VAL D'OR MINING CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

DATED: May 26, 2023

SCOPE OF THIS MANAGEMENT'S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of May 26, 2023, and complements the unaudited condensed interim financial statements of Val-d'Or Mining Corporation ("Val-d'Or Mining" or the "Company"), for the three months ended March 31, 2023 and 2022.

The condensed interim financial statements and related notes have been prepared in accordance with IAS 34, "Interim Financial Reporting". They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Company. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited financial statements of the Company and the notes thereto for the year ended December 31, 2022. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated.

The unaudited condensed interim financial statements and the MD&A have been reviewed by the audit committee and approved by the Company's Board of Directors on May 26, 2023. These documents and more information about the Company are available on SEDAR at www.sedar.com.

Mr. Glenn J. Mullan P. Geo., the President and Chief Executive Officer of Val-d'Or Mining, and Dr. Scott Jobin-Bevans., the Vice-President Exploration of Val-d'Or Mining are the Qualified Persons (as that term is defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects) who approved the technical disclosure included in this MD&A.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

ABOUT VAL-D'OR MINING CORPORATION

The Company, incorporated on February 18, 2010 under the Business Corporations Act of British Columbia, is involved in the process of exploring, evaluating and promoting its mineral properties and other projects.

The head office of the Company is located at 152 Chemin de la Mine École, Val d'Or, Québec, J9P 7B6. The Company's registered and records office is located at #530 - 355 Burrard Street, Vancouver, B.C. V6C 2G8. The Company also has exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9.

The Company's shares trade on the TSX Venture Exchange ("TSX-V") under its trading symbol "VZZ".

As at March 31, 2023, Gold Royalty Corp. ("GROY" or Gold Royalty") is the Company's largest shareholder, holding indirectly through its subsidiary Golden Valley Abitibi Royalties Ltd. ("Abitibi") 35.09% (December 31, 2022 – 35.59%) of the issued and outstanding shares. Golden Valley Mines and Royalties Ltd. ("Golden Valley") amalgamated with Abitibi Royalties Inc. (another subsidiary of Gold Royalty) as one company under the name Golden Valley Abitibi Royalties Ltd on February 7, 2023.

BUSINESS OVERVIEW

Val-d'Or Mining is a natural resource issuer involved in the process of acquiring and exploring its diverse mineral property assets, most of which are situated in the Abitibi Greenstone Belt of NE Ontario and NW Québec. To complement its current property interests, the Company regularly evaluates new opportunities for staking and/or acquisitions. Outside of its principal regional focus in the Abitibi Greenstone Belt, the Company holds several other properties in Northern Québec (Nunavik) covering different geological environments and commodities.

The Company has expertise in the identification and generation of new projects, and in early-stage exploration. The mineral commodities of interest are diverse, and range from precious and base metals (gold, copper-zinc-silver, nickel-copper-PGE) to industrial and energy minerals. After the initial value creation in the 100%-owned, or majority-owned properties, the Company seeks option/joint venture partners with the technical expertise and financial capacity to conduct more advanced exploration projects.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE FACTORS

Val-d'Or Mining strives to ensure that exploration activities on its properties in Ontario and Québec support environmental sustainability and that it makes efforts to contribute to the socio-economic advancement of communities where its properties are located. Val-d'Or Mining also makes every effort to ensure that it meets all required standards of corporate governance, following industry best practices and satisfying legal and regulatory requirements.

CORPORATE DEVELOPMENTS

On December 2, 2022, Val-d'Or Mining announced that it had entered into a letter agreement dated November 30, 2022 (the "GROY Agreement") with two of Gold Royalty's wholly owned subsidiaries, Golden Valley and Abitibi Royalties Inc. Amongst other terms, the agreement provides that for as long as Gold Royalty and its affiliates hold at least 10% of the outstanding common shares of the Company, the Company shall not sell, transfer or otherwise dispose of any interest in a royalty or similar interest in any mineral property (the "Subject Royalties") without first offering Golden Valley a right of first refusal to acquire such Subject Royalties. The GROY Agreement also included some property transactions, which are described in greater detail in the "Property Transaction" section below. The Company announced on January 30, 2023 the receipt of conditional approval from the TSX Venture Exchange for, and consequently completed this transaction.

PROPERTY PORTFOLIO AS OF MARCH 31, 2023

As of March 31, 2023, Val-d'Or Mining's assets included 100% ownership interests in a total of 63 actively operated properties covering an area of 38,771 hectares (1,294 claims). Divided by its principal areas of interest, the property ownership was as follows:

Ontario	21 properties	17,557 hectares
Québec	39 properties	13,087 hectares
Québec North	3 properties	9,877 hectares

As part of its business model, the Company seeks partners to further advance the exploration on some of the more advanced properties. As of March 31, 2023, Val-d'Or Mining has interests in 7 partner financed joint venture properties covering an area of 7,371 hectares (357 claims). Divided by its principal areas of interest, the property ownership was as follows:

Ontario	5 properties	6,831 hectares
Québec	2 properties	540 hectares

In addition to the actively operated property holdings, the Company has NSR's in six groups of properties, which are operated by different companies, covering an area of 22,062 hectares (598 claims). Divided by its principal areas of interest, the property ownership was as follows:

Ontario	2 groups of properties	5,628 hectares
Québec	4 groups of properties	16,434 hectares

MANAGEMENT OF PROPERTY PORTFOLIO

As part of its ordinary business activities, the Company stakes new claims to enhance existing properties or to pursue new geological ideas and/or drops claims that are no longer considered to be material based on results or changing commodity prices over time.

Details about internally-financed Exploration Activities in the first quarter of 2023

During the first quarter of 2023, the Company allocated a total initial budget of $250,000 to several individual field exploration programs. Those programs are expected to include Geophysical Surveys, Soil Sampling Programs, Prospecting Programs, and Stripping Programs.

During the current quarter, the Company completed a TDM Survey on its Eddie Shore property in NW Québec.

Details about externally-financed Exploration Activities on Option-JV Properties in the first quarter of 2023

1) Perestroika Ouest Option Property & Perestroika JV Property, Eldorado Gold – The operator for these properties is Eldorado Gold (Québec) Inc. ("Eldorado Gold"), a wholly owned subsidiary of Eldorado Gold Corporation. To date, the Company has not yet received the operations reports from Eldorado.

2) Blue Mountain Option Property, Victoria Creek Option Property, Cook Lake JV Property, Claw Lake JV Property, Murdoch Creek JV Property, Eldorado Gold – The operator for these properties is Val-d'Or Mining. During the first quarter of 2023, the focus was on the compilation and interpretation of the data obtained during the various 2022 field exploration programs. Based on those results, a first phase of follow-up programs for a total budget of $460,500 was approved. Geological mapping will be at the core of those programs, which are expected to being completed during the third quarter of 2023. Additional programs for the rest of the year are still being evaluated.

Details about externally-financed Exploration Programs completed on Net Smelter Return ("NSR") Properties

Public disclosure from the operators of the Company's NSR properties show, that a significant amount of exploration funds has been dedicated to the Company's various NSR properties. Those programs include, but are not limited to the following:

- Juno Corp. has continued its work on the Ring-of-Fire property, which includes the Company's Luc Bourdon NSR Prospect.

- Québec Nickel Corp. ("QNI") announced on January 17, 2023 the start of its winter 2023 drilling program at the Ducros Ni-Cu-PGE Project. QNI has planned a 20,000-meter drill program with up to three drills operating at a time. In addition, on March 1, 2023, QNI reported drill results from the 21,000-meter drill program completed in December 2022.

PROPERTY TRANSACTIONS

Property Transactions with Gold Royalty

On March 10, 2023, Val-d'Or Mining announced a follow-on agreement for the strategic partnership with Gold Royalty, whereby the Company entered into a letter agreement with Gold Royalty's wholly owned subsidiary Abitibi, which together with Gold Royalty, is referred to as "Gold Royalty", for the transfer of mineral claims forming Abitibi's Upper Red Lake property located in Ontario.

In consideration for the property, the Company granted Gold Royalty a 1% net smelter royalty. The Company will also pay 20% of any future consideration received by the Company consisting of cash, shares or other securities of any entity received by the Company from a third party in consideration for any interest in, or otherwise in relation to, the Upper Red Lake property pursuant to any transaction, agreement or other arrangement entered into, agreed to or announced by the Company on or before March 31, 2024.

DETAILS ABOUT OTHER CONTRACTUAL OBLIGATIONS REGARDING CERTAIN MINERAL PROPERTIES

The Company acquires and disposes of its properties as part of its ordinary business. In the case of property acquisitions from third parties, there may be contractual obligations. A description of significant contracts and certain specific obligations follows:

Amended Mining Option Agreement and Exercise of Option with Golden Valley

On April 18, 2017, the Company signed an Option Agreement with Golden Valley to acquire a 100% interest in a group of properties located in the Abitibi Greenstone Belt consisting of 61 grassroots properties. This Agreement was subsequently amended on November 28, 2019, and the Company exercised its option on December 5, 2019.

According to the Agreement, as amended, the properties are subject to a royalty in favour of Golden Valley Mines equal to 1.25% of the net smelter returns, whereby Val-d'Or Mining has a partial buyback right. The partial buyback right pertains to each individual property, whereby 1% may be bought for $500,000 on a property-by-property basis with a maximum total consideration of $5,000,000 at which point in time the NSR royalty on all the properties would be reduced by 1.0%.

Historic Property Contracts

To enhance its ability to enter into new partnerships and joint ventures with other arms-length partners on some of our properties, during 2019 and 2020 the Company renegotiated several historic contracts to simplify the respective ownership and royalty structures. For all those historic agreements, the respective contractual obligations have been removed as at that time.

Strategic Partnership with Gold Royalty

On November 30, 2022, the Company entered into the GROY Agreement as more particularly described below in “Strategic Partnership with Gold Royalty”. Amongst other terms, the agreement provides that for as long as Gold Royalty and its affiliates hold at least 10% of the outstanding common shares of the Company, the Company shall not sell, transfer or otherwise dispose of any interest in a royalty or similar interest in any mineral property (the "Subject Royalties") without first offering Golden Valley a right of first refusal to acquire such Subject Royalties.

Strategic Partnership with Gold Royalty – Golden Valley Exploration Portfolio

On November 30, 2022, the Company entered into a strategic partnership with Gold Royalty. Part of this agreement was the purchase of mineral rights and interests in the following properties located in Québec and Ontario - Bogside, Bogside NW, Cheechoo B East, Island 27, Matachewan, Munro, North Contact, Recession Larder, Riverside, Sharks, Smokehead and Titanic (together the "Golden Valley Exploration Portfolio") in consideration for which the Company has granted to Gold Royalty a net smelter return royalty on each property comprising the Golden Valley Exploration Portfolio.

According to this Agreement, Gold Royalty is eligible to receive 20% of the proceeds of all third-party transactions pertaining to the properties that Val-d’Or Mining enters into and announces on or before December 31, 2023. Further, the properties are subject to a royalty in favour of Gold Royalty, which is equal to 1.0% of the net smelter returns, with certain exceptions, where the net smelter returns are reduced to 0.5%.

The properties that the Company acquired with this transaction are subject to underlying legacy NSR agreements. Some of those legacy NSR’s are owned by an executive of the company.

Strategic Partnership with Gold Royalty – Golden Valley JV Portfolio

On November 30, 2022, the Company entered into a strategic partnership with Gold Royalty. Part of this agreement was the purchase of the mineral rights and interests in all joint venture agreements that Golden Valley was a party to consisting of the Claw Lake, Cook Lake and Murdoch Creek properties in Ontario and the Perestroika Prospect in Québec (the "JV Exploration Portfolio") along with the assignment by Golden Valley to the Company of all of Golden Valley's rights, title, obligations and interests under the option agreement (the "Golden Valley 2021 Eldorado Option Agreement") dated October 8, 2021 between Golden Valley and Eldorado Gold (Québec) Inc. ("Eldorado"). In consideration for the purchase of the JV Exploration Portfolio, the Company assigned to Gold Royalty a portion of the net smelter return royalty that the Company will be entitled to under the Golden Valley 2021 Eldorado Option Agreement.

The properties that the Company acquired with this transaction are subject to underlying legacy NSR agreements. Some of those legacy NSR’s are owned by an executive of the company.

SELECTED FINANCIAL INFORMATION

FINANCIAL CONDITION REVIEW

		As at March 31, 2023		As at December 31, 2022
Cash and cash equivalents	**$**	**1,426,179**	$	1,206,672
Investments		**1,690,954**		1,954,088
Accounts receivable		**-**		273,768
Other current assets		**111,352**		160,706
Exploration and evaluation assets		**888,076**		873,130
TOTAL ASSETS	**$**	**4,116,561**	$	4,468,364
Accounts payable and accrued liabilities		**114,567**		20,444
Due to related parties		**10,436**		118,899
Loan		**60,000**		60,000
Total Liabilities	**$**	**185,003**	$	199,343
Total Equity	**$**	**3,931,558**	$	4,269,021
TOTAL LIABILITIES & EQUITY	**$**	**4,116,561**	$	4,468,364

ASSETS

Cash and cash equivalents

The Company ended the first quarter of 2023 with cash and cash equivalents of $1,426,179 compared to $1,206,672 as at December 31, 2022.

Refer to *Cash Flow Review* section below for further discussion on the Company's cash position and its changes thereof for the three months ended March 31, 2023 and 2022.

Investments

Investments of $1,690,954 (December 31, 2022 - $1,954,088) consist of a short-term portion of $385,931 (December 31, 2022 - $649,065) and a long-term portion of $1,305,023 (December 31, 2022 - $1,305,023).

The current portion of investments is comprised of marketable securities representing shares of a publicly traded mining exploration company that are recorded at fair value using quoted market prices.

The long-term portion of investments is comprised of common shares of a private mining exploration company that do not have a quoted market price in an active market. The Company assessed the fair value on these shares based on techniques and assumptions that emphasize both qualitative and quantitative information.

Accounts receivable

Accounts receivable of $nil as at March 31, 2023 (December 31, 2022 - $273,768) relates to the joint venture agreements with Eldorado Gold (Québec) Inc. ("Eldorado"). Being the operator of the properties under the joint venture agreements, Val-d'Or Mining performs initial exploration programs, which expenditures are reimbursed, plus a service fee, by Eldorado.

Other current assets

Other current assets of $111,352 as at March 31, 2023 (December 31, 2022 - $160,706) mainly include sales taxes recoverable of $53,237 (December 31, 2022 - $17,902), deposits of $26,048 (December 31, 2022 - $8,263) held with Ministère de l'Énergie et des Ressources Naturelles for claims staking and management on corporate owned properties, due from related parties of $24,145 (December 31, 2022 - $13,797) of which $17,247 (December 31, 2022 - $13,797) is due from Abitibi and $6,898 (December 31, 2022 - $nil) is due from companies under common management as further discussed in the related party section below and prepaid insurance of $7,812 (December 31, 2022 - $15,624). As at December 31, 2022, an advance of $105,020 was held with one of the Company's suppliers for geophysics services. Accumulated advances to date of $164,351 have now been applied to the accrued liabilities with the supplier as at March 31, 2023.

Exploration and evaluation assets

Exploration and evaluation assets increased to $888,076 as at March 31, 2023 from $873,130 as at December 31, 2022 as a result of additions of $14,956 mainly from Val-d'Or Mining's 2023 exploration fieldwork, which program included geophysical surveys on a prospect located in NW Québec as described above.

LIABILITIES AND EQUITY

Total liabilities of $185,003 as at March 31, 2023 (compared to $199,343 as at December 31, 2022) consisted of trade payables of $106,425 (December 31, 2022 - $11,840), accrued liabilities of $8,142 (December 31, 2022 - $8,604), loan of $60,000 (December 31, 2022 - $60,000) relating to the Canada Emergency Business Account interest-free loan to cover operating costs, which repayment on or before December 31, 2023 will result in a loan forgiveness of $20,000, due to related parties of $10,436 (December 31, 2022 - $118,899) consisting of performance bonuses of $nil (December 31, 2022 - $110,000) for senior management and staff and of $10,436 (December 31, 2022 - $8,889) due from related parties as further described below.

Total equity as at March 31, 2023 was $3,931,558 compared to $4,269,021 as at December 31, 2022, a decrease of $337,463, mainly from gross proceeds of $120,750 received from the exercise of 1,150,000 incentive stock option at an exercise price of $0.105 per share, offset by the net loss of $458,213 for the three months ended March 31, 2023.

DISCUSSION AND RESULTS OF OPERATIONS

This table presents selected information for the three months ended March 31, 2023 and 2022:

		For the three months ended March 31,		
		2023		**2022**
Revenues	$	**53,159**	$	-
Operating expenses		**249,208**		171,264
Other expense		**262,164**		18,186
Net loss and comprehensive loss	$	**(458,213)**		(189,450)
Basic and diluted loss per common share	$	**(0.006)**	$	(0.003)

Revenues for the three months ended March 31, 2023 totalling $53,159, compared to $nil for the same period in 2022, consisted of geological service fees of $29,159 (2022 - $nil) from the joint venture agreements with Eldorado as discussed above and rental income of $15,000 (2022 - $nil) for rental of space provided to partners under mining option agreements and of $9,000 (2022 - $nil) in fees recovered from companies related by common management ($6,000) and from Abitibi ($3,000) under cost sharing arrangements.

Operating expenses for the three months ended March 31, 2023 increased compared to the same period in 2022 mainly due to the following:

- General and administrative expenses for 2023 of $93,141 compared to $42,768 for the 2022 - higher corporate expenses of $45,660 (2022 - $20,315) due to increase in consultant fees, effective January 1, 2023, for senior management and for accounting services and increase in office and commercial insurance; higher shared costs, representing office and building expenses, of $12,724 (2022 - $1,814) incurred under cost sharing arrangements with Golden Valley and other companies related by common management; and higher investor relations expenses of $26,877 (2022 - $19,508) from business travel, marketing and corporate development activities.

- Exploration and evaluation expenses for 2023 of $85,545 compared to $65,078 for the 2022 - mainly included consulting fees of senior management involved in exploration and evaluation activities which consulting fees were increased effective January 1, 2023, plus higher geological service provided under a consulting agreement on appointment of new VP Exploration in June 2022, offset by lower claim renewal fees.

Other expenses for the three months ended March 31, 2023 totalling $262,164, compared to $18,186 for the same period in 2022, consisted mainly of an unrealized loss on short-term investments of $263,134 compared to unrealized loss of $17,542 for the same period in 2022.

CASH FLOW REVIEW

		For the three months ended March 31, 2022		2021
Cash and cash equivalents, beginning of period	**$**	**1,206,672**	$	809,203
Cash flows used by operating activities		**113,703**		(213,562)
Cash flows used by investing activities		**(14,946)**		-
Cash flows from financing activities		**120,750**		1,398,923
Increase in cash and cash equivalents		**219,507**		1,185,361
Cash and cash equivalents, end of period	**$**	**1,426,179**	$	1,994,564

Cashflows from operating activities for the three months ended March 31, 2023 resulted in cash inflows of $113,703 compared with cash outflows of $213,562 for the same period in 2022. Cash inflows from operating activities in 2023 mainly relate to receipt of the amount receivable from Eldorado outstanding as at December 31, 2022, net of supplier advances and 2022 performance bonuses paid in the first quarter of 2023.

Cashflows from investing activities for the three months ended March 31, 2023 relate to additions to exploration and evaluation assets as discussed above.

Cashflows from financing activities of $120,750 for the three months ended March 31, 2023 relate to proceeds of $120,750 from the exercise of 1,150,000 incentive stock options at $0.105 per share. Cash from financing activities for the three months ended March 31, 2022 relate to gross proceeds of $1,396,473 from a completed non-brokered private placement and proceeds of $34,733 from the exercise of 347,333 share purchase warrants, net of share issue expenses of $32,283.

SUMMARY OF QUARTERLY RESULTS

The following selected financial information is for the 8 most recently completed quarters as derived from the Company's respective financial statements and notes thereto. The following information should be read in conjunction with the referenced financial statements, and the notes to those statements.

	Mar 2023	Dec 2022	Sept 2022	Jun 2022	Mar 2022	Dec 2021	Sept 2021	June 2021
Revenues	$ 53,159	$ 134,947	$ 47,352	$ 32,505	$ -	$ 50,426	$ -	$ -
Operating expenses	249,208	308,385	140,206	302,752	171,264	84,245	106,411	166,058
Other expenses (income)	262,164	26,072	(391,807)	129,721	18,186	291,877	(452,786)	(375,858)
Net income (loss) before income tax	(458,213)	(199,510)	298,953	(399,968)	(189,450)	(325,696)	346,375	209,800
Deferred tax expense (recovery)	-	-	-	-	-	(56,289)	56,289	-
Net income (loss) and comprehensive income (loss)	$ (458,213)	$ (199,510)	$ 298,953	$ (399,968)	$ (189,450)	$ (269,407)	$ 290,086	$ 209,800
Basic and diluted earnings (loss) per common share	$ (0.006)	$ (0.002)	$ 0.004	$ (0.005)	$ (0.003)	$ (0.004)	$ 0.004	$ 0.003

LIQUIDITY, CAPITAL RESOURCES AND SOURCES OF FINANCING

Management routinely plans future activities including forecasting cash flows. Based on the Company's current development plan and operating commitments, the Company will have to raise additional financing.

Please refer to the Risk and Uncertainties section for more information.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at March 31, 2023 or as at the date of this MD&A.

CRITICAL ACCOUNTING ESTIMATES

The critical judgements and estimates are disclosed in note 5 of the audited financial statements.

INFORMATION ON OUTSTANDING SECURITIES

The following table sets out the number of common shares, warrants and options outstanding as of the date hereof:

Common shares outstanding:		82,535,459
Stock options exercisable:		6,036,846
Average exercise price of:	$	0.11
Warrants outstanding:		4,586,199
Average exercise price of:	$	0.20

Stock options outstanding:		
Expiry date	**Exercise price**	**Number of stock options outstanding**
October 24, 2023	$ 0.110	210,000
June 17, 2024	$ 0.075	497,263
June 26, 2025	$ 0.150	1,111,350
February 22, 2026	$ 0.130	1,415,233
June 18, 2026	$ 0.110	525,000
November 10, 2026	$ 0.110	178,000
June 23, 2027	$ 0.080	1,700,000
June 29, 2026	$ 0.075	400,000
		6,036,846

Warrants outstanding:		
Expiry date	**Exercise price**	**Number of warrants outstanding**
December 21, 2023	$ 0.180	222,222
March 18, 2024	$ 0.200	4,363,977
		4,586,199

RELATED PARTY TRANSACTIONS

a) Transactions with a shareholder

Effective July 1, 2020, the Company entered into a Cost Sharing Arrangement (the "Sharing Arrangement ") with Golden Valley, pursuant to which Golden Valley will provide certain management and financial services such as office space and administrative support relating to the exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9., in consideration of $8,919 per year (the “reimbursement"), payable on a monthly basis. The Sharing Arrangement provides for the reimbursement to be reviewed on an annual basis. For the three months ended March 31, 2022, the Company reimbursed Golden Valley the amount of $1,814 (for the three months ended March 31, 2021 - $1,814) relating to this arrangement. This Sharing Arrangement was terminated on June 30, 2022.

Effective July 1, 2022, the Company entered into a Cost Sharing Arrangement with Gold Royalty, pursuant to which the Company will provide certain management and financial services such as office space and administrative support relating to the exploration offices of certain subsidiaries of Gold Royalty located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9. The Sharing Arrangement provides for the reimbursement to be reviewed on an annual basis. For the three months ended March 31, 2023, the Company was reimbursed by Gold Royalty, through its wholly owned subsidiary Golden Valley, in the amount of $3,000 relating to this arrangement.

For efficiency reasons, where the Company and Golden Valley are dealing with the same suppliers one may pay for both and be reimbursed by the other. As at March 31, 2023, the Company had net receivable of $17,247 (December 31, 2022 - $13,797) due from Golden Valley, which is included in Other Assets.

b) Transactions with key management

Key management personnel of the Company is comprised of the members of the Board of Directors, as well as the President, the Chief Operating Officer ("COO"), the Chief Financial Officer ("CFO") and the Vice-President Exploration ("VP Exploration").

- For the three months ended March 31, 2023, the Company incurred consulting fees of $28,800 (2022 - $10,500) with the CEO which was recorded under exploration and evaluation expenses in the statements of net loss and comprehensive loss. As at March 31, 2023, the amount of $2,300 (December 31, 2022 - $75,000) was due to the CEO, which is recorded in due to related parties.

- For the three months ended March 31, 2023, the Company incurred consulting fees of $28,800 (2022 - $24,000) with the COO of $21,600 (2022 - $18,000) was recorded under exploration and evaluation expenses and $7,200 (2022- $6,000) was recorded under corporate expenses in the statements of net loss and comprehensive loss. As at March 31, 2023, no amount (December 31, 2022 - $25,000, recorded in due to related parties) was due to the COO.

b) Transactions with key management (continued)

- For the three months ended March 31, 2023, the Company incurred consulting fees of $4,803 (2022 - $3,348) with the former VP Exploration which were recorded under exploration and evaluation expenses in the statements of net loss and comprehensive loss. As at March 31, 2023, no amount (2022 - $5,000, recorded in due to related parties) was due to the former VP Exploration.

- For the three months ended March 31, 2023, the Company incurred consulting fees of $7,200 (2022 - $nil) with the VP Exploration which were recorded under exploration and evaluation expenses in the statements of net loss and comprehensive loss. As at March 31, 2023 and December 31, 2022, no amount was due to VP Exploration.

- For the three months ended March 31, 2023, the Company incurred consulting fees of $7,200 (2022 - $6,000) with the Chief Financial Officer which were recorded under corporate expenses in the statements of net loss and comprehensive loss. As at March 31, 2023, the amount of $8,136 (2022 - $nil) was due to the Chief Financial Officer, which is recorded in due to related parties.

c) Transactions with related parties

- For the three months ended March 31, 2023, the Company incurred fees of $14,400 (2022 - $4,500) with an individual, the spouse of the COO, as part of a consulting agreement for accounting services. These fees were recorded under corporate expenses in the statements of net loss and comprehensive loss. As at March 31, 2023 and December 31, 2022, no amount was due to this individual.

- For the three months ended March 31, 2023, the Company incurred fees of $6,000 (2022 - $nil) with an individual, the spouse of the CEO, as part of a consulting agreement for corporate finance and advisory services. These fees were recorded under corporate expenses in the statements of net loss and comprehensive loss. As at March 31, 2023 and December 31, 2022, no amount was due to this individual.

- For the three months ended March 31, 2023, the Company incurred rent and occupancy fees of $3,000 (2022 - $nil) with a company controlled by the President. As at March 31, 2023, the amount of $2,300 (December 31, 2022 - $3,389) was due to the company, which is recorded in due to related parties.

- As at March 31, 2023, the Company had a receivable of $6,898 (December 31, 2022 - $nil) under a Cost Sharing Arrangement with companies related by common management. For the three months ended March 31, 2023, the Company was reimbursed by these related companies in the amount of $6,000 ($nil for the three months ended March 31, 2022) relating to this arrangement.

COMMITMENTS

a) The Company entered into a consulting agreement with the CEO for an annual payment of $115,200. This consulting agreement contains change of control provisions. If a change of control would occur, the total amount payable in respect of severance, would amount to $200,000 if the consulting agreement is terminated by the Company, and $100,000 if the consulting agreement is terminated by the CEO within six months from the date of change of control.

b) The Company entered into a consulting agreement with the COO for an annual payment of $115,200. This consulting agreement contains change of control provisions. If a change of control would occur, the total amount payable in respect of severance, would amount to $200,000 if the consulting agreement is terminated by the Company, and $100,000 if the consulting agreement is terminated by the COO within six months from the date of change of control.

c) The Company entered into a consulting agreement with the Chief Financial Officer for an annual payment of $28,800. This consulting agreement contains change of control provisions. If a change of control would occur, the total amount payable in respect of severance, would amount to $24,000 if the consulting agreement is terminated by the Company within twelve months from the date of change of control.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The changes in accounting policies including those that have not been adopted are explained in note 4 of the audited financial statements as at December 31, 2022.

RISKS RELATED TO FINANCIAL INSTRUMENTS

Please refer to Note 22 of the audited financial statements for the year ended December 31, 2022, for a full description of these risks.

RISKS AND UNCERTAINTIES

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of exploration and development of its mineral resource properties. These risks may affect the Company’s eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

COVID-19

At this time, the extent of the impact the COVID-19 pandemic may have on the Company is unknown as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place. Adverse effects of coronavirus developments on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where the Company holds interests.

Climate Change

The Company has its own properties and properties under option agreements in various regions and jurisdictions where environmental laws are evolving and are not consistent. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate change, such as regulation relating to emission levels. If the current regulatory trend continues, this may result in increased costs directly or indirectly affecting the Company. In addition, the physical effect of climate change, such as extreme weather conditions, natural disasters, resource shortages, changing sea levels and changing temperatures, could have an adverse financial impact on operations located in the regions where these conditions occur, directly or indirectly impacting the business of the Company.

Investment of Speculative Nature

Investing in the Company, at this early stage of its development, is of a highly speculative nature.

Nature of Mineral Exploration and Mining

There is no known mineral resource on the Company's properties. Mineral exploration and development involve a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

Exploration and Development Risks

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

Additional Financing

Future exploration and development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development of the property interests of the Company.

Stress in the Global Economy and Financial Condition

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Adverse effects of coronavirus developments (COVID-19) on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where the Company holds royalty interests or investments.

Permits and Licenses

There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

Competition

The mineral exploration and mining business is competitive in all of its phases. There is no assurance that the Company will be able to compete successfully with the competition in acquiring suitable properties or prospects for mineral exploration.

No Assurance of Title to Property

The Company's claims may be subject to prior unregistered agreements or transfers or third party and native land claims and title may be affected by undetected defects.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

Conflicts of Interest

The directors and officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

Insurance

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploration which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.

Influence of Third-Party Stakeholders

Claims by third parties on the lands in which the Company holds interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, even if not meritorious, may create delays resulting in significant financial loss and loss of opportunity for the Company.

Fluctuation in Market Value of Shares

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.