WESTERN ALASKA MINERALS CORP.
(FORMERLY 1246779 B.C. LTD.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2022 AND 2021

(EXPRESSED IN UNITED STATES DOLLARS)

INTRODUCTION

The following Management's Disclosures and Analysis ("MD&A") is presented as at May 25, 2022, and provides an analysis of the financial results of Western Alaska Minerals Corp. ("WAM" or the "Company") for the three months ended March 31, 2022. It should be read in conjunction with the Company's condensed interim consolidated financial statements for the three-month period ended March 31, 2022, and the audited consolidated financial statements at December 31, 2021, and accompanying MD&A dated March 28, 2022. The Company's condensed interim consolidated financial statements and the financial information contained in this MD&A were prepared in accordance with IFRS. Additional information relating to the Company can be found on SEDAR at www.sedar.com

The MD&A, particularly under the heading "Capital Resources", contains forward-looking statements that involve numerous risks and uncertainties. Forward-looking statements are not historical fact, but rather are based on the Company's current plans, objectives, goals, strategies, estimates, assumptions, and projections about the Company's industry, business, and future financial results. The Company's actual results could differ materiality from those discussed in such forward-looking statements.

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.

OVERALL PERFORMANCE

COMPANY OVERVIEW

Western Alaska Minerals Corp. (formerly 1246779 B.C. Ltd.) ("WAM", "779" or the "Company") was incorporated in the province of British Columbia on April 8, 2020. The Company is a public company whose common shares are listed for trading on the TSX Venture Exchange ("TSXV") under the symbol "WAM".

The head office of the Company is located 3573 East Sunrise Drive, Suite 233, Tucson, Arizona, 85718 USA.

On November 10, 2021, the Company completed the acquisition of Western Alaska Copper and Gold Company ("WACG"), a private Alaska-based company that was incorporated on June 15, 2010. WACG is in the business of pursuing and developing property interests that are considered to be sites of potential economic mineralization. The Company acquired all of the issued and outstanding shares of WACG under a share purchase agreement (the "Reverse Takeover Transaction", the "Transaction" or the "RTO"). In connection to the Transaction, the Company changed its name from 1246779 B.C. Ltd. to Western Alaska Minerals Corp., operating the primary business of WACG.

On the closing of the RTO, WACG became a wholly owned subsidiary of the Company. As WACG is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation on June 15, 2010, are included in the Company's consolidated financial statements at their historical carrying values.

The Company has no substantial revenue and supports its operations through the sale of equity. The value of any mineral property is dependent upon the existence or potential existence of economically recoverable mineral reserves. See section related to "Risk Factors" in this statement.

OVERALL PERFORMANCE, CONTINUED

REVERSE ACQUISITION

On November 10, 2021, pursuant to the Business Combination Agreement (the "Agreement') the Company and WACG completed a merger whereby the Company acquired all the issued and outstanding common shares of WACG, as a means by which WACG attained a public listing of its common shares. The Company also completed a concurrent financing of C$5.2 million to finance mineral properties exploration and corporate expenditures.

Pursuant to the Business Combination Agreement:

- The Company consolidated its issued and outstanding capital at a ratio that resulted in 1,510,314 WAM common shares outstanding. The WAM common shares issued in connection with the Transaction were issued on a post-consolidation basis.
- The Company and WACG completed a three-cornered merger (the "Merger") whereby a wholly owned subsidiary of WAM, WACG Acquisition Co. ("Subco"), merged with WACG. Upon completion of the merger, one WACG common share was exchanged for 10,000 WAM common shares for non-US residents and for either (i) 100 WAM proportional shares; or (ii) 1,000 WAM common shares and 90 WAM proportional shares for US residents. An aggregate of 4,470,000 WAM common shares were issued, along with 260,700 WAM proportional shares. Each WAM proportional share is exchangeable into 100 WAM common shares at the option of the holder. The ability to convert the proportional shares is subject to a restriction that the aggregate number of common shares and proportional shares held by US residents may not exceed 40% of the aggregate number of common shares and proportional shares issued and outstanding after such conversions.
- At the closing of the Transaction, the shareholders of WACG became major shareholders of WAM. Accordingly, WACG is considered to have acquired WAM with the transaction being accounted for as a reverse takeover of WAM by WACG shareholders.

The acquisition constitutes an asset acquisition as the Company does not meet the definition of a business, as defined in IFRS 3, Business Combinations. Additionally, as a result of the RTO, the statement of financial position has been adjusted for the elimination of the Company's share capital, contributed surplus and accumulated deficit within shareholders' equity.

As a result of this asset acquisition, a listing expense of $1,078,929 has been recorded. This reflects the difference between the estimated fair value of WACG common shares deemed to have been issued to the Company's shareholders less the fair value of the assets of the Company acquired.

COMMON AND PROPORTIONATE SHARES

Pursuant to the RTO transaction, each WACG common share ("WACG common share") held by a U.S. Resident shareholder was exchanged for either: (i) a "Merger Unit", comprised of 1,000 WAM common shares ("WAM common shares" or "common shares") and 900 Proportional Shares ("WAM proportional shares" or "proportional shares"); or (ii) 1,000 Proportional Shares and each WACG common share held by a Non-U.S. Resident shareholder was exchanged for 10,000 WAM common shares. The Proportional Shares are, in effect, common shares compressed at the ratio of 100:1 which have voting and economic rights on an as-converted basis. The Proportional Shares are convertible to common shares at the request of the shareholder and with the consent of the Company.

OVERALL PERFORMANCE, CONTINUED

REVERSE ACQUISITION, CONTINUED

The allocation of consideration transferred is summarized as follows:

Consideration:		
Fair value of shares issued	$	1,030,972
Total consideration		1,030,972
Fair value of net assets of the Company:		
Cash		5,484
GST receivable		4,626
Accounts payable and accrued liabilities		(44,762)
Other payable		(13,305)
Total net assets		(47,957)
Listing expense	$	1,078,929

FINANCINGS

On May 5, 2022, the Company issued by private placement, an aggregate of 4,170,000 common shares for gross proceeds of CAD$5,004,000 and incurred share issue costs of $129,765.

On November 10, 2021, the Company issued 6,124,506 WAM common shares for the concurrent RTO financing of C$5.2 million and incurred share issuance costs of $0.4 million.

On May 26, 2021, WACG issued by private placement, an aggregate of 605 WACG common shares for gross proceeds of $2,722,500, and incurred share issue costs of $152,064.

On March 31, 2021, WACG issued 120 WACG common shares in accordance with the acquisition of Illinois Creek and were valued upon issuance at $540,000.

In fiscal 2020, WACG issued by private placement, an aggregate of 129 WACG common shares for gross proceeds of $838,500, and incurred share issue costs of $34,615.

During the year ended December 31, 2021, 89 WACG common shares were issued for consulting services.

USE OF PROCEEDS

Net proceeds of the financings are used to explore the Company's Alaskan projects and corporate expenditures.

OVERALL PERFORMANCE, CONTINUED

EXERCISE OF STOCK OPTIONS

During the three months ended March 31, 2022, 300,000 common shares were issued from stock option exercises.

During the year ended December 31, 2021, 42 WACG common shares were issued from stock option exercises.

During the year ended December 31, 2020, 13 WACG common shares were issued from stock option exercises.

DISCUSSION OF OPERATIONS

MINERAL PROPERTY EXPLORATIONS

Schedule of cumulative exploration and evaluation properties costs:

	Round Top Property	Honker Property	Illinois Creek Property	Total
	$	$	$	$
December 31, 2020	**5,008,221**	**266,500**	**-**	**5,274,721**
Acquisition costs	-	-	4,930,000	4,930,000
Claim maintenance	72,600	14,750	40,845	128,195
DNR permit fees	2,090	3,050	6,161	11,301
Assays	-	11,958	147,857	159,815
Camp food, supplies & accommodations	-	-	96,410	96,410
Camp labor/payroll costs	-	40,825	535,254	576,079
Consultant fees	-	-	120,927	120,927
Drilling	-	176,038	798,437	974,475
Equipment	11,240	21,170	493,181	525,591
Fixed wing & fuel	-	-	387,457	387,457
Helicopter & fuel	-	69,390	80,634	150,024
Travel	-	-	45,397	45,397
Access route engineering	-	-	190,042	190,042
Other field expenses	47	-	39,947	39,994
Reclassification of joint venture exploration costs	-	-	1,373,215 *	1,373,215
December 31, 2021	**5,094,198**	**603,681**	**9,285,764**	**14,983,643**
DNR permit fees	-	-	1,869	1,869
Assays	-	-	29,957	29,957
Camp food, supplies & accommodations	-	-	53,429	53,429
Consultant fees	4,023	-	2,891	6,914
Depreciation of equipment	-	-	4,681	4,681
Equipment	-	-	149,932	149,932
Fixed wing & fuel	-	-	2,006	2,006
Travel	-	-	2,588	2,588
Access route engineering	-	-	92,182	92,182
Other field expenses	-	-	28,451	28,451
March 31, 2022	**5,098,221**	**603,681**	**9,653,750**	**15,355,652**

* *of which $1,314,523 was incurred prior to 2021.*

Round Top Property, Alaska

The Round Top property is a large copper-molybdenum-silver (Cu-Mo-Ag) porphyry system that includes both high grade copper surface discoveries and drill intercepts to a depth of 800 meters. Cu-Mo-Ag mineralization is associated with Cretaceous (+/- 74 Ma) age intrusive rocks. The Property consists of 92 state mineral claims, owned 100% by WACG, located in the Mount McKinley and Nulato mining districts of Alaska.

DISCUSSION OF OPERATIONS, CONTINUED

Illinois Creek Mine Project, Alaska

The Company's most advanced stage asset is the Illinois Creek oxide gold-silver project, a past-producing run of mine (ROM) heap leach mine, camp and airstrip that operated between 1997 and 2002. The project has an updated February 2021 43-101 resource estimate of 525 koz of AuEq @ +1.3 g/t.

On March 31, 2021, WACG and one of its shareholders, Joe Piekenbrock, entered into a stock purchase agreement (the "Illinois Creek Agreement"), whereby WACG acquired 100% of the issued and outstanding common shares of an Alaska private company, Piek Incorporated ("Piek"), in exchange for 120 WACG common shares (valued at $540,000) and $3,698,000 payable by the issuance of a promissory note.

Piek is the sole owner of 110 state mineral claims, known as the Illinois Creek Project, located in the Mount McKinley mining district of Alaska. An additional 86 claims were staked by WACG in 2021, after the acquisition of Piek.

Honker Property, Alaska

The Honker Property is a gold-silver (Au-Ag) low sulfidation vein system discovered in 1981 located approximately six miles north of the Illinois Creek Mine. It consists of 24 state mineral claims, owned 100% by WACG, located in the Mount McKinley mining district of Alaska.

2021 AND 2022 EXPLORATION ACTIVITIES

2022

The Company's camp in the District has recently reopened and additional equipment and camp expansion materials are now being delivered to camp. The 2022 exploration program will include geophysical surveys and 6,000+ meters of drilling utilizing the two Company-owned drill rigs. The focus of the drilling will be on step-out drilling of the Waterpump Creek CRD system to gauge the overall footprint of the bonanza Ag-Zn-Pb mineralization encountered in 2021.

2021

On February 2, 2021, the Company completed an updated Illinois Creek Resource Estimate – NI 43-101; the Resource Estimate for the combined In-Situ and Leach estimates the indicated plus inferred gold-silver resource at Illinois Creek Mine to be 525,000 oz of gold equivalent with tonnage of 12.0 million tons, and an average grade of 1.36 g/t gold equivalent (silver values converted into ounces of gold). The contained metal is 357,000 oz of gold and 13.4 million oz of silver.

DISCUSSION OF OPERATIONS, CONTINUED

2021 AND 2022 EXPLORATION ACTIVITIES, CONTINUED

During the summer of 2021, the Company completed a total of 19 drill holes on the Illinois Creek Project for approximately 2,331.8 metres, including 8 holes which were completed on the extensions of the Illinois Creek oxide deposit, in accordance with the recommendations set out in the aforementioned NI 43-101 Report for the project. Included in the 19 drill holes completed, are a total of 9 drill holes totaling 851 meters of drilling have been completed at Waterpump Creek, targeting both the shallow high-grade oxide mineralization and the deeper high-grade sulfide carbonate replacement mineralization previously encountered by Anaconda and NovaGold. The Company also drilled 6 exploration holes at the Honker Property totaling to 636.3 metres.

SUMMARY OF MATERIAL DRILL RESULTS

Shown below are the results of the 2021 drilling at Waterpump Creek. Management was very pleased with encountering industry leading Ag/Zn/Pb values in both the oxide and sulfide intervals drilled. Most notably WPC21-02 cut 15.7 metres true thickness of 256 g/t Ag, 6.4% Pb and 0.7% Zn in oxide mineralization, and WPC21-09 cut 9.1 meters true thickness of 522 g/t Ag, 14.5% Pb and 22.5% Zn in deeper sulfide mineralization dominated by massive sphalerite and argentiferous galena. Mineralization at Waterpump Creek occurs as a manto (blanket-like) massive sulfide replacement of hosting carbonate rock dipping gently to the east. Based on these high-grade 2021 results, 2022 drilling has been refocused on beginning to expand and test the Waterpump Creek sulfide mineralization both down dip and along strike from the 2021 drilling. Current plans are to re-open the Illinois camp in early April 2022 and begin offset drilling in mid May 2022.

2021 Waterpump Creek Drill Results

Drill hole	**From (meters)**	**To (meters)**	**Thickness (meters)**	**True Thickness (meters)**	**Ag g/t**	**Pb %**	**Zn %**	**AgEq g/t*** **
WPC21-01	**21.5**	**32.4**	**7.4** *(3.1 NR*)*	7.4	**20**	**0.4**	**2.5**	**134**
WPC21-02	**23.2**	**39.9**	**16.7**	**15.7**	**256**	**6.4**	**0.7**	**484**
including	*23.2*	*26.2*	*3.0*	*2.8*	*1094*	*27.4*	*0.3*	***1960***
	36.9	*39.9*	*3.0*	*2.8*	*287*	*2.1*	*2.8*	***466***
WPC21-03	**50.9**	**52.4**	**1.5**	**1.4**	**1337**	**nil**	**nil**	**1337**
	63.1	**75.6**	**9.7** *(2.8 NR*)*	**9.1**	**89**	**7.7**	**6.3**	**584**
WPC21-04	**64.9**	**71.2**	**6.3**	**5.9**	**76**	**nil**	**5.2**	**283**
including	*64.9*	*66.4*	*1.5*	*1.4*	*315*	*nil*	*0.5*	*335*
WPC21-05	**35.6**	**50.9**	**11.9** *(3.4 NR*)*	**11.2**	**149**	**nil**	**2.0**	**230**
including	*35.6*	*39.0*	*3.4*	*3.2*	*507*	*nil*	*0.4*	***523***
WPC21-06	**119.7**	**122.8**	**3.1**	**2.9**	**8**	**0.4**	**2.5**	**122**
WPC21-07	FWonly							
WPC21-08	Lost In HW							
WPC21-09**	**109.4**	**120.9**	**10.5** *(1.0 NR*)*	9.1	**522**	**14.5**	**22.5**	**1886**

* *NR- No Sample Recovery*
** *Restated with additional assays to those previously released*
*** *Ag Equivalencies based on spot prices of $22/oz Ag, $1.00/lb Pb, and $1.30/lb Zn*

FINANCIAL RESULTS

OVERALL PERFORMANCE

During the three months ended March 31, 2022, and the year ended December 31, 2021, the Company's main focus was the acquisition of Illinois Creek Project and its related exploration activities, as well as the reverse acquisition of 1246779 B.C. Ltd. which explained the significant increase in expenses in 2021 compared to 2020.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's most recent 8 quarterly results:

	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2020
Expenses	$456,949	$1,818,896	$87,951	$592,923	$209,609	$62,371	$18,898	$52,471
Loss for the period	$456,949	$1,818,896	$87,951	$592,923	$209,609	$62,371	$18,898	$52,471
Pre-RTO: Weighted Average number of common shares outstanding	N/A	N/A	3,054	2,623	2,555	2,543	2,543	2,543
Post-RTO: Weighted Average number of common shares outstanding	13,685,096	6,710,279	N/A	N/A	N/A	N/A	N/A	N/A
Weighted Average number of proportional shares outstanding	246,731	144,520	N/A	N/A	N/A	N/A	N/A	N/A
Loss per share*	$(0.03)	$(1.37)	$(28.80)	$(226.05)	$(82.04)	$(24.53)	$(7.43)	$(20.63)
Exploration and evaluation assets - additions	$367,328	$759,505	$1,533,983	$7,337,103	$78,331	$107,591	$16,875	$72,065

*The weighted average number of shares outstanding and loss per share for fiscal year ended December 31, 2021, have been adjusted for the exchange of WACG common shares to WAM common shares post the RTO.

Overall, during the eight recently completed quarters, the Company was in an expansion mode especially starting from the first quarter of 2021 whereby the Company incurred more expenses as it was preparing to go public.

The Company's operating losses are due to ongoing mineral exploration costs, filing fees and professional fees such as 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 and resource constraints.

Results of Operations for the Three Months ended March 31, 2022

The loss for the three months ended March 31, 2022, was $474,020 compared to $217,810 for the three months ended March 31, 2021. The increase in the loss from 2021 to 2022 was mainly due to 2022 being the first year of the Company being a publicly traded company and thus increase in corporate related expenses such as increased office and sundry expenses of $114,199, consulting fees of $111,023, marketing expenses of $81,528 and increased professional fees of $66,637.

Transaction with Related Parties

The Company's related parties include its subsidiaries, key management personnel, and companies related by way of directors or shareholders in common. Transactions with related parties for goods and services are made on normal commercial terms.

Key Management Personnel Compensation

Key management personnel include the Company's Board of Directors and members of senior management.

Three Months ended – March 31, 2022	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	$ 45,000	$ 8,191
Nathan Brewer	Director	-	3,510
David Smallhouse	Director	-	3,510
Gregory Anderson	Senior VP/Director	18,750	10,531
Kevin Nishi	Director	-	3,510
A company controlled by Alex Tong	CFO	18,658	4,680
Joan Marrs	VP Operations	15,000	4,680
Joe Piekenbrock*	Chief Exploration Officer	33,750	3,510
		$ 131,158	$42,122

Three Months ended – March 31, 2021	Position	Cash Compensation	Share-based Compensation
Joe Piekenbrock*	Chief Exploration Officer	$ 33,750	$ -

*On March 31, 2021, the Company issued 120 WACG common shares (valued at $540,000) and $3,698,000 promissory note payable to a company controlled by Joe Piekenbrock for the Illinois Creek Claims.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes the fully diluted number of common shares outstanding as at March 31, 2022 and the date of this MD&A if all outstanding and vested options were exercised to purchase common shares:

	March 31, 2022 Undiluted	March 31, 2022 Fully diluted common shares
Common shares	14,610,520	14,610,520
Proportionate shares	238,643	23,864,300
Total Common shares		38,474,820
Options	3,230,000	3,230,000
Fully Diluted Common shares		41,704,820

	As at date of MD&A Undiluted	As at date of MD&A Fully diluted common shares
Common shares	14,630,520	14,630,520
Proportionate shares	238,643	23,864,300
Total Common shares		38,474,820
Options	3,485,000	3,485,000
Fully Diluted Common shares		41,959,820

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company’s objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

<u>Working Capital</u>

As at March 31, 2022, the Company had working capital of $403,633 (December 31, 2021 - $1,080,355).

<u>Cash</u>

As at March 31, 2022, the Company had cash of $1,122,402 (December 31, 2021 - $1,904,981).

<u>Cash Provided by Operating Activities</u>

Cash used in operating activities during the three months ended March 31, 2022, was $355,628. Cash was mostly spent on marketing, office and sundry and professional fees.

Cash Used in Investing Activities

During the three months ended March 31, 2022, the Company spent $367,328 on exploration of mineral properties. During the three months ended March 31, 2021, the Company spent $11,438 on mineral exploration and evaluation assets.

Cash Generated by Financing Activities

During the three months ended March 31, 2022, the Company received gross proceeds of $30,000 from exercise of stock options.

The Company has a promissory note of $3,200,000 with 2% interest charge per annum. The repayment details are noted on Note 8 of the Company's condensed interim consolidated financial statements.

GOING CONCERN

The recoverability of amounts shown as mineral exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the mineral property interests. Realized values may be substantially different than carrying values as recorded in these financial statements.

The Company's condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At March 31, 2022, the Company had not achieved profitable operations, had an accumulated deficit of $3,810,546.

There is presently an ongoing global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's common shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company's operations.

Requirement of Additional Equity Financing
The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Common Shares to finance its business operations. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments are accounted for in accordance with IFRS 9, "Financial Instruments: Classification and Measurement". A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

FINANCIAL INSTRUMENTS

Financial Assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI") or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed.

All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Impairment of Financial Assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An 'expected credit loss' impairment model applies which applies a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows; the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Liabilities

Financial liabilities are designated as either (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and loans payable are classified under other financial liabilities and carried on the statement of financial position at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different; in which case a new financial liability based on the modified terms is recognized at fair value.

RISK MANAGEMENT

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and amounts receivable. The Company limits the exposure to credit risk in its cash by only investing its cash with high-credit quality financial institutions in business and savings accounts, in guaranteed investment certificates, and in government treasury bills which are available on demand by the Company for its programs.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

a) Interest Rate Risk – The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

b) Foreign Currency Risk – The Company has identified its functional currencies as the US dollar and the US dollar. Business is transacted in Canadian dollars and US dollars. The Company maintains US dollar bank accounts in Canada and the United States to support the cash needs of its operations.

c) Commodity Price Risk – While the value of the Company's mineral properties is related to the price of gold and silver and the outlook for these minerals, the Company does not currently have any operating mines and therefore does not have any hedging or other commodity-based risks with respect to its operating activities.

Historically, the price of gold and silver has fluctuated significantly and is affected by numerous factors outside of the Company's control including, but not limited to, industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities, and certain other factors related specifically to gold and silver.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring, and developing mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund acquisitions and its other activities. The risks and uncertainties are described in the Company's year ended December 31, 2021, MD&A and can be found on www.sedar.com. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may exist.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The components of mineral properties are described in Note 5 of the consolidated interim financial statements.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

OFF-BALANCE SHEET TRANSACTIONS

There are no off-balance sheet transactions that have not been disclosed herein.

CRITICAL ACCOUNTING ESTIMATES

A detailed summary of all the Company's significant accounting policies is included in Note 2 of the consolidated financial statements of the Company for the years ended December 31, 2021 and 2020.

CHANGES IN ACCOUNTING POLICIES

Certain new accounting standards and interpretations have been published that are not mandatory for the March 31, 2022 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

IAS 1 – Presentation of Financial Statements

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

The Company anticipates that the application of the above amendment will have no material impact on its results and financial position.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109 ("NI 52-109"), Certification of Disclosure in Issuer's Annual and Interim Filings, adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying MD&A. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Management's Responsibility over Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been property reflected in the financial statements.