
Consulting and wages		20,838		20,082
Travel and other		9,593		-
Equipment rental		115		-
Exploration and evaluation expenditures	\$	268,149	\$	3,370,389

Marr Property

The Marr Property is located within the Toiyabe Range in Nevada, 60km southwest from the Pipeline deposit. The 1,921-acre land package consists of 93 unpatented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). Mineralization at Marr is believed to be a low sulphidation, epithermal Au/Ag system. The target area is covered, with historical drilling reporting zones of broad argillic alteration and high-level exposures of a low sulphidation, epithermal system, as characterized by chalcedony and opaline veining with sinter terraces. Anomalous Au and pathfinder elements in high-level quartz-chalcedony veins with boiling textures are common.

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	28,041	\$	2,049,022
Exploration and evaluation expenditures	\$	28,041	\$	2,049,022

Eden Property

The Eden Property is located on the northwestern side of the East Range in the Western Nevada Rift, 22km southwest of the town Winnemucca within Pershing and Humboldt Counties, and along the Sleeper-Sandman trend. The 1,223-acre land package consists of 68 unpatented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). The property can be accessed by a frontage road along Interstate 80. Mineralization at Eden is representative of a low sulphidation epithermal Au/Ag system. The target concept is a low sulphidation gold system hosted in permeable Cenozoic volcanic and sedimentary rocks within the east range of the western Nevada rift. Local geology and mineralization consist of Cenozoic volcano-sedimentary packages cut by basaltic dikes and quartz veins along through-going "plumbing structures". A large part of the property is covered by quaternary gravels.

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The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	22,972	\$	804,107
Consulting and wages		2,955		-
Equipment rental		115		-
Travel and other		359		-
Exploration and evaluation expenditures	\$	26,401	\$	804,107

Dune Property

The Dune Property is located on the northwestern side of the East Range in the western Nevada rift, 13km southwest of the Town of Winnemucca within Pershing and Humboldt Counties, and along the Sleeper-Sandman trend. The property can be accessed via the Jungo Mine Road west from Winnemucca and then by unimproved road approximately 2 miles to the south. The 644-acre land package consists of 36 unpatented claims. The claims are located on federally owned lands administered by the U.S. Bureau of Land Management (BLM). Mineralization at Dune is low sulphidation, epithermal Au/Ag typical of significant economic Au-Ag deposits in this region of Nevada. The target concept is a structurally and stratigraphically controlled, low sulphidation gold system hosted by permeable Cenozoic volcanic and sedimentary rocks.

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	13,267	\$	794,057
Consulting and wages		375		-
Field supplies and camp costs		3,847		-
Equipment rental		115		-
Exploration and evaluation expenditures	\$	17,604	\$	794,057

Cerro Colorado Property

The Cerro Colorado Property is located within a historic silver mining district, 70km southwest of Tucson, Arizona and is situated along the Laramide porphyry copper belt. Cerro Colorado is located 26km southwest of the historic Pima Mining District, which contains several active porphyry copper and skarn mining operations. Seven distinct areas of interest comprise the combined 10,097-acre land package, consisting of 229 BLM claims and 14 Arizona State Land Department (ASLD) mineral exploration permits. Cerro Colorado hosts numerous historic mining operations that exploited Ag-Au (\pm Cu)-bearing veins hosted by Jurassic and early Laramide volcanic rocks. District-scale and local alteration patterns indicate potential for porphyry copper intrusive units beneath the volcanic host rocks. Limited historical drilling in intrusive units adjacent to Millennial's areas done by Phelps Dodge and Mine Finders reported weakly mineralized porphyry copper intrusions. Recent academic work in the area suggests a lack of Cenozoic extension and dismemberment in the district, preserving the Ag-Au veins and associated deeper porphyry copper systems upright and intact below older volcanic rocks. Millennial completed a soil, rock chip, and grab sample program in H1 2022. This was the first of this type of work performed on a district scale at Cerro Colorado. Results of this extensive sampling program will drive additional work over the coming years, including

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geophysics and drilling of newly developed target concepts.

The exploration and evaluation expenses for the Company by expenditure classification are summarized as follows:

Nine months ended September 30,	2022		2021	
Acquisition costs	\$	215,072	\$	245,679
Environmental		-		12,136
Technical studies		127,950		-
Assays		92,897		8,905
Consulting and wages		27,579		3,011
Travel and other		3,750		-
Field supplies and camp costs		4,165		-
Equipment rental		898		402
Exploration and evaluation expenditures	\$	472,311	\$	270,133

Drilling Update

Wildcat: Phase 1 drilling was completed in August 2022. The Phase 1 program consisted of 12 drill holes, totaling ~1,300m. The drill program was designed for resource conversion and expansion, and to provide metallurgical and geotechnical data for the PEA. All of the core from the drill program has been logged, sampled and sent to American Assay Laboratories for assays and McClelland Laboratories for metallurgical column tests.

Observations:

- Mineralization during Phase 1 drilling demonstrates strong grade continuity, no overburden coverage (extremely low strip ratio), and excellent rock competency for favourable pit slope angles, which are all attractive characteristics for a potential heap leach operation.
- Primary controls are related to a mid-Miocene rhyolite dome complex. Gold mineralization is hosted in a hydrothermal tuff breccia that is considered to be the erosional remnant of a subaerial apron to a diatreme vent. Multiple other vents and breccias zones have been mapped and sampled throughout the property.

Wildcat Drilling Highlights:

- WCCD-0003 returned an intercept of 1.26 g/t oxide Au over 39.2m from surface, including a high-grade intercept of 1.82 g/t oxide Au over 20.6m. WCCD-0004 returned an intercept of 0.93 g/t oxide Au over 41.4m from surface.
- WCCD-0006 returned an intercept of 0.39 g/t oxide Au over 120.2m from surface, including ~50m of oxidized mineralization below the 2020 NI 43-101 pit shell.
- WCCD-0007 returned an intercept of 0.51 g/t oxide Au over 50.0m, including 0.98 g/t oxide Au over 11.3m.
- Drillhole WCCD-0010 returned an intercept of 0.87 g/t oxide Au over 42.7m, ~50m outside the 2020 NI 43-101 pit shell and 0.20 g/t oxide Au over 15.2m

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The 2021-2022 drilling program will support the updated resource and PEA. The Wildcat project has an Inferred mineral resource estimate containing 776,000 ounces of Au (oxide) (60.8 million tonnes at 0.40 g/t Au; effective date of November 18, 2020).

Mountain View: Phase 1 drilling was completed in April 2022. The Phase 1 program consisted of 32 drill holes, totaling ~8,100m. Of the 32 holes, only 27 holes totalling 7,183m were a technical success, as the other holes did not penetrate the overburden or were technical failures (collapsed, no recovery, etc.). The drill program was designed for resource conversion and expansion, to identify the plumbing system at the property, and to provide metallurgical and geotechnical data for the PEA. All of the core from the drill program has been logged, sampled and sent to American Assay Laboratories for assays and McClelland Laboratories for metallurgical column tests.

Observations:

- The epithermal gold deposit at Mountain View is covered by sand and gravels on the hanging wall of a regional productive extensional fault, which can be mapped for over 3km. The sand and gravel are expected to reduce the mining cost per ton during pre-stripping.
- The current resource consists of disseminated low-grade mineralization within permeable-brittle rhyolitic rocks as well as a high-grade hydrothermal rhyolitic breccia. The exploration team has also observed deep supergene oxidation to 300m.
- Post mineral faulting has significantly broken up the rock, which could potentially reduce mining costs and increase the leachability of gold.
- Historical deep drilling reported extremely high-grade gold intercepts (5'@180 g/t Au), which signify the potential for high grade quartz vein feeders in the lower andesite.
- Through regional mapping, the Company has concluded that gold mineralization at Mountain View developed in direct relation to a regional extension fault, the "Productive Frontal Range Fault". The fault extension dropped the hanging wall, covering and protecting the deposit from erosion. The hanging wall of the regional fault is covered by post-mineral rocks, creating significant exploration potential.
- The Company has identified the fault for >3km along strike, with argillic alteration and quartz veins on the outcropping footwall. The outcropping footwall also features a past producing gold, silver and base metal mine, all of which suggest excellent potential for additional mineral centers to be identified.

Mountain View Drilling Highlights:

- MVCD-0003 tested western pit boundary and returned an intercept of 2.31 g/t oxide Au over 20.5m, including 4.05 g/t Au over 7.6m.
- MVCD-0004 was designed to test a high-grade zone near the eastern pit margin and returned an intercept of 1.73 g/t oxide Au over 128.3m, including 141.73 g/t Au over 0.8m.
- MVCD-0015 returned an intercept of 0.49 g/t oxide Au over 275.5m, including a high-grade intercept of 2.14 g/t Au over 12.2m and 1.89 g/t Au over 39.3m.
- MVCD-0016A returned an intercept of 0.91 g/t oxide Au over 232.5m, including 10.88 g/t Au over 11.3m and 2.18 g/t Au over 22.3m.
- MVCD-0021 returned an intercept of 0.46 g/t Au over 189.0m, including 1.35 g/t oxide Au over 33.5m and 0.58 g/t Au over 23.9m.
- MVCD-0024 returned an intercept of 1.48 g/t Au over 185.5m, including 2.60 g/t Au over 29.6m and 3.99 g/t Au over 36.9m.

The 2021-2022 drilling program will support the updated resource and PEA. The Mountain View project has

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an Inferred mineral resource estimate containing 427,000 ounces of Au (oxide) (23.2 million tonnes at 0.57 g/t Au; effective date of November 15, 2020).

Red Canyon: Phase 1 drilling was completed in May 2021. The Phase 1 program consisted of 12 drill holes, totaling ~2,300m, in the Heavenly Target Zone, which is one of ten target areas currently identified on the property.

Observations:

- Drilling has confirmed that the mineralization found at the Heavenly Target Zone consists of stratabound Au mineralization hosted in calcareous siltstone units of the lower plate members of the Roberts Mountains Formation.
- Mineralization is dipping moderately to the southeast and is consistent with the Company's working geological model.
- Mineralization in the Heavenly Target Zone is open to the south and southeast, down-dip in units hosting mineralization.
- Millennial's team is currently conducting data interpretation to refine the Company's 3D Leapfrog geological model focused on favorable structures and stratigraphy to help design the Phase 2 campaign, aimed at expanding the footprint for oxidized Au mineralization at the Heavenly Target Zone.
- Millennial is also mapping and soil sampling other, previously identified, target areas of interest at Red Canyon to identify high-quality drill targets with potential to host oxidized gold mineralization.

Red Canyon Drilling Highlights:

- HVN-2021-002RD returned high-grade intercepts of 4.54 g/t Au over 54m, including 9.18 g/t Au over 22m, with local high grades of 19.16 g/t Au over 5m.
- HVN-2021-003 returned high-grade intercepts of 3.01 g/t Au over 11m, including 10.32 g/t Au over 3m, with local high grades of 20.5 g/t Au over 1m.
- HVN-2021-005 returned high-grade intercepts of 4.61 g/t Au over 18m, including 7.42 g/t Au over 8m, with local high grades of 11.47 g/t Au over 1m.

Phase 2 drilling at Red Canyon is expected to commence in 2023 if market conditions improve.

Sample Preparation and QAQC:

Drill core at the Mountain View and Wildcat projects is drilled in NQ to PQ size ranges (47.6mm to 85mm). Drill core samples are minimum 50cm and maximum 200cm long along the core axis. All core is sampled, with the exception of the quaternary overburden. All of Millennial's drilling samples were prepared and analyzed at American Assay Laboratories ("AAL") in Sparks, Nevada. Drill core sample preparation includes drying in an oven at a maximum temperature of 60°C, fine crushing of the sample to at least 70% passing less than 2mm, sample splitting using a riffle splitter, and pulverizing a 250g split to at least 85% passing 75 microns. Thirty-gram aliquots of the pulps material were analyzed at AAL for gold by fire-assay fusion with an ICP finish. Silver and 49 major, minor, and trace elements were determined by ICP and ICP-MS following an aqua-regia digestion of 0.5-gram aliquots. Samples that assayed greater than 5.0 g/t Au were re-analyzed by fire-assay fusion of 30-gram aliquots with a gravimetric finish. Commercial CRMs and blanks material were inserted as pulps at a frequency of approximately every 20th sample. Approximately 5% of the samples were randomly selected for coarse duplicate re-assays. Sample QAQC measures make up 15% of the samples submitted.

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EXPLORATION PROPERTY AGREEMENTS

Red Canyon Agreement:

On October 30, 2020, the Company entered into a definitive agreement with Red Canyon Corporation ("Red Canyon"), pursuant to which Millennial leased 254 unpatented lode mining claims located in Eureka County, Nevada (the "Red Canyon Property") from Red Canyon and will have the sole and exclusive right to acquire a 100% undivided legal and beneficial interest in the Red Canyon Property.

Under the terms of the definitive agreement, the Company will have an option to acquire a 100% undivided interest in the Red Canyon Property by completing the following:

- Paying advance cash payments of US\$275,000 (the "Advance Payments"), payable as follows:
 - US\$25,000 due on signing of a definitive agreement ("Effective Date") (paid);
 - US\$25,000 due on or prior to 6 months from the Effective Date (paid);
 - US\$50,000 due on or prior to the first anniversary from the Effective Date (paid);
 - US\$75,000 due on or prior to the second anniversary from the Effective Date (paid); and
 - US\$100,000 due on or prior to the third anniversary from the Effective Date.
- Reimbursing US\$44,970 due for federal annual mining claim maintenance fee reimbursement (paid).
- On or before the 4th anniversary of the Effective Date, Millennial shall pay Red Canyon US\$2,000,000 less the aggregate amount of the Advance Payments paid by Millennial.
- Issuing common shares to Red Canyon as follows:
 - On or prior to the completion of Millennial's going public transaction by way of reverse take-over ("RTO"), issuing an amount of common shares to ensure Red Canyon owns 2% of the outstanding common shares immediately following completion of the RTO (issued);
 - 1,000,000 common shares on or prior to the first anniversary of the Effective Date (issued);
 - 1,000,000 common shares on or prior to the second anniversary of the Effective Date (issued); and
 - 1,000,000 common shares on or prior to the third anniversary of the Effective Date.
- Spending an aggregate of US\$1,500,000 in exploration expenditures, as follows:
 - US\$500,000 on or prior to the second anniversary of the Effective Date;
 - US\$500,000 on or prior to the third anniversary of the Effective Date; and
 - US\$500,000 on or prior to the fourth anniversary of the Effective Date.
- Granting Red Canyon a 2% net smelter return royalty ("NSR") subject to the Company retaining an option to acquire 1% of the NSR for a cash payment of US\$1,500,000 for a period of two years following the royalty grant.

Cerro Colorado Agreement:

On August 23, 2021, the Company entered into a definitive agreement with Tri Minerals Holdings Corp., a private party, for properties related to the Cerro Colorado Project ("Cerro Colorado").

Cerro Colorado Property and Agreement Highlights:

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- Option to acquire 100% interest in the Cerro Colorado 4,060-hectare land package.
- Located in a well-endowed historic Ag-mining district.
- 4-year term total lease payments of US\$500,000.
- Option to purchase the properties for US\$2,000,000.
- Granting of a 1.0% royalty which can be bought back for US\$1,500,000.
- Along the Laramide porphyry copper belt in Arizona.
- Ag mineralization within carbonate rich mesothermal quartz veins hosted by Jurassic and early Laramide volcanic rocks.
- Mineralization believed to be closely associated with porphyry copper intrusions at depth.
- No post-Laramide (Cenozoic) extensional deformation and dismemberment; copper targets, proposed to be upright and intact.
- Abundant historic Ag production in the district and the region, oldest mineral claim in the Arizona Territory (1856).

Under the terms of the Agreement, Millennial will lease the properties on a 4-year term (total lease payments of US\$500,000), following which Millennial will have an option to purchase the properties for US\$2,000,000, and the granting of a 1.0% royalty (which can be bought back for US\$1,500,000). During the lease, Millennial will have US\$1,500,000 in required exploration expenditures.

Waterton Agreement:

On December 11, 2020, the Company entered into a definitive agreement with Clover Nevada LLC ("Waterton") pursuant to which Millennial acquired Waterton's interest in the Mountain View, Wildcat, Marr, Ocelot, Eden and Dune properties located in Nevada (the "Nevada Properties"). The agreement was subsequently amended on May 25, 2022. The consideration terms of the amended definitive agreement are as follows:

- Payment by Millennial of cash consideration totaling US\$10,000,000, payable as follows:
 - US\$5,000,000 due on completion of the acquisitions of the Nevada Properties ("Effective Date") (paid);
 - US\$2,500,000 upon the earlier of (A) announcement of a maiden NI 43-101 compliant mineral resource prepared by Millennial at any of the Nevada Properties, and (B) the date that is twelve (12) calendar months following the date that the material approvals for exploration drilling activities on the first of the Nevada Properties to be drilled have been obtained (paid); and
 - US\$2,500,000 on or prior to June 23, 2023.
- Share consideration as follows:
 - Millennial issued to Waterton the greater of (i) an amount of common shares of Millennial ("Shares") representing a 19.9% equity interest in the outstanding Shares on a basic basis, post completion of the RTO (issued), and (ii) an amount of Shares representing an indicative value of \$9,000,000.
- Millennial will issue to Waterton a 2.0% NSR royalty on production from the Marr, Ocelot, Eden and Dune properties. Millennial shall have an option at any time to buy down one-half of each royalty at a cost of US\$1,500,000 per property, thereby reducing the royalty to a 1.0% NSR royalty per property. Millennial will also issue a 0.5% NSR royalty on gold production from the Mountain View and Wildcat properties.

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SUMMARIZED FINANCIAL RESULTS

RESULTS OF OPERATIONS

For the three and nine-month period ended September 30, 2022, net loss amounted to \$4,689,184 and \$20,832,504, respectively, compared to a net loss of \$5,261,615 and \$32,782,435, respectively, for the three and nine-month period ended September 30, 2021. The Company was in the early stages of putting together its property portfolio and beginning exploration during the prior period. The larger expense in the prior period is due primarily to acquisition costs, amounting to \$21,976,017, consisting of 29,650,000 shares issued with a value of \$14,825,000 as well as cash acquisition costs and claim staking amounting to \$7,151,017. During the current year, the Company incurred exploration expenditures on its land package, primarily through its focus at Mountain View and Wildcat during the period.

Expenses

For the three-month period ended September 30, 2022 and 2021:

Expenses of \$4,888,089 for the three-month period ended September 30, 2022 decreased in comparison to expenses of \$5,397,362 for the three-month period ended September 30, 2021. Variances in expenses were as follows:

- Exploration and evaluation expenditures decreased to \$3,165,993 for the three-month period ended September 30, 2022 from \$4,239,596 for the three-month period ended September 30, 2021. The decrease is due primarily to a decrease to drilling costs of \$1,368,652 incurred at the Mountain View and Wildcat projects (2021 - \$2,612,079 incurred at Red Canyon and Mountain View), as well as environmental and technical studies being conducted at the various projects and supporting consulting and wages in support of the current exploration campaign.
- Consulting and wages increased from \$387,710 for the three-month period ended September 30, 2021 to \$759,234 for the three-month period ended September 30, 2022. The increase is due to additions to the management team and supporting staff.
- Share-based payments decreased from \$283,000 for the three-month period ended September 30, 2021 to \$186,000 for the three-month period ended September 30, 2022. The decrease is due to issuances of options and restricted share units at the beginning of the year and related valuation and vesting. See note 13 of the unaudited interim condensed consolidated financial statements for the three and nine-month periods ended September 30, 2022 and 2021 for details.
- Professional fees increased from \$51,107 for the three-month period ended September 30, 2021 to \$124,740 for the three-month period ended September 30, 2022. The expenses increased mostly surrounding auditor fees and legal fees in connection with employment matters.
- Shareholder information costs remained consistent from \$181,236 for the three-month period ended September 30, 2021 to \$172,821 for the three-month period ended September 30, 2022. The amounts were consistent between the two periods.
- Office and general expenses increased from \$199,875 for the three-month period ended September 30, 2021 to \$301,476 for the three-month period ended September 30, 2022. The increase is mainly in

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relation to insurance costs, rent, as well as office supplies as the Company adds support staff and additional personnel.

- Travel expenses increased from \$35,343 for the three-month period ended September 30, 2021 to \$107,702 for the three-month period ended September 30, 2022. The increase is mainly in relation to travel to site as well as conferences and other marketing related events.

For the nine-month period ended September 30, 2022 and 2021:

Expenses of \$21,394,683 for the nine-month period ended September 30, 2022 decreased in comparison to expenses of \$31,366,497 for the nine-month period ended September 30, 2021. Variances in expenses were as follows:

- Exploration and evaluation expenditures decreased to \$14,398,430 for the nine-month period ended September 30, 2022 from \$27,717,249 for the nine-month period ended September 30, 2021. The decrease is due primarily to acquisition costs incurred in the prior period, amounting to \$21,976,017, consisting of 29,650,000 shares issued with a value of \$14,825,000 as well as cash acquisition costs and claim staking amounting to \$7,151,017. This was offset primarily by an increase to drilling costs of \$4,764,935 incurred at the Mountain View project (2021 - \$4,036,512 incurred at Red Canyon and Mountain View), as well as environmental and technical studies being conducted at the various projects and supporting consulting and wages in support of the current exploration campaign.
- Consulting and wages increased from \$818,364 for the nine-month period ended September 30, 2021 to \$2,155,634 for the nine-month period ended September 30, 2022. The increase is due to additions to the management team and supporting staff.
- Share-based payments increased from \$1,514,000 for the nine-month period ended September 30, 2021 to \$2,393,000 for the nine-month period ended September 30, 2022. The increase is due to issuances of options and restricted share units at the beginning of the year and related valuation and vesting. See note 13 of the unaudited interim condensed consolidated financial statements for the three and nine-month periods ended September 30, 2022 and 2021 for details.
- Professional fees increased from \$266,397 for the nine-month period ended September 30, 2021 to \$330,854 for the nine-month period ended September 30, 2022. The expenses increased mostly surrounding auditor fees and legal fees in connection with employment matters.
- Shareholder information costs increased from \$401,073 for the nine-month period ended September 30, 2021 to \$789,461 for the nine-month period ended September 30, 2022. The increase is mainly due to investor relations costs and TSX Venture Exchange fees incurred in the period as the Company was publicly listed on the TSX Venture Exchange during the current period compared to prior year when it just finalized the going public process.
- Office and general expenses increased from \$436,533 for the nine-month period ended September 30, 2021 to \$879,842 for the nine-month period ended September 30, 2022. The increase is mainly in relation to insurance costs, rent, as well as office supplies as the Company adds support staff and additional personnel.

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- Travel expenses increased from \$171,159 for the nine-month period ended September 30, 2021 to \$260,248 for the nine-month period ended September 30, 2022. The increase is mainly in relation to travel to site as well as conferences and other marketing related events.

SELECTED FINANCIAL INFORMATION

The information below should be read in conjunction with the financial statements and related notes and other financial information. The following is for the periods ended:

	Nine Months Ended September 30, 2022	Year Ended December 31, 2021	Year Ended December 31, 2020
	\$	\$	\$
Income (Loss)	(20,832,504)	(37,648,290)	(1,984,491)
Income (Loss) per share	(0.13)	(0.34)	(0.18)
Total assets at end of period/year	10,161,134	13,270,218	9,073,924

SUMMARY OF QUARTERLY RESULTS

The following tables set forth selected financial information for each of the Company's eight most recently completed quarters:

	Q3 2022 \$	Q2 2022 \$	Q1 2022 \$	Q4 2021 \$
Expenses	(4,888,089)	(9,187,374)	(7,319,220)	(4,678,178)
Other income (expenses)	198,905	244,797	118,477	(187,677)
Net loss	(4,689,184)	(8,942,577)	(7,200,743)	(4,865,855)
Basic income (loss) per share	(0.02)	(0.06)	(0.05)	(0.03)
Total assets at end of period	10,161,134	15,175,312	9,607,167	13,270,218
	Q3 2021 \$	Q2 2021 \$	Q1 2021 \$	Q4 2020 \$
Expenses	(5,397,362)	(24,333,863)	(1,635,272)	(1,290,882)
Other income (expenses)	135,747	(1,549,838)	(1,847)	(4,573)
Net loss	(5,261,615)	(25,883,701)	(1,637,119)	(1,295,455)
Basic income (loss) per share	(0.04)	(0.24)	(0.03)	(0.11)
Total assets at end of period	16,910,716	22,090,712	31,672,847	9,073,924

The Company was incorporated during Q4 of 2019 and remained dormant other than accruals for audit fees until the third quarter of 2020 when the Company commenced financing activities and arranging its land package, incurring consulting and professional fees related to these activities. The Company closed

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the acquisition of the Company's principal land package in Q2 of 2021 and began an exploration program which resulted in increased expenses in 2021 and through to 2022.

Disclosure of Outstanding Share Data as of November 25, 2022

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited	180,187,026 common shares
Securities convertible or exercisable into voting or equity shares		a) 8,672,000 Options to acquire common shares b) 2,143,000 Restricted Share Units exercisable to acquire common shares of the Company c) 24,644,814 warrants and broker warrants to acquire common shares of the Company

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Reverse Take-Over Transaction:

On April 28, 2021, the Company completed the announced series of transactions with Millennial Precious Metals Corp. (formerly 1246768 B.C. Ltd.) ("Millennial Precious") and Clover Nevada LLC ("Waterton"), including a reverse take-over and acquisition ("Acquisition") by Millennial Precious of all of the issued outstanding shares of the Company, resulting in Millennial Precious indirectly acquiring Waterton's interest in each of the Wildcat Property, the Mountain View Property, the Marr Property, the Ocelot Property, the Eden Property and the Dune Property located in Nevada and also a lease and option to purchase the Red Canyon Property also located in Nevada. The transactions were effected through an asset purchase agreement dated December 11, 2020 (the "Asset Purchase Agreement") between Millennial Precious (as successor to 1246768 B.C. Ltd. ("768")), the Company and Waterton and an amalgamation agreement dated December 11, 2020 between the Company and 768 (the "Amalgamation Agreement"). The common shares of Millennial Precious began trading on the TSX Venture Exchange on May 5, 2021 under the symbol "MPM".

Pursuant to the Acquisition, each share of Millennial was exchanged for one share of Millennial Precious. Millennial Precious consolidated its share capital on a 1.5:1 basis prior to closing of the transaction so that the holders of Millennial Precious shares received 1,999,999 shares of the resulting issuer following completion of the Acquisition.

Dividends

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its common shares in the foreseeable future.

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LIQUIDITY AND CASH FLOWS

The Company ended the third quarter of fiscal 2022 with cash of \$8,453,842, compared to \$11,655,878 as at December 31, 2021. The Company had working capital (current assets – current liabilities) of \$6,371,244 as at September 30, 2022 compared to a working capital of \$10,575,267 as at December 31, 2021.

Cash used by operating activities was \$17,546,817 for the nine-month period ended September 30, 2022, compared to cash used in operating activities of \$14,458,214 for the nine-month period ended September 30, 2021. Cash flows used by operating activities reflect the increase in operations in the current year as the Company continued exploration activities on its property portfolio.

Cash flows provided by financing activities were \$14,537,851 for the nine-month period ended September 30, 2022, compared to \$21,887,339 for the nine-month period ended September 30, 2021. The amount of cash provided by financing activities was higher in the prior period primarily due to the subscription receipts issued during the nine-month period ended September 30, 2021 for net proceeds of \$21,915,007, compared to funds raised through private placement via the issuance of 40,184,830 units for net proceeds of \$14,737,110 during the current period.

Cash used by investing activities was \$193,070 for the nine-month period ended September 30, 2022, compared to cash used by investing activities of \$198,684 for the nine-month period ended September 30, 2021. Cash flows used by investing activities reflect purchase of equipment during the period.

It is not possible to predict if or when the Company will achieve profitable levels of operations. As at September 30, 2022, the Company had working capital of \$6,371,244 (December 31, 2021 - \$10,575,267).

The financial statements have been prepared on a going concern basis. The going concern basis assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a net loss during the nine-month period ended September 30, 2022 of \$20,832,504 and an accumulated deficit of \$60,467,285.

The Company's ability to continue as a going concern is dependent upon attaining profitable operations, and, if required, the ability to raise funds through public equity financings to meet expenditure commitments. The combination of the circumstances set out above represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. While the Company has been successful in the past in raising funds through equity, no assurance can be given that additional financing will be available in amounts sufficient to meet its needs, or on terms acceptable to the Company. Stock price volatility and uncertain economic conditions caused in part by the COVID-19 pandemic, including the emergence of variant strains of the virus, could significantly impact the Company's ability to raise funds through equity financing. Market conditions, including but not limited to, interest rates, inflation, labor shortages and supply chain disruptions could adversely impact the planned exploration program and the updated mineral resource estimate and PEA.

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TRANSACTIONS WITH RELATED PARTIES

The following is a summary of the Company's related party transactions during the three and nine month periods ended September 30, 2022 and 2021:

The Company was charged rent and other costs in the amount of \$87,524 and \$96,524, respectively, for the three and nine month period ended September 30, 2022 (2021 - \$4,500 and \$28,500 respectively) paid to Talisker Resources Ltd., a company with certain common directors and officers.

Compensation of Key Management Personnel of the Company

Key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the compensation committee.

The remuneration of directors and other members of key management personnel during the nine-month period ended September 30, 2022 and 2021 were as follows:

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Consulting and wages	\$ 238,000	\$ 230,000	\$ 719,000	\$ 633,000
Share-based payments	151,000	237,000	1,234,000	1,350,000
	\$ 389,000	\$ 467,000	\$ 1,953,000	\$ 1,983,000

As at September 30, 2022, an amount of \$19,000 (December 31, 2021 - \$32,000) due to key management personnel, was included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and without fixed terms of repayment.

RISK FACTORS

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management policies. In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this MD&A. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. This MD&A and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations, and results, are given in this section. However, the factors and uncertainties are not limited to those stated. The Company has policies and practices mandated by the Board of Directors to manage the Company's risks which include the risks described elsewhere in this MD&A and below.

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The Company's business, being the acquisition, exploration, and development of mineral properties in the United States, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Pandemic Diseases

The Company's operations are subject to the risk of emerging infectious diseases or the threat of outbreaks of viruses or other contagions or epidemic diseases. These infectious disease risks may not be adequately responded to locally, nationally or internationally due to lack of preparedness to detect and respond to outbreaks or respond to significant pandemic threats. As such, there are potentially significant economic and social impacts of infectious disease risks, including the inability of the Company's exploration operations to operate as intended due to shortage of skilled employees, shortages in supply chains, inability of employees to access sufficient healthcare, significant social upheavals, government or regulatory actions or inactions, the declines in the price of precious metals, capital market volatility, or other unknown but potentially significant impacts. Given the fact that the Company's properties are located in Nevada and Arizona, there are potentially significant economic losses from infectious disease outbreaks that can extend far beyond the initial location of an infection disease outbreak. As such, both catastrophic outbreaks as well as regional and local outbreaks can have a significant impact on the Company's operations. The Company may not be able to accurately predict the quantum of such risks. In addition, the Company's own operations are exposed to infection disease risks noted above and as such the Company's operations may be adversely affected by such infection disease risks. Accordingly, any outbreak or threat of an outbreak of a virus or other contagions or epidemic disease could have a material adverse effect on the Company, its business, results from operations and financial condition.

COVID-19 Global Pandemic

In particular, the Company wishes to highlight that it continues to face risks related to COVID-19, which could continue to significantly disrupt its operations and may materially and adversely affect its business and financial conditions.

In December 2019, a novel strain of the coronavirus emerged in China and the virus has now spread worldwide with infections having been reported globally resulting in a global pandemic. The extent to which COVID-19 will continue to impact the Company's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business including without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to its drill program and/or the timing to process drill and other metallurgical testing, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of operations.

The impacts of the COVID-19 pandemic may also include disruptions in its exploration work and increased costs resulting from the Company's efforts to mitigate the impact of the COVID-19 pandemic on operations. A material adverse effect on the Company's employees, suppliers and/or partners could have a material adverse effect on the Company. Even after the COVID-19 outbreak has subsided, the Company may continue to experience material adverse impacts to its business as a result of the global economic impact, including any related recession.

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As the Company continues to monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, it will remain adaptive and will implement any such changes to its COVID-19 protocol, or its business in general, as may be deemed appropriate to mitigate any potential impacts to its business and its stakeholders.

International Conflict

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global commodity and financial markets and supply chains. Russia's recent invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on supply chain disruptions may adversely affect the Company's business, financial condition and results of operations. The extent and duration of the current Russia-Ukraine conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this document, including those relating to commodity price volatility and global financial conditions. The situation is rapidly changing and unforeseeable impacts, including on our shareholders and counterparties on which we rely and transact, may materialize and may have an adverse effect on the Company's business, results of operation and financial condition.

The Company does not have sales, production, or operations within Russia or Ukraine, and it is not expected that the conflict will directly impact its operations. Nevertheless, the ongoing war induces greater uncertainties in global financial markets and supply chain systems which could lead to volatility in commodity prices, inflation, interest rates, financing costs, and shortages or delays for certain goods or services. The Company continues to assess its exposure to the international conflict.

Nature of Mineral Exploration and Mining

The Company's future is dependent on its exploration and development programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience and knowledge. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on the Company's projects, or the current or proposed exploration programs on any of the properties in which the Company has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational

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risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

Exploration, Development and Operations

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors, including the Company's ability to extend the permitted term of exploration granted by the underlying concession contracts. Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that any such deposit will be commercially viable or that the funds required for development can be obtained on a timely basis.

Early-Stage Status and Nature of Exploration

The terms "resource(s)" or "reserve(s)" cannot be used to describe any of the Company's exploration properties due to the early stage of exploration at this time. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Any information, including quantities and/or grade, described in this AIF should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the viability or profitability of future operations.

Liquidity and Additional Financing

The Company's ability to continue its business operations is dependent on management's ability to secure additional financing. The Company's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Company's obligations.

The advancement, exploration and development of the Company's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and the commencement of mining operations, will require substantial additional financing. As a result, the Company may be required to seek additional sources of equity financing in the near future. While the Company has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control including, but not limited to, adverse market conditions, commodity price changes and economic downturns. There can be no assurance that the Company will be successful in obtaining any additional financing required to continue its business operations and/or to maintain its property interests, or that such financing will be sufficient to meet the Company's objectives or obtained on terms favorable to the Company. Failure to obtain sufficient financing as and when required may result in the delay or indefinite postponement of exploration and/or development on any or all of the Company's properties, or even a loss of property interest, which would have a material adverse effect on the Company's business, financial condition and results of operations.

No Earnings and History of Losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Company has not determined whether any of its properties contains economically recoverable reserves of mineralized

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material and currently has not earned any revenue from its projects; therefore, the Company does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. The Company's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from the Company's properties. The Company does not expect to receive revenues from operations in the foreseeable future and expects to incur losses until such time as one or more of its properties enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of the Company's properties will eventually enter commercial operation. There is also no assurance that new capital will become available, and if it is not, the Company may be forced to substantially curtail or cease operations.

Volatility of Commodity Prices

The development of the Company's properties is dependent on the future prices of minerals and metals. As well, should any of the Company's properties eventually enter commercial production, the Company's profitability will be significantly affected by changes in the market prices of minerals and metals.

Precious metals prices are subject to volatile price movements, which can be material and occur over short periods of time and which are affected by numerous factors, all of which are beyond the Company's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the Company's properties to be impracticable or uneconomical. As such, the Company may determine that it is not economically feasible to commence commercial production at some or all of its properties, which could have a material adverse impact on the Company's financial performance and results of operations. In such a circumstance, the Company may also curtail or suspend some or all of its exploration activities.

Industry and Economic Factors Affecting the Company

The Company is a junior resource issuer focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. The Company's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. The Company will continuously monitor several economic factors including the uncertainty regarding the price of gold, silver and copper and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy, and the general pessimistic outlook in the mining sector. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting

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the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue a modest exploration program on its properties using existing cash and funds generated through equity financings if and when available and to seek out other prospective business opportunities, including entering into option arrangements and/or joint ventures. The Company believes that this focused strategy will enable it to pursue its business strategy and plans in the near term. These trends may limit the Company's ability to develop and/or further explore its properties, and/or acquire other property interests that could be acquired in the future. Management will monitor economic conditions and estimate their impact on the Company's plans, strategies and activities and incorporate these estimates in short-term operating and longer-term strategic decisions.

Title Matters

Title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more claims or concessions at the Company's projects will not be challenged or impugned. There may be challenges to any of the Company's titles which, if successful, could result in the loss or reduction of the Company's interest in such titles. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of concessions by mining authorities or other governmental entities.

Operations on Federal Lands

Mineral exploration, development, and production activities on federal lands, including lands administered by the BLM, may be subject to the National Environmental Policy Act ("NEPA"). The NEPA requires federal agencies, including the BLM to evaluate major agency actions, such as the issuance of permits that have the potential to impact the environment. In such evaluations, the lead federal agency will prepare an environmental assessment that assesses the potential direct, indirect, and cumulative impacts of a proposed project and, if necessary, will prepare a more detailed environmental impact statement that will be made available for public review and comment. The NEPA review process may take a significant amount of time and is subject to challenges by environmental non-governmental organizations and Native American tribes, which have the potential to delay current and future projects. Our current and proposed exploration activities upon federal lands require governmental permits that are subject to NEPA requirements.

Our future development of any project on BLM-managed lands will be subject to NEPA. Any delays in such completion could delay our exploration or future programs.

Environmental Risks and Hazards

The mining and mineral processing industries are subject to extensive environmental regulation for the protection of the environment. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. These regulations may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it costlier for the Company to remain in compliance with such laws and regulations.

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There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners.

The Company cannot give any assurances that breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its business, plans and financial condition. There is no assurance that any future changes to environmental regulation, if any, will not adversely affect the Company.

Influence of Third-Party Stakeholders

Some of the lands in which the Company holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Term and Extension of Concession Contracts

Non-compliance with concession contracts may lead to their early termination by the relevant mining authorities or other governmental entities. A company whose concession contracts were subject to termination could be prevented from being issued new concessions or from keeping the concessions that it already held. The Company is not aware of any cause for termination or any investigation or procedure aimed at the termination of any of its concession contracts.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

Governmental Regulation

The mineral exploration and development activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in local areas of operation. Although the Company's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail

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exploration, development or production. Amendments to current laws and regulations governing the Company's operations, or more stringent implementation thereof, could have an adverse impact on the Company's business and financial condition.

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of the Company's future operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities that could cause operations to cease or be curtailed. Other enforcement actions may include corrective measures requiring capital expenditures, the installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of such mining activities and may have civil or criminal fines or penalties imposed upon them for violations of applicable laws or regulations.

Permitting

The operations of the Company require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the Company's properties.

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Company's projects may require the granting of environmental licenses and other environmental permits or concessions by the competent environmental authorities. Required environmental permits, licenses or concessions may take time and/or be difficult to obtain, and may not be issued on the terms required by the Company. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against the Company for violations of applicable laws or regulations.

Surface Rights

The Company does not own all of the surface rights at its properties and there is no assurance that surface rights owned by the government or third parties will be granted, nor that they will be on reasonable terms if granted. Failure to acquire surface rights may impact the Company's ability to access its properties, as well as its ability to commence and/or complete construction or production, any of which would have a material

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adverse effect on the profitability of the Company's future operations.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favorably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Dependence on Key Personnel

The Company's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Company relies on a limited number of key employees, consultants and members of senior management, and there is no assurance that the Company will be able to retain such personnel. The loss of one or more key employees, consultants or members of senior management, if such persons are not replaced, could have a material adverse effect on the Company's business, financial condition and prospects. The Company currently does not have key person insurance on these individuals.

To operate successfully and manage its potential future growth, the Company must attract and retain highly qualified engineering, managerial and financial personnel. The Company faces intense competition for qualified personnel in these areas, and there can be no certainty that the Company will be able to attract and retain qualified personnel. If the Company is unable to hire and retain additional qualified personnel in the future to develop its properties, its business, financial condition and operating results could be adversely affected.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the common shares. The Company does not maintain insurance against title, political or environmental risks.

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While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility, and access to public financing, particularly for junior resource companies, has been negatively impacted. The extent and duration of impacts that Russia's recent invasion of Ukraine may have on commodity prices, on the Company's suppliers and employees and on global financial markets are not known at this time, but could be material. If increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the value and price of the common shares could be adversely affected. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, such financing may not be on terms favorable to the Company.

Information Systems Security Threats

The Company's operations depend upon information technology systems which may be subject to disruption, damage or failure from different sources, including, without limitation, installation of malicious software, computer viruses, security breaches, cyber-attacks and defects in design.

Although to date the Company has not experienced any losses relating to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Competition

The mineral exploration and mining business is competitive in all of its phases. In the search for and acquisition of attractive mineral properties, the Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources. The Company's ability to acquire properties in the future will depend on its ability to select and acquire suitable producing properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects, nor that it will be able to develop any market for the raw materials that may be produced from its properties. Any such inability could have a material adverse effect on the Company's business and financial condition.

Option and Joint Venture Agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of gaining property interests and raising funds. Any failure of any partner to meet its obligations to the

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Company or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a negative impact on the Company. Pursuant to the terms of certain of the Company's existing option agreements, the Company is required to comply with exploration and community relations obligations, among others, any of which may adversely affect the Company's business, financial results and condition.

Under the terms of such option agreements the Company may be required to comply with applicable laws, which may require the payment of maintenance fees and corresponding royalties in the event of exploitation/production. The costs of complying with option agreements are difficult to predict with any degree of certainty; however, were the Company forced to suspend operations on any of its concessions or pay any material fees, royalties or taxes, it could result in a material adverse effect to the Company's business, financial results and condition.

The Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying concessions.

Acquisitions and Integration

From time to time, the Company may examine opportunities to acquire additional exploration and/or mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size relative to the size of the Company, may change the nature or scale of the Company's business and activities, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities, if any, depends upon its ability to obtain additional sources of financing, identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate any acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. If the Company chooses to raise debt capital to finance any such acquisitions, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisitions, existing shareholders may suffer significant dilution. There can be no assurance that the Company would be successful in obtaining additional sources of financing or in overcoming these risks or any other problems encountered in connection with such acquisitions.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development, and mining operations. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, and to disclose any interest they may have in any project or opportunity of the Company. In addition, each of the directors is required by law to declare his or her interest in and refrain from voting on any matter in which he or she may have a conflict of interest, in accordance with applicable laws.

Infrastructure

Mining, processing, development, and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies, as well as the location of population centers and pools of labour, are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could impact the Company's ability to explore its properties, thereby

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adversely affecting its business and financial condition.

Outstanding Common Shares Could be Subject to Dilution

The exercise of stock options and warrants already issued by the Company and the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of common shares.

Commitments and Contingencies

Due to the size, complexity, and nature of the Company's operations, various legal, tax, environmental and regulatory matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial assets and financial liabilities as at September 30, 2022 and December 31, 2021:

	At fair value through profit of loss	Amortized cost	Total
As at September 30, 2022			
Cash and cash equivalents	\$ -	\$ 8,453,842	\$ 8,453,842
Accounts payable and accrued liabilities	-	(1,928,767)	(1,928,767)
RSU Liability	(414,000)	-	(414,000)
As at December 31, 2021			
Cash and cash equivalents	\$ -	\$ 11,655,878	\$ 11,655,878
Accounts payable and accrued liabilities	-	(991,394)	(991,394)
RSU Liability	(490,000)	-	(490,000)

The Company classifies its financial instruments carried at fair value according to a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are 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 assets and liabilities, either directly or indirectly.
- Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate fair value due to their short-term nature. RSU liability is classified as level 1.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous reporting period.

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Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to this financial instrument is minimal as the funds are deposited in Canadian and United States chartered banks and invested in guaranteed investment certificates ("GICs").

Foreign Exchange Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's holds financial assets and liabilities in US dollars that give rise to foreign exchange risk. As at September 30, 2022, the Company held approximately \$800,000 US cash and approximately \$925,000 US accounts payable and accrued liabilities. Assuming all other variables remain constant, a 5% change in the USD/CAD foreign exchange rate would not have a material impact on the Company's profit or loss for the period ended September 30, 2022. The Company has not entered into hedging instruments to manage exposure to currency movements at this stage.

Other Price Risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to other price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to gold and silver to determine the appropriate course of action to be taken by the Company.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. As at September 30, 2022, the Company had current assets of \$8,935,488 (December 31, 2021 - \$12,229,753) to settle current liabilities of \$2,564,244 (December 31, 2021 - \$1,654,486). Working capital for the Company as at September 30, 2022 was \$6,371,244 (December 31, 2021 - \$10,575,267).

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this report. The financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

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The Audit Committee has reviewed the financial statements with management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.