



INTERNATIONAL PROSPECT VENTURES LTD.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2022 AND 2021**

DATED: May 24, 2022

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 24, 2022, and complements the unaudited condensed interim consolidated financial statements of International Prospect Ventures Ltd. (the "Company" or "International Prospect"), for the three months ended March 31, 2022 and 2021.

The condensed interim consolidated financial statements and related notes have been prepared in accordance with IAS 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board. 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 consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2021. 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 consolidated financial statements and the MD&A have been reviewed by the Audit Committee and approved by the Company's Board of Directors on May 24, 2022. These documents and more information about the Company are available on SEDAR at www.sedar.com.

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 INTERNATIONAL PROSPECT VENTURES LTD.

International Prospect Ventures Ltd., ("International Prospect" or 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 #1810 - 1111 West Georgia Street, Vancouver, B.C. V6E 4M3. The Company also has exploration offices located at 2864 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9.

International Prospect is the parent company of Valroc Ventures Pty Ltd. ("Valroc"), a New South Wales company, located in Australia.

The Company's common shares trade on Tier 2 of the TSX Venture Exchange under the trading symbol "IZZ".

ENVIRONMENTAL, SOCIAL AND GOVERNANCE FACTORS

International Prospect Ventures strives to ensure that its exploration activities on its properties in Western Australia and in Canada support environmental sustainability and social responsibility. International Prospect Ventures also makes every effort to ensure that it meets or exceeds all required standards of corporate governance, following industry best practices and satisfying legal and regulatory requirements.

UNCERTAINTY DUE TO COVID-19

The Company continues to closely monitor the ongoing COVID-19 pandemic. While governments have implemented vaccination programs, the COVID-19 pandemic continues to result in widespread global infections and fatalities, market volatility and impact global economic activity. From time to time, numerous governments implemented measures, such as travel bans, quarantines, business closures, shelter-in-place and other restrictions, including restrictions that impact mineral exploration and development and mining activities in many jurisdictions. Despite reductions in such measures and the current vaccination programs instituted by many governments, there remains significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on the operations of the projects underlying the Company's interests and on global financial markets. The Company cannot currently predict whether the recent emergence of new strains or continued infections or fatalities may cause governments to re-impose some or all prior or new restrictive measures, including business closures. Continuing effects of the pandemic, including variants of the virus, could result in negative economic effects which could have a material adverse impact on the Company's results of operations and financial condition. The ongoing COVID-19 pandemic and related mobility, travel and other restrictions are expected to continue to impact the Company's ability to complete site-visits, exploration programs and diligence of potential acquisition opportunities.

PRECIOUS METALS PORTFOLIO

East Pilbara Projects, Western Australia

In 2017, the Company and Valroc made an application for eight tenements in the Marble Bar and Nullagine areas of the Pilbara Region, Western Australia (Fortescue Basin). Granting of the exploration licences for all eight properties, which totaled 1,026 square kilometres, was completed in January 2019.

As of July 14, 2021, four of the eight properties were surrendered (cancelled), leaving the Company with four tenements (8,370 ha) located at the eastern end of the Mosquito Creek Basin (Formation) and covering gold-bearing rocks of the Mosquito Creek and Hardey formations. These tenements, situated at the eastern end of Novo Resources' Nullagine Gold Project tenements, which includes their Golden Eagle gold processing facility, comprise Exploration Licences E46/1197, E46/1198, E46/1201, and E46/1202.

As announced on March 21, 2022, the Company increased its property package in the Pilbara Craton of Western Australia with the addition of 2 new tenements, acquired 100% by staking. The two new tenements, E46/1390 (~318 ha; 1 block) and E16/1391 (~5385 ha; 17 blocks), are located 1.7 km west and 185 km south-southeast, respectively, of the Company's Mosquito Creek Basin tenements (E46/1197, 1198, 1201, 1202). Annual work requirements are AUD\$10,000 for E46/1390 and AUD\$20,000 for E46/1391. Tenement E46/1390, referred to as the Moss-Creek tenement, compliments the other four Mosquito Creek Basin tenements (E46/1197, 1198, 1201 and 1202), and will be explored for gold, base metals and lithium. Tenement E46/1391, referred to as the Balfour tenement, is located in the southeast portion of the Fortescue Basin, underlain by Fortescue Group rocks, and covering about 12 km of a granite-volcanic unit contact previously explored for gold and base metals.

With the Government of Western Australia now relaxing its border entry requirements originally imposed due to the COVID-19 pandemic, the Company intends to get on with its exploration plans for its eastern Pilbara tenements.

The Porcupine Miracle Prospect – Langmuir Township, Ontario

The Company owns a 100% interest in the Porcupine Miracle Prospect, located approximately 30 km southeast of South Porcupine (Timmins, Ontario) and is comprised of 9 mining claim cells (64 ha) within Langmuir Township, north-eastern Ontario. Historical work completed in the early 1900's by the Porcupine Miracle Gold Mining Company reportedly included shaft sinking, underground development and the construction of a stamp mill. No records exist as to any production.

The property is subject to a royalty in favour of 2973090 Canada Inc., a company controlled by a director of the Company, equal to 3% of net smelter returns. In addition, advance royalty payments of \$10,000 per annum is payable by the Company, which commenced in July 2017; the advance royalty payments will be deducted from the amounts payable under the royalty.

The Company has completed a Phase I property scale ground magnetic, induced polarization (IP) and Horizontal Loop Electromagnetic (HLEM) geophysical surveying. A follow-up Phase II program of prospecting, mapping, bedrock stripping, sampling and diamond drilling is recommended. The property is available for option and International Prospect is actively seeking joint venture partners.

CANADIAN URANIUM PORTFOLIO

West Stewardson Uranium Project

As announced on January 12, 2022, the Company entered into an agreement with Uravan Minerals Inc. (“Uravan”) to acquire a 1.0% net smelter royalty (“NSR”) that covers five mineral dispositions (17,795 ha) held by Cameco Corporation (“Cameco”) and a 100% interest in the West Stewardson Uranium Property (5,251 ha), both located in the Athabasca Basin of northern Saskatchewan (together, the “Property”).

Four of the five mineral dispositions covered by the NSR (Cameco’s Stewardson Property) and the West Stewardson Uranium Property purchased from Uravan are located about 20 north-northeast and along trend of Cameco’s Centennial Uranium Deposit which overlies the Dufferin Lake Fault and occurs within the Virgin River structural corridor, south-central portion of the Athabasca Basin. The fifth mineral disposition covered by the NSR (Halliday Property) is located about 20 km northwest of the McArthur River Uranium Mine (70% Cameco and 30% Orano Canada), a large high-grade primary uranium deposit.

In consideration for the Property, the Company paid cash of \$35,000 and issued 500,000 common shares of its shares to Uravan. The Company also paid the finder’s fee to an independent arms-length third party consisting of 21,562 common shares of the Company. Cameco is the holder of the five mineral dispositions that are subject to the NSR and Cameco has an exclusive option to purchase 100% of the NSR for \$500,000.

The Company is actively seeking partners to advance the West Stewardson Uranium Project.

Elliot Lake Uranium Project

The Company, through staking, increased its 100% owned land package in the Elliot Lake Uranium Camp, Ontario, Canada. The new properties, named Elliot Lake South and Elliot Lake North Shore (collectively the “Property”), cover 6,314 ha (285 claims) and 3,747 ha (197 claims), respectively. These two new properties bring the total area held by the Company in the Elliot Lake Uranium Camp to nearly 13 square kilometres. The Elliot Lake North and Elliot Lake South uranium properties are located on the north and south limbs of the Quirke Syncline

Elliot Lake North covers four historical uranium showings in the northern limb of the Quirke Syncline and within the prospective uranium bearing rocks of the host Matinenda Formation. The Property lies along strike to the northwest of past producing Denison Uranium Mining Complex. The Property comprises of 119 mining claims covering approximately 2,583 hectares. Elliot Lake South property consists of at least 8 historical uranium occurrences, defined mainly by diamond drilling intersections in the Matinenda and Mississagi formations. The Elliot Lake Uranium Camp was a significant producer of uranium in Canada until the closure of the Denison Mine in 1992.

The Company is actively seeking partners to advance the Elliot Lake Uranium projects.

Beartooth Island Uranium Project - Athabasca Basin, Saskatchewan

The Company holds a 100% interest in the Beartooth Island Uranium Project located in the Athabasca Basin in the Province of Saskatchewan.

On May 6, 2021, the Company entered into a mining property purchase agreement (the “Agreement”) for the acquisition of the remaining 60% undivided interest in the Beartooth Island Uranium Project (the “Project”). In accordance with the terms of the Agreement, the Company issued 300,000 of its common shares and made a cash payment of \$10,000 to the vendor. With the Company already holding 40% interest, the Company now owns 100% of the Beartooth Island Uranium Project.

The Project, focused on uranium exploration, consists of one mineral claim covering an area of 5,940 hectares located in the northwest portion of the Athabasca Basin in Saskatchewan. Separately, the Company staked four additional mineral claims that were originally associated with the Property. The four additional mineral claims and the Property together form the Beartooth Island Uranium Project (the “Project”) covering Beartooth Island in Lake Athabasca, and totaling 22,581 hectares. The Project is located about 77 km southwest of Uranium City, Saskatchewan and about 20 km southeast of the Maurice Bay Uranium Deposit, which is located on the shore of Lake Athabasca.

Uranium-bearing boulders were first noted on Beartooth Island in 1976; and, in 1977, the Maurice Bay Uranium Deposit was discovered and has a reported (historical 1.5 million pounds uranium, based on 600,000 tonnes grading 0.6% U₃O₈, to a depth of 50 metres (Saskatchewan Industry and Resources, Miscellaneous Report 2003-7). This historical resource estimate was completed prior to the implementation of National Instrument 43-101.

While the Company remains focused on its gold assets in Western Australia, this transaction allows for control of the Project and will allow the Company to enter into future joint venture or option agreements. The Company is actively seeking partners to advance the Beartooth Island Uranium Project.

Matoush-Otish Uranium Project - North Central Québec

The Company owns a 100% interest in the Matoush-Otish Mountain Uranium Project geologically located in the prospective Paleo-proterozoic sedimentary Otish Basin in north-central Québec. In 2021, the Company significantly expanded its land position acquired through staking programs. The Company now controls mineral rights across a total of approximately 21,530 hectares - the Matoush North (~17,267 ha) and Matoush South (~4,263 ha) properties.

From 2007 to 2011, the Company’s Matoush North Property (previously the Otish West Property), along with its Mistassini Uranium Project (~911 ha), were part of a joint venture between the Company and a prior joint venture partner. The joint venture spent a total of \$2.8 million on exploration programs exploring the area until work was put on hold, due to regional social issues on uranium development, which also coincided with a decline in world uranium prices.

The Company’s initial work plans for the area will consist of desktop studies and historical data compilation of all available data including regional radiometric and satellite imagery surveys. The Company is actively seeking partners to advance the Matoush-Otish Uranium Project.

SELECTED FINANCIAL POSITION

		As at March 31, 2022	As at December 31, 2021
Cash and cash equivalents	\$	289,233	\$ 445,345
Other current assets		26,765	59,497
Exploration and evaluation assets		213,884	92,978
Total Assets	\$	529,882	\$ 597,820
Accounts payable and accrued liabilities		13,208	14,962
Due to related parties		20,440	20,574
Total Liabilities	\$	33,648	\$ 35,536
Total Equity		496,234	562,284
Total Liabilities and Equity	\$	529,882	\$ 597,820

TOTAL ASSETS

Cash and cash equivalents

The Company ended the first quarter of 2022 with cash and cash equivalents of \$289,233 compared to \$445,345 as at December 31, 2021. Refer to *Cash Flow Analysis* section below for further discussion on the Company's cash position and its changes thereof for the three months ended March 31, 2022 and 2021.

Other current assets

Other current assets of \$26,765 as at March 31, 2022 (December 31, 2021 -\$59,497) included sales taxes recoverable of \$17,820 (December 31, 2021 -\$46,737), and prepaid expenses and deposits of \$8,945 (December 31, 2021 - \$12,760).

Exploration and evaluation assets

Exploration and evaluation assets amounted to \$213,884 as at March 31, 2022 compared to \$92,978 as at December 31, 2021:

		As at January 1, 2022	Additions	Credits	Impairment	As at March 31, 2022
Claim and claim maintenance	\$	44,062	\$ 22	\$ -	-	\$ 44,084
Acquisition		32,818	118,450	-	-	151,268
Program management		11,570	2,434	-	-	14,004
Geology		4,290	-	-	-	4,290
Other		238	-	-	-	238
	\$	92,978	120,906	-	-	\$ 213,884

Additions to Exploration and evaluation assets mainly relates to:

- Acquisition of a 1.0% NSR that covers five mineral dispositions held by Cameco and a 100% interest in the West Stewardson Uranium Property for cash consideration of \$35,000 and share consideration of 500,000 common shares of the Company, fair valued at \$80,000, to Uravan, plus finder's fee of 21,562 common shares of the Company, valued at \$3,450, paid to an independent arms-length third party.
- Staking fees of \$2,456 from the addition of two new tenements in the Pilbara Craton of Western Australia as discussed above.

TOTAL LIABILITIES

Total liabilities of \$33,648 as at March 31, 2022 (compared to \$35,536 as at December 31, 2021) consisted of trade payables of \$13,208 (December 31, 2021 - \$14,962), and due to related parties of \$20,440 (December 31, 2021 - \$20,574).

As discussed further in the related party balances and transactions section below, amounts due to related parties of \$20,440 (December 31, 2021 – \$20,574) includes an amount of \$5,250 (December 31, 2021 - \$5,250) to Caracle Creek International Consulting Inc. relating to the services of the Company's VP Exploration, of \$5,749 (December 31, 2021 - \$nil) to a company controlled by the Chief Operating Officer of the Company, of \$7,355 (December 31, 2021 - \$nil) for the services of the Company's Chief Financial Officer, and of \$2,086 (December 31, 2021 - \$nil) owing to Golden Valley. For efficiency reasons, where the Company and the related parties are dealing with the same suppliers one may pay for both and be reimbursed by the other, which was formalized on July 1, 2020, with the Company entering into a Cost Sharing Arrangement with Golden Valley as further described below.

Due to related parties as at December 31, 2021 also included an amount of \$4,024 due to 2973090 Canada Inc. relating to the services of the Company's Chairman of the Board and of \$11,300 due to Ironbark International Limited relating to the services of the Company's President and CEO.

EQUITY

Equity totalled \$496,234 as at March 31, 2022 compared to \$562,284 as at December 31, 2021, a decrease of \$66,050 mainly due to the net loss for the three months ended March 31, 2022 of \$172,746, offset by the issuance of 521,562 common shares, valued at \$83,450 relating to the transaction with Uravan as described above and share-based payment of \$23,246 recognized over the vesting period (25% immediate vesting and then 25% every three months thereafter) of the 700,000 and 200,000 incentive stock option granted in September 2021 and November 2021, respectively.

DISCUSSION AND RESULTS OF OPERATIONS

	For the three months ended March 31,	
	2022	2021
Operating expenses	\$ 172,223	\$ 109,975
Other expenses	523	2,048
Net loss and comprehensive loss	\$ 172,746	\$ 112,023
Basic and diluted net loss per common share	\$ 0.004	\$ 0.003

The net loss for the three months ended March 31, 2022 was \$172,746 (or \$0.004 loss per share), compared to \$112,023 (or \$0.003 loss per share) for the same period in 2021.

The higher operating expenses for the three months ended March 31, 2022 compared to the same period in 2021 was due to share-based payment of \$23,246 (compared to \$nil in 2021), increase in professional fees relating to consulting fees paid, effective January 1, 2022, for the services of the Chief Financial Officer and the spouse of the Company's Chief Operating Officer as further described below in the Related party transactions section and higher investor and media relations fees.

CASH FLOW ANALYSIS

	For the three months ended March 31,	
	2022	2021
Cashflows used by operating activities	\$ (118,656)	\$ (125,203)
Cashflows used by investing activities	(37,456)	(36,850)
Cashflows from financing activities	-	-
Decrease in cash	\$ (156,112)	\$ (162,053)
Cash and cash equivalents, beginning of period	445,345	468,143
Cash and cash equivalents, end of period	\$ 289,233	\$ 306,090

Cash outflows from operating activities for the three months ended March 31, 2022 totaled \$118,656 compared to \$125,203 for the same period in 2021. The decrease in cash outflows for 2022 was mainly due to timing of working capital requirements, offset by the increase in professional fees and investor and media relation fees as described above.

Cash outflows from investing activities for the three months ended March 31, 2022 totalled \$37,456 compared to \$36,850 for the same period in 2021. Cash outflows in 2022 were mainly related to the cash consideration of \$35,000 relating to the transaction with Uravan as described above.

Cashflows from financing activities for the three months ended March 31, 2022 and 2021 were both \$nil.

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, the notes to those statements and "Results of Operations" herein.

	Mar 2022	Dec 2021	Sept 2021	Jun 2021	Mar 2021	Dec 2020	Sept 2020	Jun 2020
Operating expenses	\$ 172,223	\$ 371,079	\$ 221,614	\$ 642,504	\$ 109,975	\$ 118,721	\$ 120,730	\$ 99,016
Other expenses (income)	523	1,007	1,002	3,010	2,048	(45)	838	(119)
Net loss and comprehensive loss	\$ 172,746	\$ 372,086	\$ 222,616	\$ 645,514	\$ 112,023	\$ 118,676	\$ 121,568	\$ 98,897
Basic and diluted net loss per common share	\$ 0.004	\$ 0.010	\$ 0.006	\$ 0.019	\$ 0.003	\$ 0.004	\$ 0.004	\$ 0.004

LIQUIDITY, CAPITAL RESOURCES AND SOURCES OF FINANCING

The Company's objectives in managing capital are to safeguard its ability to continue its operations, to increase the value of the assets of the business and to provide an adequate return to owners. These objectives will be achieved by identifying the right exploration prospects, adding value to these projects and ultimately taking them through to production either with partners or by the Company's own means or sale.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its exploration and evaluation activities or may slow its activities until conditions improve. The Company monitors capital on the basis of the carrying amount of equity.

Readers are invited to refer to the Risk and Uncertainties section for more information.

COMMITMENTS

Please refer to Note 15 of the unaudited condensed interim consolidated financial statements for the Company's commitments.

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 Mines and Royalties Ltd ("Golden Valley"), a significant shareholder of the Company, 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 (2021 - \$1,814) relating to this Sharing 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, 2022, the Company had indebtedness of \$2,086 (December 31, 2021 - \$nil) to Golden Valley, which is included in due to related parties.

b) Transactions with key management

Key management personnel of the Company comprise of the members of the board of directors, as well as the President and Chief Executive Officer, Chief Operating Officer, Vice President Exploration, and the Chief Financial Officer. The compensation paid to key management is presented below:

- For the three months ended March 31, 2022, consultant fees of \$10,500 (2021 - \$10,500) were paid by the Company to 2973090 Canada Inc. (“2973090”) a company controlled by a director of the Company, relating to the services of the Company’s Chairman of the Board. These fees are recorded under exploration and evaluation expense in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2022, the Company had no indebtedness (December 31, 2021 - \$4,024, included in due to related parties) to 2973090.
- For the three months ended March 31, 2022, consultant fees of \$30,000 (2021 - \$30,000) were incurred by the Company to Ironbark International Limited (“Ironbark”) relating to the services of the Company’s President and CEO. These fees are recorded under consulting fees in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2022, the Company had no indebtedness (December 31, 2021 - \$11,300, included in due to related parties) to Ironbark.
- For the three months ended March 31, 2022, consultant fees of \$15,000 (2021 - \$15,000) were incurred by the Company to Caracle Creek International Consulting Inc. (“Caracle”) relating to the services of the Company’s VP Exploration. These fees are recorded under exploration and evaluation expenses in the condensed interim consolidated statement of net loss and comprehensive loss. As at March 31, 2022, the Company had indebtedness of \$5,250 (December 31, 2021 - \$5,250) to the Company’s VP Exploration, which is included in due to related parties.
- For the three months ended March 31, 2022, consultant fees of \$15,000 (2021 - \$15,000) were incurred by the Company to a company controlled by the Chief Operating Officer of the Company for technical services. These fees are recorded under exploration and evaluation expenses in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2022, the Company had indebtedness of \$5,749 (December 31, 2021 - \$nil) to the Company’s Chief Operating Officer, which is included in due to related parties.

- For the three months ended March 31, 2022, consultant fees of \$6,000 (2021 - \$nil) were incurred by the Company relating to the services of the Company's Chief Financial Officer. These fees are recorded under Professional fees in the condensed interim consolidated statements of net loss and comprehensive loss. As at March 31, 2022, the Company had indebtedness of \$7,355 (December 31, 2021 - \$nil) to the Company's Chief Financial Officer, which is included in due to related parties.
- For the three months ended March 31, 2022, director fees of \$6,000 (2021 -\$3,000) were incurred by the Company.

c) Transactions with related party

For the three months ended March 31, 2022, the Company incurred fees of \$4,500 (2021 -\$nil) with an individual, the spouse of the Chief Operating Officer, as part of a consulting agreement for accounting services. These fees were recorded under Professional fees in the condensed interim consolidated statements of net loss and comprehensive loss.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

JUDGMENT, ESTIMATES AND ASSUMPTIONS

The judgements, estimates and assumptions used by management are described in Note 6 of the audited consolidated financial statements for the year ended December 31, 2021.

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 unaudited interim consolidated financial statements as at March 31, 2022.

RISKS RELATED TO FINANCIAL INSTRUMENTS

Please refer to Note 14 "Financial Risks" of the unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2022 for a full description of these risks.

INFORMATION ON OUTSTANDING SECURITIES

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

Common shares outstanding:	39,561,798
Stock options outstanding:	3,815,312
Warrants outstanding:	8,866,769

Expiry Date	Exercise Price	Number of stock options outstanding
February 28, 2024	\$ 0.170	50,000
June 17, 2024	\$ 0.160	390,312
September 28, 2024	\$ 0.150	700,000
November 15, 2024	\$ 0.180	200,000
June 26, 2025	\$ 0.115	665,000
July 10, 2027	\$ 0.050	1,315,000
December 12, 2027	\$ 0.265	495,000
		3,815,312

Expiry Date	Exercise Price	Number of warrants outstanding
June 17, 2022	\$ 0.13	6,199,270
June 15, 2024	\$ 0.20	2,667,499
		8,866,769

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:

Climate Change

The Company has properties and joint venture 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 are no known mineral resources on the Company's properties. Mineral exploration and development involves 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.

Country risk

The Company has operations outside Canada in Australia. The Australian regulatory regime is generally stable. Country risk refers to the risk of investing in a country, dependent on changes in the business environment that may adversely affect operating profits or the value of assets in a specific country. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, civil war and other potential events contribute to companies' operational risks.

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 aboriginal 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.