

QURI-MAYU DEVELOPMENTS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED OCTOBER 31, 2022

FORM 51-102F1

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Quri-Mayu Developments Ltd. (hereinafter "Quri-Mayu" or the "Company") for the year ended October 31, 2022. The MD&A should be read in conjunction with the audited consolidated financial statements for the year ended October 31, 2022. The MD&A has been prepared effective January 20, 2023.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Quri-Mayu. The Company reports its financial results in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS") and related interpretations as issued by the International Standards Board ("IASB"). All published financial results include the assets, liabilities and results of operations for the Company and its subsidiaries.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantee of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

TRENDS

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenue, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

GENERAL BUSINESS AND DEVELOPMENT

Quri-Mayu is in the business of mining and exploration.

The Company's office is located at 1000 – 1285 W Pender Street, Vancouver, BC, V6E 4B1, Canada.

The Company is a reporting issuer in the Province of British Columbia. All public filings for the Company are available on the SEDAR website www.sedar.com.

INITIAL PUBLIC OFFERING

On August 15, 2022 Company has completed its initial public offering by issuing 6,500,000 common shares at price of \$0.10 per share for gross proceeds of \$650,000. The common shares of the Company began trading on the TSX Venture Exchange ("TSXV") under the symbol "QURI".

In connection with the initial public offering, the Company paid cash commission of \$39,000 and aggregate of 390,000 warrants. Each warrant entitles the holder to purchase one common share of the Company for a price of \$0.10 at any time until August 15, 2025.

BUSINESS CHRONOLOGY

Quri-Mayu (the "Company") was incorporated as Quri-Mayu Ventures Ltd. as a wholly-owned subsidiary of reporting issuer EVI Global Group Developments Corp. ("EGGD") on November 28, 2017 under the laws of British Columbia, Canada. The Company changed its name to Quri-Mayu Developments Ltd. on August 13, 2018. The Company was divested (spun out) with EGGD on October 3, 2018.

On February 15, 2019, the Company acquired a 100% interest in a newly formed private company, 1169783 B.C. Ltd. ("783 BC") through the issuance of 5,065,020 common shares with a fair value of \$88,972.

On October 30, 2020, the Company acquired a 100% interest in a private company, 1200164 B.C. Ltd. DBA Avalon West Acquisitions ("Avalon") through the issuance of 8,100,000 common shares with a fair value of \$810,000.

On August 15, 2022 Company has completed its initial public offering. The common shares of the Company began trading on the TSXV under the symbol "QURI".

From incorporation to date, no significant operations have begun, and management is continuing to evaluate and consult on available business opportunities.

EXPLORATION AND EVALUATION ASSET

AT PROPERTY

Ronald Fisher and George Nicholson (collectively referred as the "Optionors") had optioned a 100% interest in the mineral property called AT Mining Project ("AT Property") situated in the province of British Columbia to Avalon. Upon the acquisition of Avalon on October 30, 2020, the Company assumed the option agreement.

Pursuant to the option agreement, the Optionors shall grant full rights and authority to the Company for the AT Property upon the following:

- I. Paying an aggregate maximum of \$260,000 to the Optionors as follows:
 - \$10,000 on execution of the option agreement (paid on March 19, 2021); and

- 10% of exploration expenditures to be paid within 90 days of the completion of the work program during which such exploration expenditures were incurred up to a maximum aggregated amount of \$250,000 in payments (Paid \$13,998 on March 19, 2021).
- II. Issuing an aggregate of 300,000 common shares to the Optionors upon achieving a public listing where AT Property is the "Qualifying Property" as such defined in the TSX Venture Exchange policies (Options exercised on August 18, 2022).

The Company shall pay an aggregate 2.5% net smelter royalty to the Optionors upon commencement of commercial production and the Company will have the right to purchase 0.5% of the net smelter royalty upon payment of an aggregate of \$1,000,000 in shares to the Optionors. The Company shall have the right to purchase an additional 0.5% of the net smelter royalty at any time upon payment of an aggregate of \$3,000,000 in shares to the Optionors.

The main mineralization of interest on the AT property is magmatic-hosted nickel-copper sulphides +/- platinum group elements (PGEs) and it is located along the contact between the Coastal Plutonic Complex (CPC) and the Intermontane superterrane of the Cordillera of British Columbia.

Historical rock sampling and mapping completed in the 1980's identified disseminated chalcopyrite hosted in medium-to-dark grey igneous rock which reported values of approximately 1.5% copper with anomalous quantities of zinc and cobalt. Three types of mineralization were uncovered: zones of magmatic segregation within the intrusives, veins or zones of pyritization and alteration at or near the intrusive contacts, and veins or structures within the intruded volcanic series, some distance from the contacts.

The recent high-resolution magnetic survey and spectral imaging surveys, combined with the historical mapping and rock sampling, have identified a number of exploration targets on the property including strong magnetic highs, contact zones around magnetic highs, weak magnetic highs which correlate with iron oxide zones, lineations of magnetic lows which are indicative of faults which could host mineralization.

Future work on the AT property will include careful geological mapping of the bedrock and boulder trains to refine the geological model, continued magnetic and spectral imaging surveys to determine the extent of known anomalies and identify new zones of iron oxide, and carry out lines of Mobile Metal Ion (MMI) sampling across the known zones of iron oxide.

SELECTED ANNUAL INFORMATION

	October 31, 2022	October 31, 2021	October 31, 2020
	\$	\$	\$
Financial Results			
Net loss for the year	(346,661)	(169,080)	(151,121)
Loss per share – basic and diluted	(0.01)	(0.00)	(0.01)
Balance Sheet Data			
Total assets	1,648,793	1,544,219	1,640,045
Total liabilities	555,129	687,053	648,609
Shareholders' equity	1,093,664	857,166	991,436

SUMMARY OF FINANCIAL RESULTS FOR RECENTLY COMPLETED QUARTERS

The following table summarizes the financial results of operations for the eight most recent fiscal quarters ended October 31, 2022:

	Oct 31, 2022 (Q4)	July 31, 2022 (Q3)	April 30, 2022 (Q2)	Jan 31, 2022 (Q1)	Oct 31, 2021 (Q4)	Jul 31, 2021 (Q3)	Apr 30, 2021 (Q2)	Jan 31, 2021 (Q1)
	\$	\$	\$	\$	\$	\$	\$	\$
Expenses	221,629	28,311	33,104	63,617	46,431	34,092	50,529	31,878
Other items	-	-	-	-	6,150	-	-	-
Net loss	(221,629)	(28,311)	(33,104)	(63,617)	(52,581)	(34,092)	(50,529)	(31,878)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Assets	1,653,686	1,436,937	1,451,766	1,472,404	1,544,219	1,550,056	1,586,094	1,709,489
Working capital (deficiency)	190,733	(119,868)	(231,709)	(181,159)	(88,670)	1,837	45,747	94,984

The Company had not commenced commercial operations as of October 31, 2022, nor to the date of filing of this MD&A. Notwithstanding, the Company and management continue to identify business opportunities for the Company.

RESULTS OF OPERATIONS

For the year ended October 31, 2022

The Company had no revenue and a net loss of \$346,661 for the year ended October 31, 2022 compared to a net loss of \$169,080 for the year ended October 31, 2021, representing an increase in loss of \$177,581.

Major variances as follows:

For the year ended October 31, 2022, administration charges were \$50,153 compared to \$31,864 for the year ended October 31, 2021. This increase was primarily due to increase in office overheads during the year ended October 31, 2022.

For the year ended October 31, 2022, marketing expenses were \$85,500 compared to \$Nil for the year ended October 31, 2021. The increase in marketing expenses were related to shareholder awareness and social media marketing costs.

For the year ended October 31, 2022, listing fees were \$22,400 compared to \$3,545 for the year ended October 31, 2021. This increase was primarily due to the initial listing of the Company on the TSXV during the year ended October 31, 2022.

For the year ended October 31, 2022, management and consulting fees were \$157,196 compared to \$92,729 for the year ended October 31, 2021. The increase is primarily due to new management agreements entered into by the Company during the year ended October 31, 2022.

For the three months ended October 31, 2022

The Company had no revenue and a net loss of \$221,629 for the three months ended October 31, 2022 compared to a net loss of \$52,581, for the three months ended October 31, 2021, representing a increase in loss of \$169,048.

Major variances as follows:

For the three months ended October 31, 2022, administration charges were \$18,595 compared to \$7,691 for the three months ended October 31, 2021. This increase was primarily due to increase in office overheads during the three months ended October 31, 2022.

For the three months ended October 31, 2022, marketing expenses were \$85,500 compared to \$NIL for the three months ended October 31, 2021. The increase in marketing expenses were related to shareholder awareness and social media marketing costs.

For the three months ended October 31, 2022, professional fees were \$8,498 compared to \$16,263 for the three months ended October 31, 2021. The decrease was primarily due to lower accrual of audit fees and reduced legal fees charged for the three months ended October 31, 2022.

For the three months ended October 31, 2022, management and consulting fees were \$107,916 compared to \$21,073 for the three months ended October 31, 2021. The increase is primarily due to new management agreements entered into by the Company during the three months ended October 31, 2022.

LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2022, the Company had a working capital surplus of \$190,733.

During the year ended October 31, 2022, the Company incurred a net loss of \$346,661 and, as at October 31, 2022, had a cumulative deficit of \$1,455,422.

On August 15, 2022 Company has completed its initial public offering by issuing 6,500,000 common shares at price of \$0.10 per share for gross proceeds of \$650,000. In connection with the initial public offering. The Company also recorded a total of \$310,906 of share issuance costs in connection with the IPO.

The continuation of the Company as a going concern is dependent on its ability to raise additional capital or debt financing, including on reasonable terms, in order to meet business objectives towards achieving profitable business operations. There can be no assurance that consultants, service

providers, and advisors will continue to extend unpaid accounts, services, and liabilities to the Company in order to maintain its business and filing requirements as a reporting issuer.

SHARE CAPITAL AND OUTSTANDING SHARE DATA

Common Shares:

The Company had 44,730,338 (October 31, 2021 – 36,126,120) common shares as of October 31, 2022 and at the date of this report.

The Company had 390,000 agent warrants outstanding as of October 31, 2022 and at the date of this report.

RELATED PARTY TRANSACTIONS

At October 31, 2022, accounts payable and accrued payable amount to \$242,438 (October 31, 2021 - \$212,438) which are owing to companies controlled by directors and officers of the Company. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

On May 9, 2022, the Company issued 1,804,218 common shares with a fair value of \$180,422 to Xmin as per the debt settlement agreement. As at October 31, 2022, loans payable balance is \$Nil (October 31, 2021- \$180,422).

Key management personnel include those persons having authority and responsibility for planning, directing and controlling activities of the Company as a whole. The Company has determined that its key management personnel consist of CEO (Mr. Kevin Smith), CFO (Mr. Braydon Hobbs) and the Company's Board of Directors.

During the years ended October 31, 2022 and 2021, the following amounts were incurred for directors and officers of the Company:

	October 31, 2022	October 31, 2021
	\$	\$
Management and consulting fees	60,000	-

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

MANAGEMENT OF INDUSTRY AND FINANCIAL RISK

The Company is in the mineral exploration sector and manages related industry risk issues directly.

Management is not aware of and does not anticipate any significant environmental exposure or risk of remediation costs or liabilities as it does not currently have any active mineral exploration operations.

The Company has minimal exposure to any financial risks having not commenced commercial operations. The Company's primary financial risk is liquidity risk due to its reliance on demand loans, vendors and consultants continuing to extend payment terms, and management continuing to accrue expenses for unpaid services.

Any one or more of these liquidity risks may have a material financial impact on the Company, should favorable loans, services, and/or terms become no longer available to the Company.

OFF-BALANCE SHEET TRANSACTIONS

The Company has not entered into any significant off-balance sheet arrangements or commitments.

RISK AND UNCERTAINTIES

Core Business

The Company's business focus is on mining and exploration.

Significant capital investment, geological and mining personnel, management, and consultants will be required for the development of any potential mining and exploration project.

There is no certainty that any expenditures to be made by the Company as described herein will result in successful mining and exploration. There is aggressive competition within the mineral exploration and development sector with larger exploration companies developing related technology internally. As such, significant capital investment is required along with extensive other resources to develop any potential mineral claims and future mining operations, if attainable.

There can be no assurance the Company will be successful in obtaining required capital on acceptable terms to reach its business objectives. Some risks the Company may be exposed to include, but are not limited to the following:

Conflicts of Interest

The Company's directors and officers also serve as directors and/or officers of other private and public companies involved in other business ventures. Consequently, there exists the possibility for such directors and/or officers to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. As such, these individuals would refrain from voting on the conflicted matter and would be forced to forego potential business or conduct such business in conflict.

Going Concern Risk

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development, and update its equipment. As a result, start-up operating losses are expected, and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Competition

The mining and exploration sector is highly competitive. Other companies in the sector have significantly more geological, engineering, technical, mining expertise, equipment, and financial resources. There can be no assurance the Company will attain a level of such resources in order to compete with.

Reliance on Joint Ventures, Partnerships, or Minority Interests

The nature of the Company's operations may require it to enter into various agreements with partners, joint venture partners, or minority interests in mineral and exploration projects. There is no guarantee that those with whom the Company needs to deal will be successful in these joint or participating interests for mining and exploration.

Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations, technical, and other assets or resources. The Company anticipates that its operating and personnel costs will increase substantially in the future when and if it is able to commence commercial operations. In order to manage its growth, the Company will have to substantially increase consultants, geological personnel, engineers, technical, human resources, and executive and administration staff to run its operations, while at the same time efficiently maintaining a large number of relationships with third parties. The Company will also have to acquire, lease, or rent a substantial amount of mining and extraction equipment. There can be no assurance that the Company will be able to meet these growth objectives.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on its directors and officers.

Reliance on Key Personnel, Service Provider, and Advisors

The Company relies heavily on its director and officers, along with key service providers, business advisors and consultants. The loss of their services would have a material effect on the business of the Company. There can be no assurance that directors and officers, or consultants engaged by the Company will continue to provide services in the employment of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

COVID-19

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in the future periods.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The information provided in this report as referenced from the Company's consolidated financial statements for the referenced reporting period is the sole responsibility of management. In the preparation of the information along with related and accompanying statements and estimates contained herein, management uses careful judgement in assessing the values (or future values) of certain assets or liabilities. It is the opinion of management that such estimates are fair and accurate as presented.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.sedar.com.

CORPORATE INFORMATION

Directors: Kevin Smith, CEO
Braydon Hobbs, CFO
Ronald Woo
Grant Carlson

Auditor: Adam Sung Kim Ltd.

Legal Counsel: DuMoulin Black, LLP