WESTERN ALASKA MINERALS CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(EXPRESSED IN UNITED STATES DOLLARS)

INTRODUCTION

The following discussion and analysis of the operations, results, and financial position of Western Alaska Minerals Corp., the "Company", for the year ended December 31, 2023 should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2023. The effective date of this report is April 11, 2024. All figures are presented in United States dollars, unless otherwise indicated. The MD&A was prepared to confirm to National Instrument 51-102F1 and was approved by the Board of Directors prior to its release.

The audited consolidated financial statements and MD&A are presented in U.S dollars, unless otherwise indicated. The consolidated financial statements and any summary of results presented in the MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Please consult the audited consolidated financial statements for the years ended December 31, 2023 and 2022, for more complete financial information. All of the Company's public disclosure filings may be accessed via www.sedarplus.ca and at the Company's website www.westernalaskaminerals.com. Readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

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. ("WAM" or the "Company") was incorporated in the province of British Columbia on April 8, 2020. The Company is a public company whose subordinate voting 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

In May 2023, the Company completed a brokered private placement for C$7 million and issued 2,982,049 units at a price of C$2.35 per unit. Each unit consists of one subordinate voting share and one-half of one share purchase warrant. The proceeds were used to fund the Company's 2023 exploration program and Corporate overhead.

In September 2023, the Company completed a non-brokered private placement for C$1.686 million and issued 822,553 units at a price of C$2.05 per unit. Each unit consists of one subordinate voting share and one-half of one share purchase warrant. The proceeds are to fund the Company's continuing exploration program and for general corporate purposes.

SUBORDINATE AND PROPORTIONAL VOTING 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 which were reidentified as subordinate voting shares in July 18, 2023 ("WAM subordinate voting shares" or "subordinate voting 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 subordinate voting shares. The Proportional Shares are, in effect, subordinate voting 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 subordinate voting shares at the request of the shareholder and with the consent of the Company.

OUTLOOK

The Company released its maiden resource estimate of 74.9 MOZ @ 980 g/t Silver equivalent for its Waterpump Creek ("WPC") Zone in February 2024. The Company is planning to expand this resource at scale with additional drilling in 2024 by leveraging its completed geophysics study in 2023, together with the 2022 CSAMT survey, which supports two new major targets: The "LH" and "Warms Springs" targets that may connects the WPC/LH trend with the historic Illinois Creek mine gossan oxide Au/Ag deposit.

DISCUSSION OF OPERATIONS

The Company completed 5,118.5 meters of drilling in 2023. The drilling included In-fill and additional high-grade intercepts from step-out drilling at WPC, adding 45 meters to the mineralization trend, allowing for an initial NI 43-101 compliant resource estimate. In addition, the exploration drilling at LH yielded strong CRD alteration that correlates with both the 2005 and 2023 modelled geophysics and more importantly, the alteration and anomalous geochemistry occur in two separate stratigraphic units, effectively doubling the exploration potential. The Company also completed a new advanced geologic remodeling of the eleven square-kilometer high-resolution 3D geophysical survey covering both WPC and LH to determine the structural and stratigraphic controls on mineralizing fluid migration from the probable porphyry source near the Illinois Creek Mine, through LH to WPC.

PROPERTY DESCRIPTIONS

Since 2010, WAM and its founders have been exploring and advancing its interests in the Illinois Creek mining district that includes gold, silver, copper, lead, and zinc exploration targets in Western Alaska near the Yukon River.

Illinois Creek Project, Alaska: Claim Consolidation

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 115 new claims were staked by WACG in 2022.

Illinois Creek/Waterpump Creek Property, 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 that operated between 1997 and 2002. The Illinois Creek project includes a modern, fully operational camp and 4,400-foot airstrip. The NI 43-101 mineral resource estimate dated May 22, 2023, for a combined in-situ and leach pad mineral resources is stated at 253k oz gold + 9.6Moz silver (indicated), and 104k oz gold + 3.8Moz silver (inferred).

The Company's Waterpump Creek property is located within the Illinois Creek project. An exceptional high-grade silver-lead-zinc re-discovery was made in 2021, when the Company drill tested historically recognized sulfide CRD mineralization at depth. Drill hole WPC21-09 cut 10.5-meters (9.1 meters true thickness) of 522 g/t silver, 22.5% zinc and 14.4% lead of massive intergrown sphalerite and argentiferous galena down-dip of the historical drilling. This exceptional high-grade interval turned the focus on exploration, targeting the overall CRD (carbonate replacement deposit) potential on the property. An initial NI 43-101 resource estimate was released on February 22, 2024. The 'starter' (2.4Mt) resource reveals a 980 g/t AgEq for 74.9Moz AgEq hosting high-grade silver & zinc.

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.

Round Top Property, Alaska
The Round Top property, located 15.5 miles NE of the Illinois Creek project, 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.

Khotol and Paw Print, Alaska
Khotol and Paw Print are the early exploration stage properties the Company staked in 2022. 16 claims for Khotol and 18 for Paw Print, both properties located north west of the Illinois Creek Property.

MINERAL PROPERTY EXPLORATION

2023 EXPLORATION ACTIVITIES

The Company's Illinois Creek camp opened in April 2023 and commenced drilling in June 2023 at its Waterpump Creek property. The drill program was completed in late September with a hiatus for the month of August. The 2023 exploration program utilized two of the Company owned drill rigs, including its new drill to expand the Waterpump Creek CRD discovery to a scale to support a mine development project.

MINERAL PROPERTY EXPLORATION

Schedule of cumulative exploration and evaluation properties costs:

	Round Top Property	Honker Property	Illinois Creek Property	Paw Print Property[1]	Total
	$	$	$	$	$
December 31, 2021	**5,094,198**	**603,681**	**9,889,445**	**-**	**14,983,643**
Claim maintenance	72,600	17,800	89,346	6,368	186,114
DNR permit fees	-	-	1,869	-	1,869
Assays	-	-	317,092	-	317,092
Camp food, supplies & accommodations	-	-	974,300	-	974,300
Camp labour/payroll costs	35,000	9,600	1,291,226	-	1,335,826
Consultant fees	6,917	-	280,195	-	287,112
Depreciation of equipment	-	-	50,903	-	50,903
Drilling	-	-	2,226,200	-	2,226,200
Equipment	-	-	475,095	-	475,095
Fuel	-	-	437,761	-	437,761
Fixed wing & fuel	-	-	923,421	-	923,421
Helicopter & fuel	-	-	194,813	-	194,813
Travel	-	-	156,715	-	156,715
Access route engineering	-	-	163,526	-	163,526
Other field expenses	-	-	103,497	-	103,497
December 31, 2022	**5,208,715**	**631,081**	**16,971,723**	**6,368**	**22,817,887**

	Round Top Property	Honker Property	Illinois Creek Property	Paw Print Property(1)	Total
	$	$	$	$	$
December 31, 2022	**5,208,715**	**631,081**	**16,971,723**	**6,368**	**22,817,887**
Claim maintenance	72,600	19,800	63,864	5,610	161,874
DNR permit fees	150	150	150	-	450
Assays	-	-	224,525	-	224,525
Camp food, supplies & accommodations	-	-	557,884	-	557,884
Camp labour/payroll costs	-	-	1,401,858	11,200	1,413,058
Consultant fees	-	-	365,916	-	365,916
Depreciation of equipment	-	-	271,030	-	271,030
Drilling	-	-	1,298,278	-	1,298,278
Equipment	-	-	143,899	-	143,899
Fuel	-	-	179,793	-	179,793
Fixed wing & fuel	-	-	653,077	-	653,077
Helicopter & fuel	-	-	283,057	-	283,057
Travel	-	-	153,505	-	153,505
Access route engineering	-	-	25,791	-	25,791
Other field expenses	-	-	131,339	-	131,339
December 31, 2023	**5,281,465**	**651,031**	**22,725,689**	**23,178**	**28,681,363**

(1) Composed of Paw Print and Khotol properties

SUMMARY OF MATERIAL DRILL RESULTS

Management was pleased that its 2023 drilling intercepts at Waterpump Creek combined with the results from the previous 26 Waterpump Creek drill holes confirm the continuous nature of massive sulfides 30 to 75 meters wide and 495 meters in length plunging gently to the south. Assay results for the two holes that encountered significant mineralization are shown in the below chart. The Company also drilled at its LH target. In addition, the company completed an extensive 3D IP geophysical survey. This has been combined with the 2022 CSAMT survey to develop additional targets at LH and Warm Springs.

2023 Waterpump Creek Drill Results

Drill hole	From (meters)	To (meters)	Thickness (meters)	Ag g/t	Pb %	Zn %
WPC23-0029	**145.1**	**164.5**	**19.5**	**158**	**5.3**	**11.5**
Including	*145.1*	*148.1*	*3.0*	*253*	*9.7*	*15.9*
Including	*150.6*	*151.2*	*0.6*	*868*	*23.9*	*6.8*
Including	*163.1*	*163.7*	*0.6*	*429*	*15.6*	*5.8*
WPC23-0029	**176.0**	**178.9**	**2.9**	**173**	**6.7**	**13.9**
WPC23-0030	**216.6**	**238.6**	**22**	**146**	**3.3**	**9.8**
WPC23-0030	**241.4**	**249.3**	**8**	**47**	**0.8**	**13.5**
WPC23-0030	**260.6**	**300.8**	**40.2**	**262**	**10.9**	**4.5**
Including	*264.7*	*270.1*	*5.3*	*729*	*24.1*	*3.1*
Including	*278.3*	*286.9*	*8.6*	*493*	*22.9*	*2.6*
WPC23-0030	**334.6**	**336**	**1.4**	**44**	**3.6**	**6.5**

Shown below are the Twenty-eight holes drilled at Waterpump Creek in 2022. Of the 28 holes, 9 encountered mineralization, and the remainder did not. Given the sinuous, "skeletal" nature of many CRD deposits and the sharp boundaries between mineralized and non-mineralized material in CRD's, this is not an unexpected result. Of those holes which did not encounter mineralization, 12 were drilled off to the east or west sides of the manto and two missed by drilling above or below the mineralized holes and five were located on the south side of intervening wetlands along an east-west line located approximately 150 meters south of WPC22-22. These five holes suggest the manto is further west as a consequence of the intersection with the north-east trending Illinois Creek fault zone.

2022 Waterpump Creek Drill Results

Drill hole	From (meters)	To (meters)	Thickness (meters)	Ag g/t	Pb %	Zn %
WPC22-21	**150**	**155.1**	**5.1**	**789**	**22**	**14.9**
WPC22-22	**161.6**	**184.3**	**22.7**	**293**	**20.3**	**9**
including	*161.6*	*168.6*	*7*	*557*	*21.8*	*16.7*
WPC22-22	**207**	**216.5**	**9.5**	**118**	**8.7**	**3.5**
WPC22-22	**245.7**	**300.3**	**54.6**	**187**	**5.1**	**6.2**
including	*271.1*	*274.6*	*3.5*	*1223*	*8.1*	*32.5*
including	*292.6*	*300.3*	*7.7*	*311*	*1.8*	*10.1*
WPC22-20	**166.6**	**178**	**11.4**	**284**	**10.9**	**14.8**
including	*166.6*	*175*	*8.4*	*322*	*12.8*	*12.1*
including	*166.6*	*168.2*	*1.6*	*474*	*14.3*	*24.7*
including	*173.9*	*175*	*1.1*	*883*	*45.2*	*12.2*
WPC22-20	**185.2**	**205.9**	**20.7**	**171**	**5.8**	**9.4**
including	*187.8*	*189.7*	*1.9*	*272*	*7.6*	*22.3*
including	*193.4*	*196.1*	*2.7*	*297*	*10.6*	*2.8*
WPC22-18	**147.2**	**248.9**	**101.7**	**160**	**5.3**	**5.4**
including	*158.6*	*165.8*	*7.2*	*349*	*9.7*	*7.3*
including	*191.7*	*195*	*3.3*	*358*	*10.6*	*7.2*
including	*223.8*	*242.3*	*18.5*	*355*	*13.5*	*2.2*
WPC22-17	**125.5**	**174.3**	**48.8**	**144**	**5.5**	**9**
including	*125.5*	*135.3*	*9.8*	*428*	*14.1*	*15.9*
including	*160.6*	*164.7*	*4.1*	*417*	*18.3*	*14.8*
WPC22-13	**150.1**	**152.9**	**2.8**	**1304**	**37.1**	**2.5**
WPC22-13	**158.4**	**160.8**	**2.4**	**820**	**13**	**15**
WPC22-11	**139.1**	**150.6**	**11.5**	**337**	**10**	**16.7**
WPC22-11	**152.7**	**156.3**	**3.6**	**151**	**5.1**	**22.3**
WPC22-08	**114.6**	**125.5**	**10.9**	**157**	**6.4**	**9.9**
WPC22-07	**136.4**	**142.5**	**6.1**	**459**	**14.8**	**12.1**
WPC22-07	**150.1**	**164.4**	**14.3**	**54**	**1.9**	**10.3**
WPC 21-09	**109.4**	**120.9**	**11.5**	**522**	**14.4**	**22.5**

FINANCINGS

On September 1st and September 14th, 2023, the Company issued by private placement, an aggregate of 822,553 subordinate voting shares for gross proceeds of C$1.686 million, and paid cash commission of C$2,399 and issued 1,170 finder warrants.

On May 4, 2023, the Company issued by private placement, an aggregate of 2,982,049 subordinate voting shares for gross proceeds of C$7 million, and paid cash commission of C$405,469 and issued 172,540 broker warrants.

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

On August 22, 2022, the Company issued by private placement, an aggregate of 2,378,219 subordinate voting 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 subordinate voting shares for gross proceeds of $3.9 million (C$5million) and incurred share issue costs of $0.1 million

USE OF PROCEEDS

The following table sets out the planned, actual and continued uses of proceeds of each of the above listed financings. As of the date of this MD&A, there have been no variances between the planned uses of proceeds as announced by the Company and the actual and continued planned uses of the proceeds.

Previous Financing	Proposed Use of Funds as Announced by Press Release	Actual Use of Funds	Variance
May 2022 Private Placement $5,004,000	To fund the Company's 2022 exploration program on the Project, including geophysical surveys and 6,000+ meters of drilling.	Exploration activities and general working capital purposes.	Nil
August 2022 Private Placement $9,750,698	To fund the extension of the Company's 2022 exploration program on the Project, including expanding drilling meterage to 10,500 meters, to further explore along the LH area of the Project, initiate metallurgical studies, continue Yukon River access route and environmental baseline studies, fund expenditures in anticipation of the 2023 drill program and for general corporate purposes.	Exploration activities and general working capital purposes.	Nil
September 2022 Private Placement $2,249,998	To fund the extension of the Company's 2022 exploration program on the Project, including expanding drilling meterage to 10,500 meters, to further explore along the LH area of the Project, initiate metallurgical studies, continue Yukon River access route and environmental baseline studies, fund expenditures in anticipation of the 2023 drill program and for general corporate purposes.	Exploration activities and general working capital purposes.	Nil
May 2023 Private Placement $7,007,815	To fund the Company's 2023 exploration program on the Property, including step-out drilling to expand the footprint of the bonanza silver-zinc-lead mineralization of the Waterpump Creek carbonate replacement deposit, explore targets identified by the 3D inversions of historical IP geophysical data and the CSAMT geophysical survey completed in 2022, and for general corporate purposes.	Exploration activities and general working capital purposes.	Nil
September 2023 Private Placement $1,686,234	To fund the Company's continuing exploration program, including drilling targets generated by the results of drill hole (LH23-05) and for general corporate purposes.	Exploration activities and general working capital purposes	Nil

EXERCISE OF STOCK OPTIONS

On April 4, 2024, subsequent to the year ended December 31, 2023, the Company issued 100,000 subordinate voting shares for gross proceeds of $65,000 on exercise of stock options.

On November 30, 2023, the Company received $267,000 and issued 460,000 subordinate voting shares in relation to stock option exercises.

On June 23, 2023, the Company received $17,000 and issued 25,000 subordinate voting shares in relation to a stock option exercise.

On February 1, 2023, the Company received $9,000 and issued 20,000 subordinate voting shares in relation to a stock option exercise.

During the year ended December 31, 2022, the Company received $532,300 for stock option exercises and issued 982,500 subordinate voting shares from the exercises.

FINANCIAL RESULTS

OVERALL PERFORMANCE

During the year ended December 31, 2023, the Company's main focus was the 2023 drilling season with planning and coordinating for site activities and human resources at the Company's Waterpump Creek property located within the Illinois Creek Project.

SELECTED ANNUAL INFORMATION

The following sets out selected financial information from the Company's most recently completed financial periods being the years ended December 31, 2023, 2022 and 2021, and are derived from, and should be read together with, the Company's annual audited consolidated financial statements.

Summary of components of Consolidated Statements of Operations and Comprehensive Loss	Year Ended December 31, 2023 ($)	Year Ended December 31, 2022 ($)	Year Ended December 31, 2021 ($)
Operating expenses	(4,254,152)	(2,529,533)	(2,630,763)
Other items	(106,757)	(13,587)	(78,616)
Net loss	(4,360,909)	(2,543,120)	(2,709,379)
Unrealized foreign exchange on Translation of foreign operations	125,774	(255,643)	(67,439)
Comprehensive loss	(4,235,135)	(2,798,763)	(2,776,818)

Summary of components of Consolidated Statements of Financial Position	December 31, 2023 ($)	December 31, 2022 ($)	December 31, 2021 ($)
Current assets	1,397,803	3,983,312	1,926,623
Long-term deposits	-	416,810	-
Equipment	1,999,413	498,070	-
Exploration & evaluation property interests	28,681,363	22,817,887	14,983,643
Total assets	32,078,579	27,716,079	16,910,266
Current liabilities	1,161,932	2,159,219	846,268
Long-term liabilities	2,594,083	1,200,000	2,700,000
Shareholders' equity	28,322,564	24,356,860	13,363,998
Total liabilities and equity	32,078,579	27,716,079	16,910,266

SUMMARY OF QUARTERLY RESULTS

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

	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022
Expenses	$785,252	$897,373	$1,126,881	$1,444,646	$712,402	$636,728	$723,435	$456,968
Loss for the period	819,003	922,383	1,173,737	1,445,786	708,357	623,471	737,272	474,020
Pre-RTO: Weighted Average number of subordinate voting shares outstanding	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Post-RTO: Weighted Average number of subordinate voting shares outstanding	26,119,511	27,096,726	25,700,604	20,733,508	20,733,508	20,487,428	17,193,817	13,685,096
Weighted Average number of proportional shares outstanding	224,801	224,801	224,801	224,801	236,182	238,643	238,643	238,643
Loss per share	(0.03)	(0.03)	(0.04)	(0.06)	$(0.03)	$(0.04)	$(0.04)	$(0.03)
Exploration and evaluation assets – additions	$20,932	$767,248	$4,416,178	$659,118	$1,102,958	$3,774,137	$2,507,785	$449,364

Overall, during the eight recently completed quarters, the Company was in an expansion mode especially starting from the fourth quarter of 2021 whereby the Company incurred more substantial listing 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 ended December 31, 2023 and were expensed as share-based payment.

Results of Operations for the Three Months ended December 31, 2023

The loss for the three months ended December 31, 2023 was $819,003 compared to $708,357 for the three months ended December 31, 2022. The increase in the loss from 2022 to 2023 was mainly due to higher share-based payments in 2023 as well as increased in marketing expenses in 2023.

Results of Operations for the Year ended December 31, 2023

The loss for the year ended December 31, 2023 was $4,360,909 compared to $2,543,120 for the year ended December 31, 2022. The increase in the loss from 2022 to 2023 was mainly due to share-based payments when the Company granted options to officers and directors of the Company in the first quarter of 2023, as well as more marketing expenses as the Company increased its shareholder engagement in 2023.

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.

Due to/from Related Parties

As at December 31, 2023, $523,757 (December 31, 2022 - $254,250) is included in accounts payable and accrued liabilities and $2,819,083 (December 31, 2022 - $2,704,333) in promissory note from amounts owing to related parties.

Amounts owing to related parties and included in accounts payable and accrued liabilities are non-interest bearing and have no specific terms of repayment.

Key Management Personnel Compensation

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

Year ended – December 31, 2023	Position		Cash Compensation		Share-based Compensatio n
Christopher (Kit) Marrs	CEO/Director	$	288,746	$	145,970
Nathan Brewer	Director		-		108,766
David Smallhouse	Director		-		108,766
Gregory Anderson	Senior VP/Director		-		146,602
Kevin Nishi	Director		-		108,766
Susan Mitchell	Director		6,000		-
A company controlled by Alex Tong	CFO		102,027		145,022
Joan Marrs	VP Operations		206,240		145,022
Joe Piekenbrock	Chief Exploration Officer		167,582		144,706
Andy West	VP Exploration		162,187		106,091
		$	932,782	$	1,159,711

Year ended – December 31, 2022	Position		Cash Compensation		Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	$	180,000	$	20,636
Nathan Brewer	Director		-		35,760
David Smallhouse	Director		-		35,760
Gregory Anderson	Senior VP/Director		75,000		26,532
Kevin Nishi	Director		-		35,760
A company controlled by Alex Tong	CFO		113,806		11,792
Joan Marrs	VP Operations		60,000		11,792
Joe Piekenbrock	Chief Exploration Officer		135,000		8,844
		$	563,806	$	186,876

During the year ended December 31, 2023, the Company incurred share-based compensation related to directors and key management of $1,159,711 (2022 - $186,876).

All transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes the fully diluted number of subordinate voting shares outstanding as at December 31, 2023 and the date of this MD&A:

	December 31, 2023 Undiluted	December 31, 2023 Fully diluted subordinate voting shares
Subordinate voting shares	28,120,406	28,120,406
Proportionate shares	224,801	22,480,100
Total Subordinate voting shares		50,600,506
Options	3,817,500	3,817,500
Warrants	2,076,011	2,076,011
Fully Diluted Subordinate voting shares		56,494,017

	As at date of MD&A Undiluted	As at date of MD&A Fully diluted subordinate voting shares
Subordinate voting shares	28,220,406	28,220,406
Proportionate shares	224,801	22,480,100
Total Subordinate voting shares		50,700,506
Options	4,577,500	4,577,500
Restricted share units	88,538	88,538
Warrants	2,076,011	2,076,011
Fully Diluted Subordinate voting shares		57,442,555

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 December 31, 2023, the Company had working capital of $235,871 (December 31, 2022 - $1,824,093).

Cash

As at December 31, 2023, the Company had cash of $1,191,561 (December 31, 2022 - $3,842,748).

Cash Used in Operating Activities

Cash used in operating activities during the year ended December 31, 2023, was $2,269,571. Cash was mostly spent on consulting fees, management fees and travel and promotion.

Cash Used in Investing Activities

During the year ended December 31, 2023, the Company spent $5,358,643 on mineral properties exploration and $1,355,563 on equipment purchases for the camp.

Cash Generated by Financing Activities

During the year ended December 31, 2023, the Company received proceeds of $5,917,765 from an equity financing and proceeds of $293,000 from exercises of stock options.

The Company has a promissory note payable of $2,819,083 with 5% interest charge per annum. The repayment details are noted on Note 8 of the Company's audited consolidated financial statements.

CAPITAL RESOURCES

The Company does not have any capital resource commitment expenditures as at the year ended December 31, 2023.

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 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 December 31, 2023, the Company had not achieved profitable operations, had an accumulated deficit of $10,240,555.

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 Subordinate voting 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 described in the Company's year ended December 31, 2023, MD&A and can be found on www.sedarplus.ca. 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 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, 2023.

CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following new accounting standards for the fiscal 2023 reporting period:

<u>IAS 1 – Presentation of Financial Statements</u>
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.

<u>IAS 12 – Income Taxes</u>
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 application of the above amendments has no material impact on its results and financial position.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

<u>Changes in Internal Control over Financial Reporting ("ICFR")</u>

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.

<u>Management's Responsibility over Financial Statements</u>

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.