

AGUILA COPPER CORP.
(formerly Aguila American Gold Limited)

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED OCTOBER 31, 2021**

The following management discussion and analysis and financial review, prepared as at December 17, 2021, should be read in conjunction with the unaudited condensed consolidated interim financial statements and related notes for the six months ended October 31, 2021 of Aguila Copper Corp. *(formerly Aguila American Gold Limited)* ("Aguila" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-Looking Statements

This MD&A contains certain statements that may constitute "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", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are based upon the opinions and expectations of management of the Company as at the effective date of such statements and, in certain cases, information provided or disseminated by third parties. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, and that information obtained from third party sources is reliable, they can give no assurance that those expectations will prove to have been correct. Readers are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements are subject to a number of risks and uncertainties. Actual results may differ materially from results contemplated by the forward-looking statements. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. When relying on forward-looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and should not place undue reliance on such forward-looking statements.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com or the Company's website at <https://aguila.gold/> and readers are urged to review these materials, including the technical report filed with respect to the Company's mineral property.

COVID-19

The global outbreak of a novel coronavirus pandemic identified as "COVID-19", has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put in place by Canada and other countries in which the Company may conduct future mineral interests or business acquisitions to fight the virus.

Company Overview

On December 3, 2021 the Company changed its name from Aguila American Gold Limited to Aguila Copper Corp. to better reflect its primary and future portfolio assets. The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "AGL", the OTCQB under the symbol "AGLAF" and the Frankfurt Stock Exchange under the symbol "AGP2". On December 16, 2020 the Company upgraded its listing from the OTCBB to the OTCQB under the same symbol "AGLAF". The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia. The Company is a junior mineral exploration company.

On July 27, 2020 the Company entered into an agreement with Mawson Gold Limited (“Mawson”), a publicly traded company with a director in common, whereby Mawson granted the Company the right to earn up to an 80% indirect interest in the WUSA Gold Project. As of the date of this MD&A the Company has earned an initial 51% indirect interest (the “Initial Interest”) by funding US \$200,000 in exploration expenditures and making a payment of US \$25,000 to the landholder. The Company can earn an additional 29% indirect interest by funding a further US \$1,000,000 in exploration expenditures by December 31, 2022. The Company has also agreed to make all the remaining option lease payments and exploration expenditures required under the WUSA Option Agreement. See “Exploration Project - WUSA Gold Project - Agreements”.

On December 6, 2021 the Company entered into an option agreement to earn up to 90% interest in 28 mining claims and one mineral lease in the Sherridon mining district in Manitoba, Canada. See “Exploration Projects - Sherridon Property”.

Officer and Directors

As of the date of this MD&A the officers and directors of the Company are as follows:

Mark Saxon	- Chief Executive Officer (“CEO”), President and Director
Nick DeMare	- Chief Financial Officer (“CFO”), Corporate Secretary and Director
Dusan Berka	- Director
Blair Way	- Director

Exploration Projects

WUSA Gold Project

Agreements

Effective December 27, 2017, as amended, Mawson and its subsidiary, Mawson Resources USA Inc. (“Mawson USA”) (collectively “Mawson”), entered into an agreement (the “WUSA Option Agreement”) whereby it was granted the option to lease and to conduct exploration on mineral rights (the “WUSA Gold Project”) located in Oregon, USA. Pursuant to the agreement Mawson had agreed to pay an annual option to lease payments (adjusted for inflation) of:

- Option Year 1 - US \$100,000 (paid by Mawson);
- Option Year 2 - payments of US \$25,000 (the “August Payment”) on or before August 1, 2020 (paid) and US \$75,000 on or before February 1, 2021 (paid); and
- Option Year 3 - US \$25 per acre. The option lease payment will be determined by the acreage.

Mawson was also required to expend minimum annual exploration expenditures as follows:

- Option Year 1 - US \$500,000, which was met by Mawson as at November 30, 2018;
- Option Year 2 - US \$750,000, of which a minimum of US \$200,000 shall be completed on or before December 31, 2020, and the remaining US \$550,000 on or before December 31, 2021;
- Option Year 3 - US \$1,000,000; and
- Option Year 4 - US \$1,000,000.

On July 27, 2020 Mawson entered into an agreement (the “WUSA LOI”) with the Company whereby it granted the Company the right to earn up to an 80% indirect interest in the WUSA Gold Project. The Company can earn an initial 51% indirect interest (the “Initial Interest”) by funding a minimum of US \$200,000 in exploration expenditures by December 31, 2020 and making the August Payment to the landholder. As of the date of this MDA the Company has earned the Initial Interest.

The Company can earn an additional 29% indirect interest by funding a further US \$1,000,000 in exploration expenditures by December 31, 2022. The Company has also agreed to make all the remaining option lease payments and exploration expenditures required under the WUSA Option Agreement.

Technical Report Summary

Overview

Mr. John Rice, MSc, P.Geo., AIPG, consulting geologist, prepared a technical report as a National Instrument 43-101 (“NI 43-101”) Technical Report (the “Technical Report”) on the WUSA Gold Project with an effective date of September 4, 2020. The WUSA Gold Project is located in the State of Oregon, USA, about 60 km south of the city of Eugene and 130km south of the capital, Salem.

The Technical Report was prepared for the Company to provide an initial technical assessment and summary of the WUSA Gold Project and in support of the WUSA LOI. The Technical Report can be found on the Company’s website www.aguila.gold or at www.sedar.com.

Property Description and Ownership

The WUSA Gold Project lies immediately east and south of the township of Cottage Grove within the Western Cascades, central-western Oregon, USA on the boundary of the Lane and Douglas Counties, and is accessible with a network of unpaved and forestry roads. Principal road networks originate from the Interstate 5 Freeway that marks the western boundary of the WUSA Gold Project, and the Row River Road that travels south from Cottage Grove towards Dorena.

The WUSA Gold Project is characterised by rugged vegetated mountains with deep incision by substantial watercourses. The area has a long history of forest harvesting, which has provided a robust gravel road network, even through areas of steep terrain.

The Company has gained future rights to the WUSA Gold Project through the WUSA LOI to form a Joint Venture with Mawson. Mawson’s interest in the WUSA Gold Project is held by its wholly-owned Canadian subsidiary M2 Resources Corp, which is the 100% owner of Mawson USA, a US registered corporation. In February 2021 the Company advised Mawson that conditions have been met under the WUSA LOI for the Company to hold the Initial Interest.

The WUSA Gold Project is the subject of a pre-existing agreement between Mawson USA and a private landholder (the “Landholder”). In 2017, the Landholder invited Mawson USA to explore a defined area of their land, their Bureau of Land Management claims, and the public or private land that surrounds or lies within their landholding, subject to various conditions. Mawson USA received confidential data from the Landholder, gained access rights for surface sampling, and could select smaller priority areas for additional detailed work under the WUSA Option Agreement. Mawson completed regional exploration and data collection, and transferred a number of areas to the WUSA Option Agreement.

Through the Joint Venture with Mawson, the Company has gained rights to the priority areas, the confidential data, rights to explore the large forestry area, and rights to select additional smaller priority areas for detailed work. The Company must complete certain minimum exploration to ensure the Joint Venture with Mawson and the WUSA Option Agreement with the Landholder remain in good standing.

Exploration History

The WUSA Gold Project and surrounding region is very under-explored in comparison to similar North American cordilleran terranes. The mineral and land rights have been held as a contiguous parcel by one third party landholder for at least 50 years. The Landholder has not completed significant modern exploration prior to the agreement with Mawson and has not permitted exploration to be undertaken on their land.

Very limited exploration was undertaken by the Landholder across the WUSA Gold Project area to evaluate the potential for undiscovered mineralized systems. Sporadic geological mapping and low-level prospecting was completed across the WUSA Gold Project area during the late 1980’s and early 1990’s, culminating in the drilling of 10 percussion drillholes at the Walker Creek prospect.

Following the establishment of an agreement with the Landholder, Mawson undertook exploration during 2018 to test the broader WUSA Gold Project and follow up on priority prospect areas. Mawson undertook a variety of regional

and prospect-based work programs including geochemistry and geophysics, with a focus on the Scorpion-Cinnabar and Huckleberry areas. Both prospects were drill tested, with the one hole at Scorpion-Cinnabar intersecting gold mineralization with widespread alteration and anomalous pathfinder metals indicative of potential for a low-sulphidation epithermal system.

Geology and Mineralization

The Western Cascades, where the WUSA Gold Project is located, lie between the High Cascade Range and Willamette Valley. Geologically the region is generally comprised of late Eocene to late Miocene andesites, basaltic andesites, pyro-volcaniclastic rocks and, to a lesser extent, of dacite, trachyte, and rhyolite.

The extensive development of pyroclastic rocks, widespread alteration and hydrous alteration phases in the Western Cascades evidences the hydrous magmatic setting and the formation in a subduction-related environment. The thickness of volcanic accumulation in the Western Cascades exceeds 6,000m. Interbedded sedimentary rocks unrelated to volcanism constitute a minor component of the Western Cascades, while small dioritic intrusions are widespread and commonly cluster in the larger mining districts.

Most base and precious metal occurrences in rocks of the Western Cascades are typically composed of economic sulphide minerals within quartz veins or shear zones, and contain gold with or without silver, lead, zinc, copper, and (or) antimony. Vein textures and alteration assemblages suggest classification as polymetallic vein deposits or epithermal based on the host rock, commodities present, and mineralogy.

While the WUSA Gold Project area remains poorly studied, the geological setting, hydrothermal alteration, styles of gold-silver mineralization, and close spatial and timing association with substantial hot-spring mercury deposits (Black Butte), suggests the region has potential for high level low-sulphidation and epithermal precious metal deposits.

A number of prospect areas have been defined within the WUSA Project area. The Walker Creek, Huckleberry and Scorpion-Cinnabar prospects are all associated with intense epithermal style mineralization, while Walker Creek and Scorpion-Cinnabar both demonstrate gold in drilling.

Conclusions and Recommendations of the Technical Report

Through the Joint Venture, the Company has gained access and prospective title to a large area of privately owned mineral rights within the Western United States. The work completed by the Landholder and Mawson, though sparse, has demonstrated bedrock gold mineralization in areas of intense epithermal hydrothermal style alteration.

Consistent surface exploration has never been completed suggesting the potential for discovery near surface and at relatively low cost. The volume of drilling is extremely low considering geological setting, accounted for by the limited past access granted by the Landholder.

Based on the historical information reviewed to date, the best opportunities for future exploration success and potential development toward mining, are the Scorpion-Cinnabar and Walker Creek prospects. Both sites encountered gold in bedrock drilling which has not been followed up.

Mr. John Rice, author of the Technical Report, recommended additional exploration expenditure on the WUSA Gold Project.

Recommendation for Phase 1 and 2 exploration across the WUSA Gold Project totals approximately \$1,250,000.

Exploration Activities Completed by the Company

On December 16, 2020 the Company announced that it had completed four diamond core holes for a total of 649 meters.

The Company's drill program tested the Scorpion-Cinnabar prospect, one of four prospects identified at the WUSA Gold Project to date. Scorpion-Cinnabar is defined by a 2.2 km long and up to 400-metre-wide gold and arsenic in soil geochemical anomaly that trends south of the historic Black Butte epithermal mercury mine. An association

between mercury and epithermal gold mineralization is very common, where gold may lie at depth or along strike from the mercury enriched zone.

Drilling used existing forest road access and tested a strike length of 1.6 km along the gold-arsenic anomaly trend.

Table 1: Drillhole Collar co-ordinates (NAD27 / UTM zone 10N)

DRILL HOLE	EAST	NORTH	AZIMUTH	DIP	TOTAL DEPTH (M)
SDH-02-20	495319	4822677	293	-80	119.0
SDH-03-20	495502	4822583	275	-50	240.0
SDH-04-20	495371	4821361	278	-50	237.0
SDH-05-20	495236	4821025	268	-65	52.0

All holes intersected andesite volcanics and volcanoclastics with regular fault, breccia, altered and oxidized zones that correspond to hydrothermal fluid pathways and may be associated with gold-silver mineralization.

Drilling returned elevated pathfinder metals (As, Sb, Te, Cu) in all holes, while gold above 0.1 g/t was intersected in three holes across 1.6 km (see Table 1). Notable intersections included:

SDH-02-20: 6.1m @ 0.17 g/t Au, 1.1 g/t Te from 50.3m
 SDH-03-20: 1.5m @ 0.20 g/t Au from 184.4m; and
 2.7m @ 0.14 g/t Au from 213.4m
 SDH-04-20: 4.9m @ 0.5% As from 203.9m
 SDH-05-20: 1.2m @ 0.22 g/t Au, >1% As, 0.14% Sb

In March 2021, the Company announced completion of a detailed remote sensing study for the WUSA Gold Project. This work generated a structural, geological and exploration target map on a scale previously unavailable for the property. The study processed and interpreted various satellite datasets to provide direct targets based on alteration signatures, and indirect targets based on domal and structural positions (see Figure 1).

The remote sensing study integrated a range of regional datasets with the intent of prioritizing gold mineralization at the Walker Creek and Scorpion-Cinnabar prospects and identifying new prospective targets.

ASTER, Sentinel-2 super spectral, Lidar and NASA's STRM digital elevation data were processed to provide direct targets based on alteration signatures, and indirect targets based on domal and structural positions. While the WUSA Gold Project itself exceeds 70,000 Ha, an area more than four times this size was studied for context and to highlight regional opportunities. As the surface and mineral rights for the WUSA Gold Project have been held by a single landholder without significant exploration for more than 50 years, historic exploration data is very sparse, and this study provides a much needed regional understanding.

The study identified zones of mixed alteration potentially indicative of epithermal fluids, and zones of structural complexity that crosscut the volcanic/volcanoclastic pile. Domal features may suggest shallowly buried syn-volcanic intrusions that are commonly associated with epithermal gold mineralization. These areas will be integrated with existing geochemical data and form immediate targets for surface follow up

Stream sediment, soil sampling and mapping has been locally completed across the WUSA Gold Project area as follow up, in particular to the south of the drilled area. No significant anomalous area has been identified to date.

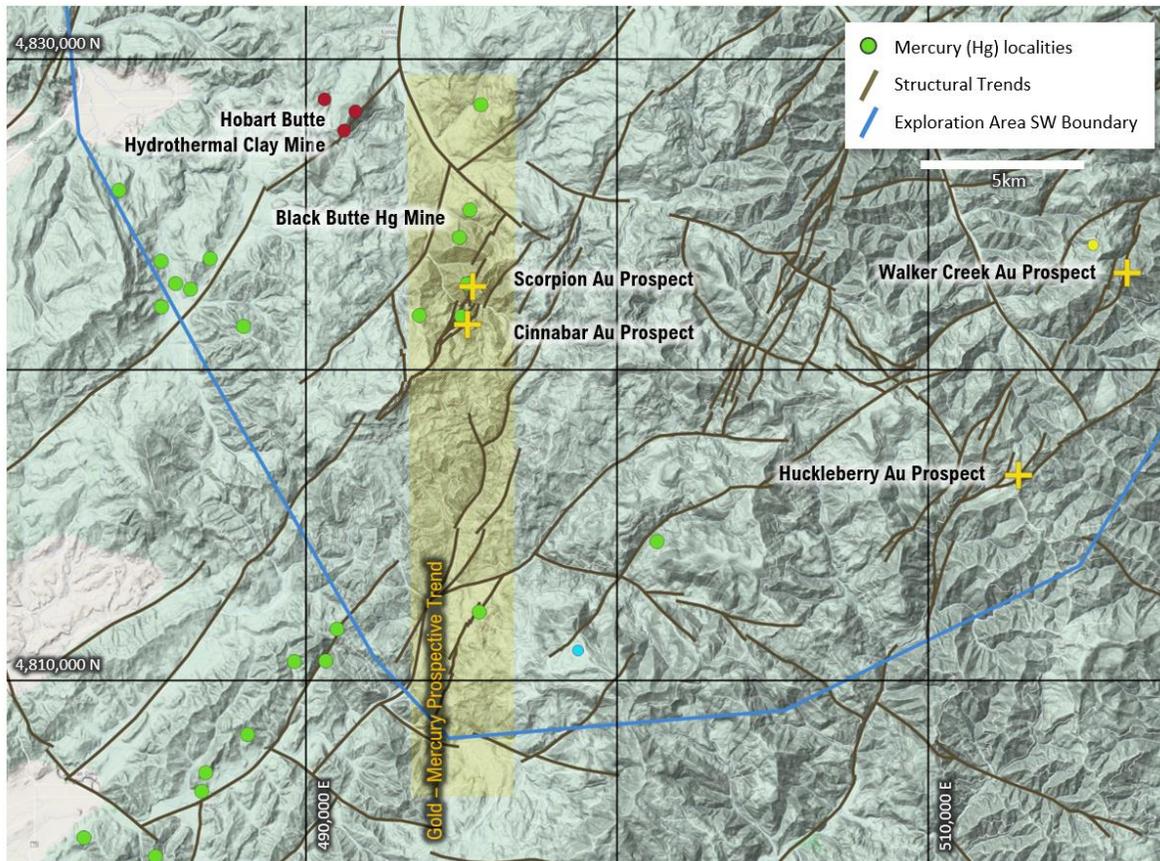


Figure 1: Regional Setting of the Scorpion and Cinnabar Prospects, Western Oregon. The prospects lie along a north-south shear and breccia zone within an interpreted north-south domain characterised by mercury occurrences suggesting a high-level epithermal setting. The largest mercury occurrence is the Black Butte Mine. (NAD27 / UTM zone 10N)

Cora Copper Project

On July 15, 2021, the Company announced it had acquired 100% ownership through staking, the Cora copper project, located in Pinal County, Arizona. The project was identified during an extensive project generation program targeting copper deposits within North America.

The Cora project lies 75km NNE of Tucson, within the heart of the southern Arizona copper belt. The project is 100% owned by the Company, secured by 46 granted BLM lode mining claims covering a total of 3.84 sq km. Many of North America's largest copper mines and development projects lie within 100 km of the Cora project, including Ray, Miami, Resolution, Florence and Silver Bell.

Original exploration company records held by the Geological Survey of Arizona indicate past drilling at the Cora project intersected oxide copper mineralization over widths in excess of 100 m, beneath shallow alluvial cover, over an area of at least 1km by 1km. Intervals include:

- DH5: 99.7m (327ft) @ 0.28% Cu, below 10.7m of alluvial cover (California Steel Co., 1950s)
- DH4: 39.6m (130ft) @ 0.38% Cu, below 47.2m of alluvial cover (California Steel Co., 1950s)
- DH1*: 225.5m (740ft) @ 0.29% Cu, below 42.7m of alluvial cover (California Steel Co., 1950s)

* The location of DH1 is inconsistently recorded, placing it within or immediately adjacent to Aguila claims. Results therefore should not be relied upon and should only be considered an indication of the mineral potential of the project.

Drilling results are historical in nature and have not been verified by a “qualified person” as defined by National Instrument 43-101. Drill locations are determined from maps with local grid coordinates of the day which cannot be converted to modern coordinates with a high degree of accuracy. Results therefore should not be relied upon and should only be considered an indication of the mineral potential of the project.

Geological logs from holes drilled by Magma Copper Co. immediately west of the Cora project, indicate copper mineralization may be associated with highly altered, possible Laramide aged intrusions, consistent with a potential porphyry copper setting and analogous to many large copper deposits in Arizona.

The claims held by the Company cover the flat lying pediment to the east of and adjoining the historic North Star copper mine. Widely spaced scout drilling during the 1950's within the area secured by the Company is reported to have intersected significant widths of oxide copper mineralization beneath shallow cover (11m to 70m). Mineralization was encountered across an area of approximately 1km by 1km.

Past exploration has focused on the fault-hosted North Star copper mine. Drilling identified a significant zone of structurally controlled copper oxide mineralization that extends below cover into the ground held by the Company. Early explorers interpreted mineralization to be associated within detachment faults, however, a review of all available historical data by the Company indicates a possible porphyry copper-molybdenum association.

The Company's review noted:

- (i) Diamond drill logs from Magma Copper Co. describe altered intrusive rocks (monzonite, diorite, latite porphyry) throughout several drill holes, with alteration described as argillic in nature, more consistent with a porphyry copper setting.
- (ii) The lack of reported specular hematite associated with mineralization is inconsistent with a detachment fault model as this is a very common accessory mineral in detachment fault hosted deposits in Arizona and Nevada.
- (iii) The local presence of Laramide aged intrusions, which are associated with all major porphyry copper deposits in Arizona.
- (iv) The structural association with local porphyry deposits and intrusions.

Porphyry copper systems within Arizona are often subjected to significant post-mineral faulting and dismembering with characteristic re-mobilization of copper fluids along post-mineral faults. In this context, the structurally controlled North Star mine adjacent to the widespread copper oxide mineralization and altered intrusive rocks of the Cora project are suggestive of a shallow buried porphyry copper target.

Lida Copper Project

On September 22, 2021 the Company announced it had acquired through staking the Lida copper-silver project (the “Lida Project”) located in Esmeralda County, Nevada. Nevada was ranked as the top mining jurisdiction globally for mining investment in the 2020 Fraser Institute Annual Survey of Mining Companies.

The Lida Project lies within the richly gold and copper endowed Walker Lane Mineral Belt. The project is secured by 33 granted BLM lode mining claims covering a total of 2.75 sq km, and is easily accessed by two wheel drive vehicles utilizing existing access.

The Walker Lane Mineral Belt is a broad northwest striking fault zone that trends for more than 500km through western Nevada and eastern California. It is famous as a host to numerous large copper, gold and silver deposits and mines including Round Mountain, Comstock Lode, Northumberland, Goldfield, Tonopah, Pumpkin Hollow, New York Canyon and Silicon. Almost all discoveries within the Walker Lane belt have been made in outcrop, providing an exceptional opportunity for new deposits to be discovered under shallow cover.

Lida was prioritized as a target by the Company due to the association of widespread surface copper mineralization with a discrete magnetic high. This signature is similar to most major mineralization systems within the Walker Lane belt. Widespread copper oxide mineralization within shale and quartzite of the Campito Formation is reported in historical exploration records. The Campito Formation overlies the Deep Spring Formation and Reed Dolomite which are comprised of prospective limestone, dolomite and quartzite.

The most recent exploration documented at Lida was by Conoco Inc in the 1970s, who identified a large IP anomaly, covering 2km by 500m, underneath the copper mineralized area. Shallow drilling failed to test the target or penetrate the Campito Formation to more prospective carbonate host rocks.

Recent site visits by the Company have demonstrated that many of the 100's of prospecting pits across an area of 2km x 2km expose extensive oxide copper within fault structures and quartzite. The area of prospecting pits is constrained to the immediate north, south and east of Lida by shallow cover where historic pitting was unable to penetrate to bedrock.

Copper is most commonly found in the trenches and prospecting pits as carbonates (malachite and azurite) or silicates (chrysocolla). Copper was present as sulfides in larger amounts at one of the visited sites on dumps next to the shaft of the old Lida Copper Mine (nr 1 shaft). These samples contained substantial amounts of copper and iron sulfides (chalcopyrite, chalcocite, pyrite) in addition to malachite and azurite.

This zonation is common in arid climates with low erosion rates where meteoric water from precipitation dissolves and transports oxidized metals from near the surface to precipitate at depth as secondary minerals. This suggests secondary supergene enrichment may be present at depth below the oxidized zone.

The positive association between structurally controlled copper oxide mineralization, propylitic alteration, copper-mineralized breccia pipes, and the regional magnetic high with no modern exploration defines a high-priority copper target. The largely impermeable Campito Formation may overlie a pyrite rich (chargeable), shallow buried porphyry copper-molybdenum system.

The Company is planning to test the Lida Project in early 2022 with geophysical surveys and is currently in the process of retaining an independent contractor. A budget of \$100,000 is anticipated.

Sherridon Property

On December 6, 2021 the Company entered into an option agreement (the "Option Agreement") with a private British Columbia company (the "Vendor") to secure rights to earn up to 90% of 28 mining claims and one mineral lease totaling 4,968 Ha covering the Sherridon mining district in central western Manitoba (the "Sherridon Property").

Sherridon is one of Canada's notable volcanic hosted massive sulphide (VHMS) mining camps, that lies 65km northeast of the mining/metallurgical complex in Flin Flon Manitoba, linked by an all-weather 78 km road. The site is serviced by a railroad, power line and the small community of Sherridon/Cold Lake.

Mining of the Sherritt Gordon deposit at Sherridon took place between 1931 and 1951, over which time 7.74 million tonnes were mined at an average grade of 2.46% Cu, 2.84% Zn, 0.6 g/t Au and 33 g/t Ag (Froese & Goetz, 1981). Subsequent exploration was completed in the region by a range of companies, which identified numerous massive sulphide occurrences, typically associated with a similar host-horizon as Sherritt Gordon (Ostry et al, 1998).

Exploration activity peaked with the investment of the Vendor between November 2006 and July 2010, including the drilling of 159 holes and estimation of near surface indicated and inferred mineral resources. Additional in-fill and along strike drilling was completed at the project subsequent to resource calculation. No exploration activity is documented after November 2012. The Vendor is the registered 100% owner of the Sherridon Property. Some mining claims are the subject of royalty agreements relating to prior contracts and agreements.

Full technical data pertaining to the acquisition will be shared at the satisfactory completion of a 40-day due diligence period. The Option Agreement is binding upon the Vendor. The closing date of the Option Agreement will be following the completion of the due diligence by the Company (the "Closing Date").

The Option Agreement requires the Company to pay \$15,000 cash. To keep the Option Agreement in good standing, the Company must issue to the Vendor 100,000 common shares in the Company within six months of the Closing Date and incur exploration expenditures of \$100,000 before the first anniversary of closing. The Company will earn an 80% interest in the Property by incurring an additional \$900,000 exploration expenditures by the 4th anniversary and earn an additional 10% (for a total of 90%) by incurring an additional \$1,000,000 of exploration expenditures by the seventh anniversary. Upon exercise of the option, the Vendor and the Company will form a joint venture to advance the Property. The Vendor may then fund project expenditure in proportion to its interest in the Property. If

the Vendor's interest is reduced to less than 10%, its interest will be converted into a 1.5% net smelter royalty that is purchasable by the Company for \$2,000,000 at any time. All shares issued pursuant to the terms of the Option Agreement are subject to a hold period under applicable securities laws for a period of four months from the date of issuance.

The Company has obtained historic exploration data from Manitoba Agriculture and Resource Development, and other public archives. Although historic exploration data was generated by reputable companies applying practice of the day, the Company cannot verify the data or determine the quality assurance and quality control measures applied in generating the data. Furthermore, there is no guarantee that the exploration history is fully captured. Accordingly, the Company cautions that the exploration data reported in this news release may not be reliable. Readers are cautioned that a "qualified person" as defined by National Instrument 43-101 has not completed sufficient work to be able to verify the historical information, and therefore the information should not be relied upon.

Qualified Person

The qualified person for the Company's projects, Mr. Mark Saxon, the Company's CEO, a Fellow of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists, has reviewed and verified the contents of this document.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed interim financial statements of the Company.

	Fiscal 2022		Fiscal 2021				Fiscal 2020	
	Oct. 31 2021 \$	Jul. 31 2021 \$	Apr. 30 2021 \$	Jan. 31 2021 \$	Oct. 31 2020 \$	Jul. 31 2020 \$	Apr. 30 2020 \$	Jan. 31 2020 \$
Operations:								
Revenues	Nil							
Expenses	(275,292)	(171,472)	(331,087)	(160,209)	(319,201)	(34,846)	(20,408)	(17,581)
Other items	2,308	7,252	(10,510)	(958)	4,523	(1,279)	(3,310)	(310)
Net loss	(272,984)	(164,220)	(341,597)	(161,167)	(314,678)	(36,125)	(23,718)	(17,891)
Basic and diluted loss per share	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)	(0.01)	(0.00)	(0.01)
Dividends per share	Nil							
Balance Sheet:								
Working capital (deficit)	2,073,787	1,617,637	1,809,152	2,010,890	2,567,943	94,301	(332,601)	(308,883)
Total assets	2,866,012	2,368,495	2,465,784	2,590,263	2,756,053	309,120	32,105	43,345
Total long-term liabilities	Nil							

Results of Operations

Three Months Ended October 31, 2021 Compared to Three Months Ended July 31, 2021

During the three months ended October 31, 2021 ("Q2") the Company incurred a net loss of \$272,984 compared to a net loss of \$164,220 for the three months ended July 31, 2021 ("Q1"), an increase in loss of \$108,764, primarily due to an increase in expenses of \$103,820, from \$171,472 in Q1 to \$275,292 in Q2. During Q2 the Company incurred professional fees of \$92,397 compared to \$7,017 in Q1 for various services provided by advisors to assist with corporate and business development.

Six Months Ended October 31, 2021 Compared to Six Months Ended October 31, 2020

During the six months ended October 31, 2021 (the "2021 period") the Company reported a net loss of \$437,204 compared to a net loss of \$350,803 for the six months ended October 31, 2020 (the "2020 period"), an increase in loss of \$86,401 due to an increase in expenses of \$92,717, from \$354,047 in the 2020 period to \$446,764 in the 2021.

Fluctuations in expenses are as follows:

- (i) during the 2021 period the Company incurred \$12,000 for auditing of the Company's year-end financials compared to \$6,667 during the 2020 period;

- (ii) incurred \$15,900 (2020 - \$28,100) for accounting and administration services. During the 2020 period the Company incurred significant fees due to an increase in corporate activities and signing of the WUSA LOI;
- (iii) incurred \$99,414 (2020 - \$20,108) for professional fees provided by advisors to assist with corporate services of which \$60,000 (2020 - \$nil) was paid to an individual to conduct business development activities on behalf of the Company;
- (iv) incurred \$66,000 for director and officer compensation compared to \$46,580 during the 2020 period. See also “Transactions with Related Parties”;
- (v) effective November 1, 2020 the Company engaged Swiss Resources Capital AG (“SRC”) to provide investor relations and communication services in Europe at a monthly fee of €13,400. During the 2021 period the Company paid \$125,294 to SRC.
- (vi) during the 2021 period the Company incurred regulatory fees of \$15,378 (2020 - \$4,529) which reflects ongoing fees for its listing on the OTCQB. The Company was not listed on the OTCQB in the 2020 period; and
- (vii) the Company recognized share-based compensation of \$57,400 on the granting of share options during the 2021 period compared to \$182,190 during the 2020 period.

The Company holds its cash in interest bearing accounts in major financial institutions. During the 2021 period the Company recorded interest income of \$5,698 compared to \$3,138 during the 2020 period.

Financings

During the 2021 period the Company completed a non-brokered private placement of 3,750,000 units for proceeds of \$750,000. The proceeds from the financing are intended to be used for exploration on the Companies existing properties and general working capital purposes.

During the 2020 period the Company completed non-brokered private placements totalling 4,905,000 units for proceeds of \$500,025. The proceeds from the financing were used for general working capital purposes.

Financial Condition / Capital Resources

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the option lease payments and exploration of mineral properties. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As at October 31, 2021 the Company had working capital of \$2,073,787 and considers that it has adequate resources to maintain anticipated levels of corporate administration and budgeted exploration activities for the next twelve months. The Company’s operations are typically funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future. See also “COVID-19”.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity 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 expenditures during the reporting period. Examples of significant estimates made by management include the determination of mineralized reserves, plant and equipment lives, estimating the fair values of financial instruments, impairment of long-lived assets, reclamation and

rehabilitation provisions, valuation allowances for future income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's critical accounting estimates and sources of estimation is included in Note 3 to the April 30, 2021 audited annual financial statements.

Changes in Accounting Policies

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the April 30, 2021 audited annual financial statements.

Transactions with Related Parties

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

The Company has determined that key management personnel consists of the CEO and the CFO of the Company. During the 2021 and 2020 periods the following compensation was incurred with respect to the Company's executive officers:

	2021 \$	2020 \$
Mr. Saxon - professional fees ⁽¹⁾	42,000	22,580
Mr. DeMare - professional fees ⁽²⁾	<u>18,000</u>	<u>18,000</u>
	<u>60,000</u>	<u>40,580</u>

(1) Effective July 23, 2020 Mr. Saxon was appointed CEO and President, with a current compensation of \$7,000 per month.

(2) Effective July 23, 2020 Mr. DeMare resigned as interim CEO but remains as CFO.

As at October 31, 2021 \$114,630 (April 30, 2021 - \$89,630) was outstanding for past fees.

In addition, the Company incurred share-based compensation for key management personnel as follows:

	2021 \$	2020 \$
Mr. Saxon - share-based compensation	-	84,000
Mr. DeMare - share-based compensation	<u>-</u>	<u>10,710</u>
	<u>-</u>	<u>94,710</u>

(b) *Transactions with Other Related Parties*

(i) During the 2021 and 2020 periods the following compensation was incurred with respect to non-executive directors of the Company:

	2021 \$	2020 \$
Mr. Way - professional fees	3,000	3,000
Mr. Berka - professional fees	<u>3,000</u>	<u>3,000</u>
	<u>6,000</u>	<u>6,000</u>

As at October 31, 2021 \$34,963 (April 30, 2021 - \$36,963) was outstanding for past fees.

In addition, the Company incurred share-based compensation with respect to non-executive directors as follows:

	2021 \$	2020 \$
Mr. Way - share-based compensation	-	15,750
Mr. Berka - share-based compensation	-	15,750
	<u>-</u>	<u>31,500</u>

- (ii) During the 2021 period the Company incurred \$15,900 (2020 - \$28,100) for accounting and administration services provided by Chase Management Ltd. (“Chase”), a private company owned by Mr. DeMare. As at October 31, 2021 \$7,700 (April 30, 2021 - \$3,800) remained unpaid.

During the 2020 period the Company also recorded \$3,780 share-based compensation for share options granted to Chase.

- (iii) During the 2021 period a director purchased 125,000 units of a 3,750,000 unit private placement completed at \$0.20 per unit.

During the 2020 period directors and officers purchased 1,205,000 units of a 3,000,000 unit private placement completed at \$0.10 per unit and a total of 1,260,000 units of a 1,905,000 unit private placement completed at \$0.105 per unit.

Outstanding Share Data

The Company’s authorized share capital is unlimited common shares without par value. As at December 17, 2021, there were 23,976,541 issued and outstanding common shares, 10,106,278 warrants outstanding with a exercise prices ranging from \$0.13 to \$0.45 per share and 2,179,000 share options outstanding with exercise prices ranging between \$0.21 to \$0.40 per share.