CHURCHILL RESOURCES INC.

MANAGEMENT DISCUSSION & ANALYSIS
(FORM 51-102F1)

FOR THE SIX MONTHS ENDED FEBRUARY 28, 2022

(EXPRESSED IN CANADIAN DOLLARS)

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BACKGROUND

This Management Discussion and Analysis ("MD&A") of Churchill Resources Inc. ("Churchill" or the "Company") (formerly 9 Capital Corp.) ("9 Capital") financial position and results of operations for the six months ended February 28, 2022 is prepared as at April 29, 2022.

This MD&A should be read in conjunction with our unaudited condensed consolidated interim financial statements for the six months ended February 28, 2022 and the supporting notes. Those unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this MD&A may constitute forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic condition and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "feel", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated exploration activities and results and financing activities and other factors on our operating results, and the performance of global capital markets, commodity prices and interest rates.

Forward-looking information involves known and unknown risk, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to exploration results, market fluctuations, commodity price fluctuations and the strength of the Canadian, U.S. and other economies.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

The Company could be adversely impacted by the effects of the coronavirus. The extent to which the coronavirus impacts the Company, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. The continued spread of the coronavirus globally could materially and adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers and the ability to obtain financing. To date, the Company has not had any adverse effects from the coronavirus.

COMPANY OVERVIEW

Churchill is a Canadian exploration stage mining company which is focused on the exploration for battery metals and diamonds in Canada. The Company currently holds four exploration projects, namely Taylor Brook in Newfoundland, Florence Lake in Labrador, Pelly Bay in Nunavut and White River in Ontario. All projects are at the evaluation stage, with known mineralized Ni-Cu-Co showings at Taylor Brook, Florence Lake and Pelly Bay, and diamondiferous kimberlitic intrusives at White River and Pelly Bay.

The Company was incorporated on April 4, 2017, under the Business Corporations Act (Ontario). Its registered office is located at Suite 505, 133 Richmond Street West, Toronto, Ontario, M5H 2L3. The Company's records office is located at 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2.

OUTLOOK

The Company plans to spend approximately $3-4 million on the following exploration activities during the 2022 fiscal year:

1. Taylor Brook Ni-Cu property: Phase 2 exploration including 5,000m of drilling, ground geophysics and prospecting as well as borehole EM surveys.

2. Florence Lake Ni-Cu property: airborne EM surveying, compilations of historical work, geochemical surveying and prospecting and possible drilling 2,500m in late fall 2022.

3. A 2021 compilation of the Ni-Cu and gold exploration database at Pelly Bay to identify targets will be used to generate interest in the project, however no budget is allocated for exploration at this time.

The Company expects 2022 to be a pivotal year in the advancement of the Taylor Brook and Florence Lake Projects as it plans to aggressively explore the known Ni-Cu-Co mineralization and test newly developed targets. The extensive database of historical information will be augmented by new exploration data, and by applying the most recent exploration concepts and techniques.

CHANGE IN MANAGEMENT

On September 20, 2021, the Company announced that Ms. Dawn Evans-Lamswood, M.Sc., P.Geo. joined the Company as Senior Consultant to the Taylor Book and Florence Lake nickel projects.

EXPLORATION AND EVALUATION ASSETS

Pelly Bay Property, Nunavut

The Pelly Bay Property is located in central Nunavut, Canada. The Company has a 100% interest in all claims of the Pelly Bay Property.

Adamera Minerals Corp. ("Adamera"), the original owner of the project database purchased by the Company, retains a 2% Gross Over-riding Royalty ("GOR") on all diamonds mined in a specific Area of Interest, of which 1%

can be purchased by the Company not later than within the first year of production, for $1,000,000. Adamera also retains a 2% GOR on all other commodities mined in the Area of Interest, under the same terms.

The Pelly Bay Property claims are currently suspended as per Nunavut Mining Regulations policies as the Company awaits the approval of the Water Permit from the Nunavut Water Board. Assessment requirements upon re-activation of the claims at the Company's request following resolution of the water permit issue will total $1,707,500 in qualified work expenditures, or cash fees, to keep all claims in good standing to July 24, 2023, should the claims be activated at the Company's request following receipt of the water permit. Work or charges for each subsequent year from July 24, 2023, due annually on July 24th, is $853,750 per year, assuming the entire property is retained.

As the Company has not received the approval of the Water Permit from the Nunavut Water Board, during the year ended August 31, 2021, the Company decided to impair the evaluation and exploration assets by $407,144 to a nominal amount of $1.

During the six months ended February 28, 2022, the Company incurred $47,803 in geological consulting services provided by an arms-length company for the Pelly Bay Property.

White River Property, Northern Ontario

On February 9, 2017, the Company entered into an earn-in agreement with Rudolf Wahl and Frederick Lowndes (collectively, the "Vendors") on the White River property ("White River"). The original property totaled 12 mining claims which the Company increased to 72 legacy claims through physical staking programs in 2017 which were converted in 2019 to 970 Mining Lands Administration System ("MLAS") claim cells. During 2019, the Company was able to further increase the size of the property by map staking 409 new MLAS claim cells under the name of Churchill Diamond Corporation ("CDC"), a wholly owned subsidiary of the Company.

Pursuant to the agreement, the Company can acquire up to a 100% interest in White River by making the following payments:

- Upon signing the agreement: $40,000 cash (paid)
- Upon regulatory approval: 350,000 common shares (issued; fair value of $87,500)
- On or before February 9, 2018: $30,000 cash (paid) and 500,000 common shares (issued; fair value of $125,000)
- On or before February 9, 2019: $30,000 cash (paid) and 500,000 common shares (issued; fair value of $125,000)
- On or before February 9, 2020: $30,000 cash (paid) and 500,000 common shares (issued; fair value of $125,000)
- On or before February 9, 2021: $30,000 cash (paid) and 500,000 common shares (issued; fair value of $125,000)
- On or before February 9, 2022: $50,000[1] cash and 500,000 common shares (issued; fair value of $90,000)

[1] The Vendors agreed to divide the $50,000 into three installments. The Company made the first payment of $12,500 during the six months ended February 28, 2022. The remaining balance will be made during the rest of the fiscal year of 2022.

The Company is also required to incur a minimum of $1,000,000 in exploration work at White River by February, 2024, as amended on May 18, 2021, of which $72,000 is required to be incurred by February, 2018 (incurred). As of February 28, 2022, the Company incurred qualified exploration expenditures of $642,475 on the White River Property such that all claims are in good standing.

The Vendors will retain a 3% GOR on all diamonds mined at White River, of which 1.5% can be purchased by the Company at any time for $2,000,000. The Vendors will also retain a 2% GOR on all other commodities mined at White River, of which 1% can be purchased by the Company at any time for $1,000,000.

During the year ended August 31, 2021, the Company decided to impair the evaluation and exploration assets by $845,928 to a nominal amount of $1 due to management's decision not to conduct any significant work in the near future.

During the six months ended February 28, 2022, the Company made a cash payment of $12,500 and issued 500,000 common shares with a fair value of $90,000. These amounts were capitalized as exploration and evaluation costs. In connection with the impairment decision made during the year ended August 31, 2021, these amounts were subsequently written off to the statement of loss and comprehensive loss.

Taylor Brook Property, Newfoundland

On October 22, 2020, the Company entered into a letter of intent (the "TB LOI") with Altius Resources Inc. ("Altius") to acquire 100% interest of the mining claims (the "TB Claims") known as the Taylor Brook Nickel-Copper-Cobalt Project which is located within the Long Range Mountains of Western Newfoundland, approximately 60km north-northeast of Deer Lake.

On December 18, 2020 (the "TB Execution Date"), the Company signed an option agreement (the "1st TB Option Agreement") with Altius to acquire 100% interest of the TB Claims. The Company will have the exclusive right for a period of 24 months (the "TB Option Period") to acquire an undivided 100% interest in the TB Claims.

The Taylor Brook Property is comprised of two contiguous map-staked licenses containing 226 claims totaling approximate 56,500 hectares, which has known high grade Ni-Cu-Co mineralization at surface and shallow drilled depths from work carried out between 1999-2012.

The Taylor Brook Ni-Cu-Co-PGE property in Newfoundland has potential for magmatic Ni-Cu-Co deposits ie. Vale's Voisey's Bay Reid Brook and Eastern Deep ore bodies, Sudbury Offset Dyke Ni-Cu-PGE deposits such as Kelly Lake within the Copper Cliff Offset dyke and Totten and Victoria within the Worthington Offset dyke.

Pursuant to the 1st TB Option Agreement, the Company will:

1) Issue 2,423,180 CDC common shares, or such number which is equivalent to 9.9% of the common shares issued and outstanding of CDC (or a resulting issuer company) at the date of issuance, to Altius upon the TB Execution Date (issued on the TB Execution Date with a fair value of $605,795);

2) Incur a minimum of $250,000 in exploration expenditures on the Claims within 12 months following the TB Execution Date (incurred);

3) Complete an equity financing with an amount of at least $1 million with a share price of not less than $0.25 (the "$1M Private Placement") within 12 months following the TB Execution Date (completed);

4) Issue common shares which will result in Altius' post $1M Private Placement ownership at 19.9% based on the common shares issued and outstanding of CDC or the Company at the date of issuance, to Altius within 24 months following the TB Execution Date;

5) Commence a transaction that will result in the Company becoming a reporting issuer in at least one province of Canada (the "Going Public Transaction") within 12 months following the TB Execution Date and complete the Going Public Transaction within 24 months following the TB Execution Date (completed); and

6) Enter into an investor rights agreement (the "TB Investor Rights Agreement") with Altius during the TB Option Period.

The TB Investor Rights Agreement will entitle Altius to designate one nominee for the election to the board of directors of CDC or the Company and will grant the right to Altius to participate in the Future Financings undertaken by CDC or the Company on the same terms which are offered to third parties to subscribe the common shares of CDC or the Company to maintain Altius' post Future Financings ownership in CDC or the Company at 19.9% of the issued and outstanding common shares of CDC or the Company.

On August 30, 2021 (the "2nd TB Execution Date"), the Company entered into two option agreements ("2nd TB Option Agreement") on properties adjacent to the known Layden Ni-Cu-Co showings at the Taylor Book Property.

Terms of 2nd TB Option Agreement:

Under the terms of the 2nd TB Option Agreement with the first optionor, the Company optioned 4 contiguous claims covering a 1.0km^2 area under one mineral license. On execution of the 2nd TB Option Agreement, the Company paid $7,500 and agreed to issue 43,772 common shares (issued) within five days of receipt of regulatory approval for the 2nd TB Option Agreement. Subsequent option payments over the next 24 months include:

- On or before August 30, 2022: payment of (i) $15,000; and (ii) issuance of 45,000 common shares; and

- On or before August 30, 2023: (i) payment of $50,000; and (ii) issuance of 100,000 common shares.

On execution of the 2nd TB Option Agreement, the Company granted a 2.0% Net Smelter Returns royalty ("NSR") to the first optionor, of which 1.0% of the NSR may be purchased by the Company for $1 million.

Under the terms of the 2nd TB Option Agreement with the second optionor, the Company optioned 15 contiguous claims covering a 3.75km^2 area under one mineral license. On execution of the 2nd TB Option Agreement, the Company paid $7,500 and agreed to issue 43,772 common shares (issued) within five days of receipt of regulatory approval for the 2nd TB Option Agreement. Subsequent option payments over the next 24 months include:

- On or before August 30, 2022: payment of (i) $15,000; and (ii) issuance of 100,000 common shares; and

- On or August 30, 2023: (i) payment of $50,000; and (ii) issuance of 200,000 common shares.

On execution of the 2nd TB Option Agreement, the Company granted a 2.0% Net Smelter Returns royalty ("NSR") to the second optionor, of which 1.0% of the NSR may be purchased by the Company for $1 million.

The Company may also satisfy $5,000 and $20,000 of the portion of the remaining cash payments for each option by issuing common shares in lieu of such partial cash payment.

During the year ended August 31, 2021, the Company paid staking fees of $15,990 for the Taylor Brook (South) Property located in Newfoundland, Canada. The Taylor Brook (South) Property includes 214 unpatented claims.

The Company completed compilations and a helicopter-borne VTEM and Horizontal Gradiometer Geophysical Survey over the combined Taylor Brook and Taylor Brook South properties, including the optioned claims during the year ended August 31, 2021 and received final results in September, 2021, for Taylor Brook, and February 2022 for Taylor Brook South. This data is being utilized to plan 2022 field work on the combined project.

On September 20, 2021, the Company announced drilling operations are to commence early in October, and preparations including core shack construction, trail clearing and line-cutting are getting underway. The Company has engaged Mercator Geological Services to provide geological field personnel and equipment for the exploration program.

On October 7, 2021, the Company announced that field work has commenced at the Taylor Book Property, along with drilling and road-clearing equipment on the property. Drilling in the known high grade Layden Showing area has also commenced, along with ground magnetic geophysical surveying.

On November 18, 2021, the Company announced that its Phase 1 Exploration Program has proceeded well and has identified and started to evaluate a magmatic Ni-Cu system on the property, the Layden Magmatic Intrusive, which appears to have significant scale. A total of 13 core holes totaling 2,477m have been drilled as the Phase 1 program.

On March 2, 2022, the Company announced that planning and arrangements for its second phase of drilling and geophysical surveys are nearing completion. Assay results have been received for the first drill hole from the Phase 1 program, TB21-01, which had no significant nickel or copper values. Assays for the remaining Phase 1 holes are in-progress and expected later in April; their delay was due to unprecedented demand at the laboratory. Phase 2 drill results have also been received and integrated into the geological model.

To date, the Company has incurred $1,516,131 in exploration and evaluation costs on the property. Analytical results are still pending for most of the 2021 drillholes and expected to be received by late April 2022.

The Company expects to commence Phase 2 drilling in late May 2022, upon receipt of the assay results and borehole EM survey target data. Phase 2 will include 5,000m of drilling, surface and borehole time domain EM surveys on the Layden Magmatic Intrusive target area and will have a budget of approximately $2,000,000.

Florence Lake Property, Newfoundland

On June 24, 2021, the Company entered into a binding letter of intent (the "FL LOI") with Altius to acquire a 100% undivided interest in certain mining claims (the "FL Claims") comprising the Florence Lake Ni-Cu-PGE property in central Labrador near the coastal community of Hopedale and 175km south of the Voisey's Bay mine (the "Florence Lake Property"). The Florence Lake Property is host to several Raglan-type ultramafic volcanic-hosted massive and disseminated sulphide nickel showings with drill core present on the property for relogging and sampling.

On July 23, 2021 (the "FL Execution Date"), the Company entered into a definite option agreement (the "FL Option Agreement") with Altius to acquire 100% undivided interest in certain mining claims comprising the Florence Lake Property.

FL Option Agreement Terms:

Under the terms of the FL Option Agreement, the Company will have the exclusive option for a period of 24 months (the "FL Option Period") to acquire an undivided 100% ownership interest in the Florence Lake Property by:

- Issue 1,373,946 common shares of the Company to Altius (issued with a fair value of $233,571 on the FL Execution Date);
- Incur a minimum of $1,500,000 in exploration expenditures within 12 months following the FL Execution Date;
- Complete an equity financing with an amount of at least $4 million (the "$4M Private Placement") (completed);

- Following the completion of the $4M Private Placement, issue to Altius 7,000,000 common shares or such lesser number of common shares such that after such issuance, Altius shall not own more than 19.9% of the common shares outstanding following the issuance of such common shares to Altius, on a partially diluted basis;

- Provide Altius with a nomination right to elect one nominee to the board of directors of the Company until such time that Altius beneficially owns less than 9.9% of the common shares of the Company; and

- Provide Altius with a pre-emptive right to participate in the future financings undertaken by the Company on the same terms which are offered to third parties to subscribe the common shares of the Company to maintain Altius' post future financings ownership in the Company at 19.9% of the issued and outstanding common shares of the Company until such time that Altius beneficially owns less than 9.9% of the issued and outstanding common shares of the Company.

Following the date that the option is deemed to have been exercised in accordance with its terms, the Company will issue the grant to Altius a 1.6% gross sales royalty on any minerals produced from the claims comprising the Florence Lake Property.

The Florence Lake Property is comprised of three map-staked licenses in two blocks, with the northern Florence Lake Block comprising Licenses 027520M (50 claims) and 032167M (151 claims) totaling 5,025ha or 50.25km^2. The southern Seahorse Lake Block is comprised of license 032231M containing 172 claims which cover 4,300ha or 43km^2. These licenses require $78,139 in assessment work during the current year which was met with costs incurred in 2021 for the 50% advance payment for the airborne survey, plus costs associated with the due-diligence sampling work carried out in July 2021.

On October 7, 2021, the Company announced that re-sampling of historical core at the Florence Lake Property has confirmed high grade nickel tenors. All drillholes sampled are from the Baikie Showing at Florence Lake, which has been shown to extend approximately 110m along strike and 90m depth from previous work.

On November 18, 2021, the Company announced that a helicopter-borne VTEM and Horizontal Gradiometer Geophysical Survey has commenced at the Florence Lake Property. The contractor encountered a series of delays in assembling and testing the equipment due to inclement weather, which necessitated postponing this survey until April 2022. The Company expects to complete this work and have the preliminary data and targets by June 2022, and has commenced comprehensive compilations of historical exploration to add to the VTEM target database.

On March 2, 2022, the Company provided an update on the helicopter-borne VTEM and Horizontal Gradiometer Geophysical Survey which will re-commence early April due to being postponed by deteriorating weather conditions in December. The Company has since decided to fly the survey at 50m line spacing over the northern claim block (and 100m spacing elsewhere) hosting the nickel showings, which will increase the cost of the overall survey to approximately $400,000.

To date, the Company has incurred $182,287 in exploration and evaluation costs on the property.

The compiled geological and geophysical database will be utilized during the summer of 2022 to design and carry out a Phase 1 follow-up exploration program which is currently planned to include grid line re-establishment, geochemical sampling, and prospecting with a budget of approximately $600,000. Given availability of geochemical results, by September, 2022, then 2,500m of diamond drilling will be carried out on prioritized Phase 1 targets with a budget of approximately $1,000,000. Should analytical results not be available in time, then the drilling program will be deferred to Spring 2023.

Exploration and evaluation costs

The Company's exploration and evaluation costs during the six months ended February 28, 2022 and 2021 are broken down as follows:

Exploration and evaluation assets

	White River $	Taylor Brook $	Florence Lake $	Others $	Total $
Balance as of August 31, 2021	**-**	**641,785**	**233,571**	**1,420**	**876,776**
Acquisition costs					
- Cash	12,500	-	-	-	**12,500**
- Common shares	90,000	23,800	-	-	**113,800**
	102,500	23,800	-	-	**126,300**
Impairments	(102,500)	-	-	-	**(102,500)**
Balance as of February 28, 2022	**-**	**665,585**	**233,571**	**1,420**	**900,576**

Exploration and evaluation expenses

	Pelly Bay $	Taylor Brook $	Florence Lake $	Total $
Consulting	47,803	296,438	3,148	**347,389**
Drilling	-	378,726	-	**378,726**
Equipment rental	-	3,391	-	**3,391**
Field work	-	94,647	4,190	**98,837**
Licenses and permits	-	650	-	**650**
Mapping	-	12,813	-	**12,813**
Salaries and wages	-	28,800	-	**28,800**
Sample	-	22,239	-	**22,239**
Survey	-	72,057	-	**72,057**
Transportation	-	38,578	-	**38,578**
Travel	-	173,944	-	**173,944**
	47,803	**1,122,283**	**7,338**	**1,177,424**

	Pelly Bay $	White River $	Taylor Brook $	Total $
For the six months ended February 28, 2022				
Consulting	2,790	1,103	48,110	**52,003**
Survey	-	-	55,036	**55,036**
	2,790	**1,103**	**103,146**	**107,039**

Qualified Person

Paul Sobie, P.Geo., the Company's Chief Executive Officer, is the Qualified Person, as defined by National Instrument 43-101 (NI 43-101), who has reviewed and approved the technical information disclosed in this MD&A.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	February 28, 2022	November 30, 2021	August 31, 2021	May 31, 2020
	$	$	$	$
Net loss	(584,732)	(931,114)	(3,230,408)	(356,816)
Comprehensive loss	(584,732)	(931,114)	(3,230,408)	(356,816)
Loss per share (basic and diluted)	(0.03)	(0.05)	(0.12)	(0.01)

	Three months ended			
	February 28, 2021	November 30, 2020	August 31, 2020	May 31, 2020
	$	$	$	$
Net loss	(300,880)	(27,799)	(240,312)	(19,365)
Comprehensive loss	(300,880)	(27,799)	(240,312)	(19,365)
Loss per share (basic and diluted)	(0.01)	(0.00)	(0.01)	(0.00)

SELECTED INFORMATION

	For the six months ended		
	February 28, 2022	February 28, 2021	February 29, 2020
	$	$	$
Net loss	(1,515,846)	(328,679)	(295,939)
Comprehensive loss	(1,515,846)	(328,679)	(295,939)
Basic and diluted loss per share	(0.08)	(0.01)	(0.02)

As at:	February 28, 2022	August 31, 2021	August 31, 2020
	$	$	$
Working capital (deficiency)	1,074,044	1,984,562	(323,659)
Total assets	2,662,184	3,824,908	1,144,909
Total liabilities	672,433	949,494	355,983
Share capital	9,058,966	8,507,960	2,638,711
Deficit	(7,604,907)	(6,089,061)	(2,173,158)

RESULTS OF OPERATIONS

Three months ended February 28, 2022

During the three months ended February 28, 2022, the Company recorded a net loss of $584,732 compared to $300,880 for the three months ended February 28, 2021.

During the three months ended February 28, 2022, the Company incurred the following significant expenditures:

- Exploration and evaluation costs of $339,063 (February 28, 2021 – $105,079);
- Professional fees of $95,231 (February 28, 2021 – $128,561);
- Salaries and benefits of $33,680 (February 28, 2021 – $11,760);
- Share-based compensation of $27,732 (February 28, 2021 – $nil); and
- Shareholder information and investor relations of $76,086 (February 28, 2021 – $61,480).

During the three months ended February 28, 2022, the Company made a cash payment of $12,500 and issued 500,000 common shares with a fair value of $90,000 for the White River Property. These amounts were capitalized as exploration and evaluation costs. In connection with the impairment decision made during the year ended August 31, 2021, these amounts were subsequently written off to the statement of loss and comprehensive loss.

In addition, during the three months ended February 28, 2022, the Company recorded other income of $123,031 related to the settlement of eligible exploration expenditures from the issuance of the flow-through shares.

Six months ended February 28, 2022

During the six months ended February 28, 2022, the Company recorded a net loss of $1,515,846 compared to $328,679 for the six months ended February 28, 2021.

During the six months ended February 28, 2022, the Company incurred the following significant expenditures:

- Exploration and evaluation costs of $1,177,424 (February 28, 2021 – $107,039);
- Professional fees of $147,078 (February 28, 2021 – $147,511);
- Salaries and benefits of $63,926 (February 28, 2021 – $12,910);
- Share-based compensation of $81,902 (February 28, 2021 – $nil); and
- Shareholder information and investor relations of $163,890 (February 28, 2021 – $61,480).

During the six months ended February 28, 2022, the Company made a cash payment of $12,500 and issued 500,000 common shares with a fair value of $90,000 for the White River Property. These amounts were capitalized as exploration and evaluation costs. In connection with the impairment decision made during the year ended August 31, 2021, these amounts were subsequently written off to the statement of loss and comprehensive loss.

In addition, during the six months ended February 28, 2022, the Company recorded other income of $294,356 related to the settlement of eligible exploration expenditures from the issuance of the flow-through shares.

LIQUIDITY AND CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained then the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

Subsequent to February 28, 2022, the Company completed a non-brokered private placement for 4,687,500 units at a price of $0.32 and 7,142,857 flow-through units at a price of $0.35.

As of February 28, 2022, the Company has working capital of $1,074,044.

OUTSTANDING SHARE DATA

Share Capital

Authorized

Unlimited number of common shares without par value.

Issued share capital

At February 28, 2022, the Company had 46,465,804 (August 31, 2021 – 43,354,822) common shares issued and outstanding.

Escrow shares

On August 13, 2018, the Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release as follows:

- June 16, 2021: 1,205,883 common shares (released)
- December 16, 2021: 1,205,883 common shares (released)
- June 16, 2022: 1,205,883 common shares
- December 16, 2022: 1,205,884 common shares

On June 16, 2021, the Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release as follows:

- June 16, 2021: 1,001,680 common shares (released)
- December 16, 2021: 1,349,827 common shares (released)
- June 16, 2022: 1,655,212 common shares
- December 16, 2022: 1,655,212 common shares
- June 16, 2023: 1,960,596 common shares
- December 16, 2023: 1,960,597 common shares
- June 16, 2024: 3,487,521 common shares

During the six months ended February 28, 2022, 2,555,710 common shares were released from escrow.

As of February 28, 2022, there were 13,130,905 common shares held in escrow (August 31, 2021 – 15,686,615).

During the six months ended February 28, 2022

- The Company issued 17,544 common shares to satisfy the $5,000 option payments pursuant to the 2nd TB Option Agreement.

- The Company issued 85,000 common shares with fair value of $ 23,800 pursuant to the 2nd TB Option Agreement.

- The Company issued 500,000 common shares with a fair value of $90,000 for the White River Property.

- 105,181 stock options were exercised for proceeds of $17,881.

- On December 30, 2021, the Company completed a non-brokered private placement of 2,403,257 flow-through units ("2021 FT Unit") at a price of $0.31 for gross proceeds of $745,009. Each FT Unit consisted of one common share of the Company issued as a flow-through share ("FT Share") and one half of one common share purchase warrant (each whole warrant, a "2021 Warrant"). Each 2021 Warrant will entitle the holder thereof to purchase one common share of the Company at a price of $0.42 for a period of 24 months.

  In connection with the private placement, the Company incurred the following transaction costs which were recorded as share issuance costs:

  - Paid cash of $50,750 as finders' fees;
  - Issued 163,712 finders' warrants ("2021 Finder's Warrants") with fair value of $15,654; and
  - Paid cash of $13,301 for other expenses.

  Each 2021 Finder's Warrants is exercisable to acquire one common share of the Company at a price of $0.28 at any time on or before December 30, 2023.

- The Company granted 250,000 options with an exercise price of $0.30 to a consultant. The options are exercisable for a period of five years. One-fourth vest three months after the grant date and will vest every three months thereafter.

- The Company granted 250,000 options with an exercise price of $0.30 to a consultant. The options are exercisable for a period of five years. One-fourth vest on date of the grant, one-fourth vest six months after the grant and one and half will be vest one year thereafter.

- 596,024 stock options expired unexercised.

As of the date of this MDA, the Company had:

- 45,965,804 common shares issued and outstanding;
- 1,634,615 warrants with an exercise price of $0.28 to $0.42; and
- 2,300,000 stock options with an exercise price ranging from $0.25 to $0.30.

SUBSEQUENT EVENTS

On March 31, 2022, the Company completed a brokered private placement consisting of the sale of units (the "Units") and flow-through units (the "FT Units", and together with the Units, the "Offered Securities"), for aggregate gross proceeds of $4,000,000 (the "Offering"). The Offering was led by Red Cloud Securities Inc. and included Canaccord Genuity Corp. (the "Agents"). Under the Offering, the Company sold 4,687,500 Units at a price of $0.32 per Unit and 7,142,857 FT Units at a price of $0.35 per FT Unit. Each Unit was comprised of one common share in the capital of the Company (each, a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). As consideration for their services, the Agents received a commission of 7.0% of the gross proceeds of the Offering paid as 874,999 Units as well as 828,124 broker warrants ("Broker Warrants"). Each Broker Warrant entitles the holder to purchase one Common Share at a price of C$0.32 until March 31, 2024.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. Key management includes executive officers and directors.

The transactions related to and the compensation paid to the Company's key management personnel during the six months ended February 28, 2022 and 2021 are as follows:

- The Company paid $63,926 in salaries (February 28, 2021 – $12,910), $63,926 in exploration and evaluation expenses (February 28, 2021 – $nil) and $9,240 (February 28, 2021 – $9,000) in rent to a consulting firm of which the Company's Chief Executive Officer is the owner. As at February 28, 2022, $39,961 (August 31, 2021 – $32,861) was owed to companies controlled by the Chief Executive Officer.

- The Company incurred professional fees of $45,496 (February 28, 2021 – $33,100) with an accounting firm of which the Company's Chief Financial Officer is a partner. As at February 28, 2022, $12,894 (August 31, 2021 – $9,342) was owed to this partnership.

OTHER COMMITMENTS

The Company periodically issues flow-through shares with any resulting flow-through premium recorded as a flow-through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of the flow-through premium is recorded as other income.

Based on Canadian tax law, the Company is required to spend the proceeds from the issuance of the flow-through shares on eligible exploration expenditures within two years from the date of issuance. If the Company is unable to meet this deadline, it will be subject to Part XII.6 taxes in accordance with the Canadian Income Tax Act.

A continuity of the flow-through share premium liability is as follows:

	February 28, 2022 **$**	**August 31, 2021** **$**
Balance, beginning of the year	**500,000**	**2,090**
Liability incurred on flow-through shares issued	264,358	583,750
Settlement on expenditures made recorded as other income	(294,356)	(85,840)
Balance, end of year	**470,002**	**500,000**

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of our financial statements requires management to use judgment and make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could materially differ from these estimates. Refer to note 2 of our annual audited financial statements for the year ended August 31, 2021 for a more detailed discussion of the critical accounting estimates and judgments.

ADOPTION OF NEW AND AMENDED IFRS PRONOUNCEMENTS

There were no new or amended IFRS pronouncements effective September 1, 2021 that impacted the Company's unaudited condensed consolidated interim financial statements for the six months ended February 28, 2022.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 12 of our unaudited condensed consolidated interim financial statements for the six months ended February 28, 2022. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended August 30, 2021.

RISKS AND UNCERTAINTIES

To the date of this MD&A, except for the possible impact from COVID-19 mentioned above, there have been no significant changes to the risk factors set out in the Company's filing statement dated June 7, 2021, which is available on www.sedar.com.