BITTERROOT RESOURCES LTD.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year ended October 31, 2021
As of February 24, 2022

INTRODUCTION

Bitterroot Resources Ltd. is a mineral resource company engaged directly and indirectly through its wholly-owned subsidiaries, (collectively referred to herein as "the Company" or "Bitterroot"), in the acquisition and exploration of mineral properties.

In the Upper Peninsula of Michigan, Bitterroot's wholly-owned subsidiary Trans Superior Resources, Inc. (Trans Superior) holds a leasehold interest in the LM Property, which hosts a conduit-hosted nickel-copper-PGM target. The LM Property is located 25 kilometres west of the Eagle nickel-copper-PGM mine, in a similar geologic setting. In February 2020, the Company entered into an option/joint venture agreement whereby privately-held Below Exploration, Inc. ("Below") funded drilling and related costs of US$285,000 to earn a 49% interest. Bitterroot (51%) and Below (49%) have since formed a joint venture covering the LM property. Drilling is continuing.

Also in the Upper Peninsula of Michigan, Trans Superior owns a 49.9% interest in mineral titles covering approximately 360 square miles. In September 2015, Bitterroot entered into an agreement with Altius Minerals Corporation ("Altius"), whereby Altius earned a 50.1% interest in these mineral rights and had an option to earn up to an 80% interest by incurring expenditures of C$7.5 million prior to September 29, 2021. This option has expired unexercised. The Company (49.9%) and Altius (50.1%) are effectively joint venture partners, although a formal joint venture agreement has not yet been entered into.

In Nevada, Trans Superior has entered into an option agreement with Ely Gold Royalties Inc., to purchase a 100% interest in the Castle West gold/silver property in the Walker Lane mineralized trend in Esmeralda County. Trans Superior has also entered into a mining lease with an option to purchase the Coyote Sinter gold/silver project, located 50 kilometers north of Elko, NV, in the Independence Mining District of Elko County. Both projects are permitted for drilling.

Between November 1, 2020 and February 17, 2022, gold prices are relatively unchanged, copper prices increased approximately 40% and the S&P/TSX Venture Composite Index increased approximately 26%. The Company is exposed to commodity price and equity market risk due to the cyclical nature of commodity prices and the mineral exploration business. The Company's management minimizes exploration costs and political risk by operating in mining-friendly, road-accessible parts of Michigan and Nevada.

The following Management Discussion and Analysis (MD&A) should be read in conjunction with Bitterroot Resources Ltd.'s condensed audited annual consolidated financial statements for the year ended October 31, 2021 and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS"). This information and exploration results are presented in news releases and project summaries available at www.sedar.com or on the Company's website www.bitterrootresources.com.

All financial information in this MD&A related to the year ended October 31, 2021 and the year ended October 31, 2020 have been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak has continued to spread, causing adverse public health developments which have affected workplaces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the specific adverse or positive economic impacts of the outbreak and its effects on the Company's business or ability to raise funds. To date COVID-19 has caused only minor impacts on the Company's activities.

SUMMARY OF ACTIVITIES

In December 2020, the Company closed a private placement of 17,340,000 units priced at $0.06 per unit for gross proceeds of $1,040,400. Each unit consists of one common share and one-half share purchase warrant, exercisable at $0.12 for two years from the date of issuance. Finder's fees and other share issuance costs paid in conjunction with the private placement consisted of $29,655 and the issuance of 329,400 finders' warrants at a fair value of $29,611, exercisable at $0.12 for two years from the date of issuance.

In January 2021, the Company granted consultants and directors of the Company 2,000,000 stock options exercisable at $0.16, expiring January 4, 2026.

In May 2021, the Company closed a private placement of 11,195,000 units priced at $0.10 per unit for gross proceeds of $1,119,500. Each unit consists of one common share and one-half share purchase warrant, exercisable at $0.20 for two years from the date of issuance. Finder's fees and other share issuance costs paid in conjunction with the private placement consisted of $23,039 and the issuance of 124,000 finders' warrants at a fair value of $12,093, exercisable at $0.20 for two years from the date of issuance.

In June 2021, the Company granted consultants and directors of the Company 1,350,000 stock options exercisable at $0.17, expiring June 1, 2026.

OVERALL PERFORMANCE

Results of Operations

LM Nickel-Copper Project, Upper Peninsula of Michigan

The LM Property is being explored for conduit-hosted nickel-copper-platinum-palladium mineralization similar to Lundin Mining Corporation's Eagle and Eagle East orebodies, which are located 25 kilometers to the east. Since drilling started at LM in June 2020, Bitterroot Resources Ltd. (51%) and joint venture partner Below Exploration, Inc., ("Below") (49%) have completed 7,090 metres of drilling in 25 core holes on the LM Property in Baraga County, Michigan. As of the date of this report, assays are pending from holes LM 22-22 to LM 22-24. Hole LM 22-25 is currently underway. Bitterroot's drilling at the LM Property has defined a magma conduit which hosts a sub-vertical, upper olivine-gabbronorite unit and a lower sub-horizontal copper/nickel/PGM-mineralized peridotite unit. Disseminated, semi-massive and massive sulphide Ni-Cu-PGM mineralization has been intersected in eight (8) of 24 holes completed to date. The table below summarizes the assay results received to date from mineralized holes. Photographs of the mineralization are available at www.bitterrootresources.com. Management is encouraged by the high metal tenor of the sulphide mineralization. Drilling is currently focused on testing the base of the intrusion.

LM Project - Summary of Mineralized Intervals

Hole #	*From (m)*	*To (m)*	*Interval (m)*	*Nickel (%)*	*Copper (%)*	*Au + PGM (g/tonne)*	*Type*
LM 20-01	253.80	259.10	**5.30**	0.58	0.62	0.33	**disseminated**
LM 21-07	270.07	273.00	**2.93**	0.78	0.83	0.25	**disseminated**
and	273.00	273.75	**0.75**	5.16	1.18	0.82	**semi-massive**
LM 21-10	260.50	262.75	**2.25**	0.78	0.80	0.40	**disseminated**
and	262.75	262.94	**0.19**	2.74	0.43	0.37	**semi-massive**
LM 21-13	247.68	250.36	**2.68**	0.33	0.38	0.10	**disseminated**
and	250.36	250.75	**0.39**	1.81	0.51	0.52	**semi-massive**
LM 21-14	235.79	236.06	**0.27**	1.96	0.01	0.01	**semi-massive**
and	236.06	236.86	**0.80**	4.81	0.78	0.25	**massive**
LM 22-22	256.27	259.37	**3.10**	P	P	P	**disseminated**
LM 22-23	258.32	260.36	**2.04**	P	P	P	**disseminated**
LM 22-24	240.40	245.78	**5.38**	P	P	P	**disseminated**
LM 22-25							**In progress**

P = assays pending

Under the terms of the Company's lease on the initial 40-acre LM Property, the 2021 advance royalty payment was US$6,400 (paid). The lessors have granted the Company the option to reduce the current 3% net smelter returns royalty (NSR) to a 2% NSR by paying US$1,000,000 prior to December 31, 2064.

In February 2021, the Company entered into a minerals lease and purchase option with a privately-held corporation ("MPC") covering 80 acres of mineral rights adjacent to the LM Property. The MPC mineral rights host magnetic targets adjacent to the area of the LM Project currently being drilled. The Company paid US$15,000 and issued 100,000 common shares to MPC. On the first anniversary, Bitterroot will pay US$15,000 and issue an additional 100,000 shares. On the second anniversary, Bitterroot will issue a final tranche of 100,000 shares and pay US$16,000. Subsequent rental payments will escalate by US$20/acre/year. Bitterroot will also retain the exclusive right and option to purchase the mineral rights for US$1,000/acre for the first five years of the agreement, US$2,500/acre in years 6 through 10, then escalating US$2,500/acre for each subsequent five years for the first 20 years, and remaining unchanged at US$10,000/acre thereafter. MPC will also retain a 2% NSR royalty on underground mining and a 3% NSR on open pit mining. Bitterroot can reduce both royalties to 1% NSRs through payment of US$1,000,000 per 1%.

In March 2021, Trans Superior Resources, Inc. entered into a Memorandum of Understanding with a privately-owned company, whereby Trans Superior had the exclusive right to negotiate the purchase of 280 acres of lands adjoining the LM Property. Trans Superior was granted immediate access to the subject lands for mineral exploration. In September 2021, at the request of the privately-owned company, the Memorandum of Understanding was terminated and replaced with a nonexclusive access permit.

The LM Project is not subject to the joint venture with Altius Minerals Corporation described below.

Mr. Glenn W. Scott, CPG, is the Qualified Person responsible for the technical content of this disclosure. Mr. Nickolas Dudek, P.Geo, of C.J. Greig & Associates Ltd. is the Qualified Person responsible for the 3-dimensional modelling of the drill hole data.

Voyageur Lands, Upper Peninsula of Michigan

In late 2015, Bitterroot formed a joint venture with a subsidiary of Altius Minerals Corporation ("Altius") to explore 250 square miles of Bitterroot's privately held mineral rights in the Upper Peninsula (the "Voyageur Lands") for conduit-hosted, high-grade magmatic nickel-copper-PGM deposits similar to Lundin Mining's Eagle and Eagle East deposits. Altius acquired a 50.1% interest in the joint venture by incurring C$600,000 of exploration expenditures. This was achieved mainly through funding a 4,590 line-kilometre VTEM Plus airborne magnetic and electromagnetic survey. Altius and Bitterroot's analysis of the VTEM Plus data and subsequent Maxwell modelling has resulted in the selection of nine (9) high-priority targets for follow-up. Prospecting around the VTEM Plus targets has identified a previously undocumented ultramafic intrusion or flow, which enhances the exploration potential of several adjacent, overburden-covered, high-priority VTEM Plus and aeromagnetic targets.

Altius had the right to acquire an additional 19.9% of the Properties by completing $2.5 million in exploration spending by September 29, 2021, plus the right to acquire an additional 10% of the Properties by completing exploration spending of a further $5 million, or completing an NI 43-101 compliant pre-feasibility study on a mineral resource on the Properties, both before September

29, 2025. Altius failed to complete the additional expenditures required prior to September 29, 2021 and both options have expired. The Company (49.9%) and Altius (50.1%) are effectively joint venture partners, although a formal joint venture agreement has not yet been entered into. Altius retains a 2% net smelter returns (NSR) royalty on the Voyageur Lands (covering approximately 250 square miles of mineral rights) and the right to repurchase a 1% NSR held by a third party on the Copper Range Lands (covering approximately 100 square miles of mineral rights). The Company and Altius also hold State of Michigan metallic minerals leases covering an additional 3,051 contiguous acres.

Mr. Glenn Scott, CPG, is the Qualified Person responsible for the technical content of this disclosure.

Coyote Sinter Gold/Silver Property, Nevada

Bitterroot Resources Ltd.'s US subsidiary has entered into a mining lease, with an option to purchase, with GoldPlay, LLC. ("GoldPlay", formerly Geological Services, Inc.) on the 13-claim Coyote Sinter gold/silver project in Elko County, Nevada. Bitterroot has subsequently staked an additional 18 claims around the GoldPlay claims.

The Coyote Sinter property is located 9 kilometres east of the historic Tuscarora mining district, on the southern edge of the Jerritt Canyon (Independence) Mining District. The property hosts a low sulfidation epithermal (hot spring) system, with outcropping silica sinter, which defines the original paleosurface. Geochemical surveys of soil and rock chips across the sinter area contain anomalous antimony, mercury, gold and arsenic. Four shallow angle holes drilled by Chevron Minerals in the 1980's and five holes drilled by Radius Gold in 2017 have confirmed the favourable epithermal environment. The Chevron and Radius holes were not drilled deep enough to test the potential high-grade precious metals-bearing zones at the optimal depth, which is estimated to be 200 to 400 meters below the current surface.

In February 2021, Bitterroot retained Zonge International to conduct a CSAMT (Controlled Source Audio-frequency Magneto-tellurics) geophysical survey. A follow-up program of detailed geological mapping was completed in August 2021. The geological mapping significantly enhanced the Company's understanding of the structure, stratigraphy and mineralization at Coyote. Mapped hydrothermal upflow zones and vents coincide with areas of enhanced resistivity defined in the CSAMT survey. Drilling of these geological+geophysical targets is planned in 2022, subject to financing and the availability of core drilling rigs and crews.

Bitterroot has received a Decision Letter from the US Bureau of Land Management (BLM) permitting up to 20 drill sites and associated access. The BLM has accepted the Company's reclamation bond covering these planned activities.

In order to maintain the lease and option to purchase, Bitterroot is required to make the following advance minimum royalty (AMR) payments and share issuances to GoldPlay;

(i) U$10,000 (paid) and the issuance of 100,000 common shares within 10 days of the TSX-V approval date, August 4, 2020 (the "Approval Date") (issued).

(ii) US$10,000 (paid) on the 6-month anniversary of the Approval Date;

(iii) US$30,000 (paid) and the issuance of 100,000 (issued) common shares in the capital of the Company on or before the first annual anniversary of the Approval Date;

(iv) US$40,000 and the issuance of 50,000 common shares in the capital of Bitterroot on or before the second annual anniversary of the Approval Date;

(v) US$60,000 and the issuance of 50,000 common shares in the capital of Bitterroot on or before the third annual anniversary of the Approval Date;

(vi) US$100,000 on or before the fourth annual anniversary of the Approval Date;

(vii) US$125,000 on or before the fifth annual anniversary of the Approval Date;

(viii) US$125,000 on or before each annual anniversary of the Approval Date after the fifth anniversary as long as the agreement remains in effect, adjusted for inflation from that date.

At any time while the agreement remains in effect, Bitterroot has the exclusive right and option to purchase the Coyote Sinter property from GoldPlay by paying two million dollars (US$2,000,000), less the sum of all AMR payments already paid to GoldPlay, up to the date of exercise.

GoldPlay will retain a 2% percent net smelter returns (NSR) royalty, less previous AMR payments, on the Coyote sinter property and on any Bitterroot-located federal mining claims within a one (1)-mile area of interest (AOI). Bitterroot has the option to purchase half (1%) of the 2% NSR for US$2,000,000. GoldPlay will also retain a one 1% percent NSR royalty on any mineral rights acquired from 3rd parties within the AOI. Bitterroot has the option to purchase half (0.5%) of this 1% NSR for US$500,000. The royalty purchase options are exercisable at any time prior to commercial production.

Bitterroot's technical advisor, Rick Streiff, CPG, stated "the Coyote Sinter property hosts a highly prospective, well-preserved epithermal system, which has never been tested at the appropriate levels for bonanza-grade gold/silver mineralization".

Mr. Rick Streiff, CPG, is the Qualified Person responsible for the technical content of this disclosure.

Castle West Gold/Silver Property, Nevada

During the year ended October 31, 2019, the Company, through its US subsidiary Trans Superior Resources, Inc., entered into an option agreement with Ely Gold Royalties Inc. and its subsidiary Nevada Select Royalty Inc. ("Ely Gold"), to purchase a 100% interest in the Castle West gold/silver property in western Nevada's Gilbert mining district. The Castle West property is comprised of 34 unpatented mining claims and three leased unpatented claims, covering approximately 282 hectares. Under the terms of the agreement, the Company has paid Ely Gold US$1,000. Under the recently amended option terms, the Company paid Ely Gold US$15,000 on December 11, 2020. On, or prior to each of the first (paid), second, third and fourth anniversaries of December 11, 2020, the Company will pay US$40,000. A final payment of US$105,000 will be made on the fifth anniversary for the conveyance of the 100% interest in the Property. Following exercise of the option agreement with Ely Gold, the Company will make minimum advance royalty payments of US$5,000 on the first and second anniversaries of exercising the option and US$10,000 on subsequent anniversaries. Ely Gold will retain a 3% NSR on the 34 claims it staked. The Company has the right to buy down 1% of this NSR for a payment of US$1,000,000. The Company also makes annual payments of US$15,000 to the lessor of the three unpatented claims. Upon the exercise of the option, the Company will be assigned the three-claim lease and Ely Gold will retain a 1% NSR on these claims.

Bitterroot has received a Decision Letter from the US Bureau of Land Management (BLM) permitting up to 13 drill sites and associated access. The BLM has accepted the Company's reclamation bond covering these planned activities.

Drilling is planned in 2022, subject to financing and the availability of core drilling rigs and crews.

Mr. Rick Streiff, CPG is the Qualified Person responsible for the technical content of this disclosure.

SELECTED ANNUAL INFORMATION

The following table represents selected information of the Company for the three most recently completed financial years:

	October 31, 2021	October 31, 2020	October 31, 2019
Total revenue	$ -	$ -	$ -
Income (loss) and comprehensive income (loss) for the year	(883,924)	70,629	(497,962)
Basic and diluted income (loss) per share	(0.01)	0.00	(0.01)
Total assets	6,309,607	4,445,318	4,191,871
Total long-term liabilities	22,407	34,077	178,326

During the year ended October 31, 2021, the Company recorded share-based compensation of $520,801 from the issuance of 3,350,000 stock options.

During the year ended October 31, 2020, the Company wrote-down $95,004 of capitalized expenditures on the North Brenda property. The Company recorded share-based compensation of $46,301 from the issuance of 1,350,000 stock options.

During the year ended October 31, 2019, the Company wrote-down $125,364 of capitalized expenditures on the PCM Claims and $81,199 of capitalized expenditures on the North Brenda property.

SUMMARY OF FINANCIAL RESULTS

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses for the year ended October 31, 2021

During the year ended October 31, 2021, the Company recorded loss of $883,924 ($0.01 loss per share) compared to income of $70,629 ($0.00 income per share) for the year ended October 31, 2020.

Expenses details during the year ended October 31, 2021 are as follows:

a) Professional fees of $107,312 (2020 - $82,798) – the increase is due to increased legal fees in the current period.

b) Management fees of $120,000 (2020 - $30,950) – the increase is due to an increase in management fee rates as compared to the previous period.

c) Share based compensation of $520,801 (2020 - $46,301) – during the year ended October 31, 2021, the Company granted 3,350,000 (2020 – 1,350,000) stock options calculated using the Black-Scholes option pricing model.

During the year ended October 31, 2021, the Company wrote down $nil (2020 - $95,004) of exploration and evaluation assets.

During the year ended October 31, 2020, the Company recorded a settlement of flow through share premium liability of $31,875.

During the year ended October 31, 2020, the Company settled outstanding debt of $174,069 to arm's-length lenders and non-arm's length service providers and recorded a gain of $69,626 on the settlement.

Expenses for the three months ended October 31, 2021

During the three months ended October 31, 2021, the Company recorded loss of $100,420 ($0.00 loss per share) compared to a loss of $160,875 ($0.00 loss per share) for the three months ended October 31, 2020.

Expenses details during the three months ended October 31, 2021 are as follows:

a) Professional fees of $26,883 (2020 - $49,184) – the variance is due to decreased legal fees in the current period.

b) Management fees of $30,000 (2020 - $8,450) – the increase is due to an increase in management fee rates as compared to the previous period.

c) Share based compensation of $nil (2020 - $46,301) – during the three months ended October 31, 2021, the Company granted nil (2020 – 1,350,000) stock options calculated using the Black-Scholes option pricing model.

d) Shareholder information $26,317 (2020 - $5,816) – the increase is due to the increased marketing during the current period.

SUMMARY OF QUARTERLY RESULTS

The following tables set forth a comparison of revenues, losses and assets for the previous eight quarters:

	October 31, 2021	July 31, 2021	April 30, 2021	January 31, 2021
Revenue	$ nil	$ nil	$ nil	$ nil
Income (loss) for the period	(100,420)	(271,802)	(113,616)	(375,586)
Exploration and Evaluation assets	5,481,419	5,169,286	4,743,246	4,560,260
Total assets	6,309,607	6,396,712	5,220,661	5,331,976
Income (loss) per share	(0.00)	(0.00)	(0.00)	(0.01)

	October 31, 2020	July 31, 2020	April 30, 2020	January 31, 2020
Revenue	$ nil	$ nil	$ nil	$ nil
Income (loss) for the period	(135,851)	(9,131)	(44,335)	259,946
Exploration and Evaluation assets	4,350,536	4,330,689	4,160,838	4,172,634
Total assets	4,445,318	4,398,615	4,239,143	4,257,817
Loss per share	(0.00)	(0.00)	(0.00)	0.01

During the quarter ended July 31, 2021, the Company granted 1,350,000 stock options to its directors, officers and consultants and recorded $217,202 in share-based compensation.

During the quarter ended January 31, 2021, the Company granted 2,000,000 stock options to its directors, officers and consultants and recorded $303,599 in share-based compensation.

During the quarter ended January 31, 2020, the Company wrote down exploration and evaluation assets of $94,923 and recorded a gain of $370,641 on settlement of debt.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2021, the Company had cash of $736,386 and working capital of $620,423. The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the continuing financial support of creditors and stockholders, refinancing debts payable, obtaining additional long-term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Company will require additional working capital to meet operating and exploration costs for the upcoming year.

During the year ended October 31, 2021, the Company:

(i) closed a private placement of 17,340,000 units priced at $0.06 per unit for gross proceeds of $1,040,400.

(ii) closed a private placement of 11,195,000 units priced at $0.10 per unit, for gross proceeds of $1,119,500.

(iii) issued 2,742,571 shares for warrants exercised, for total proceeds of $231,754; and

(iv) issued 1,250,000 shares for stock options exercised, for total proceeds of $112,500.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

The following is a summary of related party transactions and balances during the year ended October 31, 2021:

(a) Management fees of $120,000 (2020 - $30,950) and professional fees of $6,050 (2020 - $nil) were incurred from a company controlled by a director of the Company;

(b) Share based compensation include stock options granted to directors and officers recorded at a fair value of $397,089 (2020 - $24,384)

As at October 31, 2021, the Company owed $Nil (2020 - $30,136) in current liabilities to a company controlled by a director for management fees and reimbursable expenses. During the year ended October 31, 2020, the Company settled debt of $105,588 to this company through the issuance of 2,111,765 common shares, resulting in a gain of $49,034, and wrote-off amounts due to the company of $301,015.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing government law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner during the current COVID-19 pandemic. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canadian dollar and the United States dollar, which are beyond the Company's control.
- Regulatory risks include the possible delay in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, increased fees for filing, the introduction of ever more complex reporting requirements, the escalating cost of which the Company must meet in order to maintain its exchange listing and the resulting potential for accounting errors which may lead to fines, interest charges and cash calls.

The Company's ability to meet its ongoing financial obligations will be determined by management's success in acquiring exploration and evaluation assets, obtaining equity financing, negotiating joint venture arrangements and facilitating the exercise of outstanding share purchase warrants and options. There can be no assurance that the Company will be able to continue to raise funds, in which case it may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. Details of funding commitments on the Company's exploration and evaluation assets are disclosed in Note 6 of the consolidated financial statements for the period ended October 31, 2021.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

A breakdown of the Company's general and administrative expenses is disclosed in the consolidated financial statements for the year ended October 31, 2021 to which this MD&A relates. A breakdown of the exploration and evaluation assets of the Company is disclosed in Note 6 of the consolidated financial statements for the year ended October 31, 2021 to which this MD&A relates.

OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS

At the date of this report, the Company has the following outstanding:

- 80,348,556 common shares

- Stock options:

Number of Options	Exercise Price ($)	Expiry Date
670,000	0.32	April 20, 2022
900,000	0.08	March 1, 2023
1,100,000	0.05	May 19, 2025
2,000,000	0.16	January 4, 2026
1,350,000	0.17	June 1, 2026
6,020,000		

- Warrants**:**

Number of Warrants	Exercise Price ($)	Expiry Date
8,849,400	0.12	December 3, 2022
5,721,700	0.20	May 4, 2023
14,571,100		

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

The Company continues to evaluate property acquisitions and dispositions, actively target sources of additional financing through alliances with financial, exploration and mining entities and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new properties, it may be required to make cash payments and complete work expenditure commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

CONTINGENCIES

There are no contingent liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

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

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") 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 condensed consolidated interim financial statements and the audited consolidated financial statements and respective accompanying Management's Discussion & Analysis. 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 FOR FINANCIAL STATEMENTS

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 accompanying consolidated financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

RECENT ACCOUNTING POLICIES

Please refer to the October 31, 2021 audited consolidated financial statements on www.sedar.com.

FINANCIAL INSTRUMENTS

Please refer to the October 31, 2021 audited consolidated financial statements on www.sedar.com.