

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

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2022 AND 2021

(EXPRESSED IN UNITED STATES DOLLARS)

INTRODUCTION

The following Management's Disclosures and Analysis ("MD&A") is presented as at November 18, 2022, and provides an analysis of the financial results of Western Alaska Minerals Corp. ("WAM" or the "Company") for the three and nine months ended September 30, 2022. It should be read in conjunction with the Company's condensed interim consolidated financial statements for the three and nine-month period ended September 30, 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 International Accounting Standard ("IAS") 34 – Interim Financial Reporting. All amounts are expressed in U.S. dollars unless otherwise indicated (C\$ - Canadian dollars). 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 materially 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 at 3573 East Sunrise Drive, Suite 233, Tucson, Arizona, 85718 USA.

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.

HIGHLIGHTS

On September 6, 2022, the Company completed its final tranche of a non-brokered private placement for \$1.7 million (C\$2.2 million) and issued 548,780 common shares at C\$4.10 per share. The proceeds will be used predominately to fund the extension of the Company’s 2022 exploration program.

On August 22, 2022, the Company completed its first tranche of a non-brokered private placement for \$7.5 million (C\$9.8 million) and issued 2,378,219 common shares at C\$4.10 per share. The proceeds will be used predominately to fund the extension of the Company’s 2022 exploration program.

The Company completed a \$3.9 million (C\$5 million) non-brokered private placement during the quarter and issued 4,170,000 common shares at C\$1.20 per share in early May 2022.

In April 2022, the Company began its 2022 exploration program and has favorable results to date, including a 337g/t silver, 16.7% zinc, and 10.0% lead over 11.5 meters’ intercept in hole: WPC 22-11 and achieving 47 and 101.7 meters of massive sulfide replacement mineralization intercept in holes: WPC 22-17 and 18 respectively. Drill hole WPC22-18 returned results including 102.7 meters grading 159 g/t (5.1 OZ/T) silver, 5.4% zinc and 5.3% lead including 18.5 meters grading 335 g/t (10.8 OZ/T) silver, 2.2% zinc and 12.0% lead and 7.2 meters grading 349 g/t (11.2 OZ/T) silver, 7.3% zinc and 9.7% lead.

COMMON AND PROPORTIONAL 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.

DISCUSSION OF OPERATIONS

PROPERTY DESCRIPTIONS

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.

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. The Company's Waterpump Creek property is located within the Illinois Creek Mine project.

On October 17, 2018, WACG and one of its shareholders, Joe Piekenbrock, entered into an Operating Agreement to form the Illinois Creek Joint Venture LLC (the "JV"). Pursuant to the JV Operating Agreement, WACG issued 346 WACG common shares valued at \$692,000. 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 and 149 new claims were staked by WACG in 2022.

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.

MINERAL PROPERTY EXPLORATIONS

2022 EXPLORATION ACTIVITIES

The Company's Illinois Creek camp opened in April 2022 and commenced drilling May 23rd at its Waterpump Creek property. 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.

During June 2022, the Company's drilling program has encountered mineralization similar to that reported in 2021 in drill hole WPC21-09. In addition to the drill program, the Company completed a data collection controlled-source audio-magnetotellurics (CSMAT) geophysical program over the entire Illinois Creek property, including the Last Hurrah and Waterpump Creek area. Preliminary results showing numerous structural zones and new targets.

In July 2022, the Company reported visual observations of core from drilling at Waterpump Creek that intercepted 47 and 101.7 meters of massive sulfide carbonate replacement mineralization in drill holes WPC22-17 and 18. The 2022 drill program is ongoing.

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
Claim maintenance	-	-	37,351	37,351
DNR permit fees	-	-	1,869	1,869
Assays	-	-	172,901	172,901
Camp food, supplies & accommodations	-	-	911,843	911,843
Camp labour/payroll costs	-	-	883,187	883,187
Consultant fees	6,917	-	240,134	247,051
Depreciation of equipment	-	-	26,209	26,209
Drilling	-	-	2,119,049	2,119,049
Equipment	-	-	473,502	473,502
Fuel	-	-	413,115	413,115
Fixed wing & fuel	-	-	877,427	877,427
Helicopter & fuel	-	-	194,813	194,813
Travel	-	-	101,558	101,558
Access route engineering	-	-	155,028	155,028
Other field expenses	-	-	128,338	128,338
September 30, 2022	5,101,115	603,681	16,022,088	21,726,884

^{*} of which \$1,314,523 was incurred prior to 2021.

SUMMARY OF MATERIAL DRILL RESULTS

The 2022 results from the first 23 holes drilled into the Waterpump Creek structural zone allows recognition of a continuous elongate ribbon (“manto”) of massive sulfides 30 to 75 meters wide and 400 meters in length. Hole WPC22-18 lies at the intersection of the WPC and Illinois Creek structures and cut 103 meters of massive sulfides. The mineralization in WPC22-18 includes sections with mineralogy and grades similar to those of WPC22-20 and all the other sulfide-bearing holes in the area, but also includes a late massive pyrite stage that is not seen in the surrounding holes. The combination of the location of WPC22-18 at a major structural intersection, the presence of multiple zones of multi-stage high-grade Ag-Pb-Zn sulfides that thin progressively through the surrounding holes, and the late pyrite stage strongly suggest that WPC22-18 cut a “feeder” chimney through which mineralizing fluids rose before traveling laterally through WPC22-20, etc., to create the emerging elongate sulfide manto.

2022 Waterpump Creek Drill Results

Drill hole	From (meters)	To (meters)	Thickness (meters)	Ag g/t	Pb %	Zn %
WPC22-07	136.4	142.5	5.1	459	12.1	14.8
WPC22-07	150.1	164.4	14.3	54	10.3	1.9
WPC22-08	114.6	125.5	10.9	157	9.9	6.4
WPC22-11	139.1	150.6	11.5	337	16.7	10.0
WPC22-11	152.7	156.3	3.6	151	22.3	5.1
WPC22-13	150.1	152.9	2.8	1304	2.5	37.1
WPC22-13	158.4	160.8	2.4	820	15.0	13.0
WPC22-17	125.5	174.3	48.8	144	9.0	5.5
WPC22-18	147.2	248.9	101.7	160	5.4	5.3
WPC22-20	166.6	178.0	11.4	284	14.8	10.9
WPC22-20	185.2	205.9	20.7	171	9.4	5.8

Shown below are the results of the 2021 drilling at Waterpump Creek. Management was pleased with encountering industry leading Ag/Zn/Pb values in both the oxide and sulfide intervals drilled. Most notably WPC21-02 and WPC21-09 with deeper sulfide mineralization dominated by massive sphalerite and argentiferous galena.

2021 Waterpump Creek Drill Results

Drill hole	From (meters)	To (meters)	Thickness (meters)	Ag g/t	Pb %	Zn %
WPC21-01	21.5	32.4	7.4 (3.1 NR*)	20	0.4	2.5
WPC21-02	23.2	39.9	16.7	256	6.4	0.7
including	23.2	26.2	3.0	1094	27.4	0.3
	36.9	39.9	3.0	287	2.1	2.8
WPC21-03	50.9	52.4	1.5	1337	nil	nil
	63.1	75.6	9.7 (2.8 NR*)	89	7.7	6.3
WPC21-04	64.9	71.2	6.3	76	nil	5.2
including	64.9	66.4	1.5	315	nil	0.5
WPC21-05	35.6	50.9	11.9 (3.4 NR*)	149	nil	2.0
including	35.6	39.0	3.4	507	nil	0.4
WPC21-06	119.7	122.8	3.1	8	0.4	2.5
WPC21-09**	109.4	120.9	10.5 (1.0 NR*)	522	14.5	22.5

* NR- No Sample Recovery

** Restated with additional assays to those previously released

FINANCINGS

On September 6, 2022, the Company issued by private placement, an aggregate of 548,780 common shares for gross proceeds of \$1.7 million (C\$2.2 million).

On August 19, 2022, the Company issued by private placement, an aggregate of 2,378,219 common shares for gross proceeds of \$7.5 million (C\$9.8 million) and incurred share issue costs of \$0.4 million and issued 36,585 finder's shares.

On May 5, 2022, the Company issued by private placement, an aggregate of 4,170,000 common shares for gross proceeds of \$3.9 million (C\$5million) and incurred share issue costs of \$0.1 million

On November 10, 2021, the Company issued 6,124,506 WAM common shares for the concurrent RTO financing of \$4.2 million (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.

EXERCISE OF STOCK OPTIONS

During the nine months ended September 30, 2022, 982,500 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.

FINANCIAL RESULTS

OVERALL PERFORMANCE

During the three and nine months ended September 30, 2022, the Company's main focus was the exploration drilling and assaying of the Company's Waterpump Creek property located within the Illinois Creek Project. The Company also completed a \$9.2 million (C\$12 million) financing during the quarter to fund the expanded 2022 exploration program and corporate expenses.

SUMMARY OF QUARTERLY RESULTS

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

	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	\$636,728	\$641,397	\$456,968	\$1,818,896	\$112,251	\$592,923	\$217,810	\$62,371
Loss for the period	\$623,471	\$655,234	\$474,020	\$1,818,896	\$87,951	\$592,923	\$217,810	\$62,371
Pre-RTO: Weighted Average number of common shares outstanding	N/A	N/A	N/A	N/A	3,054	2,623	2,555	2,543
Post-RTO: Weighted Average number of common shares outstanding	20,487,428	17,193,817	13,685,096	6,710,279	N/A	N/A	N/A	N/A
Weighted Average number of proportional shares outstanding	238,643	238,643	238,643	144,520	N/A	N/A	N/A	N/A
Loss per share	\$(0.03)	\$(0.04)	\$(0.03)	\$(1.37) *	\$(28.80)	\$(226.05)	\$(82.04)	\$(24.53)
Exploration and evaluation assets - additions	3,774,137	2,507,785	\$449,364	\$759,505	\$1,533,983	\$7,337,103	\$78,331	\$107,591

*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 Management fees and consulting and marketing expenses for the Company's management team and its external resources to assist with the Company's engagement with its shareholders and increase in market exposure to the Capital markets. In addition, the Company issued stock options during the year and were expensed as share-based payment.

Results of Operations for the Three Months ended September 30, 2022

The loss for the three months ended September 30, 2022 was \$623,471 compared to \$87,951 for the three months ended September 30, 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 consulting fees of \$281,826, management fees of \$139,161, share-based payments of \$50,992 increased professional fees of \$78,226.

Results of Operations for the Nine Months ended September 30, 2022

The loss for the nine months ended September 30, 2022 was \$1,752,725 compared to \$898,684 for the nine months ended September 30, 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 consulting fees of \$466,845, management fees of \$432,721, marketing expenses of \$215,440 and increased share-based payments of \$314,885.

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 – September 30, 2022	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	\$ 45,000	\$ 3,820
Nathan Brewer	Director	-	4,677
David Smallhouse	Director	-	4,677
Gregory Anderson	Senior VP/Director	18,750	4,912
Kevin Nishi	Director	-	4,677
A company controlled by Alex Tong	CFO	22,973	2,183
Joan Marrs	VP Operations	15,000	2,183
Joe Piekenbrock*	Chief Exploration Officer	33,750	1,637
		\$ 135,473	\$ 28,766

Three Months ended – September 30, 2021	Position	Cash Compensation	Share-based Compensation
Joe Piekenbrock*	Chief Exploration Officer	\$ 33,750	\$ -

Nine Months ended – September 30, 2022	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	\$ 135,000	\$ 17,786
Nathan Brewer	Director	-	27,979
David Smallhouse	Director	-	27,979
Gregory Anderson	Senior VP/Director	56,250	22,869
Kevin Nishi	Director	-	27,979
A company controlled by Alex Tong	CFO	91,534	10,163
Joan Marrs	VP Operations	45,000	10,163
Joe Piekenbrock*	Chief Exploration Officer	101,250	7,622
		\$ 429,034	\$ 152,540

Nine Months ended – September 30, 2021	Position	Cash Compensation	Share-based Compensation
Joe Piekenbrock*	Chief Exploration Officer	\$ 101,250	\$ -

*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 September 30, 2022 and the date of this MD&A if all outstanding and vested options were exercised to purchase common shares:

	September 30, 2022 Undiluted	September 30, 2022 Fully diluted common shares
Common shares	22,426,604	22,426,604
Proportionate shares	238,643	23,864,300
Total Common shares		46,290,904
Options	2,822,500	2,822,500
Fully Diluted Common shares		49,113,404

	As at date of MD&A Undiluted	As at date of MD&A Fully diluted common shares
Common shares	22,426,604	22,426,604
Proportionate shares	238,643	23,864,300
Total Common shares		46,290,904
Options	3,057,500	3,057,500
Fully Diluted Common shares		49,348,404

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.

Working Capital

As at September 30, 2022, the Company had working capital of \$3,800,740 (December 31, 2021 - \$1,080,355).

Cash

As at September 30, 2022, the Company had cash of \$6,241,630 (December 31, 2021 - \$1,904,981).

Cash Provided by Operating Activities

Cash used in operating activities during the nine months ended September 30, 2022, was \$1,363,607. Cash was mostly spent on marketing, consulting fees, management fees and professional fees, and deposits for drilling equipment

Cash Used in Investing Activities

During the nine months ended September 30, 2022, the Company spent \$6,064,799 on exploration of mineral properties. During the nine months ended September 30, 2021, the Company spent \$2,307,293 on exploration drilling and assays on its exploration and evaluation properties.

Cash Generated by Financing Activities

During the nine months ended September 30, 2022, the Company received proceeds of \$12,606,744 from private placements, net of finder's fees, and received gross proceeds of \$531,782 from exercise of stock options.

The Company has a promissory note payable of \$3,100,000 with 2% interest charge per annum. The repayment details are noted on Note 9 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 September 30, 2022, the Company had not achieved profitable operations, had an accumulated deficit of \$5,089,251.

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 6 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.

CHANGES IN ACCOUNTING POLICIES

Certain new accounting standards and interpretations have been published that are not mandatory for the September 30, 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.

IAS 12 – Income Taxes

An amendment to IAS 12 was issued in May 2021 and applies to annual periods beginning on or after January 1, 2023. The amendment narrowed the scope of the recognition exemption so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences such as deferred taxes on leases and decommissioning obligations.

The Company anticipates that the application of the above amendments 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 properly reflected in the financial statements.