

Northern Lights Resources Corp.

Management Discussion and Analysis

For the Year Ended April 30, 2022

August 29, 2022

The following management discussion and analysis (“MD&A”) should be read in conjunction with the audited consolidated financial statements for the year ended April 30, 2022, and related notes included therein, prepared in accordance with International Financial Reporting Standards (“IFRS”). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at www.sedar.com. The Company’s website can be found at www.northernlightsresources.com.

Northern Lights Resources Corp. (the “Company” or “Northern Lights”) was incorporated under the laws of British Columbia on March 28, 2007. The Company’s principal business activities include the acquisition and exploration of resource properties. The Company is listed on the Canadian Securities Exchange (“CSE”) under the symbol “NLR” and on the OTC QB under the symbol “NLRCF”.

On June 4, 2021, the Company received USD \$800,000 (approximately \$966,089) from Mirabel Capital. In the form of convertible securities.

On May 26, 2022, the Company consolidated its common shares on a ten for one basis. All references to common shares and per share amounts in this MD&A reflect the share consolidation on a retrospective basis.

On July 27, 2022, the Company closed the first tranche of a private placement for gross proceeds of \$227,500. The total amount of the private placement announced on July 5, 2022 is up to \$1,000,000.

On May 13, 2022, the Company issued 1,044,160 common shares to Mirabel Capital to cover an amount of USD \$80,000 towards the convertible securities issued June 4, 2021.

On August 8, 2022, the Company issued 1,933,650 common shares to Mirabel Capital to convert an amount of USD \$45,000 towards the convertible securities issued June 4, 2021. The amount still owing on the convertible securities is US\$15,000 as of August 8, 2022.

Forward-Looking Statements

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Forward-looking statements herein include, but are not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the costs and timing relating to the potential acquisition of interests in mineral properties; the timing and costs of future exploration activities on the Company’s future properties; success of exploration activities; permitting time lines and requirements for additional capital. In making forward-looking statements herein, the Company has applied several material assumptions, including, but not limited to, any additional financing needed will be available on reasonable terms, that general business and economic conditions will not change in a materially adverse manner, and that all necessary governmental approvals for the future exploration will be obtained in a timely manner and on acceptable terms. 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. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in exploration programs based upon results of exploration; future prices of metals; availability of third party contractors; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks of the mineral exploration industry; environmental risks; community relations; and delays in obtaining governmental approvals or financing.

Overview and Going Concern

The Company currently has negotiated two property agreements, an earn-in-agreement on the Medicine Springs property in Nevada and the purchase of a 100% interest in the Secret Pass Gold Property in Arizona.

The Secret Pass Gold property consists of 868 hectares located in the heart of the Historic Oatman-Katherine gold mining district in northwest Arizona. This historical mining district produced 2 million ounces of gold and 1,000,000 ounces of silver between 1892 and 1940 at an average gold grade of over 15 g/t.

The Medicine Springs property located on the eastern edge of the Carlin Trend in southeastern Elko County, consists of 149 unpatented Federal mineral claims covering 1,189 Ha located in the Ruby Mountains Valley. The Medicine Springs property is a high grade Silver-Zinc-Lead project with significant potential to host a large scale high-grade Carbonate Replacement Deposit (“CRD”) deposit. See “*mineral properties*” section below.

The Company’s ability to continue as a going concern is dependent on its ability to raise additional funds through equity issuances. These events and conditions indicate a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern.

The consolidated financial statements for the year ended April 30, 2022 were prepared on a going concern basis 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. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

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. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or ability to raise funds.

Results of Operations

The results of operations reflect the overhead costs incurred by the Company to maintain good standing with the various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisition continues. The Company has not recorded, since the date of its incorporation, any revenues from its mineral exploration and development activities, nor does it expect to record any revenue over the course of the next 12 months.

Mineral Properties

i) Medicine Springs Property

The Company entered into a mineral property option agreement dated August 20, 2017 to acquire 100% of the property in southeastern Elko County, Nevada.

The option agreement is a 6-phase exploration agreement. Completion of all of the phases under the agreement is subject to staged cash payments of USD \$950,000, equity consideration of USD \$250,000 and incurring exploration expenditures of USD \$2,700,000. The agreement was amended in July 2020 and again in July 2021 to extend certain due dates.

The Company has the option to proceed with each subsequent Phase in the Option Agreement upon the completion of all cash and equity consideration payments to the vendors in addition to meeting the minimum exploration expenditure payments defined for each Phase of the Option Agreement.

a) Cash payments

- a) Phase 1B - USD \$25,000 (paid)
- b) Phase 2 - USD \$50,000 by December 31, 2020 ("Phase 2 Commencement Date") (paid).
- c) Phase 3 - USD \$100,000 by December 31, 2021 ("Phase 3 Commencement Date") (below – paid by joint venture partner).
- d) Phase 4 - USD \$150,000 within 30 days of completion of all Phase 3 requirements ("Phase 4 Commencement Date").
- e) Phase 5 - USD \$200,000 within 30 days of completion of all Phase 4 requirements ("Phase 5 Commencement Date").
Phase 6 - USD \$425,000 within 30 days of completion of all Phase 5 requirements ("Phase 6 Commencement Date").

b) Share issuance

- a) Phase 2 - issuance of common shares with a fair market value of USD \$50,000 by December 31, 2020 (issued 1,330,650 common shares fair valued at \$33,266).
- b) Phase 3 - issuance of common shares with a value of USD \$50,000 by December 31, 2021 (issued 1,873,482 common shares fair valued at \$46,837).
- c) Phase 4 - issuance of common shares with a value of USD \$50,000 after the Phase 4 Commencement Date.
- d) Phase 5 - issuance of common shares with a value of USD \$50,000 after the Phase 5 Commencement Date.
- e) Phase 6 - issuance of common shares with a value of USD \$50,000 after the Phase 6 Commencement Date.

c) Exploration expenditures

- a) incur USD \$25,000 in exploration upon execution of the agreement (incurred).
- b) Phase 1B - incur USD \$225,000 by December 31, 2020 (incurred).

- c) Phase 2 - incur USD \$300,000 by December 31, 2022.
- d) Phase 3 - incur USD \$400,000 by December 31, 2022.
- e) Phase 4 - incur USD \$500,000 within 1 year of the Phase 4 Commencement Date.
- f) Phase 5 - incur USD \$500,000 within 1 year of the Phase 5 Commencement Date.
- g) Phase 6 - incur USD \$750,000 within 1 year of the Phase 6 Commencement Date.

d) NSR

The mineral claims comprising the Property, are subject to a 2% Net Smelter Royalty ('NSR') with an additional 0.5% NSR applicable to the 123 claims previously owned by Newmont Mining Corporation.

e) Exploration expenditures – completed as of April 30, 2022

- i) the Company incurred USD \$24,887 of expenditures by making payments: (i) USD \$23,095 to the United States Department of the Interior Bureau of Land Management, and (ii) USD \$1,792 to the Elko County Recorder's Office for 2017 taxation year.
- ii) the Company incurred USD \$25,093 of expenditures by making payments: (i) USD \$23,195 to the United States Department of the Interior Bureau of Land Management, and (ii) USD \$1,898 to the Elko County Recorder's Office for 2018 taxation year.
- iii) the Company has paid the cash option payment of USD \$25,000.
- iv) the Company incurred USD \$183,193 (\$231,345) of exploration expenditures as of April 30, 2021 on the Medicine Property.

In addition, the property owner will retain a 2.5% NSR. The Company has the option to purchase back 1.5% of the NSR for USD \$3,000,000 on a portion of the mineral claims (126/149) and USD \$1,000,000 on a portion of the mineral claims (23/149). The royalty to the project vendors is in addition to a further 0.5% royalty over a portion of the mineral claims (23/149).

The Company has entered into a Property Option and Joint Venture Agreement (the "Agreement") with Reyna Silver Corp. ("Reyna Silver").

Under the terms of the Agreement, Reyna Silver can earn a 75% interest in the Medicine Springs property by assuming and satisfying certain of the Company's commitments in the underlying option agreement dated August 20, 2017. Specifically, by paying USD \$875,000 and incurring exploration expenditures of approximately USD \$2,400,000 by December 31, 2023, of which USD \$700,000 needs to be spent by December 31, 2022. Reyna Silver can earn an additional 5% can be earned by making a cash payment of USD \$1,000,000 to the Company by no later than December 31, 2023.

Upon completion, the Company and Reyna Silver will jointly own 100% of the Medicine Springs and will establish a joint venture.

On January 12, 2022, the Company announced the assay results from a jasperoid rock sampling program completed at the Medicine Springs Silver project that the Company is exploring in joint venture with Reyna Silver Corp.

Medicine Springs hosts Carbonate Replacement Deposit (CRD) mineralization exposed at a very high level marked by well-developed multi-stage NE-SW trending jasperoidbarite veins within an area of approximately 6 km x 6 km. These veins extend well beyond the areas of historic small-scale mining and very shallow drilling, so Reyna sampled them systematically to determine if a mineralization center or centers could be defined.

Systematic sampling (657 samples) of these veins throughout a 6 by 6 km area returned very strong results for Silver with 37 samples returning over 66 g/t Ag, 2 samples returned assays of over 1,000 g/t Ag. Assays for lead, zinc and copper showed anomalous results along a prominent NE-S trending structural network.

ii) **Secret Pass Gold Project**

During the year ended April 30, 2020, the Company entered into a purchase agreement to acquire a 100% interest in the Secret Pass Gold Project located in northwestern Arizona.

Pursuant to the option agreement, the Company agrees to make the following consideration payments:

- a) within 5 working days following the exercise of the option, the Company will pay cash consideration of USD \$75,000 (paid);
- b) within 30 days following the exercise of the option, the Company will issue 2,000,000 common shares (issued and valued at \$80,000); and
- c) under the terms of the agreement, the Company will make the following additional payments:
 - i) USD \$175,000 on or before September 20, 2019 (paid); and
 - ii) USD \$125,000 on or before November 8, 2019 (paid).

There are no third-party royalties payable on future production from the Secret Pass Gold Project.

As of November 7, 2019, the Company was pleased to announce that it had completed the cash consideration payments to the Secret Pass Gold Project vendors totaling USD \$350,000 as defined under the definitive purchase agreement for the Transaction announced by the Company on July 15, 2019, issued 2,000,000 common shares to the Secret Pass Gold Project vendors and completed other administrative arrangements required to complete the transaction. The Company has renewed its exploration licence on the Secret Pass Gold Project for 5 years and completed preliminary exploration work in preparation for exploration drilling.

On March 26, 2020, the Company completed the change of registration for the mineral claims acquired under the Secret Pass Gold Project acquisition announced on July 15, 2019. Northern Lights was notified by the State of Arizona Department of Land that as of February 12, 2020, the 84 mineral claims (comprising 868 hectares) associated with the Secret Pass Gold Project are 100% owned and registered in the name of Northern Lights' wholly owned, Arizona registered, subsidiary company Secret Gold Pass LLC.

In September 2020, an airborne geophysics survey over the entire Secret Pass Gold Project was completed. The geological information gathered from the airborne survey along with additional geological studies assisted with the selection of drill targets. The Tin Cup Gold Zone was an initial priority for the Company's exploration work at Secret Pass. The Tin Cup zone accounts for less than 10% of the total license area.

On October 26, 2020, the Company announced an 8 hole 1,600 meter drill program at Secret Pass with drilling to commence upon receiving required permits from Arizona State and the Federal Bureau of Land Management.

On December 1, 2020, the Company completed a reinterpretation and review of Induced Polarization (IP) and Resistivity Survey data that was initially collected by Santa Fe Mining in 1992. This work identified over 20 new exploration targets in previously unexplored areas of the Secret Pass mineral claims.

On March 31, 2021, the Company announced it has received approval from the US Bureau of Land Management to commence drilling at the Secret Pass Gold Project in Mohave County, Arizona.

On April 6, 2021, the Company announced the results from a stream sampling program at Secret Pass Gold Project in Mohave County, Arizona.

Northern Lights completed a property-wide stream sampling program comprising 196 stream sediment and 196 panned concentrate samples. With reference to Figures 1 and 2, the anomalous assays define 3 areas centred on the Fiery Squid, Tin Cup and Lion's Paw prospects. In total, 35 samples returned assay gold grades above 0.2 g/t including

assays of 30.6 g/t and 6.7 g/t collected downstream from the Tentacles and Fiery Squid prospects. Drilling is planned to commence immediately at Tentacles and Fiery Squid.

Northern Lights began drilling at Secret Pass on April 15, 2021 and completed 4 drill holes (total approximately 600 metres) on mineral claims registered with the US Bureau of Land Management. The prospects drilled included Fiery Squid, Nine Second Shaft and Fluorspar Ridge locations. All drill core has been split and sent to Skyline Laboratories in Tucson. The drill holes did not encounter any material mineralization., On September 30, 2021, the Company increased the total leased mineral claim area at Secret Pass project in Mohave County, Arizona by 30%.

The Company has completed the registration of 32 new mineral claims with the US Bureau of Land Management comprising 260 hectares. The additional claims increase the area of the Secret Pass Project to approximately 1,128 hectares.

On January 10, 2022, the Company announced the results from the mobile metal ion (MMI) soil geochemistry survey completed at the Secret Pass Gold Project.

The results of the MMI soil survey (1,139 soil samples), when interpreted with the geology, alteration and geophysics data, define four new significant mineralization target areas outside of the Tin Cup Zone as illustrated in Figure 1.

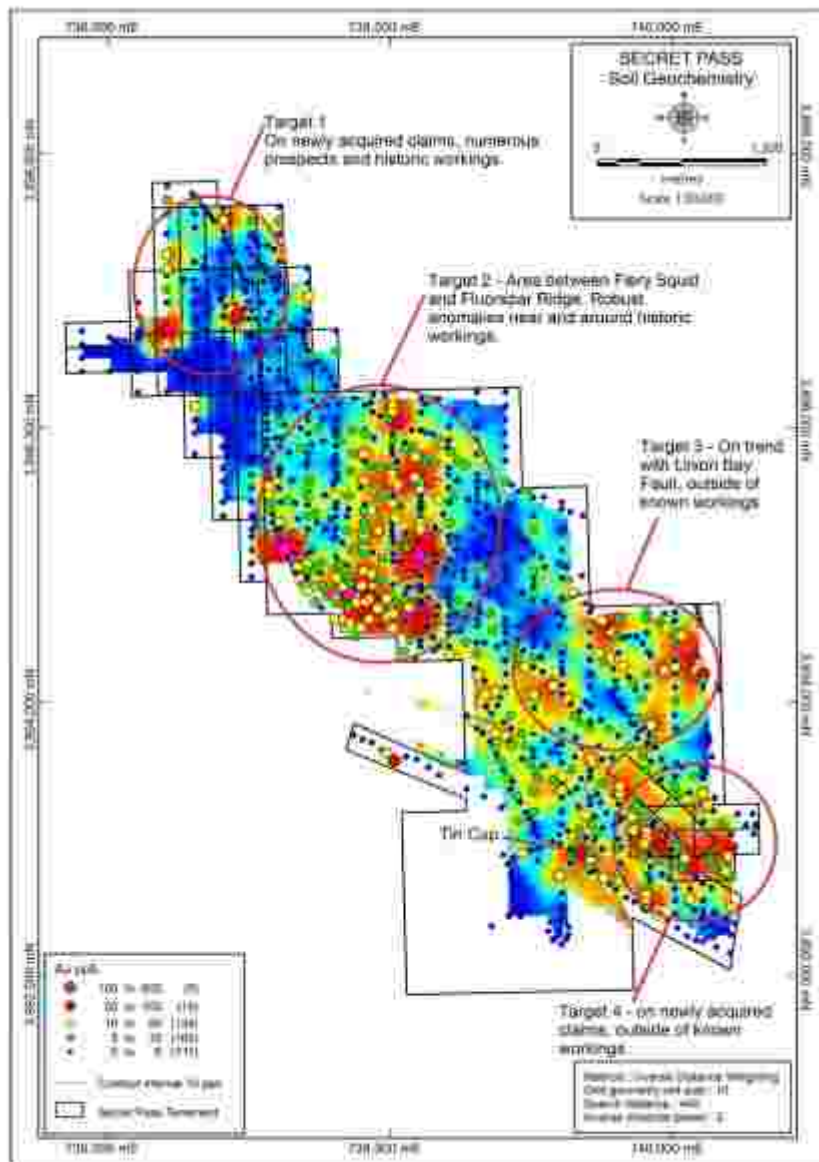


Figure 1: Secret Pass Project - Exploration Target Areas

From November 15 the Company completed 4 drill holes at the Tin Cup Prospect at Secret Pass.

On February 22, 2022, the Company announced the assay results from the first two drill holes (TC21-02 and TC21-03) completed at the Tin Cup prospect.

Assays received for TC21-02 and TC21-03 indicate wide zones of near surface gold mineralization are present at Tin Cup.

- TC21-02 Intersections*:
 - 1.61g/t gold over 66.15m from 64.00m, including
 - 10.07g/t gold over 7.41m from 117.04m and
 - 22.00g/t gold over 2.07m from 122.38m and

- 29.90g/t gold over 0.65m from 123.30m
- TC21-03 Intersections*:
 - 0.80g/t gold over 170.57m from 59.55m, including
 - 2.32g/t gold over 23.50m from 95.40m

* Intersections are downhole widths as there is insufficient information to calculate true widths at this time.

On March 7, 2022, the Company announced the assay results from the third and fourth drill holes (TC21-04 and TC21-05) completed at the Tin Cup prospect at the Company's 100% owned Secret Pass Gold Project in Mohave County, Arizona.

- TC21-04 Intersections*:
 - 0.95g/t over 103.00m, the entire length of the drill hole from collar to hole bottom, including
 - 2.96g/t over 12.96m from 75.59m
- TC21-05 Intersections*:
 - 0.29g/t over 60.91m from 41.50m, included
 - 0.56g/t over 24.07m from 78.34m, including
 - 4.23g/t over 0.99m from 101.42m, in the last metre of the drill hole

* Intersections are downhole widths as there is insufficient information to calculate true widths at this time.

Revenues

Due to the Company's status as an exploration stage mineral resource company, and a historical lack of commercial production, the Company currently does not have any revenues from its operations, nor does it expect to record any revenue over the course of the next 12 months.

Selected Annual Information

	Year Ended April 30, 2022	Year Ended April 30, 2021	Year Ended April 30, 2020
Interest Income	\$ -	\$ -	\$ -
Exploration and Evaluation Assets	2,676,090	1,611,790	950,446
Deficit	7,859,681	6,698,090	5,781,179
Net Loss	(1,161,591)	(916,911)	(430,365)
Basic and Diluted Loss Per Share	(0.10)	(0.10)	(0.10)

General and Administrative Expenses

The Company incurred a loss and comprehensive loss for the year ended April 30, 2022 of \$1,161,591 (2021 - \$916,911).

A brief explanation of the significant changes in expense categories is provided below:

- i) Consulting fees of \$14,650 (2021 – \$52,608) decreased due to hiring of business development consultant for communication services during the comparative year.
- ii) Filing and regulatory fees of \$54,477 (2021 – \$67,348) decreased due to less share activities during the current year.
- iii) Transaction costs – convertible securities of \$446,152 (2021 - \$Nil) relates to the convertible securities issued during the current year.
- iv) Change in fair value of convertible securities of \$138,337 (2021 - \$Nil) related to the fluctuation of the fair value of the convertible securities as at year end.
- v) Professional fees of \$78,048 (2021 - \$84,348) decreased due to less legal fees during the current year.
- vi) Promotion and advertisement of \$173,508 (2021 – \$181,780) increased due to Company efforts to increase market awareness during the current year.
- vii) Share-based payments of \$50,105 (2021 – \$267,793) decreased due to fewer options granted and vested during the current year.

The Company incurred a loss and comprehensive loss for the three-month period ended April 30, 2022 of \$566,708 (2021 - \$223,991).

A brief explanation of the significant changes in expense categories is provided below:

- i) Transaction costs – convertible securities of \$446,152 (2021 - \$Nil) relates to the convertible securities issued during the current period.
- ii) Change in fair value of convertible securities \$138,337 (2021 - \$Nil) related to the fluctuation of the fair value of the convertible securities as at year end.
- iii) Promotion and advertisement of \$26,306 (2021 – \$52,750) decreased due to the completion of marketing contracts during the comparative period.

Summary of Quarterly Results

The following table sets out selected consolidated quarterly information for the last eight quarters.

Three Months Ended	April 30, 2022	January 31, 2022	October 31, 2021	July 31, 2021
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration and Evaluation Assets	2,676,090	2,652,985	2,034,001	1,931,591
Deficit	7,859,681	7,292,973	7,102,413	6,866,577
Net Loss	(566,708)	(190,560)	(235,836)	(168,487)
Basic and Diluted Loss Per Share	(0.10)	(0.00)	(0.00)	(0.00)
Three Months Ended	April 30, 2021	January 31, 2021	October 31, 2020	July 31, 2020
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration and Evaluation Assets	1,611,790	1,424,571	1,150,912	1,022,464
Deficit	6,698,090	6,494,456	6,199,558	5,956,113
Net Loss	(223,991)	(274,541)	(243,445)	(174,934)
Basic and Diluted Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)

Fiscal 2022

During the quarter ended April 30, 2022, exploration and evaluation assets of \$2,676,090 increased from January 31, 2022, of \$2,652,985 due to exploration work, drilling and field work costs at the Secret Pass property during the current quarter. Net loss of \$566,708 during the quarter ended April 30, 2022 increased from a net loss of \$190,560 incurred during the three months ended January 31, 2022. The increase in net loss is primarily related to the transaction costs and changes in fair value of the convertible securities issued.

During the quarter ended January 31, 2022, exploration and evaluation assets of \$2,652,985 increased from October 31, 2021, of \$2,034,001 due to shares issued for the Medicine Springs property, as well as exploration work, drilling and field work costs at the Secret Pass property during the current quarter. Net loss of \$190,560 during the quarter ended January 31, 2022 decreased from a net loss of \$235,836 incurred during the three months ended October 31, 2021. The decrease in net loss is related to lower share-based payments as there was no grant of options and the timing of audit reversal recorded during the current quarter.

During the quarter ended October 31, 2021, exploration and evaluation assets of \$2,034,001 increased from \$1,931,591 during the period ended July 31, 2021, of, due to field work costs at Secret Pass during the current quarter. Net loss of \$235,836 during the quarter ended October 31, 2021 increased from a net loss of \$168,487 during the three months ended July 31, 2021. The increase was due to increased filing, regulatory, and professional fees related to increased activities and increased advertising during the current quarter.

During the quarter ended July 31, 2021, exploration and evaluation assets of \$1,931,591 increased from \$1,611,790 during the period ended April 30, 2021, due to exploration costs incurred at the Secret Pass property during the current quarter. Net loss of \$168,487 during the quarter ended July 31, 2021 decreased from a net loss of \$223,991 during the three months ended April 30, 2021. The decrease was due to less share-based payments as a result of fewer options vested during the current quarter.

Fiscal 2021

During the quarter ended April 30, 2021, exploration and evaluation assets of \$1,611,790 increased from \$1,424,571 during the period ended January 31, 2021 due to consulting and field work at the Secret Pass property during the current quarter. Net loss of \$223,991 during the quarter ended April 30, 2021 of decreased from a net loss of \$274,541 incurred during the three months ended January 31, 2021. The decrease was due to decreased consulting and foreign exchange during the current quarter.

During the quarter ended January 31, 2021, exploration and evaluation assets of \$1,424,571 increased from \$1,150,912 during the period ended October 31, 2020, due to acquisition and consulting costs at the Medicine Springs property and consulting and field work at the Secret Pass property during the current quarter. Net loss of \$274,541 during the quarter ended January 31, 2021 increased from a net loss of \$243,445 during the three months ended October 31, 2020. The increase was due to stock based payments related to options granted and vested during the current quarter.

During the quarter ended October 31, 2020, exploration and evaluation assets of \$1,150,912 increased from \$1,022,464 during the period ended July 31, 2020, due to acquisition costs for the Medicine Springs property during the current quarter. Net loss during the quarter ended October 31, 2020 of \$243,445 increased from a net loss of \$174,934 during the three months ended July 31, 2020. The increase was due to costs related to the Property Option and Joint Venture Agreement with Reyna Silver Corp during the current quarter.

Liquidity and Capital Resources

At April 30, 2022, the Company had cash of \$24,412 (2021 – \$427,820).

At April 30, 2022, the Company had a working capital deficit of \$997,518 (2021 - working capital of \$368,941).

The Company expects its current capital resources will not be sufficient to meet its business objectives or day-to-day operations through its next quarter or current operating year, and that its continuation as a going concern will be dependent on its ability to raise additional funds through equity issuances. There is no guarantee the Company will be successful in that regard. See “Overview and Going Concern” above.

Financial Risk Factors

The Company’s financial instruments consist of cash, accounts payable and accrued liabilities, and convertible securities. The fair value of these financial instruments, other than cash and convertible securities, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs. Convertible securities are measured using level 2 inputs as it uses observable inputs other than quoted prices included within level 1.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. A portion of the Company’s expenses is denominated in US dollars. As the Company’s functional and presentation currency is the Canadian dollar, the Company is exposed to risk from changes in the US dollar exchange rate.

At April 30, 2022, the Company had Canadian dollar equivalent cash of \$958 (2021 - \$249,260), accounts payable and accrued liabilities of \$60,718 (2021 - \$35,759) and convertible securities of \$788,088 (2021 - Nil) which were denominated in US dollars.

Sensitivity Analysis

Management has completed a sensitivity analysis to estimate the impact on profit or loss for the period which a change in foreign exchange rates during the year ended April 30, 2022 and 2021 would have had. At April 30, 2022, the impact on profit or loss of a +/- 10% change in the US dollar exchange rate is +/- \$84,490 (2021 - +/- \$28,432).

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. At April 30, 2022, the Company had cash of \$24,412 and current liabilities of \$1,051,380. This emphasizes that the Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. See "Liquidity and Capital Resources" above. There is no guarantee that the Company will be able to raise capital. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

e) Other Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at April 30, 2022.

Related Party Transactions

The Company defines key management personnel as officers and directors.

During the year ended April 30, 2022, the Company:

- i) paid or accrued management fees of \$90,000 (2021 - \$89,976) to a director of the Company.
- ii) paid or accrued management fees of \$90,000 (2021 - \$89,976) to the Chief Executive Officer of the Company.
- iii) paid or accrued professional fees of \$12,000 (2021 - \$12,000) to the Chief Financial Officer of the Company.
- iv) recorded share-based compensation of \$3,558 (2021 - \$111,119) related to options granted to officers and directors of the Company.

Included in accounts payable and accrued liabilities as at April 30, 2022 is \$43,243 (2021 - \$3,057) owed to officers of the Company.

Included in prepaid as at April 30, 2022 is \$11,320 (2021 - \$14,975) advanced to an officer and a director of the Company.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Pronouncements

Please refer to the consolidated financial statements for the year ended April 30, 2022 located on www.sedar.com.

Critical Accounting Estimates

Please refer to the consolidated financial statements for the year ended April 30, 2022 located on www.sedar.com.

Contingencies

There are no contingent liabilities.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, 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 judgements and have been properly reflected in the financial statements.

Other MD&A Requirements

As at August 29, 2022, the Company had the following outstanding:

Common shares – 20,840,791 outstanding

Options

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
255,000	255,000	\$1.00	7-Nov-23
390,407	390,407	\$0.50	23-July-25
200,000	200,000	\$0.70	10-Dec-25
50,000	50,000	\$0.70	13-Jan-26
895,407	895,407		

Warrants

Warrants Outstanding	Exercise Price	Expiry Date
342,000	\$0.75	4-Jul-24
1,262,777	\$0.75	22-Jan-25
280,000	\$0.685	4-Jun-25
4,373,001	\$0.75	19-Aug-25
214,400	\$0.75	19-Aug-25
6,472,178		