AZINCOURT ENERGY CORP.
Management Discussion and Analysis ("MD&A")
for the year ended September 30, 2022

The following discussion and analysis of the operations, results, and financial position of Azincourt Energy Corp. ("the Company") for the year ended September 30, 2022 should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended September 30, 2022. The Company's management is responsible for the preparation and presentation of the consolidated financial statements and this MD&A. The effective date of this report is January 30, 2023. All figures are presented in Canadian dollars, unless otherwise indicated.

On April 21, 2022, the Company effected a consolidation of its common shares on a two and one half (2.5) for one (1) basis (the "Share Consolidation"). All shares and per share amounts have been retroactively restated to account for the Share Consolidation.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 7, 2011. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party.

The Company is conducting exploration activities on the East Preston and Hatchet Lake properties in Saskatchewan, Canada.

HIGHLIGHTS FOR THE YEAR ENDED SEPTEMBER 30, 2022 AND SUBSEQUENT PERIOD UP TO JANUARY 30, 2023:

a) On October 12, 2021, the Company completed a non-brokered private placement of 6,828,571 non flow-through units at $0.175 per unit and 2,666,666 flow-through units at $0.188 per unit for gross proceeds of $1,695,000. In relation to the private placement, the Company paid finders' fees of $135,600, paid share issue costs of $34,145 and issued 759,618 finders' fee warrants.

b) On November 9, 2021, the Company entered into an option agreement with ValOre Metals Corp. ("ValOre") to earn up to 75% interest in the Hatchet Lake Uranium property ("Hatchet Lake") which consists of six mineral claims located in Saskatchewan, Canada. Pursuant to the agreement, the Company will make staged cash payments totalling $850,000, issue common shares with a value of $1,750,000 and incur certain exploration expenditures totalling $4,000,000 over 3 years. In connection with the grant of the Option, the Company paid a finders' fee of $105,000. On December 1, 2021, the Company paid $100,000 of option payment and issued 1,135,074 common shares valued at $198,638.

c) On November 10, 2021, the Company completed a non-brokered private placement of 2,813,828 non flow-through units at $0.175 per unit and 5,733,333 flow-through units at $0.188 per unit for gross proceeds of $1,567,420. In relation to the private placement, the Company paid finders' fees of $70,000, paid share issue costs of $16,782 and issued 373,333 finders' fee warrants.

d) On December 24, 2021, the Company granted 6,000,000 stock options to various directors, officers and consultants.

e) On February 9, 2022, the Company closed a non-brokered private placement by issuance of 2,230,000 non flow-through units at $0.175 per unit for proceeds of $390,250. Each unit consists of one common share and one warrant. Each warrant is exercisable at $0.25 per share for a period of 3 years. In connection with the private placement, the Company paid share issue costs of $4,269.

f) On March 1, 2022, the Company issued 1,666,666 common to settle the debt of $250,000 owing to FOBI AI Inc. ("FOBI") for geological consulting fees. At the date of issuance, the fair market value of the shares issued was $354,167, therefore a loss on the settlement of debt of $104,167 was recorded. In relation to the shares issued to settle debt, the Company incurred $6,148 of share issue costs.

g) On March 31, 2022, the Company closed a non-brokered private placement by issuance of 25,505,000 flow-through units at $0.20 per unit for proceeds of $5,101,000. Each flow-through unit consists of one non flow-through common share and one warrant. Each warrant is exercisable at $0.25 per share for a period of 2 years. In relation to the private placement, the Company paid finders' fees of $320,000, paid share issue costs of $101,261, issued 410,000 non flow-through finders' fee shares at $0.20 per share valued at $82,000, and issued 2,010,000 finders' fee warrants valued at $237,000. Each warrant entitles the holder to purchase one additional non flow-through common share at $0.25 per share for a period of 2 years.

h) On April 21, 2022, the Company effected a consolidation of its common shares on a two and one half (2.5) for one (1) basis.

i) During the year ended September 30, 2022, 1,000,000 stock options were exercised for gross proceeds of $125,000.

j) During the year ended September 30, 2022, 3,504,000 warrants were exercised for gross proceeds of $613,200.

MINERAL PROPERTY EXPLORATION

EAST PRESTON PROJECT – Athabasca Basin, Canada

As at September 30, 2022, the Company incurred total acquisition costs of $2,977,920 (September 30, 2021 - $2,225,065) pursuant to an option agreement to acquire a 70% interest in the East Preston property. Earn in under the option agreement was completed in February of 2021, with Azincourt holding a 70% interest in the Property. Following the acquisition of the interest, the Company formed a joint venture with Skyharbour Resources Ltd. and Dixie Gold Inc. with the remaining 30% interest split evenly between Skyharbour and Dixie Gold. Dixie Gold has elected to not participate in subsequent programs and dilute interest, and as such, current ownership stands with Azincourt at 78.1%, Skyharbour Resources at 15%, and Dixie Gold at 6.9%

The East Preston property is part of the formerly larger Preston property explored by Skyharbour, and its predecessor partners. In excess of $4.7 million has been spent on the Preston uranium project to date, including ground gravity, airborne and ground electromagnetics, radon, soil, silt, biogeochem, lake sediment, and geological mapping surveys, as well as two exploratory drill programs. Fifteen high-priority drill target areas associated with six prospective exploration corridors have been successfully delineated at Preston through methodical, multiphased exploration work. AREVA has recently optioned the adjacent Preston property for up to $7.3 million in exploration expenditures, highlighting the exploration prospectivity of the area.

The East Preston property has had extensive regional exploration work including: airborne electromagnetic (VTEM), magnetic and radiometric surveys, ground based Horizontal Loop EM (HLEM) and gravity, prospecting, sampling, and multiple diamond drill programs. Three prospective conductive, low magnetic signature corridors have been discovered on the property. The three distinct corridors having a total strike length of over 25 km, each with multiple EM conductor trends have been identified.

Three main target areas were drill tested with promising basement lithologies and graphitic structures intersected along with associated, anomalous Rare Earth Element ("REE") mineralization and favourable alteration. The basement lithologies and litho-tectonic setting at East Preston are very similar and appear analogous to the Patterson Lake South-Arrow-Hook Lake/Spitfire uranium deposits' host rocks and setting, and the recognition of REE mineralization setting appears to represent a basement mineralizing system similar to sandstone-hosted REE mineralization associated with uranium deposition observed at the Wheeler River project in the eastern Athabasca. The East Preston basement-hosted REE mineralization is LREE>HREE, whereas, the sandstone-hosted MAW Zone is HREE dominant, which could be related to original source-rock contents, fluid travel pathways/chemistries and depositional conditions (basement versus sandstone style). However, the presence of similar HREE mineralization in basement structures displaying silica and boron enrichment at East Preston confirms mineralizing basement fluid systems were active and, although this system is not uranium-bearing, the litho-tectonic setting and conditions remain highly prospective for basement-host uranium mineralization discovery in the vicinity.

The 2020 drill program included additional drilling in the Swoosh zone, an over seven-kilometre-long east-west structural lineament with strongly anomalous, spatially consistent geochemical anomalies (lake sediments, radon, soil) and coincident magnetic and gravity geophysical anomalies. This zone is located along strike -- approximately five kilometres southwest of the A-zone. No graphitic rocks or anomalous geochemistry was intersected at Swoosh, and no additional follow up work is planned.

An early winter 2021 ground geophysical targeting program was completed in January to generate and refine targets supporting future drill programs based on the existing property-wide heli-borne VTEM survey results where numerous untested graphitic conductive corridor trends have been identified for follow up. The program consisted of 40.5 line-km of helicopter-supported Horizontal Loop Electromagnetic (HLEM) ground geophysical surveying in six grid target areas. The survey was successful in delineating several conductors over the six selected target areas, G1, G2, G3, K, Q and H (see Figure 2). Many of the conductors show strong well-defined responses and have been recommended for drill test follow-up.

A winter 2021 exploration program was planned to follow-up encouraging results from previous drilling and incorporate new targets generated during the latest ground geophysical program. The program was to be a minimum 10+ hole, up to 2,500 metre diamond drill campaign. The program was terminated after the completion of 1,195 meters in 5 drill holes due to unseasonably warm weather in early March, with safety and security concerns resulting from the early break-up. Preliminary results indicate that the conductive corridor through the A to G Zones contains a thick graphitic package and associated complex structural pattern ideal for the placement of uranium mineralization. Anomalous and elevated uranium levels were encountered in three of the five holes completed with all five drill holes wide zones of breccia and sheared graphitic faulting over a 50 m interval. Elevated uranium was identified above a graphitic breccia.

A summer 2021 exploration program was carried out with a 2,514 km airborne radiometric survey over the previously unsurveyed southern portion of the property in early August. The survey was successful in highlighting radiometric anomalies worthy of follow-up, particularly in the previously identified G- and Q-zones. Geological mapping and prospecting to follow-up on the identified anomalies was conducted in late August to early September and will be of benefit in refining drill targets in the area.

An extensive diamond drilling program was conducted during the winter of 2022 consisting of 5,004.5 m completed in 19 drill holes. Drilling continued where the 2021 program left off and was focused on the G-, K-, and H-Zones. Road preparation commenced in December 2021, with drilling conducted from late January to late March 2022.

Extensive hydrothermal alteration and evidence of east-west cross cutting structures were intersected and identified on the southern portion of the G-Zone. Drilling on the K-Zone identified hydrothermal hematite alteration in all holes, with some clay present, indicating an alteration zone extending at least 1,200 m. Elevated radioactivity in excess of 10 times background was identified in one drill hole, EP0035. H-Zone drilling has identified a hydrothermal alteration zone with an intense graphitic fault zone extending at least 500 m. Currently the alteration zones on the K- and H-Zones are separated by a 2 km gap in drilling. Whether or not these zones are connected is uncertain at this time. A total of 420 samples were collected from drillcore for geochemical analysis. An analysis of the results shows uranium enrichment within the identified alteration zones along the G, K, and H trends. Uranium enrichment is identified as uranium (U) values and a uranium/thorium ratio (U/Th) above what would normally be expected in the given rock type or area.

The presence of extensive zones of hydrothermal alteration and elevated uranium are considered good indicators for potential uranium mineralization, as major deposits in the Athabasca basin have typically been found by identifying and chasing alteration. A winter 2023 drill campaign of approximately 6,000 m is planned for the property to continue to evaluate the identified alteration zones and as yet untested target areas on the prospective K-H-Q trend. Many other targets are present on the property and will require testing in future programs.

HATCHET LAKE PROPERTY – Eastern Athabasca Basin, Canada

On November 9th, 2021, the Company entered into an option agreement with ValOre Metals Corp., to earn up to a 75% interest in the Hatchet Lake property. The Hatchet Lake property consists of six mineral claims covering 13,711 hectares located in Saskatchewan, Canada. Pursuant to the agreement, the Company will make staged cash payments totalling $850,000, issue common shares with a value of $1,750,000 and incur exploration expenditures totalling $4,000,000 over 3 years. As at September, 2022, the Company has incurred total acquisition costs of $298,638 (September 30, 2021 - $Nil) on Hatchet Lake pursuant to the option agreement and a finders' fee of $105,000.

Hatchet Lake sits just outside the north-eastern margin of the Athabasca Basin, situated along the underexplored northeast extension of the Western Wollaston Domain (WWD) within the Wollaston-Mudjatik Transition Zone (WMTZ). This highly prospective structural corridor hosts the majority of known high-grade uranium deposits and all of Canada's operating uranium mines.

Previous work on the property identified multiple, shallow, unconformity-related basement uranium targets. Previous work includes diamond drilling, geophysics, boulder, soil, lake sediment and bio-geochemical sampling. The project contains substantial historic exploration datasets with identified uranium anomalism and showings to help guide exploration programs. Historical operators include Gulf Minerals, Saskatchewan Mining and Development Corp, Hathor Exploration Ltd., and Rio Tinto.

Three target areas have been selected on the Hatchet Lake property for initial work. The priority drill targets are the SW Scrimes and Upper Manson areas, which are considered drill ready once some initial ground reconnaissance is completed. Geochemical anomalies highlight a variety of uraniferous host rocks that are coincident with identified conductive geophysical targets. Rock samples have returned assay results up to 2.43% U_3O_8 (ValOre Metals Presentation, unverified). Uraniferous rocks are typically referred to as containing uranium significantly above normal expected values.

Community consultation and permitting is in progress to prepare for a ground geophysics and drill program in 2023.

ELC PROJECT – Peru

As at September 30, 2022, the Company decided not to pursue acquiring interest in the ELC Project, therefore total acquisitions costs of $1,689,750 were written off.

QUALIFIED PERSON

The technical information respecting East Preston, in this MD&A, has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by C. Trevor Perkins, P.Geo., Vice President of Exploration of Azincourt Energy, and a Qualified Person (“QP”) as defined by National Instrument 43-101.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company did not have significant revenue from operations, the following is a breakdown of the material costs capitalized at September 30, 2021 or incurred during the years ended September 30, 2022, 2021 and 2020:

	2022	2021	2020
Capitalized mineral acquisition costs	$3,381,558	$3,914,815	$2,673,645
Expensed mineral exploration costs	$3,470,438	$1,184,417	$1,274,364
General and administrative expenses	$3,912,506	$1,804,744	$1,347,146
Any material costs (capitalized, deferred or expensed) not referred to above:			
Share-based compensation	$1,158,000	$491,836	$195,795

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly for the previous eight quarters:

	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020
Expenses (Recovery)	$926,764	$1,785,893	$4,739,684	$1,088,603	$858,701	$555,173	$1,609,915	$457,208
Loss (income) for the period	$1,626,083	$1,726,741	$4,250,105	$2,046,565	$840,936	$546,816	$1,533,705	$441,808
Weighted average shares outstanding	210,326,996	227,355,328	197,665,525	188,812,862	115,958,958	137,851,761	114,483,609	79,886,143
Loss (earnings) per share	$0.01	$0.01	$0.02	$0.01	$0.01	$0.00	$0.01	$0.01
Mineral property acquisition costs	$752,855	-	-	$403,538	-	-	$1,241,170	-
Mineral property interests write-off	$1,689,750	-	-	-	-	-	-	-
Mineral property exploration costs/(recovery)	($1,062,019)	$593,453	$3,515,479	$423,525	$154,901	$85,039	$751,341	$193,136

The Company's operating losses are due to ongoing mineral exploration and general and administrative costs, such as management, consulting, legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance and can vary from quarter to quarter based on planned exploration activities, resource constraints, and share-based compensation.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 227,384,119 shares outstanding. The following table summarizes maximum number of common shares outstanding as at September 30, 2022 and as of the date of this MD&A if all outstanding options and warrants were exercised to purchase common shares:

	September 30, 2022	As of the date of this MD&A
Common shares	227,384,119	227,384,119
Warrants to purchase common shares	164,814,923	164,814,923
Options to purchase common shares	16,640,000	16,148,000
	408,839,042	408,347,042

SELECTED ANNUAL INFORMATION

	2022	2021	2020
	$	$	$
Revenue	Nil	Nil	Nil
Loss and comprehensive loss for the year	9,649,494	3,363,265	3,025,980
Loss per common share, basic and diluted	0.05	0.03	0.02
Weighted average number of common shares outstanding	210,326,996	115,958,958	67,060,776
Statement of Financial Position Data			
Working capital (deficit)	10,933,796	9,662,013	755,948
Total assets	14,496,698	14,856,699	3,500,837
Dividends paid	Nil	Nil	Nil

RESULTS OF OPERATIONS

Year ended September 30, 2022 ("2022") compared with year ended September 30, 2021 ("2021").

The loss for the year ended September 30, 2022 was $9,649,494, compared with $3,363,265 for the year ended September 30, 2021. Major differences are explained as follows:

- Exploration and evaluation expenditures increased from $1,184,417 in 2021 to $3,470,438 in 2022. During 2022, the Company increased exploration expenditures on the East Preston Project and started exploration expenditures on the Hatchet Lake Project.

- Investor relations increased from $59,089 in 2021 to $492,228 in 2022. The increase was due to additional efforts in growing and strengthening the company's shareholder base.

- Marketing increased from $361,986 in 2021 to $992,571 in 2022. The increase was due to the company's efforts to publicize its largest drill program to date, grow its audience and capitalize on favorable market conditions.

- Property investigation costs increased from $Nil in 2021 to $427,900 in 2022. The increase was due to spending on research into project reviews, risk assessments, and project sourcing for potential new projects.

- Share-based compensation expense increased from $491,836 in 2021 to $1,158,000 in 2022. During 2022, the Company issued 13,000,000 stock options to various consultants, directors and officers. During the 2021 period, the Company issued 5,100,000 stock options to various consultants, directors and officers.

- Write-off of mineral property interests increased from $Nil in 2021 to $1,689,750 in 2022. During 2022, the Company wrote off $1,689,750 of accumulated acquisition costs relating to the ELC projects. There were no property write-offs in 2021.

Three months ended September 30, 2022 ("Q4 2022") compared with the three months ended September 30, 2021 ("Q4 2021").

The loss for the quarter ended September 30, 2022 was $1,626,083, compared with $840,935 for the quarter ended September 30, 2021. Major differences are explained as follows:

- Advertising costs increased from $Nil in Q4 2021 to $129,688 in Q4 2022. The increase was due to increased spending on advertising campaigns during the period to publicize the Company's drill program on the East Preston project.

- Exploration and evaluation costs decreased from $154,901 in Q4 2021 to a recovery of $1,062,019 in Q4 2022. The decrease is due a recovery of costs recorded for the portion of exploration expense on the East Preston Property owing from joint venture partners.

- Property investigation costs increased from $Nil in Q4 2021 to $65,202 in Q4 2022. The increase was due to spending on research into project reviews, risk assessments, and project sourcing for potential new projects.

- There was a loss on settlement of debt of $104,167 in Q4 2022 ($Nil in Q4 2021). The Company issued 1,666,666 common to settle the debt of $250,000 owing to FOBI AI Inc. ("FOBI") for geological consulting fees. At the date of issuance, the fair market value of the shares issued was $354,167, therefore a loss on the settlement of debt of $104,167 was recorded.

- There was a write-off of mineral property interests in Q4 2022 of $1,689,750 ($Nil in Q4 2021). During Q4 2022, the Company wrote off $1,689,750 of accumulated acquisition costs relating to the ELC projects.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options or through the issuance of debt. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

Working Capital

As of September 30, 2022, the Company's working capital was $ 10,933,796, compared with $9,662,013 as at September 30, 2021. The increase in working capital was a result of cash received from various private placements, warrants and options exercised, offset by cash spent on operating expenses and exploration and evaluation expenditures, and mineral property acquisition costs.

Cash and Cash Equivalents

On September 30, 2022, the Company had $6,972,821 of cash and cash equivalents, compared with $10,477,865 of cash and cash equivalents on September 30, 2021. Cash was mostly spent on advertising, consulting and directors' fees, exploration and evaluation expenditures, investor relations, marketing, property investigation costs, and acquisition of mineral property interests. The Company also received net proceeds of $8,257,575 from issuance of shares, exercises of options and warrants during the current year.

Cash Used in Operating Activities

Cash used in operating activities during the year ended September 30, 2022 was $8,545,619. Cash and cash equivalents were mostly spent on advertising, consulting and directors' fees, exploration and evaluation expenditures, investor relations, marketing and property investigation costs. Cash used in operating activities during the year ended September 30, 2021 was $3,090,982. Cash mostly spent on consulting and directors' fees, exploration and evaluation expenditures and marketing.

Cash Used in Investing Activities

Cash used in investing activities during the year ended September 30, 2022 was $3,205,000, which was for purchase of short-term investments and for the acquisition costs relating to the Hatchet Lake property. During the year ended September 30, 2021, the Company paid $291,170 of acquisition costs relating to the East Preston property.

Cash Generated by Financing Activities

During the year ended September 30, 2022, the Company received gross cash proceeds of $8,753,670 from four private placements and spent $1,246,295 of costs associated with the private placements. The Company also received $125,000 from the exercise of options and $613,200 from the exercise of warrants during the 2022 fiscal year. During the year ended September 30, 2021, the Company received gross cash proceeds of $12,146,500 from four private placements and spent $205,914 of costs associated with the private placements. The Company also received $317,500 from the exercise of options and $879,806 from the exercise of warrants during the 2021 fiscal year.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its ongoing operating costs. During the year ended September 30, 2022, the Company raised $8,245,575 in net proceeds from financing. Until the Company starts generating profitable operations from extraction of minerals and precious metals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

PROPOSED TRANSACTIONS

The Company continues to evaluate new opportunities to expand its exploration project portfolio, however, there are no proposed transactions as at the date of this report.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Compensation of Key Management Personnel

Key management personnel consist of current and former directors and senior management including the Chief Executive Officer and Chief Financial Officer. Key management personnel compensation for the year ended September 30, 2022 and 2021 includes:

Name of related party	Nature of transactions	Years ended September 30 2022	 2021
0949570 BC Ltd.	Consulting and directors' fees	$ 246,000	$ 267,500
TKLD Geological Inc.	Consulting and directors' fees	42,000	25,000
Westview Consulting Ltd.	Consulting and directors' fees	-	25,000
Westview Consulting Ltd.	Exploration and evaluation expenditures	42,000	30,000
Perkins Exploration Consulting	Exploration and evaluation expenditures	147,935	14,298
VC Consulting Corp.	Consulting and directors' fees	48,000	33,500
Total		$ 525,935	$ 395,298

Share-based compensation expense for the fair value of options granted to related parties for the year ended September 30, 2022 was $397,573 (2021: $117,000).

The accounts payable and accrued liabilities of the Company include amounts due to related parties. The amounts owing are interest free, unsecured, current and without fixed terms and are as follows:

	September 30, 2022	September 30, 2021
Key management personnel	$ 34,892	$ 12,702

PLAN OF OPERATIONS AND FUNDING

The Company's plan of significant operations for the next twelve months is as follows:

- to continue exploration on the East Preston property
- to continue exploration and earn-in with ValOre Metals at the Hatchet Lake property

To finance the above plans, the Company completed private placements in September 2021, October 2021, November 2021, February 2022 and March 2022.

FINANCIAL INSTRUMENTS

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2: Pricing inputs are other than quoted prices in active markets included in level 1. Prices in level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3: Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The fair value of cash and cash equivalents, short-term investments, amounts receivable, and accounts payables and accrued liabilities approximates their carrying value due to their short term maturity.

The Company is exposed to potential loss from various risks including commodity price risk, credit risk, liquidity risk and interest rate risk. These risks are described in more details in Risk and Uncertainties section of this MD&A.

RISK AND UNCERTAINTIES

The exploration and development of mineral properties are highly speculative activities and are subject to significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The Company's ability to realize on its investments in exploration projects is dependent upon a number of factors: management's ability to continue to raise the financing necessary to complete the exploration and development of those projects and the existence of economically-recoverable reserves within the projects.

At the present time the Company does not hold any interest in a mining property in commercial production. The Company has incurred net losses since inception, and has limited financial resources and no positive mineral operating cash flow. No assurance can be given that additional funding will be available for further exploration and development of the Company's projects or to fulfil the Company's obligations under any applicable agreements. Other risks and uncertainties include:

Competitive industry

The mining industry is intensely competitive and the Company will compete with other companies that have far greater resources.

Exploration risks

Mineral exploration is highly speculative in nature. The Company's exploration projects involve many risks, and success in exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological expertise and availability of exploration capital. The Company cannot give any assurance that its future exploration efforts will result in the discovery of mineral resources or mineral reserves.

Fluctuating metal and share prices

Factors beyond the control of the Company may affect the marketability of precious any other metals or minerals discovered. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control whose effect cannot accurately be predicted.

In recent years, the securities markets in the United States and Canada have experience a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploratory and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying assets values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

The following are risks related to the Company's financial instruments:

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents, short-term investments and amounts receivable. Cash and cash equivalents are held with a major Canadian financial institution and the receivables are from Government entities. Management is of the view that these amounts are fully collectible.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year. The Company is also required to incur certain expenditures related to flow-through shares.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest income. Presently, the Company is not at risk of realizing a loss as a result of a decline in the fair value of its financial instruments as the Company has no interest-bearing debt and due to the short-term nature of cash investments.

(iv) Commodity Price Risk - The Company's future success is linked to the price of minerals, because the value of mineral resources is tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its resource properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being resource properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and cash equivalents, which are held with a major financial institution.

RECENT ACCOUNTING PRONOUNCEMENTS

Other recent accounting pronouncements issued by IFRS as issued by IASB and IFRIC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", “propose”, "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's financial statements for the years ended September 30, 2022 and 2021. Additional information about the Company can also be found on www.sedar.com.

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Terrence O'Connor (Director)

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