WHITEMUD RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

THREE MONTHS ENDED MARCH 31, 2026

The following Annual Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of operations of Whitemud Resources Inc. ("**Whitemud**" or the "**Company**") has been prepared by management of Whitemud and should be read in conjunction with the Company's condensed interim financial statements for the three months ended March 31, 2026 (the "**Financial Statements**"). The Company has prepared this MD&A in accordance with the provisions of Item 1 of Part 2 of Form 51-102F1 – *Management's Discussion and Analysis*.

The Financial Statements and accompanying notes of the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and require management to make estimates and assumptions that affect amounts reported and disclosed in the Financial Statements and related notes.

The Board of Directors approved the contents of this MD&A on May 13, 2026. Disclosure contained in this document is current to this date, unless otherwise stated. Some of the statements made herein contain "forward-looking information". Please see "*Cautionary Notes Regarding Forward-Looking Statements*". Additional information on Whitemud is available on the Company's profile through the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at www.sedarplus.ca.

GENERAL BUSINESS DESCRIPTION

The Company develops kaolin resources in the Wood Mountain area of southern Saskatchewan for the production and marketing of metakaolin. Metakaolin is a high-performance supplementary cementitious material used as a performance enhancing additive to concrete. Metakaolin can replace a range of 10 – 20% of the total cementitious products used to make concrete while enhancing performance and reducing cost.

COMPANY OUTLOOK AND GOING CONCERN

The Financial Statements were prepared by management in accordance with IFRS applicable to a going concern entity, which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The uncertainty in the use of the going concern assumption is impacted by the factors described below. The Financial Statements do not reflect any adjustments relating to the recoverability and classification of recorded assets or liabilities that may be necessary should the Company be unable to continue as a going concern.

For the three months ended March 31, 2026, the Company had a net loss of $758,792 (Q1 2025 - $1,055,817 net loss) and negative operating cashflow of $895,849 (Q1 2025 - $853,333 negative operating cashflow) with a resulting accumulated deficit of $92,483,609 (Q1 2025 - $87,801,145 accumulated deficit).

In order for the Company to continue operations for the longer term, including generating sufficient cash flows and ultimately attaining profitable operations, additional financing will be required.

On December 23, 2022 the Company announced that Kasten Energy Inc. ("Kasten") has called for repayment by December 30, 2022, of a loan in the amount of $1,139,561. On January 11, 2023, Kasten commenced an action against Whitemud in the Court of King's Bench of Alberta, seeking judgment in the amount of $1,139,561, and damages in the amount of $113,000. On January 27, 2023, the Company filed a Statement of Defense which among other things pleads the Limitations Act, RSA 2000, c.L-12 (the "Act"), and says that it is immune from liability, with respect to the Plaintiff's claim due to expiry of the limitation period.

On May 23, 2025, an applications judge in the Court of King's Bench of Alberta, granted a summary judgment against Whitemud in an amount of $1,139,561 plus taxable costs and pre-judgement interest. The Company has appealed that judgement, but that appeal was dismissed by a Justice of the Court on March 20, 2026. Based on the legal opinion of its counsel, the Company has launched a further appeal.

The pre-commissioning phase of the project began in late May 2024.

During Q2 2024, the Company continued the testing and commissioning of its flash calciner upgrade project.

On July 22, 2024, the Company and its major shareholder SAM Holdings Ltd. agreed that the $7 million limit on the line of credit shall be increased to $10 million. The funds advanced under the amended interim line of credit agreement may also be used to fund operating expenses and general and administrative costs.

In August 2024, the Company completed its flash calciner upgrade program. The flash calciner and ancillary process equipment has been commissioned, and its full operating capacity is being brought on in sequential stages. Initial performance testing of the metakaolin is being conducted at Whitemud's onsite lab. Whitemud continues to make deliveries of metakaolin to its customers.

On August 23, 2024, the Company obtained an updated NI 43-101 Technical Report. The Technical Report provides a Preliminary Economic Assessment of the Wood Mountain facility.

The processing activities commenced in Q3 2024, using stockpiled raw ore that was previously mined. These activities include ore storage and conveying systems, ore crushing and drying, clay separation, calcination, and shipping of metakaolin.

The Company had stockpiled ore in two areas adjacent to the processing facility. West of the processing plant, adjacent to the primary crushing facility is a stockpile of unprocessed ore. East of the plant is a larger stockpile of ore. As of December 31, 2025, all previously stockpiled ore adjacent to the primary crusher was used in the processing plant for the 2025 production. In November 2025, the Company started the transfer of the larger stockpile east of the plant to the stockpile adjacent to the primary crusher. This was completed on January 16, 2026, with an estimated stockpile of 29,000 tons of ore. This stockpile will be used in production in 2026.

Mining operations are expected to resume no sooner than Q4 2026, depending on market demand. The Company does not anticipate any capital costs to resume mining operations. The costs will be operating in nature and all equipment necessary to move ore from the quarry will be rented, leased or subcontracted.

The steps necessary to recommence mining included the following:

- The Gollier Creek Plant Industrial Source Air Quality Environmental Protection Plan was fully accepted by the Saskatchewan Ministry of the Environment on June 21, 2022 under Acceptance of Notification # 10053673.
- The site's Fire Prevention and Emergency Response Plan was approved by the Saskatchewan Ministry of the Environment on November 22, 2023.
- Whitemud's Decommissioning and Reclamation Plan was submitted on March 15, 2023 under submission 10059060. The plan was reviewed and commented on by the Ministry of the Environment. The Decommissioning and Reclamation Plan and review of financial assurance are due for resubmission prior to June 1, 2026.
- Financial assurance to cover Decommissioning and Reclamation costs was provided to the Province of Saskatchewan on February 16, 2021.
- A limited amount of work within the mine is necessary to regrade mine access roads and dewater the existing working areas of the quarry.
- Equipment necessary to operate the mine will be rented, leased or subcontracted in advance of restarting mine operations.
- Staff necessary to operate the mine will either be contracted or hired in advance of restarting mine operations.

Quality Assurance testing of production from the new flash calciner process has demonstrated that the product from the new process is equivalent to or superior to the product manufactured with the previous kiln-based process.

During Q4 2024, the Company continued to improve the utilization of the production equipment.

On February 1, 2025, the Company and its major shareholder SAM Holdings Ltd. agreed that the $10 million limit on the line of credit would be increased to $15 million. The funds advanced under the amended interim line of credit agreement may also be used to fund operating expenses and general and administrative costs.

On December 22, 2025, the Company and its major shareholder SAM Holdings Ltd. entered into an amending agreement extending the maturity date to July 1, 2028 and reducing the contractual interest rate to 1% per annum, applied retroactively.

As of May 13, 2026, the Company has drawn $14,450,000 on the interim line of credit agreement, by way of promissory notes. The promissory note bears interest at 1.0% per annum. The principal and interest is payable on the maturity date, July 1, 2028.

As a result of the going concern circumstances described above and in Note 1 of the annual audited financial statements, the metakaolin buildings and equipment assets, without taking into account the process improvements, are being carried at $Nil as a result of depreciation and impairment charges. The Company continues to carry its land at its original cost.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to a revised estimate of its recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized.

In summary and without limiting the foregoing, the ability of the Company to continue as a going concern and realize the carrying value of its assets and discharge its liabilities when due, is dependent on the Company's ability to generate improved market acceptance for the Company's metakaolin resource, increase sales, and continue to develop methods to produce metakaolin more cost efficiently. There is no certainty that these or any other strategies that may be identified by management will be sufficient to permit the Company to continue beyond the immediate future as such strategies are contingent upon industry conditions and market acceptance for the Company's products. For additional risks and uncertainties relating to the Company see "Risks and Uncertainties".

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

Within the last few years, greater attention has been the focus for all industries to operate with a lower carbon footprint and to reduce CO2 and greenhouse gas emissions. With the heightened awareness for corporate Environmental, Social and Corporate Governance (ESG), management believes Whitemud's metakaolin could have a significant role to play in helping to reduce the carbon footprint for the cement industry.

RESULTS OF OPERATIONS

For the three months ended March 31, 2026, the Company generated a net loss of $758,792 ($0.002 per share loss) compared to a net loss of $1,055,817 ($0.003 per share loss) for the three months ended March 31, 2025. The Company used $895,849 of cash in operating activities during Q1 of 2026, compared to $853,333 in Q1 of 2025. The increase in operating cash outflows was primarily attributable to higher operating losses associated with the increased salaries and wages.

Cash used in investing activities during the three months ended March 31, 2026 related primarily to capitalized expenditures of $38,700 associated with improvements to the production plant, compared to $105,274 in Q1 of 2025.

Cash flows from financing activities during the three months ended March 31, 2026 were primarily driven by advances received under the interim line of credit provided by the Company's major shareholder, SAM Holdings Ltd. The Company does not currently generate sufficient cash flows from operations to fund operating or development activities and continues to rely on external financing to fund cash requirements.

The Company's operations for the eight most recently completed quarters are summarized below:

	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024	Q3 2024	Q2 2024
Revenue	**248,240**	197,388	205,537	94,082	71,398	39,375	54,574	2,465
Income/(Loss) from Operations	**(758,792)**	(1,628,865)	(1,340,471)	(954,336)	(1,055,817)	(648,310)	(761,648)	(192,582)
Income/(Loss) per share, basic and diluted	**(0.002)**	(0.0045)	(0.0037)	(0.0027)	(0.003)	(0.0018)	(0.0021)	(0.0005)

Revenue from the sales of metakaolin has gradually increased over the preceding eight quarters as the plant has increased operations.

The losses from continuing operations have gradually increased over the preceding eight quarters. This being driven by substantial increases in operating and general and administration expenses in the ramp up to facility operations. As efficiencies are gained through consistent processing, the cost of goods sold is decreasing.

Operating expenses have increased due to increases in salaries and wages. General and administration expenses have increased due to additional professional fees and staff training.

Metakaolin Division

Revenue

Revenue from the sale of metakaolin was $248,240 for the three months ended March 31, 2026, compared to $71,398 for the three months ended March 31, 2025. The sales revenue has increased, resulting from the restarting of facility operations and increased customer engagement.

The volume of metakaolin sold was 751 tonnes for the three months ended March 31, 2026 (Q1 2025 – 268 tonnes), with an average price of $329/tonne (Q1 2025 – $255/tonne), which includes transportation cost for delivery of metakaolin to the customer. The volume increase is as a result of the restarting of facility operations with an increase in acceptance of Whitemud's metakaolin by a larger number of customers.

As at March 31, 2026, the finished metakaolin and bulk inventory available for sale was 4,364 tonnes (Q1 2025 – 1,414 tonnes) having a notional market value of $1,200,100 (Q1 2025 - $388,850).

Operating Expenses

Company operating expenses for the three months ended March 31, 2026 were $488,767 (Q1 2025 – $534,154). The decrease is due to decreases in utilities and plant costs as the plant was not operating in Q1 of 2026 compared to Q1 of 2025 which started production in late February. This decrease is offset by increases in salaries and wages and consulting and professional fees.

Operating expenses can be broken down into the following categories:

Operating Expenses	***March 31, 2026***	*March 31, 2025*
Salaries and wages	**312,351**	245,919
Utilities and plant costs	**67,085**	166,203
Property taxes	**39,243**	39,182
Repairs and maintenance	**34,012**	45,971
Consulting and professional fees	**17,338**	8,147
Insurance	**15,142**	22,429
Fuel	**3,596**	6,306
Total Operating Expenses	**$488,767**	$534,154

General and administration expenses for the three months ended March 31, 2026, were $75,407 (Q1 2025 - $46,733). The increase was attributed to higher professional fees and staff training.

General and administration expenses can be broken down into the following categories:

General and Administration	***March 31, 2026***	*March 31, 20285*
Consulting and professional fees	**48,626**	25,626
Other	**11,792**	7,968
Filing fees	**8,049**	6,043
Office and communications	**5,490**	6,447
Travel	**1,066**	-
Bank fees	**384**	649
Total General and Administration	**$75,407**	$46,733

Accretion charges for the three months ended March 31, 2026 related to promissory notes were $299,250 (Q1 2025 - $236,775). Accretion charges have increased due to accretion on the discount related to the promissory notes. Depreciation expense for the three months ended March 31, 2026 was $146,344 (Q1 2025 - $149,030). Depreciation expense has decreased due to select assets depreciated on a declining balance basis.

Asset Retirement Obligations

At March 31, 2026 the asset retirement obligations of the Company were updated and reassessed to reflect current market conditions, inflation and interest rates and managements assessment of the number of years until retirement of the plant. This resulted in a decrease to the asset retirement obligation of $22,403 as detailed in Note 11 of the Financial Statements. The decrease is a result of adjusting the risk-free rate to 3.47%, up from 3.42% in 2025.

Management has identified the following known trends and uncertainties that are expected to impact the Company's financial performance and liquidity in future periods.

The Company is continuing to operate through a production ramp-up phase following the commissioning of the flash calciner upgrade. During this period, operating costs per tonne remain elevated due to variable production volumes, inefficiencies associated with commissioning activities, and ongoing plant optimization. While management expects operating efficiencies to improve as consistent production levels are achieved, there can be no assurance as to the timing or extent of such improvements.

Average realized sales prices for metakaolin increased during the period compared to Q1 of 2025 as a result of an increase in sales volumes to more distant customers based on a transportation delivered pricing and customers purchasing packaged product. Management expects pricing and margin performance to remain sensitive to market acceptance, customer mix and transportation economics.

The Company's operations and liquidity remain highly dependent on continued financial support from its major shareholder and creditor, SAM Holdings Ltd. While the interim line of credit has been amended and extended, there is no assurance that further financing will continue to be available on similar terms or at all.

In addition, the Company remains subject to legal and regulatory uncertainties, including the ongoing impacts of litigation and the timing of recommencement of mining operations, which could adversely affect cash flows and liquidity.

LIQUIDITY

The Financial Statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards, which assumes Whitemud will realize its assets and discharge its liabilities and commitments in the normal course of business. The application of the going concern concept is dependent upon the ability of the Company to market its metakaolin products and raise adequate financing.

Operations have been funded through loan facilities provided by SAM Holdings Ltd. as described below under "Capital Resources – Current Loan Facilities". The Company does not have the ability to fund development or operating costs from operations and requires the ongoing support of SAM Holdings Ltd.

CAPITAL RESOURCES

Current Loan Facilities

The Company has a loan of $1,139,561 from Kasten which the Company believes is statute barred under the Act and which is in litigation as described above.

Capital Expenditures

There were $38,700 in expenditures capitalized for the three months ended March 31, 2026 (Q1 2025 - $105,274). The capitalized expenditures relate to improvements to the Company's processing plant. During Q1 of 2025, the Company had purchased a vehicle in addition to capitalizing improvements to the processing plant.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements at the time of this management discussion and analysis.

FINANCIAL AND OTHER INSTRUMENTS

The Company's cash and cash equivalents are measured at fair value through profit or loss. The Company does not have a hedge or other risk control strategy in place.

OUTSTANDING COMMON SHARES

The Company is authorized to issue an unlimited number of Class A voting and an unlimited number of Class B non-voting common shares. The Company has 34,026,300 Class A common shares and 326,499,700 Class B non-voting common shares issued and outstanding as at March 31, 2026 (Q1 2025 – 34,026,300 Class A common shares and 326,499,700 Class B non-voting common shares).

TRANSACTIONS BETWEEN RELATED PARTIES

The Company obtains consulting services from SWAT Contractors Ltd. ("SWAT"). SWAT is controlled by a director of the Company. The Company obtains these services for the purpose of prospecting potential customers. The Company incurred $9,000 (Q1 2025 – $6,000) of consulting services during the three months March 31, 2026. As of March 31, 2026, a payable of $3,801.55 (Q1 2025 - $nil) is due to SWAT. Amounts due to SWAT are non-interest bearing and are at arms length terms.

On July 22, 2024, the Company and its major shareholder SAM Holdings Ltd. agreed that the $7 million limit on the line of credit shall be increased to $10 million. The funds advanced under the interim line of credit agreement may also be used to fund operating expenses and general and administrative costs.

On February 1, 2025, the Company and its major shareholder SAM Holdings Ltd. agreed that the $10 million limit on the line of credit shall be increased to $15 million. The funds advanced under the amended interim line of credit agreement may also be used to fund operating expenses and general and administrative costs.

On December 22, 2025, the Company and its major shareholder SAM Holdings Ltd. entered into an amending agreement extending the maturity date to July 1, 2028 and reducing the contractual interest rate to 1% per annum, applied retroactively.

As of May 13, 2026, the Company has drawn $14,450,000 on the interim line of credit agreement, by way of promissory notes. The promissory note bears interest at 1.0% per annum. The principal and interest is payable on the maturity date, July 1, 2028.

RECENT AND FUTURE ACCOUNTING PRONOUNCEMENTS

The Financial Statements, including comparatives, are presented in accordance with International Financial Reporting Standards (“IFRS®”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committees (“IFRIC”).

The Company has reviewed amended accounting pronouncements and determined the following:

a) Amendments to IFRS 9 Financial Instruments

   In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures related to settling financial liabilities using an electronic payment system and assessing contractual cashflow characteristics of financial assets. The amendments to the standard are effective on January 1, 2026. The Company is currently evaluating the impact on its financial statements.

b) IFRS 18 Presentation Disclosure in Financial Statements

   In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in financial Statements (“IFRS 18”), which will replace IAS 1. This standard introduces new requirements for entities applying IFRS Accounting Standards to present disclose financial information. IFRS 18 introduces new totals, subtotals, and categories for income and expenses in the statement of income, as well as requiring disclosure about management-defined performance measures and additional requirements regarding the aggregation and disaggregation of certain information. This pronouncement from the IASB will become effective January 1, 2027, with earlier adoption permitted, and must be adopted on a retrospective basis. The Company is currently evaluating the impact on its financial statements.

CRITICAL ACCOUNTING ESTIMATES

Whitemud prepares its Financial Statements in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board (“IASB”). In doing so, management is required to make various estimates and judgments in determining the reported amounts of assets and liabilities, revenues and expenses for each period presented and in the disclosure of commitments and contingencies. Management bases its estimates and judgments on its own experience, guidelines established by the Canadian Institute of Mining, Metallurgy and Petroleum and various other factors believed to be reasonable under the circumstances. In reference to the Company’s significant accounting policies as described in Note 3 to the Financial Statements, management believes the following critical accounting policies reflect their more significant estimates and judgments used in the preparation of the Financial Statements.

Inventories are valued at the lower of weighted average production cost and net realizable value, while consumable supplies and spares are valued at the lower of weighted-average cost and replacement cost. Determination of realizable value or replacement costs requires estimates to be made for costs to complete and sell inventory. Management periodically makes estimates regarding whether an allowance is necessary for obsolete inventory.

In 2024, the Company changed the rate of depreciation to better reflect the useful lives of the buildings, processing plant and plant equipment. Under IFRS, this change is considered a change in accounting estimate and accounted for prospectively by amortizing the cumulative changes over the remaining useful life of the related assets. Mobile equipment and other administrative-type assets are depreciated according to the declining balance or straight-line method, based on an estimate of their useful lives.

Significant decommissioning and reclamation activities are often not undertaken until substantial completion of the useful lives of productive assets. Regulatory requirements and alternatives with respect to these activities are subject to change over time. A significant change to either the estimated costs or recoverable reserves would result in a material change in the amount charged to earnings.

If it is determined that carrying values of property, plant and equipment cannot be recovered, then the asset is written down to its recoverable amount. Any excess of book value over recoverable amount is charged to income in the period in which the impairment is determined. Recoverability and fair value assessments are dependent upon assumptions and judgments regarding future prices, costs of production, sustaining capital requirements and economically recoverable reserves and resources. A material change in assumptions may significantly impact the potential impairment of these assets.

The Company uses the liability method of accounting for deferred income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current year. Deferred income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of assets and liabilities, calculated using the currently enacted or substantively enacted tax rates anticipated to apply in the period that the temporary differences are expected to reverse. Deferred income tax inflows and outflows are subject to estimation in terms of both timing and amount of future taxable earnings. Should these estimates change the carrying value of income tax assets or liabilities may change.

Grants under Whitemud's stock-based compensation plans are accounted for in accordance with the fair-value-based method of accounting. For stock-based compensation plans that will settle through the issuance of equity such as stock options, the fair value of stock options is estimated using the Black-Scholes option pricing model. These valuation models require the input of certain assumptions including expected share price volatility.

RISKS AND UNCERTAINTIES

The continued operation, development and exploitation of the Company's kaolin resources and operation of its processing plant involve a high degree of financial risk. The risk factors which should be taken into account in assessing the Company's activities include, but are not limited to, those set out below and described under "*Cautionary Note Regarding Forward Looking Statements*". These risks are not presented in any order of priority. Any one or more of these risks could have a material effect on the operations and financial condition of the Company and should be taken into account in assessing the Company's activities.

The Company may not be able to continue as a going concern.

The Financial Statements have been prepared on a going concern basis in accordance with IFRS, which assume Whitemud will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The application of the going concern concept is dependent upon the ability of the Company to raise additional capital to support ongoing activities, receive continued support of its creditors, and achieve profitable operations. To date, the Company's main source of cash resources has been through the issuance of equity and debt. This dependence on the private and public market to fund cash flow needs of the Company has resulted in management including a "Nature of the Organization and Future Operations" note in the Financial Statements.

The Company is subject to risks of commodity marketing and distribution.

Commodity contracts are subject to a bidding process with contracts usually entered into for terms of one year. There is no assurance that contracts may be obtained, extended or re-negotiated under commercially acceptable terms.

The Company's revenue does not cover its expenses.

To date, the Company has not earned significant revenues and is developing markets for metakaolin. The Company is currently generating a loss from it metakaolin operations. Additional capital investment is required for continuing operations.

The Company depends on the support of the creditors to continue operations.

As described above, during 2022 there has been a demand made and an action commenced for repayment of the loan made by Kasten, but that demand has been resisted, and the action defended, on the basis that the loan is statute barred under the Act. Additionally, SAM Holdings Ltd., a major shareholder of the Company, has provided a letter of credit to the Government of Saskatchewan as represented by the Minister of the Environment to secure the Company's reclamation obligations in relation to its mining operations. Should financing for the Company not be readily available in the future or support from creditors including SAM Holdings Ltd. not be maintained, then the Company will face a severe lack of liquidity that could lead to a cessation of operations.

SAM Holdings Ltd. has also provided a $15 million interim line of credit to the Company, of which $14.4 million has been drawn as of May 13, 2026.

The Company facilities are subject to operating risks.

Construction of the Company's processing facility and mine is complete and the Company has completed commissioning and testing of the plant. Operating risks include, without limitation, equipment failures, labour disputes, work stoppages and equipment delivery delays, all of which may have an adverse effect on the Company's ongoing operations and financial condition. The Company continues to enhance the efficiency of its operations.

The Company operates in a competitive market and is not a market leader.

The cement products industry is competitive and prospective customers in the markets that the Company is targeting are frequently using lower priced products to produce concrete. As a result, the Company may not secure sufficient metakaolin sales volumes to improve its financial condition.

The conditions in the oil and gas and construction industries affect the Company.

The oil and gas and construction industries are industries that the Company targets for the sale of its metakaolin products. Should industry conditions deteriorate this may challenge the Company's ability to expand its customer base and achieve its sales objectives or improve its financial condition.

Mining and production of metakaolin is subject to numerous risks.

Mining involves a high degree of risk, and the Company has a limited history of metakaolin operations. The Company currently depends on a single property with a kaolin resource. The Company's operations are subject to environmental risks and the actual costs of reclamation for the property are subject to regulatory body guidelines. Changes in government regulations could impact Whitemud's future financial performance.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements made herein contain "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, government approvals, the costs and timing of the development and commissioning of the project and the Company's liquidity and capital resources. Without limiting the generality of the foregoing, the Company has made materially forward-looking statements: (i) under the heading "General Business Description" with regard to the replacement of a range of 10 – 20% of the total cementitious products used and ability to negotiate commercially acceptable commodity marketing contracts; (ii) "Liquidity", regarding the ability of the Company to market its metakaolin products, the sufficiency of working capital and the necessity for support from creditors; (iii) under the heading "Company Outlook and Going Concern" with regard to the improvement of operational efficiency and enhanced production process and a potentially improved market for the Company's product; and (iv) under the heading "Company Outlook and Going Concern", the assumption that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business, the uncertainty about the appropriateness of the going concern assumptions, the anticipated requirement for additional financing, and generate improved market acceptance for the Company's product. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Material risk factors that could cause results to differ materially from any future results include the following risk factors: "Whitemud has no material operating revenue, history of Metakaolin or Kaolin project development or operations," is applicable to the forward-looking statements identified in (i) through (iv) above; "The Metakaolin market Whitemud is targeting is underdeveloped," is applicable to the forward-looking statements identified in (i) through (iv) above; "Whitemud may not achieve sales volumes and sales prices for products," is applicable to the forward-looking statements identified in (i) through (iv) above; "Whitemud has limited formal sales contracts," is applicable to the forward-looking statements identified in (i) through (iv) above; "the Company is only recently producing product and has exhibited consistent quality of product on a commercial scale." is applicable to the forward looking statements identified in (i) through (iv) above; "the process has not been proven at the large production levels projected," is applicable to the forward-looking statements identified in (i) through (iv) above; "Mining/quarrying operations are subject to a high degree of risk," is applicable to forward-looking statements made in (i) through (iv) above; "Government regulation may adversely affect Whitemud," is applicable to forward-looking statements made in (iv) above; and "Whitemud's distribution and sales of its products face uncertainty," is applicable to forward-looking statements made in (ii) and (iii) above. "No assurance that existing business ventures will develop on a profitable and sustained basis or that the Company will have the necessary contractual commitments, resources, and working capital to continue with the existing business ventures" is applicable to forward-looking statements made in (iii). "There can be no guarantee that capital can be raised on favourable terms at a sufficient level to fund required operations" is applicable to (ii), (iii) and (iv) above. The forgoing list of risk factors is not exhaustive. Additional information on risk factors is included under the heading "Risks and Uncertainties" in this MD&A, as well as general business, economic, competitive, political and social uncertainties; the actual results of exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metakaolin and kaolin; possible variations of kaolinized ore deposit composition and qualities; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining government approvals or in obtaining sufficient debt or equity financing if required, or in the completion of development or construction activities, including the potential expansion of the plant. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. In making its forward-looking statements, the Company used, among others, the following material factors or assumptions to develop forward-looking information enumerated above: the target market for Whitemud will accept Whitemud's metakaolin for its stated purpose, use of metakaolin remains economic, government regulations governing Whitemud's title to mineral properties, its permits and plant operations will not change, the economic conditions continue to improve to an extent where demand for concrete products in the concrete industry will improve to and beyond levels experienced prior to the economic downturn and that the various independent reviews conducted on the Company's products and resources are accurate. Forward-looking statements contained herein are made as of the date hereof subject to the requirements of applicable securities legislation and except as otherwise required by law, the Company assumes no obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader is cautioned not to place undue reliance on forward-looking statements.

OTHER INFORMATION

Additional information related to the Company is available for viewing on SEDAR+ at **www.sedarplus.ca** and at the Company's website at www.whitemudresources.com.