CALAVERAS RESOURCE CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED APRIL 30, 2021

The following Management's Discussion and Analysis ("MD&A"), prepared as of August 27, 2021, and should be read in conjunction with the audited financial statements and related notes of the Company for the year ended April 30, 2021. The financial statements have been prepared using accounting principles consistent with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. The reader should be aware that historical results are not necessarily indicative of future performance. The financial statements together with the following MD&A are intended to provide readers with a reasonable basis for assessing the financial performance of the Company.

Date of Report

This MD&A is dated August 27, 2021 and presents material information up to this date.

Forward-Looking Statements

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

BACKGROUND

Calaveras is a British Columbia company previously engaged primarily in mineral exploration activity in British Columbia, Canada. The Company was previously listed on the Canadian Securities Exchange under the symbol CRC and delisted on February 9, 2018 to facilitate a change of business and re-listing on the Canadian Securities Exchange. The Company is currently a reporting issuer.

On June 11, 2018, the Company entered into an amalgamation agreement with Aspen Technologies Corp. (formerly VS Blockchain Assembly Inc.)("Aspen"). Under the agreement, Aspen would amalgamate with a newly established subsidiary of the Company and the resulting entity would become a wholly-owned subsidiary of the Company. In consideration for completion of the transaction, all common shareholders of Aspen would receive one common share of the Company for each share of Aspen. All outstanding warrants of Aspen would be exchanged for warrants of the Company exercisable under the same terms. Following the transaction, the Company would carry-on the existing business of Aspen. On October 28, 2019, the Company announced that it had terminated its agreement with Aspen.

On September 3, 2019, the Company also announced that it entered into a letter of intent with Launchtrip Technologies Corp. ("Launchtrip"), pursuant to which it will conduct a due diligence review of Launchtrip. Subject to the results of this review, the Company may elect to acquire all of the outstanding share capital of Launchtrip. Launchtrip is a privately-held technology company involved in the development of applications to access travel opportunities.

The letter of intent does not set forth definitive terms for an acquisition of Launchtrip, nor have such terms been finalized. The completion of any transaction with Launchtrip remains subject to the satisfactory completion of due diligence, and the negotiation of definitive documentation. The Company has advanced $75,000 as a deposit to Launchtrip. The deposit is refundable to the Company in the event the letter of intent is terminated and a transaction is not pursued. In addition, the Company has advanced $50,000 as a promissory note to Launchtrip which is unsecured, non-interest bearing and payable on demand.

Since the Company does not intend to proceed with Launchtrip, the deposit has been charged to operations, but the Company does expect to recover the deposit.

MINERAL PROPERTIES

<u>Cree Lake Property, Saskatchewan, Canada</u>

On September 4, 2019, the Company signed an option agreement to acquire a 100% interest in certain mineral claims, comprising 311 hectares in the Athabasca Basin, Saskatchewan. The terms of the Purchase Option Agreement are as follows:

- cash consideration of $100,000 on signing (**paid**);
- $100,000 within 6 months of the signing of this agreement;
- $300,000 in exploration expenditures within 24 months of signing of the agreement.

The Company's interest was subject to a 1% NSR payable to the vendor which may have been purchased for $1,000,000.

As at April 30, 2020, the Company decided not to further pursue the option. Therefore, $100,000 was written off in the year ended April 30, 2020.

LIQUIDITY AND CAPITAL RESOURCES

In management's view, given the nature of the Company's operations, which have consisted of evaluations of business opportunities, the most relevant financial information relates primarily to current liquidity, and solvency. The Company's financial success will be dependent upon the extent to which it can successfully implement its business plan, raise additional financing and re-list on a Canadian stock exchange.

Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

As at April 30, 2021, the Company had a working capital deficiency of $147,086, including cash of $3,000.

On September 19, 2019 and December 3, 2019, the Company completed the issuance of unsecured convertible notes in the principal amount of $50,000 and $10,000 respectively. The notes matured on September 19, 2020 and December 3, 2020, and bear interest at a rate of 10% per annum, compounded monthly. At any time prior to the Maturity, the holders of the notes may elect to convert all, or any portion, of the outstanding principal and accrued interest into common shares at a price of $0.10 per Conversion Share. The matured note is payable upon demand.

For the years ended April 30, 2020 and 2021, there was no share capital activity.

The Company's cash resources are not sufficient to meet its working capital requirements for the next year and the Company has no source of revenue, therefore management will continue to seek new sources of capital to maintain its operations and further its' development.

The financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities previously issued by the Company:

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	9,753,500 Common Shares
Securities convertible or exercisable into voting or equity securities - stock options	Stock Options to acquire up to 10% of outstanding Common Shares	Nil
Securities convertible or exercisable into voting or equity securities - warrants exercisable at $0.15		4,901,500
Convertible notes valued at $62,755		

SELECTED ANNUAL INFORMATION

The following are selected annual financial information for the Company from incorporation to the most recently completed fiscal year end:

	April 30, 2021	April 30, 2020	April 30, 2019
	$	$	$
Total revenue	Nil	Nil	Nil
Net loss	(165,739)	(179,067)	(103,132)
Net loss per share, basic and diluted	(0.02)	(0.02)	(0.01)
Total exploration and evaluation assets	Nil	Nil	Nil
Total assets	3,000	126,671	216,544

SELECTED QUARTERLY INFORMATION FOR THE MOST RECENT COMPLETED QUARTERS

The following selected quarterly financial data is derived from the condensed interim financial statements of the Company. It is prepared within acceptable limits of materiality and is in accordance with International Financial Reporting Standards.

	3 months ended April 30, 2021	3 months ended January 31, 2021	3 months ended October 31, 2020	3 months ended July 31, 2020
	$	$	$	$
Total revenue	Nil	Nil	Nil	Nil
Loss for the period	144,389	698	11,029	9,623
Net loss per share, basic and ciluted	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	3,000	125,208	125,226	125,222
Total liabilities	150,806	127,905	127,225	116,192
Total shareholders equity/(deficiency)	(147,086)	(2,697)	(1,999)	9,030

	3 months ended April 30, 2020	3 months ended January 31, 2020	3 months ended October 31, 2019	3 months ended July 31, 2019
	$	$	$	$
Total revenue	Nil	Nil	Nil	Nil
Loss for the period	117,180	22,118	24,168	15,601
Net loss per share, basic and ciluted	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	126,671	236,265	234,451	206,608
Total liabilities	108,018	100,433	74,483	27,139
Total shareholders equity	18,653	135,832	155,968	179,469

Operating Results for the three months and year ended April 30, 2021 compared to the three months and year ended April 30, 2020

The following is an analysis of the Company's operating results for the three and nine months ended January 31, 2021 and includes a comparison against the comparable period in the previous year.

Accretion and interest expense for the three months and year ended April 30, 2021 compared to the three months and year ended April 31, 2020 was $Nil and $3,949, respectively, compared to $1,988 and $4,870, respectively.

Consulting fees for the three months and year ended April 30, 2021 compared to the three months and year ended April 30, 2020 were Nil and $3,600 in 2021, respectively, compared to $3,001 and $7,113 in 2020, respectively.

Office expenses for the three months and year ended April 30, 2021 amounted to $19 and $2,471, respectively (2020 – $(14,157) and $443, respectively). This expense includes bank charges.

Professional fees for the three months and year ended April 30, 2021 amounted to $18,638 and $24,980, respectively, compared to $25,256 and $57,097, respectively, for the 2020 period. In fiscal 2021, these expenses were for accounting fees related to the quarterly and annual filings whereas fiscal 2020 included legal fees with respect to the proposed acquisition of the exploration and evaluation asset, as well as for the LOI with Launchtrip Technologies Corp.

Transfer agent and filing fees for the three months and year ended April 30, 2021 amounted to $732 and $5,739 respectively, compared to $1,091 and $9,544 for the comparative period in 2020.

The other items for the year ended 2021, was the write off of $125,000 that was advanced to Launchtrip Technologies Corp. and for fiscal 2020, it is the write off of the mineral property for $100,000.

As a result of the activities discussed above, the Company experienced a loss for the three months and year ended April 30, 2021 of $144,389 and $165,739, respectively, compared to $117,179 and $179,067, respectively.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows: cash and advances at fair value through profit and loss; and accounts payable, convertible notes and loans payable as other financial liabilities and measured at amortized cost.

The carrying amount of cash and deposits and accounts payable and convertible debenture is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

Management of Industry and Financial Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. The Company ensures that there is sufficient capital in order to meet short-term operating requirements, after taking into account the Company's holdings of cash. The Company's cash is held in corporate bank accounts available on demand.

At present, the Company's operations do not generate positive cash flows. The Company's primary source of funding has been the issuance of equity securities through private placements. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

CAPITAL MANAGEMENT

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating costs over a reasonable future period. The Company accesses capital markets as necessary and may also raise additional funds where advantageous circumstances arise.

The Company currently has no externally-imposed capital requirements. There was no change to the Company's approach to capital management during the period.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). The value of transactions and outstanding balances relating to key officers and directors and entities over which they have control or significant influence were as follows:

During the year ended April 30, 2021 and 2020, the Company incurred $3,600 (2020 - $1,312) in consulting fees to the former CEO, a director and former directors. Including in accounts payable was $nil (2020 - $400) of consulting fees.

During the year ended April 30, 2021, the Company borrowed $7,089 from a company with common key management personnel. The loan amount is non-interest bearing, unsecured and payable on demand.

The Company paid no remuneration to key management personnel during the years ended April 30, 2021 and 2020 other than as indicated above.

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses.

The use of estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, and the recoverability and measurement of deferred tax assets.

RISK AND UNCERTAINTIES

The Company is primarily in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely sources of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital and the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company, which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn, greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") website at **www.sedar.com.**